

Required fields are shown with yellow backgrounds and asterisks.

Filing by Nasdaq PHLX LLC
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input checked="" type="checkbox"/>	Section 19(b)(3)(A) * <input type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
			Rule		
Pilot <input type="checkbox"/>	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 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"/>
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Description

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

Proposal to amend and reorganize the Exchange's membership, registration and qualification rules.

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 * Carla	Last Name * Behnfeldt
Title * Associate General Counsel	
E-mail * carla.behnfeldt@nasdaq.com	
Telephone * (215) 496-5208	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 08/07/2018	Executive Vice President and General Counsel
By Edward S. Knight	
(Name *)	

edward.knight@nasdaq.com

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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

Exhibit 1 - Notice of Proposed Rule Change *

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

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

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

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

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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

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

Partial Amendment

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

1. Text of the Proposed Rule Change

(a) Nasdaq PHLX LLC (“Phlx” or “Exchange”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposal to amend, reorganize and enhance its membership, registration and qualification rules and to make conforming changes to certain other rules.

A notice of the proposed rule change for publication in the Federal Register is attached as Exhibit 1. The text of the proposed rule change is attached as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Board of Directors of the Exchange on July 23, 2018. No other action is necessary for the filing of the rule change.

Questions and comments on the proposed rule change may be directed to:

Carla Behnfeldt
Associate General Counsel
Nasdaq, Inc.
(215) 496-5208

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

a. Purpose

Overview

The Exchange has adopted registration requirements to ensure that associated persons of member organizations attain and maintain specified levels of competence and knowledge pertinent to their function. In general, the current rules require that persons engaged in a member organization’s investment banking or securities business who are to function as representatives or principals register with the Exchange in the category of registration appropriate to their functions by passing one or more qualification examinations³ and exempt specified associated persons from the registration requirements.⁴ They also prescribe ongoing continuing education requirements for registered persons.⁵ The Exchange now proposes to amend, reorganize and enhance its rules regarding registration, qualification examinations and continuing education, as described below.⁶

Recently, the Commission approved a Financial Industry Regulatory Authority (“FINRA”) proposed rule change adopting rules relating to qualification and registration

³ See Phlx Rules 611, Principal Registration Requirements, and 613, Representative Registration.

⁴ See Phlx Rule 614, Persons Exempt from Registration.

⁵ See Phlx Rule 640, Continuing Education for Registered Persons.

⁶ The Exchange’s rules governing these matters were extensively updated and amended in 2012. See Securities Exchange Act Release No. 66840 (April 20, 2012), 77 FR 25003 (April 26, 2012) (SR-Phlx-2012-23).

requirements in the Consolidated FINRA Rulebook,⁷ restructuring the FINRA representative-level qualification examinations, creating a general knowledge examination and specialized knowledge examinations, allowing permissive registration, establishing an exam waiver process for persons working for a financial services affiliate of a member, and amending certain Continuing Education (“CE”) requirements (collectively, the “FINRA Rule Changes”).⁸ The FINRA Rule Changes will become effective on October 1, 2018.

The Exchange now proposes to amend, reorganize and enhance its own membership, registration and qualification rules in part in response to the FINRA Rule Changes, and also in order to conform the Exchange’s rules more closely to those of its affiliated exchanges in the interest of uniformity and to facilitate compliance with

⁷ The current FINRA rulebook consists of: (1) FINRA rules; (2) NASD rules; and (3) rules incorporated from the New York Stock Exchange (“NYSE”) (the “Incorporated NYSE rules”). While the NASD rules generally apply to all FINRA members, the Incorporated NYSE rules apply only to those members of FINRA that are also members of the NYSE.

⁸ See Securities Exchange Act Release No. 81098 (July 7, 2017), 82 FR 32419 (July 13, 2017) (Order Approving File No. SR-FINRA-2017-007). See also FINRA Regulatory Notice 17-30 (SEC Approves Consolidated FINRA Registration Rules, Restructured Representative-Level Qualification Examinations and Changes to Continuing Education Requirements) (October 2017). FINRA articulated its belief that the proposed rule change would streamline, and bring consistency and uniformity to, its registration rules, which would, in turn, assist FINRA members and their associated persons in complying with the rules and improve regulatory efficiency. FINRA also determined to enhance the overall efficiency of its representative-level examinations program by eliminating redundancy of subject matter content across examinations, retiring several outdated representative-level registrations, and introducing a general knowledge examination that could be taken by all potential representative-level registrants and the general public. FINRA amended certain aspects of its continuing education rule, including by codifying existing guidance regarding the effect of failing to complete the Regulatory Element on a registered person’s activities and compensation.

membership, registration and qualification regulatory requirements by members of multiple Nasdaq-affiliated exchanges including Phlx. Last, the Exchange proposes to enhance its registration rules by adding a new registration requirement applicable to developers of algorithmic trading systems similar to a requirement adopted by FINRA pursuant to a 2016 FINRA proposed rule change.⁹

As part of this proposed rule change, current Rules 53, Liability for Dues Until Transfer or Military Service; 611, Principal Registration Requirements; 612, Categories of Principal Registration; 613, Representative Registration; 614, Persons Exempt from Registration; 615, Waiver of Requirements; 616, Electronic Filing Requirements for Uniform Forms; 623, Fingerprinting; and 640, Continuing Education for Registered Persons, are proposed to be deleted. Rule 620, Trading Floor Registration, is proposed to be renumbered and amended.¹⁰

In place of the deleted rules and rule sections the Exchange proposes to adopt a new 1200 Series of rules captioned Registration, Qualification and Continuing Education generally conforming to FINRA's new 1200 Series of rules resulting from the FINRA

⁹ See Securities Exchange Act Release No. 77551 (April 7, 2016), 81 FR 21914 (April 13, 2016) (Order Approving File No. SR-FINRA-2016-007). In its proposed rule change FINRA addressed the increasing significance of algorithmic trading strategies by amending its rules to require registration, as Securities Traders, of associated persons primarily responsible for the design, development or significant modification of algorithmic trading strategies, or who are responsible for the day-to-day supervision or direction of such activities.

¹⁰ The Exchange also proposes conforming amendments to Rules 1, Definitions; 1024, Conduct of Accounts for Options Trading; 1090, Clerks; 3202, Application of Other Rules of the Exchange; Equity Floor Procedure Advice A-7, Failure to Timely Submit Amendments to Form U4, Form U5 and Form BD; Options Floor Procedure Advice F-34, Failure to Timely Submit Amendments to Form U4, Form U5 and Form BD; and Section VII.C., FINRA Fees, of the Exchange's Pricing Schedule.

Rule Changes, but with a number of Exchange-specific variations.¹¹ The proposed new 1200 Series is also being proposed for adoption by Phlx's affiliated exchanges in order to facilitate compliance with membership, registration and qualification requirements by members of two or more of those affiliated exchanges.¹² In the new 1200 Series of rules the Exchange would, among other things, recognize an additional associated person registration category, recognize a new general knowledge examination, permit the maintenance of permissive registrations, and require Securities Trader registration of developers of algorithmic trading strategies consistent with a comparable, existing FINRA registration requirement.¹³

¹¹ The proposed Phlx 1200 Series of Rules would consist of Rule 1210, Registration Requirements; Rule 1220, Registration Categories; Rule 1230, Associated Persons Exempt from Registration; Rule 1240, Continuing Education Requirements; Rule 1250, Electronic Filing Requirements for Uniform Forms; and Rule 1260, Trading Floor Registration.

¹² The Exchange's five affiliated exchanges, The Nasdaq Stock Market LLC ("Nasdaq"), Nasdaq BX, Inc. ("BX"); Nasdaq ISE, LLC ("ISE"); Nasdaq GEMX, LLC ("GEMX"); and Nasdaq MRX, LLC ("MRX") (together, the "Nasdaq Affiliated Exchanges") are also submitting proposed rule changes to adopt the 1200 Series of rules. See SR-NASDAQ-2018-065, SR-BX-2018-039, SR-ISE-2018-73, SR-GEMX-2018-28 and SR-MRX-2018-26. The Exchange recently added a shell structure to its rulebook with the purpose of improving efficiency and readability and to align its rules closer to those of the other Nasdaq Affiliated Exchanges. See Securities Exchange Act Release No. 82169 (November 29, 2017), 82 FR 57508 (December 5, 2017) (SR-Phlx-2017-97). Ultimately, the Exchange intends to submit another proposed rule change to transfer the Exchange's 1200 Series of rules into the new shell structure. The Phlx 1200 Series of rules would differ slightly from the 1200 Series of the other Nasdaq Affiliated Exchanges given Phlx's trading floor and its unique membership structure which features the concept of a "member organization." The Phlx 1200 Series would therefore include a Rule 1260, Trading Floor Registration. Additionally, each of the new Phlx 1200 Series of rules (except Rule 1260) would contain a statement that references to a "member" in that rule shall be deemed to be references to a "member organization."

¹³ See Securities Exchange Act Release No. 77551 (April 7, 2016), 81 FR 21914 (April 13, 2016) (order approving SR-FINRA-2016-007). In its proposed rule

The proposed rule change would become effective October 1, 2018 with the exception of the new registration requirement for developers of algorithmic trading strategies which would become effective 180 days following the date of approval of this proposed rule change.

Proposed Rules

A. Registration Requirements (Proposed Rule 1210)

Exchange Rules 613(a) and 611(a) currently require that persons engaged, or to be engaged, in the investment banking or securities business of a member who are to function as representatives or principals register with the Exchange in the category of registration appropriate to their functions as specified in Exchange Rules 613 and 612.¹⁴ The Exchange is proposing to consolidate and streamline provisions of Exchange Rules 613(a) and 611(a) and to adopt them as Exchange Rule 1210, subject to several changes.¹⁵

change to adopt this registration requirement, FINRA addressed the increasing significance of algorithmic trading strategies by proposing to require registration, as Securities Traders, of associated persons primarily responsible for the design, development or significant modification of algorithmic trading strategies, or who are responsible for the day-to-day supervision or direction of such activities.

¹⁴ Section (a) of Rule 613 includes an exception for members whose activities are limited to the Exchange's options trading floor and who are registered pursuant to Rule 620(a), as well as for associated persons whose activities are limited to the Exchange's options trading floor and are registered pursuant to Rule 620(b). As discussed below, the Exchange proposes to preserve this exception as new section (c) of proposed Rule 1260.

¹⁵ In general the 1200 Series would conform the Exchange's rules to FINRA's rules as revised in the FINRA Rule Changes, with modifications tailored to the business of the Exchange and of the other Nasdaq Affiliated Exchanges. However, the Exchange also proposes to adopt Rule 1210, Supplementary Material .12, which is not based upon a FINRA rule but instead on current Nasdaq Rule 1031(d) and (e), which Nasdaq is proposing in SR-Nasdaq-2018-065 to relocate to Rule 1210, Supplementary Material .12 in the Nasdaq rulebook. These

Proposed Rule 1210 provides that each person engaged in the securities business of a member must register with the Exchange as a representative or principal in each category of registration appropriate to his or her functions and responsibilities as specified in proposed Rule 1220, unless exempt from registration pursuant to proposed Rule 1230. Unlike current Rules 613(a) and 611(a), proposed Rule 1210 would not require persons engaged in the investment banking business of a member to register with the Exchange since a member's investment banking business is not the primary concern of the Exchange or the focus of its operations.¹⁶ Proposed Rule 1210 also provides that such person is not qualified to function in any registered capacity other than that for which the person is registered, unless otherwise stated in the rules.

B. Minimum Number of Registered Principals (Proposed Rule 1210.01)

Existing Rule 611(e), Requirement of Two Registered Principals, at section (i) requires members other than sole proprietorships to have at least two officers or partners who are registered as principals with respect to each aspect of the member organization's investment banking and securities business pursuant to the applicable provisions of Rule 611; provided, however, that a proprietary trading firm with 25 or fewer registered representatives is only required to have one officer or partner who is registered as a

provisions govern the process for applying for registration and amending the registration application, as well as for notifying the Exchange of termination of the member's association with a person registered with the Exchange. The Exchange proposes to adopt Rule 1210, Supplemental Material .12, in order to have uniform processes and requirements in this area across the Nasdaq Affiliated Exchanges.

¹⁶ Miami International Securities Exchange LLC ("MIAX") Rule 203(a) and current ISE Rule 313(a)(1) likewise require registration of associated persons of members engaged in the member's securities business, but do not require registration with the exchanges of associated persons of members who engage in the member's investment banking business.

principal.¹⁷ Under Rule 611(e)(ii) the Exchange may waive the provisions of paragraph (e)(i) in situations that indicate conclusively that only one person should be required to register as a principal. Additionally, rule 611(e)(iii) requires an applicant for membership to have at least one person qualified for registration as a Limited Principal – Financial and Operations, pursuant to Rule 612(b)(i).¹⁸

The Exchange is proposing to delete these requirements and in their place to adopt new Rule 1210.01. The new rule would provide firms that limit the scope of their business with flexibility in satisfying the two-principal requirement. In particular, proposed Rule 1210.01 requires that a member have a minimum of two General Securities Principals, provided that a member that is limited in the scope of its activities may instead have two officers or partners who are registered in a principal category that corresponds to the scope of the member's activities.¹⁹ For instance, if a firm's business is limited to securities trading, the firm may have two Securities Trader Principals, instead of two General Securities Principals. Additionally, Exchange Rule 1210.01 provides that any member with only one associated person is excluded from the two principal requirement. Proposed Rule 1210.01 would provide that existing members as well as

¹⁷ Rule 611(e)(i)(A)-(D) defines the term "proprietary trading firm". Because the Exchange is proposing to delete Rule 611 in its entirety, Rule 611(e)(i) (A) – (D) would be reworded and relocated to Rule 1, Definitions, Section (kk) as a defined term.

¹⁸ The Exchange's rules currently refer to various categories of limited principal registration as "Limited Principal –" followed by the name of the registration category. In this proposed rule change, the Exchange will no longer employ the term "Limited Principal –" in discussing various principal registration categories. No substantive change is intended; shortening the names of the various principals simply improves readability of the rules.

¹⁹ The principal registration categories are described in greater detail below.

new applicants may request a waiver of the two-principal requirement, consistent with current Exchange Rule 611(e)(ii).²⁰ The Financial and Operations Principal requirement of current Rules 611(e)(i) and 612(b)(i), which it references, would be revised and relocated to proposed Rule 1220(a)(4)(A).

C. Permissive Registrations (Proposed Rule 1210.02)

Current Rule 611(a) prohibits member organizations from maintaining a principal registration with the Exchange for any person (A) who is no longer active in the member organization's investment banking or securities business, (B) who is no longer functioning as a principal, or (C) where the sole purpose is to avoid the examination requirement of the rule. A member organization may not make application for the registration of any person as principal where there is no intent to employ such person in the member organization's investment banking or securities business. However, a member organization may maintain or make application for the registration as a principal of a person who performs legal, compliance, internal audit, back-office operations, or similar duties for the member organization or a person engaged in the investment banking or securities business of a foreign securities affiliate or subsidiary of the member organization. Exchange Rule 613(b) is a parallel provision applicable to representatives.

²⁰ The Exchange is not proposing provisions comparable to the new FINRA Rule 1210.01 requirements that all FINRA members are required to have a Principal Financial Officer and a Principal Operations Officer, or the requirements that (1) a member engaged in investment banking activities have an Investment Banking Principal, (2) a member engaged in research activities have a Research Principal, or (3) a member engaged in options activities with the public have a Registered Options Principal. The Exchange does not recognize the Investment Banking Principal or the Research Principal registration categories, and the Registered Options Principal registration requirement is set forth in Rule 1210.08 and its inclusion is therefore unnecessary in Rule 1210.01.

The Exchange is proposing to replace these provisions with new Rule 1210.02. The Exchange is also proposing to expand the scope of permissive registrations and to clarify a member's obligations regarding individuals who are maintaining such registrations.

Specifically, proposed Rule 1210.02 allows any associated person to obtain and maintain any registration permitted by the member. For instance, an associated person of a member working solely in a clerical or ministerial capacity, such as in an administrative capacity, would be able to obtain and maintain a General Securities Representative registration with the member. As another example, an associated person of a member who is registered, and functioning solely, as a General Securities Representative would be able to obtain and maintain a General Securities Principal registration with the member. Further, proposed Rule 1210.02 allows an individual engaged in the securities business of a foreign securities affiliate or subsidiary of a member to obtain and maintain any registration permitted by the member.

The Exchange is proposing to permit the registration of such individuals for several reasons. First, a member may foresee a need to move a former representative or principal who has not been registered for two or more years back into a position that would require such person to be registered. Currently, such persons are required to requalify (or obtain a waiver of the applicable qualification examinations) and reapply for registration. Second, the proposed rule change would allow members to develop a depth of associated persons with registrations in the event of unanticipated personnel changes. Third, allowing registration in additional categories encourages greater regulatory understanding. Finally, the proposed rule change would eliminate an inconsistency in the

current rules, which permit some associated persons of a member to obtain permissive registrations, but not others who equally are engaged in the member's business.

Individuals maintaining a permissive registration under the proposed rule change would be considered registered persons and subject to all Exchange rules, to the extent relevant to their activities. For instance, an individual working solely in an administrative capacity would be able to maintain a General Securities Representative registration and would be considered a registered person for purposes of rules relating to borrowing from or lending to customers, but the rule would have no practical application to his or her conduct because he or she would not have any customers.

Members would be required to have adequate supervisory systems and procedures reasonably designed to ensure that individuals with permissive registrations do not act outside the scope of their assigned functions. With respect to an individual who solely maintains a permissive registration, such as an individual working exclusively in an administrative capacity, the individual's day-to-day supervisor may be a nonregistered person. Members would be required to assign a registered supervisor to this person who would be responsible for periodically contacting such individual's day-to-day supervisor to verify that the individual is not acting outside the scope of his or her assigned functions. If such individual is permissively registered as a representative, the registered supervisor must be registered as a representative or principal. If the individual is permissively registered as a principal, the registered supervisor must be registered as a principal.²¹

²¹ In either case, the registered supervisor of an individual who solely maintains a permissive registration would not be required to be registered in the same

D. Qualification Examinations and Waivers of Examinations (Proposed Rule 1210.03)

Current Rule 611(a) provides that before a registration can become effective, persons who are to function as principals must pass a qualification examination for principals appropriate to the category of registration as specified in the rule. Rule 613(d) provides that no member organization shall permit any member or person associated with it to engage in the investment banking or securities business unless the member organization determines that such person satisfies the qualification requirements established by the Board and is not subject to statutory disqualification as defined in Section 3(a)(39)²² of the Act. The Exchange is proposing to replace these provisions with new Rule 1210.03.

In addition, as part of the FINRA Rule Changes FINRA has adopted a restructured representative-level qualification examination program whereby representative-level registrants would be required to take a general knowledge examination (the Securities Industry Essentials Exam or “SIE”) and a specialized knowledge examination appropriate to their job functions at the firm with which they are associating. Therefore, proposed Rule 1210.03 provides that before the registration of a person as a representative can become effective under proposed Rule 1210, such person must pass the SIE and an appropriate representative-level qualification examination as specified in proposed Rule 1220. Proposed Rule 1210.03 also provides that before the registration of a person as a principal can become effective under proposed Rule 1210,

representative or principal registration category as the permissively-registered individual.

²² 15 U.S.C. 78c(a)(39).

such person must pass an appropriate principal-level qualification examination as specified in proposed Rule 1220.

Further, proposed 1210.03 provides that if the job functions of a registered representative registered in any registration category recognized by FINRA, other than an individual registered as an Order Processing Assistant Representative or a Foreign Associate, change and he or she needs to become registered in another representative-level category, he or she would not need to pass the SIE again. Rather, the registered person would need to pass only the appropriate representative-level qualification examination.²³ Thus under the proposed rule change, individuals seeking registration in two or more representative-level categories would experience a net decrease in the total number of exam questions they would be required to answer because the SIE content would be tested only once.

²³ The exception for Order Processing Assistant Representatives and Foreign Associates was adopted by FINRA in FINRA Rule 1210.03, and is included in proposed Exchange Rule 1210.03 to reflect and conform to that FINRA rule. FINRA has stated that the SIE would assess basic product knowledge; the structure and function of the securities industry markets, regulatory agencies and their functions; and regulated and prohibited practices. Proposed Rule 1210.03 provides that all associated persons, such as associated persons whose functions are solely and exclusively clerical or ministerial, are eligible to take the SIE. Proposed Rule 1210.03 also provides that individuals who are not associated persons of firms, such as members of the general public, are eligible to take the SIE. FINRA has stated its belief that expanding the pool of individuals who are eligible to take the SIE would enable prospective securities industry professionals to demonstrate to prospective employers a basic level of knowledge prior to submitting a job application. Further, this approach would allow for more flexibility and career mobility within the securities industry. While all associated persons of firms as well as individuals who are not associated persons would be eligible to take the SIE pursuant to proposed Rule 1210.03, passing the SIE alone would not qualify them for registration with the Exchange. Rather, to be eligible for registration with the Exchange, an individual would be required to pass an applicable representative or principal qualification examination and complete the other requirements of the registration process.

The proposed rule change solely impacts the representative-level qualification requirements. The proposed rule change does not change the scope of the activities permitted under the existing representative categories. For instance, after the effective date of the proposed rule change, a previously unregistered individual registering as a Securities Trader for the first time would be required to pass the SIE and an appropriate specialized knowledge examination. However, such individual may engage only in those activities in which a current Securities Trader may engage under current Exchange Rules.

Individuals who are registered on the effective date of the proposed rule change would be eligible to maintain those registrations without being subject to any additional requirements. Individuals who had been registered within the past two years prior to the effective date of the proposed rule change would also be eligible to maintain those registrations without being subject to any additional requirements, provided that they reregister with the Exchange within two years from the date of their last registration.

Further, registered representatives registered in any category recognized by FINRA, other than an individual registered as an Order Processing Assistant Representative or a Foreign Associate, would be considered to have passed the SIE in the CRD system, and thus if they wish to register in any other representative category after the effective date of the proposed rule change, they could do so by taking only the appropriate specialized knowledge examination.²⁴ However, with respect to an

²⁴ Under the proposed rule change, only individuals who have passed an appropriate representative-level examination would be considered to have passed the SIE. Registered principals who do not hold an appropriate representative-level registration would not be considered to have passed the SIE. For example, an individual who is registered solely as a Financial and Operations Principal (Series 27) today would have to take the Series 7 to become registered as a General Securities Representative. Under the proposed rule change, in the future, this

individual who is not registered on the effective date of the proposed rule change but was registered within the past two years prior to the effective date of the proposed rule change, the individual's SIE status in the CRD system would be administratively terminated if such individual does not register within four years from the date of the individual's last registration.²⁵

In addition, individuals, with the exception of Order Processing Assistant Representatives and Foreign Associates, who had been registered as representatives two or more years, but less than four years, prior to the effective date of the proposed rule change would also be considered to have passed the SIE and designated as such in the CRD system. Moreover, if such individuals re-register with a firm after the effective date of the proposed rule change and within four years of having been previously registered, they would only need to pass the specialized knowledge examination associated with that registration position. However, if they do not register within four years from the date of their last registration, their SIE status in the CRD system would be administratively terminated. Similar to the current process for registration, firms would continue to use the CRD system to request registrations for representatives. An individual would be able to schedule both the SIE and specialized knowledge examinations for the same day, provided the individual is able to reserve space at one of FINRA's designated testing centers.

individual would have to pass the SIE and the specialized Series 7 examination to obtain registration as a General Securities Representative.

²⁵ As discussed below, the Exchange is proposing a four-year expiration period for the SIE.

Finally, under current Rule 615, the Exchange may, in exceptional cases and where good cause is shown, waive the applicable qualification examination and accept other standards as evidence of an applicant's qualifications for registration. The Exchange is proposing to replace Rule 615 with proposed Rule 1210.03 with changes. The proposed rule provides that the Exchange will only consider examination waiver requests submitted by a firm for individuals associated with the firm who are seeking registration in a representative- or principal-level registration category. Moreover, proposed Rule 1210.03 states that the Exchange will consider waivers of the SIE alone or the SIE and the representative- and principal-level examination(s) for such individuals.

E. Requirements for Registered Persons Functioning as Principals for a Limited Period (Proposed Rule 1210.04)

Current Rule 611(d) provides that any person associated with a member organization as a registered representative whose duties are changed by the member organization so as to require registration in any principal classification is allowed a period of 90 calendar days following the change in his or her duties during which to pass the appropriate qualification examination for principals. It further provides that any person not presently associated with a member organization as registered representative seeking registration as a principal shall submit the appropriate application for registration and any required registration and examination fees. Such person shall be allowed a period of 90 days after all applicable prerequisites are fulfilled to pass the appropriate qualification examination for principals. A person who has never been registered does not qualify for this exception. This provision specifically applies to a person associated with a member organization of another registered national securities exchange or association who is required to register in a principal classification under Exchange rules

but who is not required to be so registered under the rules of the other exchange or association, as well as to a person associated with a member organization who was not required to register with the Exchange as a principal prior to the adoption of Exchange Rule 611.

The Exchange is proposing to adopt these requirements of Rule 611(d) as new Rule 1210.04, subject to certain changes. Proposed Rule 1210.04 states that a member may designate any person currently registered, or who becomes registered, with the member as a representative to function as a principal for a limited period, provided that such person has at least 18 months of experience functioning as a registered representative within the five-year period immediately preceding the designation and has fulfilled all prerequisite registration, fee and examination requirements prior to designation as principal. These requirements apply to any principal category, including those categories that are not subject to a prerequisite representative-level registration requirement, such as the Financial and Operations Principal registration category.²⁶ This change is intended to ensure that representatives designated to function as principals for the limited period under the proposed rule have an appropriate level of registered representative experience. The proposed rule clarifies that the requirements of the rule apply to any principal category, including those categories that are not subject to a prerequisite representative-level registration requirement, such as the Financial and Operations Principal registration category. Similarly, the rule would permit a member to designate any person currently registered, or who becomes registered, with the member

²⁶ In this regard, the Exchange notes that qualifying as a registered representative is currently a prerequisite to qualifying as a principal on the Exchange except with respect to the Financial and Operations Principal registration category.

as a principal to function in another principal category for a period of 120 calendar days prior to passing an appropriate qualification examination as specified under Rule 1220.

The Exchange is not conserving in new Rule 1210.04 the language in existing Rule 611 that the provisions apply to a person associated with a member organization of another registered national securities exchange or association who is required to register in a principal classification under Exchange rules but who is not required to be so registered under the rules of the other exchange or association, as well as to a person associated with a member organization who was not required to register with the Exchange as a Principal prior to the adoption of Exchange Rule 611. The Exchange believes this language to be superfluous as the applicability to various individuals of proposed Rule 1210.04 speaks for itself and requires no elaboration.

F. Rules of Conduct for Taking Examinations and Confidentiality of Examinations (Proposed Rule 1210.05)

Before taking an examination, FINRA currently requires each candidate to agree to the Rules of Conduct for taking a qualification examination. Among other things, the examination Rules of Conduct require each candidate to attest that he or she is in fact the person who is taking the examination. These Rules of Conduct also require that each candidate agree that the examination content is the intellectual property of FINRA and that the content cannot be copied or redistributed by any means. If FINRA discovers that a candidate has violated the Rules of Conduct for taking a qualification examination, the candidate may forfeit the results of the examination and may be subject to disciplinary

action by FINRA. For instance, for cheating on a qualification examination, FINRA's Sanction Guidelines recommend a bar.²⁷

Effective October 1, 2018, FINRA has codified the requirements relating to the Rules of Conduct for examinations under FINRA Rule 1210.05. FINRA also adopted Rules of Conduct for taking the SIE for associated persons and non-associated persons who take the SIE.

The Exchange proposes to adopt its own version of Rule 1210.05, which would provide that associated persons taking the SIE are subject to the SIE Rules of Conduct, and that associated persons taking any representative or principal examination are subject to the Rules of Conduct for representative and principal examinations. Under the proposed rule, a violation of the SIE Rules of Conduct or the Rules of Conduct for representative and principal examinations by an associated person would be deemed to be a violation of Exchange rules requiring observance of high standards of commercial honor or just and equitable principles of trade, such as Exchange Rule 707.²⁸ Further, if the Exchange determines that an associated person has violated the SIE Rules of Conduct or the Rules of Conduct for representative and principal examinations, the associated person may forfeit the results of the examination and may be subject to disciplinary action by the Exchange.

Proposed Rule 1210.05 also states that the Exchange considers all of the qualification examinations content to be highly confidential. The removal of examination

²⁷ See SR-FINRA-2017-007, pp. 26 – 27.

²⁸ Exchange Rule 707 prohibits members, member organizations or persons associated with or employed by a member or member organization from engaging in acts or practices inconsistent with just and equitable principles of trade.

content from an examination center, reproduction, disclosure, receipt from or passing to any person, or use for study purposes of any portion of such qualification examination or any other use that would compromise the effectiveness of the examinations and the use in any manner and at any time of the questions or answers to the examinations would be prohibited and would be deemed to be a violation of Exchange rules requiring observance of high standards of commercial honor or just and equitable principles of trade. Finally, proposed Rule 1210.05 would prohibit an applicant from receiving assistance while taking the examination, and require the applicant to certify that no assistance was given to or received by him or her during the examination.²⁹

G. Waiting Periods for Retaking a Failed Examination (Proposed Rule 1210.06)

The Exchange proposes to adopt new Rule 1210.06, which provides that a person who fails an examination may retake that examination after 30 calendar days from the date of the person's last attempt to pass that examination.³⁰ Proposed Rule 1210.06 further provides that if a person fails an examination three or more times in succession within a two-year period, the person is prohibited from retaking that examination until 180 calendar days from the date of the person's last attempt to pass it. These waiting periods would apply to the SIE and the representative- and principal-level examinations.

H. CE Requirements (Proposed Rule 1210.07)

Pursuant to current Exchange Rule 640, no member organization shall permit any registered person to continue to, and no registered person shall continue to, perform

²⁹ The Exchange is not adopting portions of FINRA's Rule 1210.05 which apply to non-associated persons, over whom the Exchange would in any event have no jurisdiction.

³⁰ Proposed Rule 1210.06 has no counterpart in existing Exchange rules.

duties as a registered person, unless such person has complied with the continuing education requirements of paragraph (a) of Rule 640. Under the rule the CE requirements applicable to registered persons consist of a Regulatory Element³¹ and a Firm Element.³² The Regulatory Element applies to registered persons and must be completed within prescribed time frames.³³ For purposes of the Regulatory Element, a “registered person” is defined in current Rule 640 as any member, registered representative or other person registered or required to be registered under Exchange Rules, but does not include such person whose activities are limited solely to the transaction of business on the Exchange’s trading floor, with members or registered broker-dealers.³⁴ The Firm Element consists of annual, member-developed and administered training programs designed to keep covered registered persons current regarding securities products, services and strategies offered by the member. For purposes of the Firm Element, the term “covered registered persons” is defined as any registered person who has direct contact with customers in the conduct of the member organization’s securities sales, trading or investment banking activities, and to the immediate supervisors of such persons.³⁵

³¹ See Rule 640(a).

³² See Rule 640(b).

³³ Pursuant to Rule 640(a), each registered person is required to complete the Regulatory Element on the occurrence of their second registration anniversary date(s), and every three years thereafter or as otherwise prescribed by the Exchange. On each occasion, the Regulatory Element must be completed within 120 days after the person’s registration anniversary date.

³⁴ See Rule 640, Commentary .01.

³⁵ See Rule 640(b)(1).

The Exchange proposes to delete current Rule 640. The CE requirements set forth in Rule 640 are proposed to be reorganized and renumbered, and to be adopted as new Rule 1240. The Exchange believes that all persons registered pursuant to Rule 1210, regardless of their activities, should be subject to the Regulatory Element of the CE requirements so that they can keep their knowledge of the securities industry current.³⁶ Therefore, the Exchange is proposing Rule 1210.07, to clarify that all “covered persons” as defined in Rule 1240(a)(5), including those who solely maintain a permissive registration, are required to satisfy the Regulatory Element, as specified in proposed new Rule 1240, discussed below.³⁷ Individuals who have passed the SIE but not a representative or principal-level examination and do not hold a registered position would not be subject to any CE requirements. Consistent with current practice, proposed Rule 1210.07 would also provide that a registered person of a member who becomes CE inactive would not be permitted to be registered in another registration category with that

³⁶ The Exchange notes that Rule 625 also may require individuals who are not required to register pursuant to Rule 1210 to complete mandatory training. The rule provides that all members and persons employed by or associated with such member or a member organization shall successfully complete mandatory training, as required by the Exchange. Training topics include, but are not limited to, training related to that person’s function at the Exchange, changes in existing automated systems or any new technology that is utilized by the Exchange, compliance with Exchange Rules and federal securities laws, and issues related to conduct, health and safety on the trading floor. In addition, floor members shall complete mandatory training programs, on at least a semi-annual basis, that address compliance with the federal securities laws and the Exchange’s Rules in place to prevent and deter unlawful trading by floor members.

³⁷ Current Rule 640 would be deleted, replaced by proposed Rule 1240. Rule 1240(a)(5) would define the term “covered person” as any person registered with the Exchange pursuant to Rule 1210, including any person who is permissively registered pursuant to Rule 1210.02, and any person who is designated as eligible for a waiver pursuant to Rule 1210.09.

member or be registered in any registration category with another member, until the person has satisfied the Regulatory Element.

Individuals whose activities are limited solely to the transaction of business on the Exchange's trading floor, with members or registered broker-dealers, would continue to be excluded from the CE requirement.³⁸ Pursuant to proposed Rule 1260, Section (c), members whose activities are limited to the Exchange's options trading floor and who are registered pursuant to proposed Rule 1260(a) as well as associated persons whose activities are limited to the Exchange's options trading floor and who are registered pursuant to proposed Rule 1260(b) would be exempt from the representative registration requirements of proposed Rules 1210 and 1220. The CE requirements of proposed Rule 1240 would apply only to "covered persons," defined in turn in proposed Rule 1240 as persons registered pursuant to Rule 1210.

I. Lapse of Registration and Expiration of SIE (Proposed Rule 1210.08)

Existing Rule 611(c) states that any person whose registration has been revoked by the Exchange as a disciplinary sanction or whose most recent registration as principal has been terminated for two or more years immediately preceding the date of receipt by the Exchange of a new application is required to pass a qualification examination for Principals appropriate to the category of registration as specified in Rule 611. The two year period is calculated from the termination date to the date the Exchange receives a new application for registration. A comparable provision applicable to representatives is found in Rule 613(c). The Exchange is proposing to delete existing

³⁸ See existing Rule 640, Commentary .01, which excludes such individuals from the term "registered person" as it is used in Rule 640.

Rules 611(c) and 613(c), and to replace them with Rule 1210.08, Lapse of Registration and Expiration of SIE.

Proposed Rule 1210.08 contains language comparable to that of existing Rules 611(c) and 613(c) but also clarifies that, for purposes of the proposed rule, an application would not be considered to have been received by the Exchange if that application does not result in a registration. Proposed Rule 1210.08 also sets forth the expiration period of the SIE. Based on the content covered on the SIE, the Exchange is proposing that a passing result on the SIE be valid for four years. Therefore, under the proposed rule change, an individual who passes the SIE and is an associated person of a firm at the time would have up to four years from the date he or she passes the SIE to pass a representative-level examination to register as a representative with that firm, or a subsequent firm, without having to retake the SIE. In addition, an individual who passes the SIE and is not an associated person at the time would have up to four years from the date he or she passes the SIE to become an associated person of a firm, pass a representative-level examination and register as a representative without having to retake the SIE.

Moreover, an individual holding a representative-level registration who leaves the industry after the effective date of the proposed rule change would have up to four years to re-associate with a firm and register as a representative without having to retake the SIE. However, the four-year expiration period in the proposed rule change extends only to the SIE, and not the representative- and principal-level registrations. The representative- and principal-level registrations would continue to be subject to a two year expiration period as is the case today.

J. Waiver of Examinations for Individuals Working for a Financial Services Industry Affiliate of a Member (Proposed Rule 1210.09)

The Exchange is proposing Rule 1210.09 to provide a new process whereby individuals who would be working for a financial services industry affiliate of a member³⁹ would terminate their registrations with the member and would be granted a waiver of their requalification requirements upon re-registering with a member, provided the firm that is requesting the waiver and the individual satisfy the criteria for a Financial Services Affiliate (“FSA”) waiver.⁴⁰ The purpose of the FSA waiver is to provide a firm greater flexibility to move personnel, including senior and middle management, between the firm and its financial services affiliate(s) so that they may gain organizational skills and better knowledge of products developed by the affiliate(s) without the individuals having to requalify by examination each time they returned to the firm.

Under the proposed waiver process, the first time a registered person is designated as eligible for a waiver based on the FSA criteria, the member with which the individual is registered would notify the Exchange of the FSA designation. The member would concurrently file a full Form U5 terminating the individual’s registration with the firm, which would also terminate the individual’s other SRO and state registrations.

³⁹ Proposed Rule 1210.09 defines a “financial services industry affiliate of a member” as a legal entity that controls, is controlled by or is under common control with a member and is regulated by the SEC, Commodity Futures Trading Commission (“CFTC”), state securities authorities, federal or state banking authorities, state insurance authorities, or substantially equivalent foreign regulatory authorities.

⁴⁰ There is no counterpart to proposed Rule 1210.09 in the Exchange’s existing rules. FINRA Rule 1210.09 was recently adopted as a new waiver process for FINRA registrants, as part of the FINRA Rule Changes.

To be eligible for initial designation as an FSA-eligible person by a member, an individual must have been registered for a total of five years within the most recent 10-year period prior to the designation, including for the most recent year with that member. An individual would have to satisfy these preconditions only for purposes of his or her initial designation as an FSA-eligible person, and not for any subsequent FSA designation(s). Thereafter, the individual would be eligible for a waiver for up to seven years from the date of initial designation⁴¹ provided that the other conditions of the waiver, as described below, have been satisfied. Consequently, a member other than the member that initially designated an individual as an FSA-eligible person may request a waiver for the individual and more than one member may request a waiver for the individual during the seven-year period.⁴²

⁴¹ Individuals would be eligible for a single, fixed seven-year period from the date of initial designation, and the period would not be tolled or renewed.

⁴² The following examples illustrate this point:

Example 1. Firm A designates an individual as an FSA-eligible person by notifying the Exchange and files a Form U5. The individual joins Firm A's financial services affiliate. Firm A does not submit a waiver request for the individual. After working for Firm A's financial services affiliate for three years, the individual directly joins Firm B's financial services affiliate for three years. Firm B then submits a waiver request to register the individual.

Example 2. Same as Example 1, but the individual directly joins Firm B after working for Firm A's financial services affiliate, and Firm B submits a waiver request to register the individual at that point in time.

Example 3. Firm A designates an individual as an FSA-eligible person by notifying the Exchange and files a Form U5. The individual joins Firm A's financial services affiliate for three years. Firm A then submits a waiver request to reregister the individual. After working for Firm A in a registered capacity for six months, Firm A re-designates the individual as an FSA-eligible person by notifying FINRA and files a Form U5. The individual rejoins Firm A's financial services affiliate for two years, after which the individual directly joins Firm B's financial

An individual designated as an FSA-eligible person would be subject to the Regulatory Element of CE while working for a financial services industry affiliate of a member. The individual would be subject to a Regulatory Element program that correlates to his or her most recent registration category, and CE would be based on the same cycle had the individual remained registered. If the individual fails to complete the prescribed Regulatory Element during the 120-day window for taking the session, he or she would lose FSA eligibility (i.e., the individual would have the standard two-year period after termination to re-register without having to retake an examination). The Exchange is making corresponding changes to Rule 640, Continuing Education (proposed to be renumbered as Rule 1240).

Upon registering an FSA-eligible person, a firm would file a Form U4 and request the appropriate registration(s) for the individual. The firm would also submit an examination waiver request to the Exchange,⁴³ similar to the process used today for waiver requests, and it would represent that the individual is eligible for an FSA waiver based on the conditions set forth below. The Exchange would review the waiver request and make a determination of whether to grant the request within 30 calendar days of receiving the request. The Exchange would summarily grant the request if the following conditions are met:

services affiliate for one year. Firm B then submits a waiver request to register the individual.

Example 4. Same as Example 3, but the individual directly joins Firm B after the second period of working for Firm A's financial services affiliate, and Firm B submits a waiver request to register the individual at that point in time.

⁴³ The Exchange would consider a waiver of the representative-level qualification examination(s), the principal-level qualification examination(s) and the SIE, as applicable.

(1) Prior to the individual's initial designation as an FSA-eligible person, the individual was registered for a total of five years within the most recent 10-year period, including for the most recent year with the member that initially designated the individual as an FSA-eligible person;

(2) The waiver request is made within seven years of the individual's initial designation as an FSA-eligible person by a member;

(3) The initial designation and any subsequent designation(s) were made concurrently with the filing of the individual's related Form U5;

(4) The individual continuously worked for the financial services affiliate(s) of a member since the last Form U5 filing;

(5) The individual has complied with the Regulatory Element of CE; and

(6) The individual does not have any pending or adverse regulatory matters, or terminations, that are reportable on the Form U4, and has not otherwise been subject to a statutory disqualification while the individual was designated as an FSA-eligible person with a member.

Following the Form U5 filing, an individual could move between the financial services affiliates of a member so long as the individual is continuously working for an affiliate. Further, a member could submit multiple waiver requests for the individual, provided that the waiver requests are made during the course of the seven-year period.⁴⁴

⁴⁴ For example, if a member submits a waiver request for an FSA-eligible person who has been working for a financial services affiliate of the member for three years and re-registers the individual, the member could subsequently file a Form U5 and re-designate the individual as an FSA-eligible person. Moreover, if the individual works with a financial services affiliate of the member for another three years, the member could submit a second waiver request and re-register the individual upon returning to the member.

An individual who has been designated as an FSA-eligible person by a member would not be able to take additional examinations to gain additional registrations while working for a financial services affiliate of a member.

K. Status of Persons Serving in the Armed Forces of the United States (Proposed Rule 1210.10)

Current Rule 53, Inactive Status of Currently Registered Persons, provides specific relief to registered persons serving in the Armed Forces of the United States. Among other things, the rule permits a registered person of a member or member organization who volunteers for or is called into active duty in the Armed Forces of the United States to be placed, after proper notification to the Exchange, upon inactive status and remain eligible to receive ongoing transaction-related compensation. The rule also includes specific provisions regarding the deferment of the lapse of registration requirements in Rules 611, 613 and 3228 for formerly registered person serving in the Armed Forces of the United States.

The Exchange is proposing to adopt Rule 53 as Rule 1210.10 with certain changes. To enhance the efficiency of the current notification process for registered persons serving in the Armed Forces, proposed Rule 1210.10 requires that the member with which such person is registered promptly notify the Exchange of such person's return to employment with the member. A sole proprietor must similarly notify the Exchange of his or her return to participation in the investment banking or securities business. Further, proposed Rule 1210.10 provides that the Exchange would also defer the lapse of the SIE for formerly registered persons serving in the Armed Forces of the United States.

L. Impermissible Registrations (Proposed Rule 1210.11)

Existing Rule 611(a) and 613(a) prohibit a member organization from maintaining a principal or representative registration with the Exchange for any person who is no longer active in the member organization's investment banking or securities business, who is no longer functioning in the registered capacity, or where the sole purpose is to avoid an examination requirement. The rules also prohibit a member organization from applying for the registration of a person as representative or principal where the member organization does not intend to employ the person in its investment banking or securities business. These prohibitions do not apply to the current permissive registration categories identified in Rules 611(a) and 613(a).⁴⁵

In light of proposed Rule 1210.02, Permissive Registrations, discussed above the Exchange is proposing to delete these provisions of Rule 611(a) and 613(a) and instead adopt Rule 1210.11 prohibiting a member from registering or maintaining the registration of a person unless the registration is consistent with the requirements of proposed Rule 1210.

⁴⁵ Rules 611(a) allows for permissive principal registration of individuals who perform legal, compliance, internal audit, back-office operations, or similar duties for the member organization or a person engaged in the investment banking or securities business of a foreign securities affiliate or subsidiary of the member organization. Rule 613(a) permits permissive registration as a representative of an individual who performs legal, compliance, internal audit, back-office operations, or similar responsibilities for the member organization, or a person who performs administrative support functions for registered personnel, or a person engaged in the investment banking or securities business of a foreign securities affiliate or subsidiary of the member organization.

M. Registration Categories (Proposed Rule 1220)

The Exchange is proposing to adopt new and revised registration category rules and related definitions in proposed Rule 1220, Registration Categories.⁴⁶

1. Definition of Principal (Proposed Rule 1220(a)(1))

Current Rule 611(b) defines “principal” to include sole proprietors, officers, partners, managers of offices of supervisory jurisdiction and directors who are actively engaged in the management of the member organization’s investment banking or securities business, such as supervision, solicitation, conduct of business or the training of persons associated with a member organization for any of these functions. The Exchange is proposing to streamline and adopt Rule 611(b) as Rule 1220(a)(1).

For the reason discussed above in connection with proposed Rule 1210, proposed Rule 1220(a)(1) would not apply to individuals who are not engaged in the management of the member’s securities business even if they are engaged in the management of the member’s investment banking business. Proposed Rule 1220(a)(1) clarifies that a member’s chief executive officer (“CEO”) and chief financial officer (“CFO”) (or equivalent officers) are considered principals based solely on their status. The proposed rule further clarifies that the term “principal” includes any other associated person who is performing functions or carrying out responsibilities that are required to be performed or carried out by a principal under Exchange rules. In addition, the proposed rule provides that the phrase “actively engaged in the management of the member’s securities business” includes the management of, and the implementation of corporate policies

⁴⁶ For ease of reference, the Exchange proposes to adopt as Rule 1220, Supplementary Material .07, in chart form, a Summary of Qualification Requirements in chart form for each of the Exchange’s permitted registration categories discussed below.

related to, such business as well as managerial decision-making authority with respect to the member's securities business and management-level responsibilities for supervising any aspect of such business, such as serving as a voting member of the member's executive, management or operations committees.

2. General Securities Principal (Proposed Rule 1220(a)(2))

Current Rule 612(a) currently requires that an associated person who meets the definition of "principal" under Rule 611 and each person designated as Chief Compliance Officer ("CCO") on Schedule A of the member's Form BD (Uniform Application for Broker-Dealer Registration) register as a General Securities Principal. A person registering as a General Securities Principal must pass the General Securities Principal examination. The rule, however, provides that such person is not required to register as a General Securities Principal if the person's activities are so limited as to qualify such person for one or more of the limited principal categories specified in Rules 611(b) - (e). Further, the rule does not preclude individuals registered in a limited principal category from registering as General Securities Principals. Rule 1022(a)(1)(C) also includes transitioning and grandfathering provisions for CCO's.

Rule 612(a) requires individuals seeking to register and qualify as a General Securities Principal, prior to or concurrent with such registration, to become registered as a General Securities Representative. It also includes a grandfathering provision for persons who were registered as principals before the adoption of the General Securities Principal registration category. Finally, it provides that an associated person registered solely as a General Securities Principal is not qualified to function as a Limited Principal

- Financial and Operations, Limited Principal - General Securities Sales Supervisor or Securities Trader Principal.

The Exchange is proposing to more clearly set forth the obligation to register as a General Securities Principal. Specifically, proposed Rule 1220(a)(2)(A) states that each principal as defined in proposed Rule 1220(a)(1) is required to register with the Exchange as a General Securities Principal, except that if a principal's activities are limited to the functions of a Compliance Official, a Financial and Operations Principal, a Securities Trader Principal, a Securities Trader Compliance Officer, or a Registered Options Principal, then the principal shall appropriately register in one or more of these categories.⁴⁷ Proposed Rule 1220(a)(2)(A) further provides that if a principal's activities are limited solely to the functions of a General Securities Sales Supervisor, then the principal may appropriately register in that category in lieu of registering as a General Securities Principal, provided that if the principal is engaged in options sales activities he or she would be required to register as a General Securities Sales Supervisor or as a Registered Options Principal.⁴⁸

Proposed Rule 1220(a)(2)(B) requires that an individual registering as a General Securities Principal satisfy the General Securities Representative prerequisite registration and pass the General Securities Principal qualification examination. Proposed Rule 1220(a)(2)(B) also clarifies that an individual may register as a General Securities Sales

⁴⁷ The Exchange is proposing to recognize the Compliance Official and Securities Trader Compliance Officer registration categories for the first time as a result of this proposed rule change.

⁴⁸ The Exchange's proposed Rule 1220(a)(2)(A) deviates somewhat from the counterpart FINRA rule in that it does not offer various limited registration categories provided for in FINRA's new Rule 1220(a)(2)(A). It therefore proposes to reserve Rules 1220(a)(2)(A)(ii) and (iv).

Supervisor and pass the General Securities Principal Sales Supervisor Module qualification examination in lieu of passing the General Securities Principal examination.

In conjunction with the elimination of the Corporate Securities Representative registration category by FINRA, the Exchange is proposing that Rule 1220(a)(2)(B) provide that, subject to the lapse of registration provisions in proposed Rule 1210.08, General Securities Principals who obtained the Corporate Securities Representative prerequisite registration on the Exchange in lieu of the General Securities Representative prerequisite registration and individuals who had been registered as such within the past two years prior to the effective date of the proposed rule change, may continue to supervise corporate securities activities as currently permitted.⁴⁹ Proposed Rule 1220(a)(2)(B) requires all other individuals registering as General Securities Principals after October 1, 2018, to first become registered as a General Securities Representative pursuant to Rule 1220(b)(2).

The Exchange is also proposing to eliminate the grandfathering provision for individuals who were registered as principals prior to the adoption of the General Securities Principal registration category because it no longer has any practical application. Finally, the Exchange is proposing to delete the provision that persons eligible for registration in other principal categories are not precluded from registering as General Securities Principals because it is superfluous.

⁴⁹ The Exchange itself does not recognize the Corporate Securities Representative registration category, but understands that FINRA currently accepts Corporate Securities Representative registration as a prerequisite to General Securities Principal registration.

3. Compliance Official (Proposed Rule 1220(a)(3))

Current Rule 612(a) provides that each person designated as a Chief Compliance Officer on Schedule A of Form BD of a member organization to which Rule 611 applies, be required to register with the Exchange as a General Securities Principal and shall pass the Series 24 examination before such registration may become effective, unless such person's activities are so limited as to qualify such person for one or more of the limited categories of principal registration specified Rule 612(b) - (e).⁵⁰ The Exchange proposes to delete this provision.

In its place, the Exchange proposes to adopt Rule 1220(a)(3) providing that each person designated as a Chief Compliance Officer on Schedule A of Form BD shall be required to register with the Exchange as a General Securities Principal, provided that such person may instead register as a Compliance Official if his or her duties do not include supervision of trading. All individuals registering as Compliance Official would be required, prior to or concurrent with such registration, to pass the Compliance Official qualification examination. An individual designated as a Chief Compliance Officer on Schedule A of Form BD of a member that is engaged in limited securities business could also be registered in a principal category under Rule 1220(a) that corresponds to the limited scope of the member's business.

Additionally, Rule 1220(a)(3) would provide that an individual designated as a Chief Compliance Officer on Schedule A of Form BD may register and qualify as a Securities Trader Compliance Officer if, with respect to transactions in equity, preferred

⁵⁰ The limited registration categories identified in Rule 612(b) – (e) are Limited Principal—Financial and Operations, Limited Principal—General Securities Sales Supervisor, Limited Principal—Registered Options Principal, and Securities Trader Principal.

or convertible debt securities, or options such person is engaged in proprietary trading, the execution of transactions on an agency basis, or the direct supervision of such activities other than a person associated with a member whose trading activities are conducted principally on behalf of an investment company that is registered with the SEC pursuant to the Investment Company Act and that controls, is controlled by, or is under common control with a member. All individuals registering as Securities Trader Compliance Officers would be required to first become registered pursuant to paragraph (b)(4) as a Securities Trader, and to pass the Compliance Official qualification exam.

4. Financial and Operations Principal (Proposed Rule 1220(a)(4))

Existing Rule 612(b) provides that every member organization to which Rule 611 applies and that is operating pursuant to the provisions of SEC Rule 15c3-1(a)(1)(ii), (a)(2)(i) or (a)(8) shall designate as Limited Principal—Financial and Operations those persons associated with it, at least one of whom shall be its chief financial officer, who perform the duties described in Rule 612(b)(ii).⁵¹ It requires each person associated with a member organization who performs such duties to be registered as a Limited

⁵¹ Those duties include (A) final approval and responsibility for the accuracy of financial reports submitted to any duly established securities industry regulatory body; (B) final preparation of such reports; (C) supervision of individuals who assist in the preparation of such reports; (D) supervision of and responsibility for individuals who are involved in the actual maintenance of the member organization's books and records from which such reports are derived; (E) supervision and/or performance of the member organization's responsibilities under all financial responsibility rules promulgated pursuant to the provisions of the Act; (F) overall supervision of and responsibility for the individuals who are involved in the administration and maintenance of the member organization's back office operations; or (G) any other matter involving the financial and operational management of the member organization. A person registered solely as a Limited Principal—Financial and Operations shall not be qualified to function in a Principal capacity with responsibility over any other area of business activity.

Principal—Financial and Operations with the Exchange and to pass the Series 27 examination before such registration may become effective.

The Exchange is proposing to delete Rule 612(b) and to adopt in its place Rule 1220(a)(4). Under the new rule, every member of the Exchange that is operating pursuant to the provisions of SEC Rule 15c3-1(a)(1)(ii), (a)(2)(i) or (a)(8), shall designate at least one Financial and Operations Principal who shall be responsible for performing the duties described in subparagraph (B) of that rule. In addition, each person associated with a member who performs such duties shall be required to register as a Financial and Operations Principal with the Exchange.

Subparagraph (B) defines the term Financial and Operations Principal as a person associated with a member whose duties include (i) final approval and responsibility for the accuracy of financial reports submitted to any duly established securities industry regulatory body, (ii) final preparation of such reports, (iii) supervision of individuals who assist in the preparation of such reports, (iv) supervision of and responsibility for individuals who are involved in the actual maintenance of the member's books and records from which such reports are derived, (v) supervision and/or performance of the member's responsibilities under all financial responsibility rules promulgated pursuant to the provisions of the Act, (vi) overall supervision of and responsibility for the individuals who are involved in the administration and maintenance of the member's back office operations or (vii) any other matter involving the financial and operational management of the member.

Subparagraph (C) would require all individuals registering as a Financial and Operations Principal to pass the Financial and Operations Principal qualification

examination before such registration may become effective. Finally, subparagraph (D) would prohibit a person registered solely as a Financial and Operations Principal from functioning in a principal capacity with responsibility over any area of business activity not described in subparagraph (2) of the rule.

5. Investment Banking Principal (Proposed Rule 1220(a)(5))

The Exchange does not recognize the Investment Banking Principal registration category and is reserving Rule 1220(a)(5), retaining the caption solely to facilitate comparison with FINRA's rules.

6. Research Principal (Proposed Rule 1220(a)(6))

The Exchange does not recognize the Research Principal registration category and is reserving Rule 1220(a)(6), retaining the caption solely to facilitate comparison with FINRA's rules.

7. Securities Trader Principal (Proposed Rule 1220(a)(7))

Existing Rule 612(e) provides that each person associated with a member who is included within the definition of principal in Rule 611(b) and who will have supervisory responsibility over the securities trading activities described in Rule 613(f) shall become qualified and registered as a Securities Trader Principal. To qualify for registration as a Securities Trader Principal, such person must become qualified and registered as a Securities Trader under Rule 613(f) and pass the General Securities Principal qualification examination. A person who is qualified and registered as a Securities Trader Principal under this provision may only have supervisory responsibility over the Securities Trader activities specified in Rule 613(f), unless such person is separately qualified and registered in another appropriate principal registration category, such as the

General Securities Principal registration category. Conversely, a person who is registered as a General Securities Principal is not qualified to supervise the trading activities described in Rule 613(f), unless such person has also become qualified and registered as a Securities Trader under Rule 613(f) by passing the Securities Trader qualification examination and become registered as a Securities Trader Principal.

The Exchange is proposing to delete Rule 612(e) and to adopt in its place Rule 1220(a)(7), Securities Trader Principal. Proposed Rule 1220(a)(7) requires that a principal responsible for supervising the securities trading activities specified in proposed Rule 1220(b)(4)⁵² register as a Securities Trader Principal. The proposed rule requires individuals registering as Securities Trader Principals to be registered as Securities Traders and to pass the General Securities Principal qualification examination.

8. Registered Options Principal (Proposed Rules 1220(a)(8))

Rule 612(d) provides that each person associated with a member organization to which Rule 611 applies and who is included in the definition of principal in Rule 611 may register with the Exchange as a Limited Principal—Registered Options Principal if: (A) his or her supervisory responsibilities in the investment banking and securities business are limited exclusively to the options activities of a member organization, (B) he or she is registered pursuant to Exchange rules as a General Securities Representative, and (C) he or she is qualified to be so registered by passing the Series 4 examination. It also provides that a person registered in this category solely on the basis of having passed the Series 4 examination for Limited Principal—Registered Options Principal shall not be

⁵² Proposed Rule 1220(b)(4), discussed below, provides for registration in the representative-level “Securities Trader” category.

qualified to function in a principal capacity with responsibility over any area of business activity not described in paragraph (d)(i)(A).

The Exchange is proposing to adopt Rule 1220(a)(8)(A), Registered Options Principal, which would require under its section (a)(8)(A) that each member that is engaged in transactions in options with the public to have at least one Registered Options Principal. In addition, each principal as defined in paragraph (a)(1) of the rule who is responsible for supervising a member's options sales practices with the public would be required to register with the Exchange as a Registered Options Principal, subject to the following exception. If a principal's options activities are limited solely to those activities that may be supervised by a General Securities Sales Supervisor, then such person may register as a General Securities Sales Supervisor pursuant to paragraph (a)(10) of the Rule in lieu of registering as a Registered Options Principal.⁵³

⁵³ Current Exchange Rule 1024, Conduct of Accounts for Options Trading, provides that members, member organizations and individuals associated with member organizations shall not be approved to transact options business with the public until such persons, who are designated as Options Principals, have been approved by and registered with the Exchange. Further, persons engaged in the supervision of options sales practice or a person to whom the designated general partner or executive officer (pursuant to Rule 1025) or another Registered Options Principal delegates the authority to supervise options sales practices shall be designated as options principals. Rule 1024, Commentary .06 provides that individuals engaged in the supervision of options sales practices and designated as Options Principals are required to qualify as an Options Principal by passing the Registered Options Principal Qualification Examination (Series 4) or the Sales Supervisor Qualification Examination (Series 9/10). Under Rule 1024.07, individuals who are delegated responsibility pursuant to Rule 1025 for the acceptance of discretionary accounts, for approving exceptions to a member's criteria or standards for uncovered options accounts, and for approval of communications, shall be designated as Options Principals and are required to qualify as an Options Principal by passing the Registered Options Principal Qualification Examination (Series 4). Further, Exchange Rule 1024.08 states that a person accepting orders from non-member customers (unless such customer is a broker-dealer registered with the Securities and Exchange Commission) is required to register with the

Pursuant to proposed Rule 1220(a)(8)(B), subject to the lapse of registration provisions in Rule 1210.08, each person registered as a Registered Options Principal on October 1, 2018 and each person who was registered as a Registered Options Principal within two years prior to October 1, 2018 would be qualified to register as a Registered Options Principal without passing any additional qualification examinations. All other individuals registering as Registered Options Principals after October 1, 2018 would, prior to or concurrent with such registration, be required to become registered pursuant to paragraph Rule 1220(b)(2) of the Rule as a General Securities Representative and pass the Registered Options Principal qualification examination.⁵⁴

Exchange and to be qualified by passing the General Securities Registered Representative Examination (Series 7). The foregoing provisions of Rule 1024 are specific to conducting an options business with the public and are not proposed to be amended in this proposed rule change. However, Rule 1024(a) also contains provisions regarding submission of Forms U4 and U5 to WebCRD that are duplicative of the proposed 1200 Series of rules, in particular proposed Rules 1210.12, Application for Registration and Jurisdiction, and 1250, Electronic Filing Requirements for Electronic Forms, and are therefore proposed to be deleted.

⁵⁴ The Exchange is also proposing to adopt Rule 1220, Supplementary Material .02, which provides that each person who is registered with the Exchange as a Registered Options Principal (or as a General Securities Representative, Options Representative, or General Securities Sales Supervisor) shall be eligible to engage in security futures activities as a principal provided that such individual completes a Firm Element program as set forth in proposed Rule 1240 that addresses security futures products before such person engages in security futures activities. In any event, the Exchange does not currently offer security futures products for trading. In addition, the Exchange is also proposing to adopt Rule 1220, Supplementary Material .03 which requires notification to the Exchange in the event such person is terminated, resigns, becomes incapacitated or is otherwise unable to perform the duties of a Registered Options Principal, and imposes certain restrictions on the member's options business in that event.

9. Government Securities Principal. (Rule 1220(a)(9))

The Exchange does not recognize the Government Securities Principal registration category and is reserving Rule 1220(a)(9), retaining the caption solely to facilitate comparison with FINRA's rules.

10. General Securities Sales Supervisor (Proposed Rules 1220(a)(10) and 1220.04)

Current Rule 612(c) provides that each person associated with a member organization to which Rule 611 applies and who is included in the definition of Principal in Rule 611 may register with the Exchange as a Limited Principal—General Securities Sales Supervisor if: (A) his or her supervisory responsibilities in the investment banking and securities business are limited to the securities sales activities of a member organization, including the training of sales and sales supervisory personnel and the maintenance of records of original entry and/or ledger accounts of the member organization required to be maintained in branch offices by SEC record keeping rules; (B) he or she is registered pursuant to Exchange Rules as a General Securities Representative; and (C) he or she is qualified to be so registered by passing the Series 9 or Series 10 examination. Under the rule a person registered in this category solely on the basis of having passed the Series 9 or Series 10 examination for Limited Principal—General Securities Sales Supervisor is not qualified to: (A) function in a Principal capacity with responsibility over any area of business activity not described in paragraph (c)(i)(A); (B) be included for purposes of the Principal numerical requirements of Rule 611(e); or (C) perform for a member organization any or all of the following activities: (1) supervision of the origination and structuring of underwritings; (2) supervision of market making commitments; (3) final approval of advertisements as these are defined in Rule

605; (4) supervision of the custody of firm or customer funds and/or securities for purposes of SEC Rule 15c3-3; or (5) supervision of overall compliance with financial responsibility rules for broker/dealers promulgated pursuant to the provisions of the Act. Rule 612(c)(iii) explains the purpose of the General Securities Sales Supervisor registration category.

The Exchange is proposing to adopt Rule 612(c)(i) and (ii) and Rule 612(c)(iii), with changes, as Rules 1220(a)(10) and 1220.04, respectively.⁵⁵

Each person seeking to register as a General Securities Sales Supervisor would be required, prior to or concurrent with such registration, to become registered pursuant to Rule 1220(b)(2) of the rule as a General Securities Representative and pass the General Securities Sales Supervisor qualification examinations.

11. Investment Company and Variable Contracts Products Principal and Direct Participation Programs Principal (Rules 1220(a)(11) and (a)(12))

The Exchange does not recognize the Investment Company and Variable Contracts Products Principal and the Direct Participation Programs Principal registration categories and is reserving Rule 1220(a)(11) and (a)(12), retaining the captions solely to facilitate comparison with FINRA's rules.

⁵⁵ The Exchange is not proposing to carry over into proposed Rule 1220(a)(10) the current Rule 612(c)(ii)(C)(3) prohibition against final approval of advertisements by General Securities Sales Supervisors. The Exchange notes that FINRA removed this prohibition several years ago from NASD Rule 1022(g) (Limited Principal— General Securities Sales Supervisor) and NASD IM-1022-2 (Limited Principal— General Securities Sales Supervisor). See Securities Exchange Act Release No. 68918 (February 13, 2013), 78 FR 11925 (February 20, 2013) (SR-FINRA-2013-014).

12. Private Securities Offerings Principal (Rule 1220(a)(13))

The Exchange does not recognize the Private Securities Offerings Principal registration category and is reserving Rule 1220(a)(13), retaining the caption solely to facilitate comparison with FINRA's rules.

13. Supervisory Analyst (Rule 1220(a)(14))

The Exchange does not recognize the Supervisory Analyst registration category and is reserving Rule 1220(a)(14), retaining the caption solely to facilitate comparison with FINRA's rules.

14. Definition of Representative (Proposed Rule 1220(b)(1))

Current Rule 1(a)(ee) defines "Representative" as a member or an associated person of a registered broker or dealer, including assistant officers other than principals, who is engaged in the investment banking or securities business for the member organization including the functions of supervision, solicitation or conduct of business in securities or who is engaged in the training of persons associated with a broker or dealer for any of these functions.

The Exchange now proposes to amend Exchange Rule 1(a)(ee) to incorporate by reference a new definition of "representative" in proposed Rule 1220(b)(1). Proposed 1220(b)(1) would define the term representative as any person associated with a member, including assistant officers other than principals, who is engaged in the member's securities business, such as supervision, solicitation, conduct of business in securities or the training of persons associated with a member for any of these functions.

15. General Securities Representative (Proposed Rule 1220(b)(2))

Under Rule 613(a), except for members whose activities are limited to the Exchange's options trading floor and who are registered pursuant to Rule 620(a) as well

as associated persons whose activities are limited to the Exchange's options trading floor and who are registered pursuant to Rule 620(b), all persons engaged or to be engaged in the investment banking or securities business of a member organization who are to function as representatives shall be registered as such with the Exchange through WebCRD under PHLX in the category of registration appropriate to the function to be performed as specified in paragraph (e),⁵⁶ Categories of Representative Registration – General Securities Representative or (f), General Securities Representative.

The Exchange proposes to delete those provisions of Rule 613(a) and to adopt new Rule 1220(b)(2), General Securities Representative. Proposed Rule 1220(b)(2)(A) states that each representative as defined in proposed Rule 1220(b)(1) is required to register with the Exchange as a General Securities Representative, subject to the exception that if a representative's activities include the functions of a Securities Trader, as specified in Rule 1220(b)(2), then such person shall appropriately register as a Securities Trader.

Further, consistent with the proposed restructuring of the representative-level examinations, proposed Rule 1220(b)(2)(B) would require that individuals registering as General Securities Representatives pass the SIE and the General Securities Representative examination except that individuals registered as a General Securities Representatives within two years prior to October 1, 2018 would be qualified to register as General Securities Representatives without passing any additional qualification examinations.

⁵⁶ Rule 613(e) provides that individuals required to register with the Exchange as a General Securities Representative under the rule must pass the Series 7 examination before such registration may become effective.

In addition, the Exchange is proposing to adopt Rule 1220.01 to provide individuals who are associated persons of firms and who hold foreign registrations an alternative, more flexible, process to obtain an Exchange representative-level registration. The Exchange believes that there is sufficient overlap between the SIE and these foreign qualification requirements to permit them to act as exemptions to the SIE. Under proposed Rule 1220.01, individuals who are in good standing as representatives with the Financial Conduct Authority in the United Kingdom or with a Canadian stock exchange or securities regulator would be exempt from the requirement to pass the SIE, and thus would be required only to pass a specialized knowledge examination to register with the Exchange as a representative. The proposed approach would provide individuals with a United Kingdom or Canadian qualification more flexibility to obtain an Exchange representative-level registration.

16. Operations Professional, Securities Trader, Investment Banking Representative, Research Analyst, Investment Company and Variable Contracts Products Representative, Direct Participation Programs Representative and Private Securities Offerings Representative (Rules 1220(b)(3), 1220(b)(4), 1220(b)(5), 1220(b)(6), 1220(b)(7), 1220(b)(8), 1220(b)(9) and 1220.05)

Operations Professional, Investment Banking Representative, Research Analyst, Investment Company and Variable Products Representative, Direct Participation Programs Representative and Private Securities Offerings Representative. The Exchange does not recognize these registration categories for its associated persons. The Exchange is therefore reserving Rules 1220(b)(3) – Operations Professional, and related Rule 1220.05, Scope of Operations Professional Requirement; 1220(b)(5) – Investment Banking Representative; 1220(b)(6) – Research Analyst; 1220(b)(7) – Investment Company and Variable Products Representative; 1220(b)(8) – Direct Participation

Programs Representative; and 1220(b)(9) - Private Securities Offerings Representative, retaining the captions for each of them solely to facilitate comparison with FINRA's rules.

Securities Trader – Proposed Rule 1220(b)(4). Pursuant to current Exchange Rule 613(f)(1) and (2), associated persons must pass the qualification examination for Securities Trader (the Series 57 examination) and register with the Exchange as a Securities Trader if, with respect to transactions in equity, preferred or convertible debt securities, or foreign currency options on the Exchange, such person is engaged in proprietary trading, the execution of transactions on an agency basis, or the direct supervision of such activities, other than any person associated with a member whose trading activities are conducted principally on behalf of an investment company that is registered with the Commission pursuant to the Investment Company Act of 1940 and that controls, is controlled by or is under common control, with the member.⁵⁷

The Exchange now proposes to delete Exchange Rule 613(f) and to replace it with proposed Rule 1220(b)(4). Rule 1220(b)(4) would require each representative as defined in Rule 1220(b)(1) of the rule to register with the Exchange as a Securities Trader if, with respect to transactions in equity, preferred or convertible debt securities, or options⁵⁸ such person is engaged in proprietary trading, the execution of transactions on an agency basis, or the direct supervision of such activities other than a person associated with a member

⁵⁷ Rule 613(f)(3) provides that a person registered as a Securities Trader is not qualified to function in any other registration category, unless he or she is also qualified and registered in such other registration category.

⁵⁸ Current Rule 613(f) refers to transactions in foreign currency options. Proposed Rule 1220(b)(4) would instead refer to "options" generally, to clarify that equity options as well as foreign currency options are products with respect to which Securities Trader registration requirements would apply.

whose trading activities are conducted principally on behalf of an investment company that is registered with the SEC pursuant to the Investment Company Act and that controls, is controlled by, or is under common control with a member. Rule 1220(b)(4) would require individuals registering as Securities Traders to pass the SIE as well as the Securities Trader qualification exam.

Additionally, proposed Rule 1220(b)(4)(A) would require each person associated with a member who is: (i) primarily responsible for the design, development or significant modification of an algorithmic trading strategy relating to equity, preferred or convertible debt securities or options; or (ii) responsible for the day-to-day supervision or direction of such activities to register with the Exchange as a Securities Trader.⁵⁹

For purposes of this proposed new registration requirement an “algorithmic trading strategy” is an automated system that generates or routes orders (or order-related messages) but does not include an automated system that solely routes orders received in their entirety to a market center. The proposed registration requirement applies to orders and order related messages whether ultimately routed or sent to be routed to an exchange or over the counter. An order router alone would not constitute an algorithmic trading strategy. However, an order router that performs any additional functions would be considered an algorithmic trading strategy. An algorithm that solely generates trading ideas or investment allocations—including an automated investment service that constructs portfolio recommendations—but that is not equipped to automatically generate

⁵⁹ As noted above, this new registration requirement was recently added to the FINRA rulebook. The Exchange has determined to add a parallel requirement to its own rules, but also to add options to the scope of products within the proposed rule’s coverage. See Securities Exchange Act Release No. 77551 (April 7, 2016), 81 FR 21914 (April 13, 2016) (Order Approving File No. SR-FINRA-2016-007).

orders and order-related messages to effectuate such trading ideas into the market—whether independently or via a linked router—would not constitute an algorithmic trading strategy.

The associated persons covered by the expanded registration requirement would be required to pass the requisite qualification examination and be subject to the same continuing education requirements that are applicable to individual Securities Traders. The Exchange believes that potentially problematic conduct stemming from algorithmic trading strategies—such as failure to check for order accuracy, inappropriate levels of messaging traffic, and inadequate risk management controls—could be reduced or prevented, in part, through improved education regarding securities regulations for the specified individuals involved in the algorithm design and development process.

The proposal is intended to ensure the registration of one or more associated persons that possesses knowledge of, and responsibility for, both the design of the intended trading strategy and the technological implementation of the strategy, sufficient to evaluate whether the resulting product is designed to achieve regulatory compliance in addition to business objectives. For example, a lead developer who liaises with a head trader regarding the head trader's desired algorithmic trading strategy and is primarily responsible for the supervision of the development of the algorithm to meet such objectives must be registered under the proposal as the associated person primarily responsible for the development of the algorithmic trading strategy and supervising or directing the team of developers. Individuals under the lead developer's supervision would not be required to register under the proposal if they are not primarily responsible for the development of the algorithmic trading strategy or are not responsible for the day-

to-day supervision or direction of others on the team. Under this scenario, the person on the business side that is primarily responsible for the design of the algorithmic trading strategy, as communicated to the lead developer, also would be required to register. In the event of a significant modification to the algorithm, members, likewise, would be required to ensure that the associated person primarily responsible for the significant modification (or the associated person supervising or directing such activity), is registered as a Securities Trader.

A member employing an algorithm is responsible for the algorithm's activities whether the algorithm is designed or developed in house or by a third-party. Thus, in all cases, robust supervisory procedures, both before and after deployment of an algorithmic trading strategy, are a key component in protecting against problematic behavior stemming from algorithmic trading. In addition, associated persons responsible for monitoring or reviewing the performance of an algorithmic trading strategy must be registered, and a member's trading activity must always be supervised by an appropriately registered person. Therefore, even where a firm purchases an algorithm off-the-shelf and does not significantly modify the algorithm, the associated person responsible for monitoring or reviewing the performance of the algorithm would be required to be registered.

Pursuant to proposed Rule 1220(b)(4)(B) each person registered as a Securities Trader on October 1, 2018 and each person who was registered as a Securities Trader within two years prior to October 1, 2018 would be qualified to register as a Securities Trader without passing any additional qualification examinations. All other individuals registering as Securities Traders after October 1, 2018 would be required, prior to or

concurrent with such registration, to pass the SIE and the Securities Trader qualification examination.

17. Eliminated Registration Categories (Proposed Rule 1220.06)

Proposed Rule 1220.06 has no practical relevance to the Exchange, but is included because the Nasdaq Affiliated Exchanges are also proposing to adopt the new 1200 Series, on a uniform basis. Proposed Rule 1220.06 will be relevant to Nasdaq which, unlike the Exchange, is proposing to eliminate a number of existing registration categories that are not currently recognized by the Exchange.⁶⁰

Proposed Rule 1220.06 provides that, subject to the lapse of registration provisions in proposed Rule 1210.08, individuals who are registered with the Exchange in any capacity recognized by the Exchange immediately prior to October 1, 2018, and each person who was registered with the Exchange in such categories within two years prior to October 1, 2018, shall be eligible to maintain such registrations with the Exchange. However, if individuals registered in such categories terminate their registration with the Exchange and the registration remains terminated for two or more years, they would not be able to re-register in that category. In addition, proposed Rule 1220.06 would include the current restrictions to which Order Processing Assistant Representatives are subject under Nasdaq rules. As stated above, Rule 1220.06 would have no application to the Exchange as a practical matter.

18. Grandfathering Provisions

In addition to the grandfathering provisions in proposed Rule 1220(a)(2) (relating to General Securities Principals) and proposed Rule 1220.06 (relating to the eliminated

⁶⁰ See SR-Nasdaq-2018-065.

registration categories), the Exchange is proposing to include grandfathering provisions in proposed Rule 1220(a)(8) (Registered Options Principal), 1220(b)(2) (General Securities Representative), and 1220(b)(4) (Securities Trader). Specifically, the proposed grandfathering provisions provide that, subject to the lapse of registration provisions in proposed Rule 1210.08, individuals who are registered in specified registration categories on the effective date of the proposed rule change and individuals who had been registered in such categories within the past two years prior to the effective date of the proposed rule change would be qualified to register in the proposed corresponding registration categories without having to take any additional examinations.

N. Associated Persons Exempt from Registration (Proposed Rules 1230 and 1230.01)

Existing Rule 614 currently provides that the following persons associated with a member organization are not required to register:

- (i) persons associated with a member organization whose functions are solely and exclusively clerical or ministerial;
- (ii) persons associated with a member organization who are not actively engaged in the investment banking or securities business;
- (iii) persons associated with a member organization whose functions are related solely and exclusively to the member organization's need for nominal corporate officers or for capital participation; and
- (iv) persons associated with a member organization whose functions are related solely and exclusively to effecting transactions on the floor of another national securities exchange and who are registered as floor members with such exchange; transactions in municipal securities; transactions in commodities; transactions in security futures, provided that any such person is registered with FINRA or a registered futures association; transactions in variable contracts and insurance premium funding programs and other contracts issued by an insurance company; transactions in direct participation programs; transactions in government securities; or effecting sales as part of a primary offering of securities not involving a public offering pursuant to Section 3(b), 4(2), or 4(6) of the Securities Act of 1933 and the rules and regulations thereunder.

The Exchange is proposing to adopt Rule 614 as Rule 1230 subject to certain changes. Rule 614 exempts from registration those associated persons who are not actively engaged in the securities business. It also exempts from registration those associated persons whose functions are related solely and exclusively to a member's need for nominal corporate officers or for capital participation.⁶¹ The Exchange believes that the determination of whether an associated person is required to register must be based on an analysis of the person's activities and functions in the context of the various registration categories. The Exchange does not believe that categorical exemptions for associated persons who are not "actively engaged" in a member's securities business, associated persons whose functions are related only to a member's need for nominal corporate officers or associated persons whose functions are related only to a member's need for capital participation is consistent with this analytical framework. The Exchange therefore is proposing to delete these exemptions. Rule 614(a)(iv)(a) further exempts from registration associated persons whose functions are related solely and exclusively to effecting transactions on the floor of another national securities exchange as long as they are registered as floor members with such exchange. Because exchanges have registration categories other than the floor member category, proposed Rule 1230 clarifies that the exemption applies to associated persons solely and exclusively effecting transactions on the floor of another national securities exchange, provided they are appropriately registered with such exchange.

⁶¹ These exemptions generally apply to associated persons who are corporate officers of a member in name only to meet specific corporate legal obligations or who only provide capital for a member, but have no other role in a member's business.

The Exchange proposes to adopt Rule 1230.01 to clarify that the function of accepting customer orders is not considered a clerical or ministerial function and that associated persons who accept customer orders under any circumstances are required to be appropriately registered. However, the proposed rule provides that an associated person is not accepting a customer order where occasionally, when an appropriately registered person is unavailable, the associated person transcribes the order details and the registered person contacts the customer to confirm the order details before entering the order.

O. Changes to Continuing Education Requirements (Proposed Rule 1240)

As described above, existing Rule 640, Continuing Education for Registered Persons, includes a Regulatory Element and a Firm Element. The Regulatory Element applies to registered persons and consists of periodic computer-based training on regulatory, compliance, ethical, supervisory subjects and sales practice standards. The Firm Element consists of at least annual, member-developed and administered training programs designed to keep covered registered persons current regarding securities products, services and strategies offered by the member. The CE requirements set forth in Rule 640 have been reorganized and renumbered, and are now proposed to be adopted with amendments as new Rule 1240.

1. Regulatory Element

The Exchange is proposing to replace the term “registered person” in current Rule 640 with the term “covered person” and make conforming changes to proposed Rule 1240(a). For purposes of the Regulatory Element, the Exchange is proposing to define the term “covered person” in Rule 1240(a)(5) as any person registered pursuant to proposed Rule 1210, including any person who is permissively registered pursuant to

proposed Rule 1210.02, and any person who is designated as eligible for an FSA waiver pursuant to proposed Rule 1210.09. The purpose of this change is to ensure that all registered persons, including those with permissive registrations, keep their knowledge of the securities industry current. The inclusion of persons designated as eligible for an FSA waiver under the term “covered persons” corresponds to the requirements of proposed Rule 1210.09. In addition, consistent with proposed Rule 1210.09, proposed Rule 1240(a) provides that an FSA-eligible person would be subject to a Regulatory Element program that correlates to his or her most recent registration category, and CE would be based on the same cycle had the individual remained registered. The proposed rule also provides that if an FSA-eligible person fails to complete the Regulatory Element during the prescribed time frames, he or she would lose FSA eligibility.

Further, the Exchange is proposing to add a rule to address the impact of failing to complete the Regulatory Element on a registered person’s activities and compensation. Specifically, proposed Rule 1240(a)(2) provides that any person whose registration has been deemed inactive under the rule may not accept or solicit business or receive any compensation for the purchase or sale of securities. The proposed rule provides, however, that such person may receive trail or residual commissions resulting from transactions completed before the inactive status, unless the member with which the person is associated has a policy prohibiting such trail or residual commissions.

2. Firm Element

The Exchange believes that training in ethics and professional responsibility should apply to all covered registered persons. Therefore, proposed Rule 1240(b)(2)(B), which provides that the Firm Element training programs must cover applicable regulatory

requirements, would also require that a firm's training program cover training in ethics and professional responsibility.

P. Electronic Filing Rules

Existing Rule 616 states that forms required to be filed under the Rule 600 Series shall be filed electronically through WebCRD, including initial filings and amendments of Forms U4 and U5. It also provides for prompt filing of amendments, and that records of filed documents be retained for a period of not less than three years, the first two years in an easily accessible place, in accordance with Exchange Act Rule 17a-4. Electronic filing requirements are also found in a number of other rules.

The Exchange is proposing to delete existing Rule 616 and to replace it with new Rule 1250, Electronic Filing Requirements for Uniform Forms, which will consolidate Form U4 and U5 electronic filing requirements in a single location.⁶² The new rule provides that all forms required to be filed under the Exchange's registration rules including the Rule 1200 series shall be filed through an electronic process or such other process as the Exchange may prescribe to the Central Registration Depository. It also would impose certain new requirements.

Under Rule 1250(b) members would be required to designate registered principal(s) or corporate officer(s) who are responsible for supervising a firm's electronic filings. The registered principal(s) or corporate officer(s) who has or have the responsibility to review and approve the forms filed pursuant to the rule would be required to acknowledge, electronically, that he is filing this information on behalf of the member and the member's associated persons. Under Rule 1250, Supplementary

⁶² Proposed Rule 1250 is based upon current Nasdaq Rule 1140.

Material .01, the registered principal(s) or corporate officer(s) could delegate filing responsibilities to an associated person (who need not be registered) but could not delegate any of the supervision, review, and approval responsibilities mandated in Rule 1250(b). The registered principal(s) or corporate officer(s) would be required to take reasonable and appropriate action to ensure that all delegated electronic filing functions were properly executed and supervised.

Under Rule 1250(c)(1), initial and transfer electronic Form U4 filings and any amendments to the disclosure information on Form U4 must be based on a manually signed Form U4 provided to the member or applicant for membership by the person on whose behalf the Form U4 is being filed. As part of the member's recordkeeping requirements, it would be required to retain the person's manually signed Form U4 or amendments to the disclosure information on Form U4 in accordance with Rule 17a-4(e)(1) under the Act and make them available promptly upon regulatory request. An applicant for membership must also retain every manually signed Form U4 it receives during the application process and make them available promptly upon regulatory request. Rule 1250(c)(2) and Supplementary Material .03 and 04 provide for the electronic filing of Form U4 amendments without the individual's manual signature, subject to certain safeguards and procedures.

Rule 1250(d) provides that upon filing an electronic Form U4 on behalf of a person applying for registration, a member must promptly submit fingerprint information for that person and that the Exchange may make a registration effective pending receipt

of the fingerprint information.⁶³ It further provides that if a member fails to submit the fingerprint information within 30 days after filing of an electronic Form U4, the person's registration will be deemed inactive, requiring the person to immediately cease all activities requiring registration or performing any duties and functioning in any capacity requiring registration. Under the rule the Exchange must administratively terminate a registration that is inactive for a period of two years. A person whose registration is administratively terminated could reactivate the registration only by reapplying for registration and meeting the qualification requirements of the applicable provisions of proposed Exchange Rule 1220. Upon application and a showing of good cause, the Exchange could extend the 30-day period.

Rule 1250(e) would require initial filings and amendments of Form U5 to be submitted electronically. As part of the member's recordkeeping requirements, it would be required to retain such records for a period of not less than three years, the first two years in an easily accessible place, in accordance with Rule 17a-4 under the Act, and to make such records available promptly upon regulatory request.

Finally, under proposed Rule 1250, Supplementary Material .02, a member could enter into an agreement with a third party pursuant to which the third party agrees to file the required forms electronically on behalf of the member and the member's associated persons. Notwithstanding the existence of such an agreement, the member would remain responsible for complying with the requirements of the Rule.

⁶³ Proposed Rule 1250(d) covers the same subject matter as current Rules 616, Electronic Filing Requirements for Uniform Forms, and 623, Fingerprinting, which would be deleted.

Q. Trading Floor Registration (Rule 1260)

Currently, Rules 620(a) and (b) govern trading floor member registration and non-member clerk registration. Rule 620(a) requires each Floor Broker, Specialist and Registered Options Trader on the Exchange trading floor to be registered as “Member Exchange” (“ME”) under “PHLX” on Form U4, and to successfully complete the appropriate floor trading examination(s), if prescribed by the Exchange, in addition to requirements imposed by other Exchange rules. Under the rule the Exchange may also require periodic examinations due to changes in trading rules, products or automated systems. Rule 620(b) requires all trading floor personnel, including clerks, interns, stock execution clerks and any other associated persons, of a member organization not required to register pursuant to Rule 620(a) to be registered as “Floor Employee” (“FE”) under “PHLX” on Form U4. Under the rule the Exchange may require these individuals to also successfully complete an examination, and may require periodic examinations due to changes in trading rules, products or automated systems. To consolidate these registration rules into the new Rule 1200 series, Rule 620 is being renumbered as Rule 1260.

The Exchange proposes to adjust internal cross references as required by this proposed rule change, but not to make substantive changes to Rule 620(a) and (b). However, the Exchange proposes to adopt new section (c) to exempt certain individuals on the Exchange’s trading floor from the representative registration requirements of proposed rules 1210 and 1220. Rule 1260(c) would provide that members⁶⁴ whose activities are limited to the Exchange’s options trading floor and who are registered

⁶⁴ In Rule 1260, unlike the other 1200 Series of proposed rules, the word “member” is not used to mean “member organization.”

pursuant to Rule 1260(a), as well as associated persons whose activities are limited to the Exchange's options trading floor and are registered pursuant to Rule 1260(b) are exempt from the representative registration requirements (but not the principal registration requirements, including any prerequisite representative registration requirement) of Rules 1210 and 1220. Rule 1260(c) is intended to preserve the current exclusion of these individuals from the representative registration requirements of Rule 313.⁶⁵

R. Other Rules

The Exchange is deleting Rule 614, Persons Exempt from Registration, as explained above. Rule 614(b), however, contains provisions dealing with Nonregistered Foreign "Finders" and is simply being relocated with nonsubstantive changes to new Rule 2040.⁶⁶ The remaining rules identified above under "Overview" which are to be amended in this proposed rule change simply update citations to the proposed new rules.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁶⁷ in general, and furthers the objectives of Section 6(b)(5) of the Act,⁶⁸ in particular, in that it is designed to promote just and equitable principles of trade, to remove

⁶⁵ Current Rule 313(a) imposes representative registration requirements upon persons engaged or to be engaged in the investment banking or securities business of a member organization except members whose activities are limited to the Exchange's options trading floor and who are registered pursuant to Rule 620(a), as well as associated persons whose activities are limited to the Exchange's options trading floor and are registered pursuant to Rule 620(b).

⁶⁶ The FINRA counterpart to Rule 614(b) occupies a similar location in the FINRA rulebook. See FINRA Rule 2040(c), Nonregistered Foreign Finders.

⁶⁷ 15 U.S.C. 78f(b).

⁶⁸ 15 U.S.C. 78f(b)(5).

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.

The Exchange believes that the proposed rule change will streamline, and bring consistency and uniformity to, the registration rules, which will, in turn, assist members and their associated persons in complying with these rules and improve regulatory efficiency. The proposed rule change will also improve the efficiency of the examination program, without compromising the qualification standards, by eliminating duplicative testing of general securities knowledge on examinations and by removing examinations that currently have limited utility. In addition, the proposed rule change will expand the scope of permissive registrations, which, among other things, will allow members to develop a depth of associated persons with registrations to respond to unanticipated personnel changes and will encourage greater regulatory understanding. Further, the proposed rule change will provide a more streamlined and effective waiver process for individuals working for a financial services industry affiliate of a member, and it will require such individuals to maintain specified levels of competence and knowledge while working in areas ancillary to the securities business. The proposed rule change will improve the supervisory structure of firms by imposing an experience requirement for representatives that are designated by firms to function as principals for a 120-day period before having to pass an appropriate principal qualification examination. The proposed rule change will also prohibit unregistered persons from accepting customer orders under any circumstances, which will enhance investor protection.

The Exchange believes that, with the introduction of the SIE and expansion of the pool of individuals who are eligible to take the SIE, the proposed rule change has the

potential of enhancing the pool of prospective securities industry professionals by introducing them to securities laws, rules and regulations and appropriate conduct before they join the industry in a registered capacity.

The extension of the Securities Trader registration requirement to developers of algorithmic trading strategies requires associated persons primarily responsible for the design, development or significant modification of an algorithmic trading strategy or responsible for the day-to-day supervision or direction of such activities to register and meet a minimum standard of knowledge regarding the securities rules and regulations applicable to the member employing the algorithmic trading strategy. This minimum standard of knowledge is identical to the standard of knowledge currently applicable to traditional securities traders. The Exchange believes that improved education of firm personnel may reduce the potential for problematic market conduct and manipulative trading activity.

Finally, the proposed rule change makes organizational changes to the Exchange's registration and qualification rules to align them with registration and qualification rules of the Nasdaq Affiliated Exchanges, in order to prevent unnecessary regulatory burdens and to promote efficient administration of the rules. The change also makes minor updates and corrections to the Exchange's rules which improve readability.

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. With respect to registration of developers of algorithmic trading strategies, the Exchange recognizes that the proposal would impose costs on member firms employing associated persons engaged in the activity subject to the registration requirement.

Specifically, among other things, additional associated persons would be required to become registered under the proposal, and the firm would need to establish policies and procedures to monitor compliance with the proposed requirement on an ongoing basis. However, given the prevalence and importance of algorithmic trading strategies in today's markets, the Exchange believes that associated persons engaged in the activities covered by this proposal must meet a minimum standard of knowledge regarding the applicable securities rules and regulations. To mitigate the costs imposed on member firms, the proposed rule change limits the scope of registration requirement by excluding technological or development support personnel who are not primarily responsible for the covered activities. It also excludes supervisors who are not responsible for the "day-to-day" supervision or direction of the covered activities.

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)
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 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.
5. Text of the proposed rule change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-Phlx-2018-56)

August __, 2018

Self-Regulatory Organizations; Nasdaq PHLX LLC; Notice of Filing of Proposed Rule Change to Amend, Reorganize and Enhance Its Membership, Registration and Qualification Rules and to Make Conforming Changes to Certain Other Rules

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 August 7, 2018, Nasdaq PHLX LLC (“Phlx” 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 amend, reorganize and enhance its membership, registration and qualification rules and to make conforming changes to certain other rules.

The text of the proposed rule change is available on the Exchange’s Website at <http://nasdaqphlx.cchwallstreet.com/>, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 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

Overview

The Exchange has adopted registration requirements to ensure that associated persons of member organizations attain and maintain specified levels of competence and knowledge pertinent to their function. In general, the current rules require that persons engaged in a member organization's investment banking or securities business who are to function as representatives or principals register with the Exchange in the category of registration appropriate to their functions by passing one or more qualification examinations³ and exempt specified associated persons from the registration requirements.⁴ They also prescribe ongoing continuing education requirements for registered persons.⁵ The Exchange now proposes to amend, reorganize and enhance its

³ See Phlx Rules 611, Principal Registration Requirements, and 613, Representative Registration.

⁴ See Phlx Rule 614, Persons Exempt from Registration.

⁵ See Phlx Rule 640, Continuing Education for Registered Persons.

rules regarding registration, qualification examinations and continuing education, as described below.⁶

Recently, the Commission approved a Financial Industry Regulatory Authority (“FINRA”) proposed rule change adopting rules relating to qualification and registration requirements in the Consolidated FINRA Rulebook,⁷ restructuring the FINRA representative-level qualification examinations, creating a general knowledge examination and specialized knowledge examinations, allowing permissive registration, establishing an exam waiver process for persons working for a financial services affiliate of a member, and amending certain Continuing Education (“CE”) requirements (collectively, the “FINRA Rule Changes”).⁸ The FINRA Rule Changes will become effective on October 1, 2018.

⁶ The Exchange’s rules governing these matters were extensively updated and amended in 2012. See Securities Exchange Act Release No. 66840 (April 20, 2012), 77 FR 25003 (April 26, 2012) (SR-Phlx-2012-23).

⁷ The current FINRA rulebook consists of: (1) FINRA rules; (2) NASD rules; and (3) rules incorporated from the New York Stock Exchange (“NYSE”) (the “Incorporated NYSE rules”). While the NASD rules generally apply to all FINRA members, the Incorporated NYSE rules apply only to those members of FINRA that are also members of the NYSE.

⁸ See Securities Exchange Act Release No. 81098 (July 7, 2017), 82 FR 32419 (July 13, 2017) (Order Approving File No. SR-FINRA-2017-007). See also FINRA Regulatory Notice 17-30 (SEC Approves Consolidated FINRA Registration Rules, Restructured Representative-Level Qualification Examinations and Changes to Continuing Education Requirements) (October 2017). FINRA articulated its belief that the proposed rule change would streamline, and bring consistency and uniformity to, its registration rules, which would, in turn, assist FINRA members and their associated persons in complying with the rules and improve regulatory efficiency. FINRA also determined to enhance the overall efficiency of its representative-level examinations program by eliminating redundancy of subject matter content across examinations, retiring several outdated representative-level registrations, and introducing a general knowledge examination that could be taken by all potential representative-level registrants and the general public. FINRA amended certain aspects of its

The Exchange now proposes to amend, reorganize and enhance its own membership, registration and qualification rules in part in response to the FINRA Rule Changes, and also in order to conform the Exchange's rules more closely to those of its affiliated exchanges in the interest of uniformity and to facilitate compliance with membership, registration and qualification regulatory requirements by members of multiple Nasdaq-affiliated exchanges including Phlx. Last, the Exchange proposes to enhance its registration rules by adding a new registration requirement applicable to developers of algorithmic trading systems similar to a requirement adopted by FINRA pursuant to a 2016 FINRA proposed rule change.⁹

As part of this proposed rule change, current Rules 53, Liability for Dues Until Transfer or Military Service; 611, Principal Registration Requirements; 612, Categories of Principal Registration; 613, Representative Registration; 614, Persons Exempt from Registration; 615, Waiver of Requirements; 616, Electronic Filing Requirements for Uniform Forms; 623, Fingerprinting; and 640, Continuing Education for Registered Persons, are proposed to be deleted. Rule 620, Trading Floor Registration, is proposed to be renumbered and amended.¹⁰

continuing education rule, including by codifying existing guidance regarding the effect of failing to complete the Regulatory Element on a registered person's activities and compensation.

⁹ See Securities Exchange Act Release No. 77551 (April 7, 2016), 81 FR 21914 (April 13, 2016) (Order Approving File No. SR-FINRA-2016-007). In its proposed rule change FINRA addressed the increasing significance of algorithmic trading strategies by amending its rules to require registration, as Securities Traders, of associated persons primarily responsible for the design, development or significant modification of algorithmic trading strategies, or who are responsible for the day-to-day supervision or direction of such activities.

¹⁰ The Exchange also proposes conforming amendments to Rules 1, Definitions; 1024, Conduct of Accounts for Options Trading; 1090, Clerks; 3202, Application

In place of the deleted rules and rule sections the Exchange proposes to adopt a new 1200 Series of rules captioned Registration, Qualification and Continuing Education generally conforming to FINRA's new 1200 Series of rules resulting from the FINRA Rule Changes, but with a number of Exchange-specific variations.¹¹ The proposed new 1200 Series is also being proposed for adoption by Phlx's affiliated exchanges in order to facilitate compliance with membership, registration and qualification requirements by members of two or more of those affiliated exchanges.¹² In the new 1200 Series of rules

of Other Rules of the Exchange; Equity Floor Procedure Advice A-7, Failure to Timely Submit Amendments to Form U4, Form U5 and Form BD; Options Floor Procedure Advice F-34, Failure to Timely Submit Amendments to Form U4, Form U5 and Form BD; and Section VII.C., FINRA Fees, of the Exchange's Pricing Schedule.

¹¹ The proposed Phlx 1200 Series of Rules would consist of Rule 1210, Registration Requirements; Rule 1220, Registration Categories; Rule 1230, Associated Persons Exempt from Registration; Rule 1240, Continuing Education Requirements; Rule 1250, Electronic Filing Requirements for Uniform Forms; and Rule 1260, Trading Floor Registration.

¹² The Exchange's five affiliated exchanges, The Nasdaq Stock Market LLC ("Nasdaq"), Nasdaq BX, Inc. ("BX"); Nasdaq ISE, LLC ("ISE"); Nasdaq GEMX, LLC ("GEMX"); and Nasdaq MRX, LLC ("MRX") (together, the "Nasdaq Affiliated Exchanges") are also submitting proposed rule changes to adopt the 1200 Series of rules. See SR-NASDAQ-2018-065, SR-BX-2018-039, SR-ISE-2018-73, SR-GEMX-2018-28 and SR-MRX-2018-26. The Exchange recently added a shell structure to its rulebook with the purpose of improving efficiency and readability and to align its rules closer to those of the other Nasdaq Affiliated Exchanges. See Securities Exchange Act Release No. 82169 (November 29, 2017), 82 FR 57508 (December 5, 2017) (SR-Phlx-2017-97). Ultimately, the Exchange intends to submit another proposed rule change to transfer the Exchange's 1200 Series of rules into the new shell structure. The Phlx 1200 Series of rules would differ slightly from the 1200 Series of the other Nasdaq Affiliated Exchanges given Phlx's trading floor and its unique membership structure which features the concept of a "member organization." The Phlx 1200 Series would therefore include a Rule 1260, Trading Floor Registration. Additionally, each of the new Phlx 1200 Series of rules (except Rule 1260) would contain a statement that references to a "member" in that rule shall be deemed to be references to a "member organization."

the Exchange would, among other things, recognize an additional associated person registration category, recognize a new general knowledge examination, permit the maintenance of permissive registrations, and require Securities Trader registration of developers of algorithmic trading strategies consistent with a comparable, existing FINRA registration requirement.¹³

The proposed rule change would become effective October 1, 2018 with the exception of the new registration requirement for developers of algorithmic trading strategies which would become effective 180 days following the date of approval of this proposed rule change.

Proposed Rules

A. Registration Requirements (Proposed Rule 1210)

Exchange Rules 613(a) and 611(a) currently require that persons engaged, or to be engaged, in the investment banking or securities business of a member who are to function as representatives or principals register with the Exchange in the category of registration appropriate to their functions as specified in Exchange Rules 613 and 612.¹⁴

The Exchange is proposing to consolidate and streamline provisions of Exchange Rules

¹³ See Securities Exchange Act Release No. 77551 (April 7, 2016), 81 FR 21914 (April 13, 2016) (order approving SR-FINRA-2016-007). In its proposed rule change to adopt this registration requirement, FINRA addressed the increasing significance of algorithmic trading strategies by proposing to require registration, as Securities Traders, of associated persons primarily responsible for the design, development or significant modification of algorithmic trading strategies, or who are responsible for the day-to-day supervision or direction of such activities.

¹⁴ Section (a) of Rule 613 includes an exception for members whose activities are limited to the Exchange's options trading floor and who are registered pursuant to Rule 620(a), as well as for associated persons whose activities are limited to the Exchange's options trading floor and are registered pursuant to Rule 620(b). As discussed below, the Exchange proposes to preserve this exception as new section (c) of proposed Rule 1260.

613(a) and 611(a) and to adopt them as Exchange Rule 1210, subject to several changes.¹⁵

Proposed Rule 1210 provides that each person engaged in the securities business of a member must register with the Exchange as a representative or principal in each category of registration appropriate to his or her functions and responsibilities as specified in proposed Rule 1220, unless exempt from registration pursuant to proposed Rule 1230. Unlike current Rules 613(a) and 611(a), proposed Rule 1210 would not require persons engaged in the investment banking business of a member to register with the Exchange since a member's investment banking business is not the primary concern of the Exchange or the focus of its operations.¹⁶ Proposed Rule 1210 also provides that such person is not qualified to function in any registered capacity other than that for which the person is registered, unless otherwise stated in the rules.

¹⁵ In general the 1200 Series would conform the Exchange's rules to FINRA's rules as revised in the FINRA Rule Changes, with modifications tailored to the business of the Exchange and of the other Nasdaq Affiliated Exchanges. However, the Exchange also proposes to adopt Rule 1210, Supplementary Material .12, which is not based upon a FINRA rule but instead on current Nasdaq Rule 1031(d) and (e), which Nasdaq is proposing in SR-Nasdaq-2018-065 to relocate to Rule 1210, Supplementary Material .12 in the Nasdaq rulebook. These provisions govern the process for applying for registration and amending the registration application, as well as for notifying the Exchange of termination of the member's association with a person registered with the Exchange. The Exchange proposes to adopt Rule 1210, Supplemental Material .12, in order to have uniform processes and requirements in this area across the Nasdaq Affiliated Exchanges.

¹⁶ Miami International Securities Exchange LLC ("MIAX") Rule 203(a) and current ISE Rule 313(a)(1) likewise require registration of associated persons of members engaged in the member's securities business, but do not require registration with the exchanges of associated persons of members who engage in the member's investment banking business.

B. Minimum Number of Registered Principals (Proposed Rule 1210.01)

Existing Rule 611(e), Requirement of Two Registered Principals, at section (i) requires members other than sole proprietorships to have at least two officers or partners who are registered as principals with respect to each aspect of the member organization's investment banking and securities business pursuant to the applicable provisions of Rule 611; provided, however, that a proprietary trading firm with 25 or fewer registered representatives is only required to have one officer or partner who is registered as a principal.¹⁷ Under Rule 611(e)(ii) the Exchange may waive the provisions of paragraph (e)(i) in situations that indicate conclusively that only one person should be required to register as a principal. Additionally, rule 611(e)(iii) requires an applicant for membership to have at least one person qualified for registration as a Limited Principal – Financial and Operations, pursuant to Rule 612(b)(i).¹⁸

The Exchange is proposing to delete these requirements and in their place to adopt new Rule 1210.01. The new rule would provide firms that limit the scope of their business with flexibility in satisfying the two-principal requirement. In particular, proposed Rule 1210.01 requires that a member have a minimum of two General Securities Principals, provided that a member that is limited in the scope of its activities

¹⁷ Rule 611(e)(i)(A)-(D) defines the term “proprietary trading firm”. Because the Exchange is proposing to delete Rule 611 in its entirety, Rule 611(e)(i) (A) – (D) would be reworded and relocated to Rule 1, Definitions, Section (kk) as a defined term.

¹⁸ The Exchange's rules currently refer to various categories of limited principal registration as “Limited Principal –” followed by the name of the registration category. In this proposed rule change, the Exchange will no longer employ the term “Limited Principal –” in discussing various principal registration categories. No substantive change is intended; shortening the names of the various principals simply improves readability of the rules.

may instead have two officers or partners who are registered in a principal category that corresponds to the scope of the member's activities.¹⁹ For instance, if a firm's business is limited to securities trading, the firm may have two Securities Trader Principals, instead of two General Securities Principals. Additionally, Exchange Rule 1210.01 provides that any member with only one associated person is excluded from the two principal requirement. Proposed Rule 1210.01 would provide that existing members as well as new applicants may request a waiver of the two-principal requirement, consistent with current Exchange Rule 611(e)(ii).²⁰ The Financial and Operations Principal requirement of current Rules 611(e)(i) and 612(b)(i), which it references, would be revised and relocated to proposed Rule 1220(a)(4)(A).

C. Permissive Registrations (Proposed Rule 1210.02)

Current Rule 611(a) prohibits member organizations from maintaining a principal registration with the Exchange for any person (A) who is no longer active in the member organization's investment banking or securities business, (B) who is no longer functioning as a principal, or (C) where the sole purpose is to avoid the examination requirement of the rule. A member organization may not make application for the registration of any person as principal where there is no intent to employ such person in

¹⁹ The principal registration categories are described in greater detail below.

²⁰ The Exchange is not proposing provisions comparable to the new FINRA Rule 1210.01 requirements that all FINRA members are required to have a Principal Financial Officer and a Principal Operations Officer, or the requirements that (1) a member engaged in investment banking activities have an Investment Banking Principal, (2) a member engaged in research activities have a Research Principal, or (3) a member engaged in options activities with the public have a Registered Options Principal. The Exchange does not recognize the Investment Banking Principal or the Research Principal registration categories, and the Registered Options Principal registration requirement is set forth in Rule 1210.08 and its inclusion is therefore unnecessary in Rule 1210.01.

the member organization's investment banking or securities business. However, a member organization may maintain or make application for the registration as a principal of a person who performs legal, compliance, internal audit, back-office operations, or similar duties for the member organization or a person engaged in the investment banking or securities business of a foreign securities affiliate or subsidiary of the member organization. Exchange Rule 613(b) is a parallel provision applicable to representatives.

The Exchange is proposing to replace these provisions with new Rule 1210.02. The Exchange is also proposing to expand the scope of permissive registrations and to clarify a member's obligations regarding individuals who are maintaining such registrations.

Specifically, proposed Rule 1210.02 allows any associated person to obtain and maintain any registration permitted by the member. For instance, an associated person of a member working solely in a clerical or ministerial capacity, such as in an administrative capacity, would be able to obtain and maintain a General Securities Representative registration with the member. As another example, an associated person of a member who is registered, and functioning solely, as a General Securities Representative would be able to obtain and maintain a General Securities Principal registration with the member. Further, proposed Rule 1210.02 allows an individual engaged in the securities business of a foreign securities affiliate or subsidiary of a member to obtain and maintain any registration permitted by the member.

The Exchange is proposing to permit the registration of such individuals for several reasons. First, a member may foresee a need to move a former representative or principal who has not been registered for two or more years back into a position that

would require such person to be registered. Currently, such persons are required to requalify (or obtain a waiver of the applicable qualification examinations) and reapply for registration. Second, the proposed rule change would allow members to develop a depth of associated persons with registrations in the event of unanticipated personnel changes. Third, allowing registration in additional categories encourages greater regulatory understanding. Finally, the proposed rule change would eliminate an inconsistency in the current rules, which permit some associated persons of a member to obtain permissive registrations, but not others who equally are engaged in the member's business.

Individuals maintaining a permissive registration under the proposed rule change would be considered registered persons and subject to all Exchange rules, to the extent relevant to their activities. For instance, an individual working solely in an administrative capacity would be able to maintain a General Securities Representative registration and would be considered a registered person for purposes of rules relating to borrowing from or lending to customers, but the rule would have no practical application to his or her conduct because he or she would not have any customers.

Members would be required to have adequate supervisory systems and procedures reasonably designed to ensure that individuals with permissive registrations do not act outside the scope of their assigned functions. With respect to an individual who solely maintains a permissive registration, such as an individual working exclusively in an administrative capacity, the individual's day-to-day supervisor may be a nonregistered person. Members would be required to assign a registered supervisor to this person who would be responsible for periodically contacting such individual's day-to-day supervisor to verify that the individual is not acting outside the scope of his or her assigned

functions. If such individual is permissively registered as a representative, the registered supervisor must be registered as a representative or principal. If the individual is permissively registered as a principal, the registered supervisor must be registered as a principal.²¹

D. Qualification Examinations and Waivers of Examinations (Proposed Rule 1210.03)

Current Rule 611(a) provides that before a registration can become effective, persons who are to function as principals must pass a qualification examination for principals appropriate to the category of registration as specified in the rule. Rule 613(d) provides that no member organization shall permit any member or person associated with it to engage in the investment banking or securities business unless the member organization determines that such person satisfies the qualification requirements established by the Board and is not subject to statutory disqualification as defined in Section 3(a)(39)²² of the Act. The Exchange is proposing to replace these provisions with new Rule 1210.03.

In addition, as part of the FINRA Rule Changes FINRA has adopted a restructured representative-level qualification examination program whereby representative-level registrants would be required to take a general knowledge examination (the Securities Industry Essentials Exam or “SIE”) and a specialized knowledge examination appropriate to their job functions at the firm with which they are

²¹ In either case, the registered supervisor of an individual who solely maintains a permissive registration would not be required to be registered in the same representative or principal registration category as the permissively-registered individual.

²² 15 U.S.C. 78c(a)(39).

associating. Therefore, proposed Rule 1210.03 provides that before the registration of a person as a representative can become effective under proposed Rule 1210, such person must pass the SIE and an appropriate representative-level qualification examination as specified in proposed Rule 1220. Proposed Rule 1210.03 also provides that before the registration of a person as a principal can become effective under proposed Rule 1210, such person must pass an appropriate principal-level qualification examination as specified in proposed Rule 1220.

Further, proposed 1210.03 provides that if the job functions of a registered representative registered in any registration category recognized by FINRA, other than an individual registered as an Order Processing Assistant Representative or a Foreign Associate, change and he or she needs to become registered in another representative-level category, he or she would not need to pass the SIE again. Rather, the registered person would need to pass only the appropriate representative-level qualification examination.²³ Thus under the proposed rule change, individuals seeking registration in

²³ The exception for Order Processing Assistant Representatives and Foreign Associates was adopted by FINRA in FINRA Rule 1210.03, and is included in proposed Exchange Rule 1210.03 to reflect and conform to that FINRA rule. FINRA has stated that the SIE would assess basic product knowledge; the structure and function of the securities industry markets, regulatory agencies and their functions; and regulated and prohibited practices. Proposed Rule 1210.03 provides that all associated persons, such as associated persons whose functions are solely and exclusively clerical or ministerial, are eligible to take the SIE. Proposed Rule 1210.03 also provides that individuals who are not associated persons of firms, such as members of the general public, are eligible to take the SIE. FINRA has stated its belief that expanding the pool of individuals who are eligible to take the SIE would enable prospective securities industry professionals to demonstrate to prospective employers a basic level of knowledge prior to submitting a job application. Further, this approach would allow for more flexibility and career mobility within the securities industry. While all associated persons of firms as well as individuals who are not associated persons would be eligible to take the SIE pursuant to proposed Rule 1210.03, passing the SIE alone

two or more representative-level categories would experience a net decrease in the total number of exam questions they would be required to answer because the SIE content would be tested only once.

The proposed rule change solely impacts the representative-level qualification requirements. The proposed rule change does not change the scope of the activities permitted under the existing representative categories. For instance, after the effective date of the proposed rule change, a previously unregistered individual registering as a Securities Trader for the first time would be required to pass the SIE and an appropriate specialized knowledge examination. However, such individual may engage only in those activities in which a current Securities Trader may engage under current Exchange Rules.

Individuals who are registered on the effective date of the proposed rule change would be eligible to maintain those registrations without being subject to any additional requirements. Individuals who had been registered within the past two years prior to the effective date of the proposed rule change would also be eligible to maintain those registrations without being subject to any additional requirements, provided that they reregister with the Exchange within two years from the date of their last registration.

Further, registered representatives registered in any category recognized by FINRA, other than an individual registered as an Order Processing Assistant Representative or a Foreign Associate, would be considered to have passed the SIE in the CRD system, and thus if they wish to register in any other representative category after the effective date of the proposed rule change, they could do so by taking only the

would not qualify them for registration with the Exchange. Rather, to be eligible for registration with the Exchange, an individual would be required to pass an applicable representative or principal qualification examination and complete the other requirements of the registration process.

appropriate specialized knowledge examination.²⁴ However, with respect to an individual who is not registered on the effective date of the proposed rule change but was registered within the past two years prior to the effective date of the proposed rule change, the individual's SIE status in the CRD system would be administratively terminated if such individual does not register within four years from the date of the individual's last registration.²⁵

In addition, individuals, with the exception of Order Processing Assistant Representatives and Foreign Associates, who had been registered as representatives two or more years, but less than four years, prior to the effective date of the proposed rule change would also be considered to have passed the SIE and designated as such in the CRD system. Moreover, if such individuals re-register with a firm after the effective date of the proposed rule change and within four years of having been previously registered, they would only need to pass the specialized knowledge examination associated with that registration position. However, if they do not register within four years from the date of their last registration, their SIE status in the CRD system would be administratively terminated. Similar to the current process for registration, firms would continue to use the CRD system to request registrations for representatives. An individual would be able

²⁴ Under the proposed rule change, only individuals who have passed an appropriate representative-level examination would be considered to have passed the SIE. Registered principals who do not hold an appropriate representative-level registration would not be considered to have passed the SIE. For example, an individual who is registered solely as a Financial and Operations Principal (Series 27) today would have to take the Series 7 to become registered as a General Securities Representative. Under the proposed rule change, in the future, this individual would have to pass the SIE and the specialized Series 7 examination to obtain registration as a General Securities Representative.

²⁵ As discussed below, the Exchange is proposing a four-year expiration period for the SIE.

to schedule both the SIE and specialized knowledge examinations for the same day, provided the individual is able to reserve space at one of FINRA's designated testing centers.

Finally, under current Rule 615, the Exchange may, in exceptional cases and where good cause is shown, waive the applicable qualification examination and accept other standards as evidence of an applicant's qualifications for registration. The Exchange is proposing to replace Rule 615 with proposed Rule 1210.03 with changes. The proposed rule provides that the Exchange will only consider examination waiver requests submitted by a firm for individuals associated with the firm who are seeking registration in a representative- or principal-level registration category. Moreover, proposed Rule 1210.03 states that the Exchange will consider waivers of the SIE alone or the SIE and the representative- and principal-level examination(s) for such individuals.

E. Requirements for Registered Persons Functioning as Principals for a Limited Period (Proposed Rule 1210.04)

Current Rule 611(d) provides that any person associated with a member organization as a registered representative whose duties are changed by the member organization so as to require registration in any principal classification is allowed a period of 90 calendar days following the change in his or her duties during which to pass the appropriate qualification examination for principals. It further provides that any person not presently associated with a member organization as registered representative seeking registration as a principal shall submit the appropriate application for registration and any required registration and examination fees. Such person shall be allowed a period of 90 days after all applicable prerequisites are fulfilled to pass the appropriate qualification examination for principals. A person who has never been registered does

not qualify for this exception. This provision specifically applies to a person associated with a member organization of another registered national securities exchange or association who is required to register in a principal classification under Exchange rules but who is not required to be so registered under the rules of the other exchange or association, as well as to a person associated with a member organization who was not required to register with the Exchange as a principal prior to the adoption of Exchange Rule 611.

The Exchange is proposing to adopt these requirements of Rule 611(d) as new Rule 1210.04, subject to certain changes. Proposed Rule 1210.04 states that a member may designate any person currently registered, or who becomes registered, with the member as a representative to function as a principal for a limited period, provided that such person has at least 18 months of experience functioning as a registered representative within the five-year period immediately preceding the designation and has fulfilled all prerequisite registration, fee and examination requirements prior to designation as principal. These requirements apply to any principal category, including those categories that are not subject to a prerequisite representative-level registration requirement, such as the Financial and Operations Principal registration category.²⁶ This change is intended to ensure that representatives designated to function as principals for the limited period under the proposed rule have an appropriate level of registered representative experience. The proposed rule clarifies that the requirements of the rule apply to any principal category, including those categories that are not subject to a

²⁶ In this regard, the Exchange notes that qualifying as a registered representative is currently a prerequisite to qualifying as a principal on the Exchange except with respect to the Financial and Operations Principal registration category.

prerequisite representative-level registration requirement, such as the Financial and Operations Principal registration category. Similarly, the rule would permit a member to designate any person currently registered, or who becomes registered, with the member as a principal to function in another principal category for a period of 120 calendar days prior to passing an appropriate qualification examination as specified under Rule 1220.

The Exchange is not conserving in new Rule 1210.04 the language in existing Rule 611 that the provisions apply to a person associated with a member organization of another registered national securities exchange or association who is required to register in a principal classification under Exchange rules but who is not required to be so registered under the rules of the other exchange or association, as well as to a person associated with a member organization who was not required to register with the Exchange as a Principal prior to the adoption of Exchange Rule 611. The Exchange believes this language to be superfluous as the applicability to various individuals of proposed Rule 1210.04 speaks for itself and requires no elaboration.

F. Rules of Conduct for Taking Examinations and Confidentiality of Examinations (Proposed Rule 1210.05)

Before taking an examination, FINRA currently requires each candidate to agree to the Rules of Conduct for taking a qualification examination. Among other things, the examination Rules of Conduct require each candidate to attest that he or she is in fact the person who is taking the examination. These Rules of Conduct also require that each candidate agree that the examination content is the intellectual property of FINRA and that the content cannot be copied or redistributed by any means. If FINRA discovers that a candidate has violated the Rules of Conduct for taking a qualification examination, the candidate may forfeit the results of the examination and may be subject to disciplinary

action by FINRA. For instance, for cheating on a qualification examination, FINRA's Sanction Guidelines recommend a bar.²⁷

Effective October 1, 2018, FINRA has codified the requirements relating to the Rules of Conduct for examinations under FINRA Rule 1210.05. FINRA also adopted Rules of Conduct for taking the SIE for associated persons and non-associated persons who take the SIE.

The Exchange proposes to adopt its own version of Rule 1210.05, which would provide that associated persons taking the SIE are subject to the SIE Rules of Conduct, and that associated persons taking any representative or principal examination are subject to the Rules of Conduct for representative and principal examinations. Under the proposed rule, a violation of the SIE Rules of Conduct or the Rules of Conduct for representative and principal examinations by an associated person would be deemed to be a violation of Exchange rules requiring observance of high standards of commercial honor or just and equitable principles of trade, such as Exchange Rule 707.²⁸ Further, if the Exchange determines that an associated person has violated the SIE Rules of Conduct or the Rules of Conduct for representative and principal examinations, the associated person may forfeit the results of the examination and may be subject to disciplinary action by the Exchange.

Proposed Rule 1210.05 also states that the Exchange considers all of the qualification examinations content to be highly confidential. The removal of examination

²⁷ See SR-FINRA-2017-007, pp. 26 – 27.

²⁸ Exchange Rule 707 prohibits members, member organizations or persons associated with or employed by a member or member organization from engaging in acts or practices inconsistent with just and equitable principles of trade.

content from an examination center, reproduction, disclosure, receipt from or passing to any person, or use for study purposes of any portion of such qualification examination or any other use that would compromise the effectiveness of the examinations and the use in any manner and at any time of the questions or answers to the examinations would be prohibited and would be deemed to be a violation of Exchange rules requiring observance of high standards of commercial honor or just and equitable principles of trade. Finally, proposed Rule 1210.05 would prohibit an applicant from receiving assistance while taking the examination, and require the applicant to certify that no assistance was given to or received by him or her during the examination.²⁹

G. Waiting Periods for Retaking a Failed Examination (Proposed Rule 1210.06)

The Exchange proposes to adopt new Rule 1210.06, which provides that a person who fails an examination may retake that examination after 30 calendar days from the date of the person's last attempt to pass that examination.³⁰ Proposed Rule 1210.06 further provides that if a person fails an examination three or more times in succession within a two-year period, the person is prohibited from retaking that examination until 180 calendar days from the date of the person's last attempt to pass it. These waiting periods would apply to the SIE and the representative- and principal-level examinations.

H. CE Requirements (Proposed Rule 1210.07)

Pursuant to current Exchange Rule 640, no member organization shall permit any registered person to continue to, and no registered person shall continue to, perform

²⁹ The Exchange is not adopting portions of FINRA's Rule 1210.05 which apply to non-associated persons, over whom the Exchange would in any event have no jurisdiction.

³⁰ Proposed Rule 1210.06 has no counterpart in existing Exchange rules.

duties as a registered person, unless such person has complied with the continuing education requirements of paragraph (a) of Rule 640. Under the rule the CE requirements applicable to registered persons consist of a Regulatory Element³¹ and a Firm Element.³² The Regulatory Element applies to registered persons and must be completed within prescribed time frames.³³ For purposes of the Regulatory Element, a “registered person” is defined in current Rule 640 as any member, registered representative or other person registered or required to be registered under Exchange Rules, but does not include such person whose activities are limited solely to the transaction of business on the Exchange’s trading floor, with members or registered broker-dealers.³⁴ The Firm Element consists of annual, member-developed and administered training programs designed to keep covered registered persons current regarding securities products, services and strategies offered by the member. For purposes of the Firm Element, the term “covered registered persons” is defined as any registered person who has direct contact with customers in the conduct of the member organization’s securities sales, trading or investment banking activities, and to the immediate supervisors of such persons.³⁵

³¹ See Rule 640(a).

³² See Rule 640(b).

³³ Pursuant to Rule 640(a), each registered person is required to complete the Regulatory Element on the occurrence of their second registration anniversary date(s), and every three years thereafter or as otherwise prescribed by the Exchange. On each occasion, the Regulatory Element must be completed within 120 days after the person’s registration anniversary date.

³⁴ See Rule 640, Commentary .01.

³⁵ See Rule 640(b)(1).

The Exchange proposes to delete current Rule 640. The CE requirements set forth in Rule 640 are proposed to be reorganized and renumbered, and to be adopted as new Rule 1240. The Exchange believes that all persons registered pursuant to Rule 1210, regardless of their activities, should be subject to the Regulatory Element of the CE requirements so that they can keep their knowledge of the securities industry current.³⁶ Therefore, the Exchange is proposing Rule 1210.07, to clarify that all “covered persons” as defined in Rule 1240(a)(5), including those who solely maintain a permissive registration, are required to satisfy the Regulatory Element, as specified in proposed new Rule 1240, discussed below.³⁷ Individuals who have passed the SIE but not a representative or principal-level examination and do not hold a registered position would not be subject to any CE requirements. Consistent with current practice, proposed Rule 1210.07 would also provide that a registered person of a member who becomes CE inactive would not be permitted to be registered in another registration category with that

³⁶ The Exchange notes that Rule 625 also may require individuals who are not required to register pursuant to Rule 1210 to complete mandatory training. The rule provides that all members and persons employed by or associated with such member or a member organization shall successfully complete mandatory training, as required by the Exchange. Training topics include, but are not limited to, training related to that person’s function at the Exchange, changes in existing automated systems or any new technology that is utilized by the Exchange, compliance with Exchange Rules and federal securities laws, and issues related to conduct, health and safety on the trading floor. In addition, floor members shall complete mandatory training programs, on at least a semi-annual basis, that address compliance with the federal securities laws and the Exchange’s Rules in place to prevent and deter unlawful trading by floor members.

³⁷ Current Rule 640 would be deleted, replaced by proposed Rule 1240. Rule 1240(a)(5) would define the term “covered person” as any person registered with the Exchange pursuant to Rule 1210, including any person who is permissively registered pursuant to Rule 1210.02, and any person who is designated as eligible for a waiver pursuant to Rule 1210.09.

member or be registered in any registration category with another member, until the person has satisfied the Regulatory Element.

Individuals whose activities are limited solely to the transaction of business on the Exchange's trading floor, with members or registered broker-dealers, would continue to be excluded from the CE requirement.³⁸ Pursuant to proposed Rule 1260, Section (c), members whose activities are limited to the Exchange's options trading floor and who are registered pursuant to proposed Rule 1260(a) as well as associated persons whose activities are limited to the Exchange's options trading floor and who are registered pursuant to proposed Rule 1260(b) would be exempt from the representative registration requirements of proposed Rules 1210 and 1220. The CE requirements of proposed Rule 1240 would apply only to "covered persons," defined in turn in proposed Rule 1240 as persons registered pursuant to Rule 1210.

I. Lapse of Registration and Expiration of SIE (Proposed Rule 1210.08)

Existing Rule 611(c) states that any person whose registration has been revoked by the Exchange as a disciplinary sanction or whose most recent registration as principal has been terminated for two or more years immediately preceding the date of receipt by the Exchange of a new application is required to pass a qualification examination for Principals appropriate to the category of registration as specified in Rule 611.

The two year period is calculated from the termination date to the date the Exchange receives a new application for registration. A comparable provision applicable to representatives is found in Rule 613(c). The Exchange is proposing to delete existing

³⁸ See existing Rule 640, Commentary .01, which excludes such individuals from the term "registered person" as it is used in Rule 640.

Rules 611(c) and 613(c), and to replace them with Rule 1210.08, Lapse of Registration and Expiration of SIE.

Proposed Rule 1210.08 contains language comparable to that of existing Rules 611(c) and 613(c) but also clarifies that, for purposes of the proposed rule, an application would not be considered to have been received by the Exchange if that application does not result in a registration. Proposed Rule 1210.08 also sets forth the expiration period of the SIE. Based on the content covered on the SIE, the Exchange is proposing that a passing result on the SIE be valid for four years. Therefore, under the proposed rule change, an individual who passes the SIE and is an associated person of a firm at the time would have up to four years from the date he or she passes the SIE to pass a representative-level examination to register as a representative with that firm, or a subsequent firm, without having to retake the SIE. In addition, an individual who passes the SIE and is not an associated person at the time would have up to four years from the date he or she passes the SIE to become an associated person of a firm, pass a representative-level examination and register as a representative without having to retake the SIE.

Moreover, an individual holding a representative-level registration who leaves the industry after the effective date of the proposed rule change would have up to four years to re-associate with a firm and register as a representative without having to retake the SIE. However, the four-year expiration period in the proposed rule change extends only to the SIE, and not the representative- and principal-level registrations. The representative- and principal-level registrations would continue to be subject to a two year expiration period as is the case today.

J. Waiver of Examinations for Individuals Working for a Financial Services Industry Affiliate of a Member (Proposed Rule 1210.09)

The Exchange is proposing Rule 1210.09 to provide a new process whereby individuals who would be working for a financial services industry affiliate of a member³⁹ would terminate their registrations with the member and would be granted a waiver of their requalification requirements upon re-registering with a member, provided the firm that is requesting the waiver and the individual satisfy the criteria for a Financial Services Affiliate (“FSA”) waiver.⁴⁰ The purpose of the FSA waiver is to provide a firm greater flexibility to move personnel, including senior and middle management, between the firm and its financial services affiliate(s) so that they may gain organizational skills and better knowledge of products developed by the affiliate(s) without the individuals having to requalify by examination each time they returned to the firm.

Under the proposed waiver process, the first time a registered person is designated as eligible for a waiver based on the FSA criteria, the member with which the individual is registered would notify the Exchange of the FSA designation. The member would concurrently file a full Form U5 terminating the individual’s registration with the firm, which would also terminate the individual’s other SRO and state registrations.

³⁹ Proposed Rule 1210.09 defines a “financial services industry affiliate of a member” as a legal entity that controls, is controlled by or is under common control with a member and is regulated by the SEC, Commodity Futures Trading Commission (“CFTC”), state securities authorities, federal or state banking authorities, state insurance authorities, or substantially equivalent foreign regulatory authorities.

⁴⁰ There is no counterpart to proposed Rule 1210.09 in the Exchange’s existing rules. FINRA Rule 1210.09 was recently adopted as a new waiver process for FINRA registrants, as part of the FINRA Rule Changes.

To be eligible for initial designation as an FSA-eligible person by a member, an individual must have been registered for a total of five years within the most recent 10-year period prior to the designation, including for the most recent year with that member. An individual would have to satisfy these preconditions only for purposes of his or her initial designation as an FSA-eligible person, and not for any subsequent FSA designation(s). Thereafter, the individual would be eligible for a waiver for up to seven years from the date of initial designation⁴¹ provided that the other conditions of the waiver, as described below, have been satisfied. Consequently, a member other than the member that initially designated an individual as an FSA-eligible person may request a waiver for the individual and more than one member may request a waiver for the individual during the seven-year period.⁴²

⁴¹ Individuals would be eligible for a single, fixed seven-year period from the date of initial designation, and the period would not be tolled or renewed.

⁴² The following examples illustrate this point:

Example 1. Firm A designates an individual as an FSA-eligible person by notifying the Exchange and files a Form U5. The individual joins Firm A's financial services affiliate. Firm A does not submit a waiver request for the individual. After working for Firm A's financial services affiliate for three years, the individual directly joins Firm B's financial services affiliate for three years. Firm B then submits a waiver request to register the individual.

Example 2. Same as Example 1, but the individual directly joins Firm B after working for Firm A's financial services affiliate, and Firm B submits a waiver request to register the individual at that point in time.

Example 3. Firm A designates an individual as an FSA-eligible person by notifying the Exchange and files a Form U5. The individual joins Firm A's financial services affiliate for three years. Firm A then submits a waiver request to reregister the individual. After working for Firm A in a registered capacity for six months, Firm A re-designates the individual as an FSA-eligible person by notifying FINRA and files a Form U5. The individual rejoins Firm A's financial services affiliate for two years, after which the individual directly joins Firm B's financial

An individual designated as an FSA-eligible person would be subject to the Regulatory Element of CE while working for a financial services industry affiliate of a member. The individual would be subject to a Regulatory Element program that correlates to his or her most recent registration category, and CE would be based on the same cycle had the individual remained registered. If the individual fails to complete the prescribed Regulatory Element during the 120-day window for taking the session, he or she would lose FSA eligibility (i.e., the individual would have the standard two-year period after termination to re-register without having to retake an examination). The Exchange is making corresponding changes to Rule 640, Continuing Education (proposed to be renumbered as Rule 1240).

Upon registering an FSA-eligible person, a firm would file a Form U4 and request the appropriate registration(s) for the individual. The firm would also submit an examination waiver request to the Exchange,⁴³ similar to the process used today for waiver requests, and it would represent that the individual is eligible for an FSA waiver based on the conditions set forth below. The Exchange would review the waiver request and make a determination of whether to grant the request within 30 calendar days of receiving the request. The Exchange would summarily grant the request if the following conditions are met:

services affiliate for one year. Firm B then submits a waiver request to register the individual.

Example 4. Same as Example 3, but the individual directly joins Firm B after the second period of working for Firm A's financial services affiliate, and Firm B submits a waiver request to register the individual at that point in time.

⁴³ The Exchange would consider a waiver of the representative-level qualification examination(s), the principal-level qualification examination(s) and the SIE, as applicable.

(1) Prior to the individual's initial designation as an FSA-eligible person, the individual was registered for a total of five years within the most recent 10-year period, including for the most recent year with the member that initially designated the individual as an FSA-eligible person;

(2) The waiver request is made within seven years of the individual's initial designation as an FSA-eligible person by a member;

(3) The initial designation and any subsequent designation(s) were made concurrently with the filing of the individual's related Form U5;

(4) The individual continuously worked for the financial services affiliate(s) of a member since the last Form U5 filing;

(5) The individual has complied with the Regulatory Element of CE; and

(6) The individual does not have any pending or adverse regulatory matters, or terminations, that are reportable on the Form U4, and has not otherwise been subject to a statutory disqualification while the individual was designated as an FSA-eligible person with a member.

Following the Form U5 filing, an individual could move between the financial services affiliates of a member so long as the individual is continuously working for an affiliate. Further, a member could submit multiple waiver requests for the individual, provided that the waiver requests are made during the course of the seven-year period.⁴⁴

⁴⁴ For example, if a member submits a waiver request for an FSA-eligible person who has been working for a financial services affiliate of the member for three years and re-registers the individual, the member could subsequently file a Form U5 and re-designate the individual as an FSA-eligible person. Moreover, if the individual works with a financial services affiliate of the member for another three years, the member could submit a second waiver request and re-register the individual upon returning to the member.

An individual who has been designated as an FSA-eligible person by a member would not be able to take additional examinations to gain additional registrations while working for a financial services affiliate of a member.

**K. Status of Persons Serving in the Armed Forces of the United States
(Proposed Rule 1210.10)**

Current Rule 53, Inactive Status of Currently Registered Persons, provides specific relief to registered persons serving in the Armed Forces of the United States. Among other things, the rule permits a registered person of a member or member organization who volunteers for or is called into active duty in the Armed Forces of the United States to be placed, after proper notification to the Exchange, upon inactive status and remain eligible to receive ongoing transaction-related compensation. The rule also includes specific provisions regarding the deferment of the lapse of registration requirements in Rules 611, 613 and 3228 for formerly registered person serving in the Armed Forces of the United States.

The Exchange is proposing to adopt Rule 53 as Rule 1210.10 with certain changes. To enhance the efficiency of the current notification process for registered persons serving in the Armed Forces, proposed Rule 1210.10 requires that the member with which such person is registered promptly notify the Exchange of such person's return to employment with the member. A sole proprietor must similarly notify the Exchange of his or her return to participation in the investment banking or securities business. Further, proposed Rule 1210.10 provides that the Exchange would also defer the lapse of the SIE for formerly registered persons serving in the Armed Forces of the United States.

L. Impermissible Registrations (Proposed Rule 1210.11)

Existing Rule 611(a) and 613(a) prohibit a member organization from maintaining a principal or representative registration with the Exchange for any person who is no longer active in the member organization's investment banking or securities business, who is no longer functioning in the registered capacity, or where the sole purpose is to avoid an examination requirement. The rules also prohibit a member organization from applying for the registration of a person as representative or principal where the member organization does not intend to employ the person in its investment banking or securities business. These prohibitions do not apply to the current permissive registration categories identified in Rules 611(a) and 613(a).⁴⁵

In light of proposed Rule 1210.02, Permissive Registrations, discussed above the Exchange is proposing to delete these provisions of Rule 611(a) and 613(a) and instead adopt Rule 1210.11 prohibiting a member from registering or maintaining the registration of a person unless the registration is consistent with the requirements of proposed Rule 1210.

⁴⁵ Rules 611(a) allows for permissive principal registration of individuals who perform legal, compliance, internal audit, back-office operations, or similar duties for the member organization or a person engaged in the investment banking or securities business of a foreign securities affiliate or subsidiary of the member organization. Rule 613(a) permits permissive registration as a representative of an individual who performs legal, compliance, internal audit, back-office operations, or similar responsibilities for the member organization, or a person who performs administrative support functions for registered personnel, or a person engaged in the investment banking or securities business of a foreign securities affiliate or subsidiary of the member organization.

M. Registration Categories (Proposed Rule 1220)

The Exchange is proposing to adopt new and revised registration category rules and related definitions in proposed Rule 1220, Registration Categories.⁴⁶

1. Definition of Principal (Proposed Rule 1220(a)(1))

Current Rule 611(b) defines “principal” to include sole proprietors, officers, partners, managers of offices of supervisory jurisdiction and directors who are actively engaged in the management of the member organization’s investment banking or securities business, such as supervision, solicitation, conduct of business or the training of persons associated with a member organization for any of these functions. The Exchange is proposing to streamline and adopt Rule 611(b) as Rule 1220(a)(1).

For the reason discussed above in connection with proposed Rule 1210, proposed Rule 1220(a)(1) would not apply to individuals who are not engaged in the management of the member’s securities business even if they are engaged in the management of the member’s investment banking business. Proposed Rule 1220(a)(1) clarifies that a member’s chief executive officer (“CEO”) and chief financial officer (“CFO”) (or equivalent officers) are considered principals based solely on their status. The proposed rule further clarifies that the term “principal” includes any other associated person who is performing functions or carrying out responsibilities that are required to be performed or carried out by a principal under Exchange rules. In addition, the proposed rule provides that the phrase “actively engaged in the management of the member’s securities business” includes the management of, and the implementation of corporate policies

⁴⁶ For ease of reference, the Exchange proposes to adopt as Rule 1220, Supplementary Material .07, in chart form, a Summary of Qualification Requirements in chart form for each of the Exchange’s permitted registration categories discussed below.

related to, such business as well as managerial decision-making authority with respect to the member's securities business and management-level responsibilities for supervising any aspect of such business, such as serving as a voting member of the member's executive, management or operations committees.

2. General Securities Principal (Proposed Rule 1220(a)(2))

Current Rule 612(a) currently requires that an associated person who meets the definition of "principal" under Rule 611 and each person designated as Chief Compliance Officer ("CCO") on Schedule A of the member's Form BD (Uniform Application for Broker-Dealer Registration) register as a General Securities Principal. A person registering as a General Securities Principal must pass the General Securities Principal examination. The rule, however, provides that such person is not required to register as a General Securities Principal if the person's activities are so limited as to qualify such person for one or more of the limited principal categories specified in Rules 611(b) - (e). Further, the rule does not preclude individuals registered in a limited principal category from registering as General Securities Principals. Rule 1022(a)(1)(C) also includes transitioning and grandfathering provisions for CCO's.

Rule 612(a) requires individuals seeking to register and qualify as a General Securities Principal, prior to or concurrent with such registration, to become registered as a General Securities Representative. It also includes a grandfathering provision for persons who were registered as principals before the adoption of the General Securities Principal registration category. Finally, it provides that an associated person registered solely as a General Securities Principal is not qualified to function as a Limited Principal

- Financial and Operations, Limited Principal - General Securities Sales Supervisor or Securities Trader Principal.

The Exchange is proposing to more clearly set forth the obligation to register as a General Securities Principal. Specifically, proposed Rule 1220(a)(2)(A) states that each principal as defined in proposed Rule 1220(a)(1) is required to register with the Exchange as a General Securities Principal, except that if a principal's activities are limited to the functions of a Compliance Official, a Financial and Operations Principal, a Securities Trader Principal, a Securities Trader Compliance Officer, or a Registered Options Principal, then the principal shall appropriately register in one or more of these categories.⁴⁷ Proposed Rule 1220(a)(2)(A) further provides that if a principal's activities are limited solely to the functions of a General Securities Sales Supervisor, then the principal may appropriately register in that category in lieu of registering as a General Securities Principal, provided that if the principal is engaged in options sales activities he or she would be required to register as a General Securities Sales Supervisor or as a Registered Options Principal.⁴⁸

Proposed Rule 1220(a)(2)(B) requires that an individual registering as a General Securities Principal satisfy the General Securities Representative prerequisite registration and pass the General Securities Principal qualification examination. Proposed Rule 1220(a)(2)(B) also clarifies that an individual may register as a General Securities Sales

⁴⁷ The Exchange is proposing to recognize the Compliance Official and Securities Trader Compliance Officer registration categories for the first time as a result of this proposed rule change.

⁴⁸ The Exchange's proposed Rule 1220(a)(2)(A) deviates somewhat from the counterpart FINRA rule in that it does not offer various limited registration categories provided for in FINRA's new Rule 1220(a)(2)(A). It therefore proposes to reserve Rules 1220(a)(2)(A)(ii) and (iv).

Supervisor and pass the General Securities Principal Sales Supervisor Module qualification examination in lieu of passing the General Securities Principal examination.

In conjunction with the elimination of the Corporate Securities Representative registration category by FINRA, the Exchange is proposing that Rule 1220(a)(2)(B) provide that, subject to the lapse of registration provisions in proposed Rule 1210.08, General Securities Principals who obtained the Corporate Securities Representative prerequisite registration on the Exchange in lieu of the General Securities Representative prerequisite registration and individuals who had been registered as such within the past two years prior to the effective date of the proposed rule change, may continue to supervise corporate securities activities as currently permitted.⁴⁹ Proposed Rule 1220(a)(2)(B) requires all other individuals registering as General Securities Principals after October 1, 2018, to first become registered as a General Securities Representative pursuant to Rule 1220(b)(2).

The Exchange is also proposing to eliminate the grandfathering provision for individuals who were registered as principals prior to the adoption of the General Securities Principal registration category because it no longer has any practical application. Finally, the Exchange is proposing to delete the provision that persons eligible for registration in other principal categories are not precluded from registering as General Securities Principals because it is superfluous.

⁴⁹ The Exchange itself does not recognize the Corporate Securities Representative registration category, but understands that FINRA currently accepts Corporate Securities Representative registration as a prerequisite to General Securities Principal registration.

3. Compliance Official (Proposed Rule 1220(a)(3))

Current Rule 612(a) provides that each person designated as a Chief Compliance Officer on Schedule A of Form BD of a member organization to which Rule 611 applies, be required to register with the Exchange as a General Securities Principal and shall pass the Series 24 examination before such registration may become effective, unless such person's activities are so limited as to qualify such person for one or more of the limited categories of principal registration specified Rule 612(b) - (e).⁵⁰ The Exchange proposes to delete this provision.

In its place, the Exchange proposes to adopt Rule 1220(a)(3) providing that each person designated as a Chief Compliance Officer on Schedule A of Form BD shall be required to register with the Exchange as a General Securities Principal, provided that such person may instead register as a Compliance Official if his or her duties do not include supervision of trading. All individuals registering as Compliance Official would be required, prior to or concurrent with such registration, to pass the Compliance Official qualification examination. An individual designated as a Chief Compliance Officer on Schedule A of Form BD of a member that is engaged in limited securities business could also be registered in a principal category under Rule 1220(a) that corresponds to the limited scope of the member's business.

Additionally, Rule 1220(a)(3) would provide that an individual designated as a Chief Compliance Officer on Schedule A of Form BD may register and qualify as a Securities Trader Compliance Officer if, with respect to transactions in equity, preferred

⁵⁰ The limited registration categories identified in Rule 612(b) – (e) are Limited Principal—Financial and Operations, Limited Principal—General Securities Sales Supervisor, Limited Principal—Registered Options Principal, and Securities Trader Principal.

or convertible debt securities, or options such person is engaged in proprietary trading, the execution of transactions on an agency basis, or the direct supervision of such activities other than a person associated with a member whose trading activities are conducted principally on behalf of an investment company that is registered with the SEC pursuant to the Investment Company Act and that controls, is controlled by, or is under common control with a member. All individuals registering as Securities Trader Compliance Officers would be required to first become registered pursuant to paragraph (b)(4) as a Securities Trader, and to pass the Compliance Official qualification exam.

4. Financial and Operations Principal (Proposed Rule 1220(a)(4))

Existing Rule 612(b) provides that every member organization to which Rule 611 applies and that is operating pursuant to the provisions of SEC Rule 15c3-1(a)(1)(ii), (a)(2)(i) or (a)(8) shall designate as Limited Principal—Financial and Operations those persons associated with it, at least one of whom shall be its chief financial officer, who perform the duties described in Rule 612(b)(ii).⁵¹ It requires each person associated with a member organization who performs such duties to be registered as a Limited

⁵¹ Those duties include (A) final approval and responsibility for the accuracy of financial reports submitted to any duly established securities industry regulatory body; (B) final preparation of such reports; (C) supervision of individuals who assist in the preparation of such reports; (D) supervision of and responsibility for individuals who are involved in the actual maintenance of the member organization's books and records from which such reports are derived; (E) supervision and/or performance of the member organization's responsibilities under all financial responsibility rules promulgated pursuant to the provisions of the Act; (F) overall supervision of and responsibility for the individuals who are involved in the administration and maintenance of the member organization's back office operations; or (G) any other matter involving the financial and operational management of the member organization. A person registered solely as a Limited Principal—Financial and Operations shall not be qualified to function in a Principal capacity with responsibility over any other area of business activity.

Principal—Financial and Operations with the Exchange and to pass the Series 27 examination before such registration may become effective.

The Exchange is proposing to delete Rule 612(b) and to adopt in its place Rule 1220(a)(4). Under the new rule, every member of the Exchange that is operating pursuant to the provisions of SEC Rule 15c3-1(a)(1)(ii), (a)(2)(i) or (a)(8), shall designate at least one Financial and Operations Principal who shall be responsible for performing the duties described in subparagraph (B) of that rule. In addition, each person associated with a member who performs such duties shall be required to register as a Financial and Operations Principal with the Exchange.

Subparagraph (B) defines the term Financial and Operations Principal as a person associated with a member whose duties include (i) final approval and responsibility for the accuracy of financial reports submitted to any duly established securities industry regulatory body, (ii) final preparation of such reports, (iii) supervision of individuals who assist in the preparation of such reports, (iv) supervision of and responsibility for individuals who are involved in the actual maintenance of the member's books and records from which such reports are derived, (v) supervision and/or performance of the member's responsibilities under all financial responsibility rules promulgated pursuant to the provisions of the Act, (vi) overall supervision of and responsibility for the individuals who are involved in the administration and maintenance of the member's back office operations or (vii) any other matter involving the financial and operational management of the member.

Subparagraph (C) would require all individuals registering as a Financial and Operations Principal to pass the Financial and Operations Principal qualification

examination before such registration may become effective. Finally, subparagraph (D) would prohibit a person registered solely as a Financial and Operations Principal from functioning in a principal capacity with responsibility over any area of business activity not described in subparagraph (2) of the rule.

5. Investment Banking Principal (Proposed Rule 1220(a)(5))

The Exchange does not recognize the Investment Banking Principal registration category and is reserving Rule 1220(a)(5), retaining the caption solely to facilitate comparison with FINRA's rules.

6. Research Principal (Proposed Rule 1220(a)(6))

The Exchange does not recognize the Research Principal registration category and is reserving Rule 1220(a)(6), retaining the caption solely to facilitate comparison with FINRA's rules.

7. Securities Trader Principal (Proposed Rule 1220(a)(7))

Existing Rule 612(e) provides that each person associated with a member who is included within the definition of principal in Rule 611(b) and who will have supervisory responsibility over the securities trading activities described in Rule 613(f) shall become qualified and registered as a Securities Trader Principal. To qualify for registration as a Securities Trader Principal, such person must become qualified and registered as a Securities Trader under Rule 613(f) and pass the General Securities Principal qualification examination. A person who is qualified and registered as a Securities Trader Principal under this provision may only have supervisory responsibility over the Securities Trader activities specified in Rule 613(f), unless such person is separately qualified and registered in another appropriate principal registration category, such as the

General Securities Principal registration category. Conversely, a person who is registered as a General Securities Principal is not qualified to supervise the trading activities described in Rule 613(f), unless such person has also become qualified and registered as a Securities Trader under Rule 613(f) by passing the Securities Trader qualification examination and become registered as a Securities Trader Principal.

The Exchange is proposing to delete Rule 612(e) and to adopt in its place Rule 1220(a)(7), Securities Trader Principal. Proposed Rule 1220(a)(7) requires that a principal responsible for supervising the securities trading activities specified in proposed Rule 1220(b)(4)⁵² register as a Securities Trader Principal. The proposed rule requires individuals registering as Securities Trader Principals to be registered as Securities Traders and to pass the General Securities Principal qualification examination.

8. Registered Options Principal (Proposed Rules 1220(a)(8))

Rule 612(d) provides that each person associated with a member organization to which Rule 611 applies and who is included in the definition of principal in Rule 611 may register with the Exchange as a Limited Principal—Registered Options Principal if: (A) his or her supervisory responsibilities in the investment banking and securities business are limited exclusively to the options activities of a member organization, (B) he or she is registered pursuant to Exchange rules as a General Securities Representative, and (C) he or she is qualified to be so registered by passing the Series 4 examination. It also provides that a person registered in this category solely on the basis of having passed the Series 4 examination for Limited Principal—Registered Options Principal shall not be

⁵² Proposed Rule 1220(b)(4), discussed below, provides for registration in the representative-level “Securities Trader” category.

qualified to function in a principal capacity with responsibility over any area of business activity not described in paragraph (d)(i)(A).

The Exchange is proposing to adopt Rule 1220(a)(8)(A), Registered Options Principal, which would require under its section (a)(8)(A) that each member that is engaged in transactions in options with the public to have at least one Registered Options Principal. In addition, each principal as defined in paragraph (a)(1) of the rule who is responsible for supervising a member's options sales practices with the public would be required to register with the Exchange as a Registered Options Principal, subject to the following exception. If a principal's options activities are limited solely to those activities that may be supervised by a General Securities Sales Supervisor, then such person may register as a General Securities Sales Supervisor pursuant to paragraph (a)(10) of the Rule in lieu of registering as a Registered Options Principal.⁵³

⁵³ Current Exchange Rule 1024, Conduct of Accounts for Options Trading, provides that members, member organizations and individuals associated with member organizations shall not be approved to transact options business with the public until such persons, who are designated as Options Principals, have been approved by and registered with the Exchange. Further, persons engaged in the supervision of options sales practice or a person to whom the designated general partner or executive officer (pursuant to Rule 1025) or another Registered Options Principal delegates the authority to supervise options sales practices shall be designated as options principals. Rule 1024, Commentary .06 provides that individuals engaged in the supervision of options sales practices and designated as Options Principals are required to qualify as an Options Principal by passing the Registered Options Principal Qualification Examination (Series 4) or the Sales Supervisor Qualification Examination (Series 9/10). Under Rule 1024.07, individuals who are delegated responsibility pursuant to Rule 1025 for the acceptance of discretionary accounts, for approving exceptions to a member's criteria or standards for uncovered options accounts, and for approval of communications, shall be designated as Options Principals and are required to qualify as an Options Principal by passing the Registered Options Principal Qualification Examination (Series 4). Further, Exchange Rule 1024.08 states that a person accepting orders from non-member customers (unless such customer is a broker-dealer registered with the Securities and Exchange Commission) is required to register with the

Pursuant to proposed Rule 1220(a)(8)(B), subject to the lapse of registration provisions in Rule 1210.08, each person registered as a Registered Options Principal on October 1, 2018 and each person who was registered as a Registered Options Principal within two years prior to October 1, 2018 would be qualified to register as a Registered Options Principal without passing any additional qualification examinations. All other individuals registering as Registered Options Principals after October 1, 2018 would, prior to or concurrent with such registration, be required to become registered pursuant to paragraph Rule 1220(b)(2) of the Rule as a General Securities Representative and pass the Registered Options Principal qualification examination.⁵⁴

Exchange and to be qualified by passing the General Securities Registered Representative Examination (Series 7). The foregoing provisions of Rule 1024 are specific to conducting an options business with the public and are not proposed to be amended in this proposed rule change. However, Rule 1024(a) also contains provisions regarding submission of Forms U4 and U5 to WebCRD that are duplicative of the proposed 1200 Series of rules, in particular proposed Rules 1210.12, Application for Registration and Jurisdiction, and 1250, Electronic Filing Requirements for Electronic Forms, and are therefore proposed to be deleted.

⁵⁴ The Exchange is also proposing to adopt Rule 1220, Supplementary Material .02, which provides that each person who is registered with the Exchange as a Registered Options Principal (or as a General Securities Representative, Options Representative, or General Securities Sales Supervisor) shall be eligible to engage in security futures activities as a principal provided that such individual completes a Firm Element program as set forth in proposed Rule 1240 that addresses security futures products before such person engages in security futures activities. In any event, the Exchange does not currently offer security futures products for trading. In addition, the Exchange is also proposing to adopt Rule 1220, Supplementary Material .03 which requires notification to the Exchange in the event such person is terminated, resigns, becomes incapacitated or is otherwise unable to perform the duties of a Registered Options Principal, and imposes certain restrictions on the member's options business in that event.

9. Government Securities Principal. (Rule 1220(a)(9))

The Exchange does not recognize the Government Securities Principal registration category and is reserving Rule 1220(a)(9), retaining the caption solely to facilitate comparison with FINRA's rules.

10. General Securities Sales Supervisor (Proposed Rules 1220(a)(10) and 1220.04)

Current Rule 612(c) provides that each person associated with a member organization to which Rule 611 applies and who is included in the definition of Principal in Rule 611 may register with the Exchange as a Limited Principal—General Securities Sales Supervisor if: (A) his or her supervisory responsibilities in the investment banking and securities business are limited to the securities sales activities of a member organization, including the training of sales and sales supervisory personnel and the maintenance of records of original entry and/or ledger accounts of the member organization required to be maintained in branch offices by SEC record keeping rules; (B) he or she is registered pursuant to Exchange Rules as a General Securities Representative; and (C) he or she is qualified to be so registered by passing the Series 9 or Series 10 examination. Under the rule a person registered in this category solely on the basis of having passed the Series 9 or Series 10 examination for Limited Principal—General Securities Sales Supervisor is not qualified to: (A) function in a Principal capacity with responsibility over any area of business activity not described in paragraph (c)(i)(A); (B) be included for purposes of the Principal numerical requirements of Rule 611(e); or (C) perform for a member organization any or all of the following activities: (1) supervision of the origination and structuring of underwritings; (2) supervision of market making commitments; (3) final approval of advertisements as these are defined in Rule

605; (4) supervision of the custody of firm or customer funds and/or securities for purposes of SEC Rule 15c3-3; or (5) supervision of overall compliance with financial responsibility rules for broker/dealers promulgated pursuant to the provisions of the Act. Rule 612(c)(iii) explains the purpose of the General Securities Sales Supervisor registration category.

The Exchange is proposing to adopt Rule 612(c)(i) and (ii) and Rule 612(c)(iii), with changes, as Rules 1220(a)(10) and 1220.04, respectively.⁵⁵

Each person seeking to register as a General Securities Sales Supervisor would be required, prior to or concurrent with such registration, to become registered pursuant to Rule 1220(b)(2) of the rule as a General Securities Representative and pass the General Securities Sales Supervisor qualification examinations.

11. Investment Company and Variable Contracts Products Principal and Direct Participation Programs Principal (Rules 1220(a)(11) and (a)(12))

The Exchange does not recognize the Investment Company and Variable Contracts Products Principal and the Direct Participation Programs Principal registration categories and is reserving Rule 1220(a)(11) and (a)(12), retaining the captions solely to facilitate comparison with FINRA's rules.

⁵⁵ The Exchange is not proposing to carry over into proposed Rule 1220(a)(10) the current Rule 612(c)(ii)(C)(3) prohibition against final approval of advertisements by General Securities Sales Supervisors. The Exchange notes that FINRA removed this prohibition several years ago from NASD Rule 1022(g) (Limited Principal— General Securities Sales Supervisor) and NASD IM-1022-2 (Limited Principal— General Securities Sales Supervisor). See Securities Exchange Act Release No. 68918 (February 13, 2013), 78 FR 11925 (February 20, 2013) (SR-FINRA-2013-014).

12. Private Securities Offerings Principal (Rule 1220(a)(13))

The Exchange does not recognize the Private Securities Offerings Principal registration category and is reserving Rule 1220(a)(13), retaining the caption solely to facilitate comparison with FINRA's rules.

13. Supervisory Analyst (Rule 1220(a)(14))

The Exchange does not recognize the Supervisory Analyst registration category and is reserving Rule 1220(a)(14), retaining the caption solely to facilitate comparison with FINRA's rules.

14. Definition of Representative (Proposed Rule 1220(b)(1))

Current Rule 1(a)(ee) defines "Representative" as a member or an associated person of a registered broker or dealer, including assistant officers other than principals, who is engaged in the investment banking or securities business for the member organization including the functions of supervision, solicitation or conduct of business in securities or who is engaged in the training of persons associated with a broker or dealer for any of these functions.

The Exchange now proposes to amend Exchange Rule 1(a)(ee) to incorporate by reference a new definition of "representative" in proposed Rule 1220(b)(1). Proposed 1220(b)(1) would define the term representative as any person associated with a member, including assistant officers other than principals, who is engaged in the member's securities business, such as supervision, solicitation, conduct of business in securities or the training of persons associated with a member for any of these functions.

15. General Securities Representative (Proposed Rule 1220(b)(2))

Under Rule 613(a), except for members whose activities are limited to the Exchange's options trading floor and who are registered pursuant to Rule 620(a) as well

as associated persons whose activities are limited to the Exchange's options trading floor and who are registered pursuant to Rule 620(b), all persons engaged or to be engaged in the investment banking or securities business of a member organization who are to function as representatives shall be registered as such with the Exchange through WebCRD under PHLX in the category of registration appropriate to the function to be performed as specified in paragraph (e),⁵⁶ Categories of Representative Registration – General Securities Representative or (f), General Securities Representative.

The Exchange proposes to delete those provisions of Rule 613(a) and to adopt new Rule 1220(b)(2), General Securities Representative. Proposed Rule 1220(b)(2)(A) states that each representative as defined in proposed Rule 1220(b)(1) is required to register with the Exchange as a General Securities Representative, subject to the exception that if a representative's activities include the functions of a Securities Trader, as specified in Rule 1220(b)(2), then such person shall appropriately register as a Securities Trader.

Further, consistent with the proposed restructuring of the representative-level examinations, proposed Rule 1220(b)(2)(B) would require that individuals registering as General Securities Representatives pass the SIE and the General Securities Representative examination except that individuals registered as a General Securities Representatives within two years prior to October 1, 2018 would be qualified to register as General Securities Representatives without passing any additional qualification examinations.

⁵⁶ Rule 613(e) provides that individuals required to register with the Exchange as a General Securities Representative under the rule must pass the Series 7 examination before such registration may become effective.

In addition, the Exchange is proposing to adopt Rule 1220.01 to provide individuals who are associated persons of firms and who hold foreign registrations an alternative, more flexible, process to obtain an Exchange representative-level registration. The Exchange believes that there is sufficient overlap between the SIE and these foreign qualification requirements to permit them to act as exemptions to the SIE. Under proposed Rule 1220.01, individuals who are in good standing as representatives with the Financial Conduct Authority in the United Kingdom or with a Canadian stock exchange or securities regulator would be exempt from the requirement to pass the SIE, and thus would be required only to pass a specialized knowledge examination to register with the Exchange as a representative. The proposed approach would provide individuals with a United Kingdom or Canadian qualification more flexibility to obtain an Exchange representative-level registration.

16. Operations Professional, Securities Trader, Investment Banking Representative, Research Analyst, Investment Company and Variable Contracts Products Representative, Direct Participation Programs Representative and Private Securities Offerings Representative (Rules 1220(b)(3), 1220(b)(4), 1220(b)(5), 1220(b)(6), 1220(b)(7), 1220(b)(8), 1220(b)(9) and 1220.05)

Operations Professional, Investment Banking Representative, Research Analyst, Investment Company and Variable Products Representative, Direct Participation Programs Representative and Private Securities Offerings Representative. The Exchange does not recognize these registration categories for its associated persons. The Exchange is therefore reserving Rules 1220(b)(3) – Operations Professional, and related Rule 1220.05, Scope of Operations Professional Requirement; 1220(b)(5) – Investment Banking Representative; 1220(b)(6) – Research Analyst; 1220(b)(7) – Investment Company and Variable Products Representative; 1220(b)(8) – Direct Participation

Programs Representative; and 1220(b)(9) - Private Securities Offerings Representative, retaining the captions for each of them solely to facilitate comparison with FINRA's rules.

Securities Trader – Proposed Rule 1220(b)(4). Pursuant to current Exchange Rule 613(f)(1) and (2), associated persons must pass the qualification examination for Securities Trader (the Series 57 examination) and register with the Exchange as a Securities Trader if, with respect to transactions in equity, preferred or convertible debt securities, or foreign currency options on the Exchange, such person is engaged in proprietary trading, the execution of transactions on an agency basis, or the direct supervision of such activities, other than any person associated with a member whose trading activities are conducted principally on behalf of an investment company that is registered with the Commission pursuant to the Investment Company Act of 1940 and that controls, is controlled by or is under common control, with the member.⁵⁷

The Exchange now proposes to delete Exchange Rule 613(f) and to replace it with proposed Rule 1220(b)(4). Rule 1220(b)(4) would require each representative as defined in Rule 1220(b)(1) of the rule to register with the Exchange as a Securities Trader if, with respect to transactions in equity, preferred or convertible debt securities, or options⁵⁸ such person is engaged in proprietary trading, the execution of transactions on an agency basis, or the direct supervision of such activities other than a person associated with a member

⁵⁷ Rule 613(f)(3) provides that a person registered as a Securities Trader is not qualified to function in any other registration category, unless he or she is also qualified and registered in such other registration category.

⁵⁸ Current Rule 613(f) refers to transactions in foreign currency options. Proposed Rule 1220(b)(4) would instead refer to "options" generally, to clarify that equity options as well as foreign currency options are products with respect to which Securities Trader registration requirements would apply.

whose trading activities are conducted principally on behalf of an investment company that is registered with the SEC pursuant to the Investment Company Act and that controls, is controlled by, or is under common control with a member. Rule 1220(b)(4) would require individuals registering as Securities Traders to pass the SIE as well as the Securities Trader qualification exam.

Additionally, proposed Rule 1220(b)(4)(A) would require each person associated with a member who is: (i) primarily responsible for the design, development or significant modification of an algorithmic trading strategy relating to equity, preferred or convertible debt securities or options; or (ii) responsible for the day-to-day supervision or direction of such activities to register with the Exchange as a Securities Trader.⁵⁹

For purposes of this proposed new registration requirement an “algorithmic trading strategy” is an automated system that generates or routes orders (or order-related messages) but does not include an automated system that solely routes orders received in their entirety to a market center. The proposed registration requirement applies to orders and order related messages whether ultimately routed or sent to be routed to an exchange or over the counter. An order router alone would not constitute an algorithmic trading strategy. However, an order router that performs any additional functions would be considered an algorithmic trading strategy. An algorithm that solely generates trading ideas or investment allocations—including an automated investment service that constructs portfolio recommendations—but that is not equipped to automatically generate

⁵⁹ As noted above, this new registration requirement was recently added to the FINRA rulebook. The Exchange has determined to add a parallel requirement to its own rules, but also to add options to the scope of products within the proposed rule’s coverage. See Securities Exchange Act Release No. 77551 (April 7, 2016), 81 FR 21914 (April 13, 2016) (Order Approving File No. SR-FINRA-2016-007).

orders and order-related messages to effectuate such trading ideas into the market—whether independently or via a linked router—would not constitute an algorithmic trading strategy.

The associated persons covered by the expanded registration requirement would be required to pass the requisite qualification examination and be subject to the same continuing education requirements that are applicable to individual Securities Traders. The Exchange believes that potentially problematic conduct stemming from algorithmic trading strategies—such as failure to check for order accuracy, inappropriate levels of messaging traffic, and inadequate risk management controls—could be reduced or prevented, in part, through improved education regarding securities regulations for the specified individuals involved in the algorithm design and development process.

The proposal is intended to ensure the registration of one or more associated persons that possesses knowledge of, and responsibility for, both the design of the intended trading strategy and the technological implementation of the strategy, sufficient to evaluate whether the resulting product is designed to achieve regulatory compliance in addition to business objectives. For example, a lead developer who liaises with a head trader regarding the head trader's desired algorithmic trading strategy and is primarily responsible for the supervision of the development of the algorithm to meet such objectives must be registered under the proposal as the associated person primarily responsible for the development of the algorithmic trading strategy and supervising or directing the team of developers. Individuals under the lead developer's supervision would not be required to register under the proposal if they are not primarily responsible for the development of the algorithmic trading strategy or are not responsible for the day-

to-day supervision or direction of others on the team. Under this scenario, the person on the business side that is primarily responsible for the design of the algorithmic trading strategy, as communicated to the lead developer, also would be required to register. In the event of a significant modification to the algorithm, members, likewise, would be required to ensure that the associated person primarily responsible for the significant modification (or the associated person supervising or directing such activity), is registered as a Securities Trader.

A member employing an algorithm is responsible for the algorithm's activities whether the algorithm is designed or developed in house or by a third-party. Thus, in all cases, robust supervisory procedures, both before and after deployment of an algorithmic trading strategy, are a key component in protecting against problematic behavior stemming from algorithmic trading. In addition, associated persons responsible for monitoring or reviewing the performance of an algorithmic trading strategy must be registered, and a member's trading activity must always be supervised by an appropriately registered person. Therefore, even where a firm purchases an algorithm off-the-shelf and does not significantly modify the algorithm, the associated person responsible for monitoring or reviewing the performance of the algorithm would be required to be registered.

Pursuant to proposed Rule 1220(b)(4)(B) each person registered as a Securities Trader on October 1, 2018 and each person who was registered as a Securities Trader within two years prior to October 1, 2018 would be qualified to register as a Securities Trader without passing any additional qualification examinations. All other individuals registering as Securities Traders after October 1, 2018 would be required, prior to or

concurrent with such registration, to pass the SIE and the Securities Trader qualification examination.

17. Eliminated Registration Categories (Proposed Rule 1220.06)

Proposed Rule 1220.06 has no practical relevance to the Exchange, but is included because the Nasdaq Affiliated Exchanges are also proposing to adopt the new 1200 Series, on a uniform basis. Proposed Rule 1220.06 will be relevant to Nasdaq which, unlike the Exchange, is proposing to eliminate a number of existing registration categories that are not currently recognized by the Exchange.⁶⁰

Proposed Rule 1220.06 provides that, subject to the lapse of registration provisions in proposed Rule 1210.08, individuals who are registered with the Exchange in any capacity recognized by the Exchange immediately prior to October 1, 2018, and each person who was registered with the Exchange in such categories within two years prior to October 1, 2018, shall be eligible to maintain such registrations with the Exchange. However, if individuals registered in such categories terminate their registration with the Exchange and the registration remains terminated for two or more years, they would not be able to re-register in that category. In addition, proposed Rule 1220.06 would include the current restrictions to which Order Processing Assistant Representatives are subject under Nasdaq rules. As stated above, Rule 1220.06 would have no application to the Exchange as a practical matter.

18. Grandfathering Provisions

In addition to the grandfathering provisions in proposed Rule 1220(a)(2) (relating to General Securities Principals) and proposed Rule 1220.06 (relating to the eliminated

⁶⁰ See SR-Nasdaq-2018-065.

registration categories), the Exchange is proposing to include grandfathering provisions in proposed Rule 1220(a)(8) (Registered Options Principal), 1220(b)(2) (General Securities Representative), and 1220(b)(4) (Securities Trader). Specifically, the proposed grandfathering provisions provide that, subject to the lapse of registration provisions in proposed Rule 1210.08, individuals who are registered in specified registration categories on the effective date of the proposed rule change and individuals who had been registered in such categories within the past two years prior to the effective date of the proposed rule change would be qualified to register in the proposed corresponding registration categories without having to take any additional examinations.

N. Associated Persons Exempt from Registration (Proposed Rules 1230 and 1230.01)

Existing Rule 614 currently provides that the following persons associated with a member organization are not required to register:

- (i) persons associated with a member organization whose functions are solely and exclusively clerical or ministerial;
- (ii) persons associated with a member organization who are not actively engaged in the investment banking or securities business;
- (iii) persons associated with a member organization whose functions are related solely and exclusively to the member organization's need for nominal corporate officers or for capital participation; and
- (iv) persons associated with a member organization whose functions are related solely and exclusively to effecting transactions on the floor of another national securities exchange and who are registered as floor members with such exchange; transactions in municipal securities; transactions in commodities; transactions in security futures, provided that any such person is registered with FINRA or a registered futures association; transactions in variable contracts and insurance premium funding programs and other contracts issued by an insurance company; transactions in direct participation programs; transactions in government securities; or effecting sales as part of a primary offering of securities not involving a public offering pursuant to Section 3(b), 4(2), or 4(6) of the Securities Act of 1933 and the rules and regulations thereunder.

The Exchange is proposing to adopt Rule 614 as Rule 1230 subject to certain changes. Rule 614 exempts from registration those associated persons who are not actively engaged in the securities business. It also exempts from registration those associated persons whose functions are related solely and exclusively to a member's need for nominal corporate officers or for capital participation.⁶¹ The Exchange believes that the determination of whether an associated person is required to register must be based on an analysis of the person's activities and functions in the context of the various registration categories. The Exchange does not believe that categorical exemptions for associated persons who are not "actively engaged" in a member's securities business, associated persons whose functions are related only to a member's need for nominal corporate officers or associated persons whose functions are related only to a member's need for capital participation is consistent with this analytical framework. The Exchange therefore is proposing to delete these exemptions. Rule 614(a)(iv)(a) further exempts from registration associated persons whose functions are related solely and exclusively to effecting transactions on the floor of another national securities exchange as long as they are registered as floor members with such exchange. Because exchanges have registration categories other than the floor member category, proposed Rule 1230 clarifies that the exemption applies to associated persons solely and exclusively effecting transactions on the floor of another national securities exchange, provided they are appropriately registered with such exchange.

⁶¹ These exemptions generally apply to associated persons who are corporate officers of a member in name only to meet specific corporate legal obligations or who only provide capital for a member, but have no other role in a member's business.

The Exchange proposes to adopt Rule 1230.01 to clarify that the function of accepting customer orders is not considered a clerical or ministerial function and that associated persons who accept customer orders under any circumstances are required to be appropriately registered. However, the proposed rule provides that an associated person is not accepting a customer order where occasionally, when an appropriately registered person is unavailable, the associated person transcribes the order details and the registered person contacts the customer to confirm the order details before entering the order.

O. Changes to Continuing Education Requirements (Proposed Rule 1240)

As described above, existing Rule 640, Continuing Education for Registered Persons, includes a Regulatory Element and a Firm Element. The Regulatory Element applies to registered persons and consists of periodic computer-based training on regulatory, compliance, ethical, supervisory subjects and sales practice standards. The Firm Element consists of at least annual, member-developed and administered training programs designed to keep covered registered persons current regarding securities products, services and strategies offered by the member. The CE requirements set forth in Rule 640 have been reorganized and renumbered, and are now proposed to be adopted with amendments as new Rule 1240.

1. Regulatory Element

The Exchange is proposing to replace the term “registered person” in current Rule 640 with the term “covered person” and make conforming changes to proposed Rule 1240(a). For purposes of the Regulatory Element, the Exchange is proposing to define the term “covered person” in Rule 1240(a)(5) as any person registered pursuant to proposed Rule 1210, including any person who is permissively registered pursuant to

proposed Rule 1210.02, and any person who is designated as eligible for an FSA waiver pursuant to proposed Rule 1210.09. The purpose of this change is to ensure that all registered persons, including those with permissive registrations, keep their knowledge of the securities industry current. The inclusion of persons designated as eligible for an FSA waiver under the term “covered persons” corresponds to the requirements of proposed Rule 1210.09. In addition, consistent with proposed Rule 1210.09, proposed Rule 1240(a) provides that an FSA-eligible person would be subject to a Regulatory Element program that correlates to his or her most recent registration category, and CE would be based on the same cycle had the individual remained registered. The proposed rule also provides that if an FSA-eligible person fails to complete the Regulatory Element during the prescribed time frames, he or she would lose FSA eligibility.

Further, the Exchange is proposing to add a rule to address the impact of failing to complete the Regulatory Element on a registered person’s activities and compensation. Specifically, proposed Rule 1240(a)(2) provides that any person whose registration has been deemed inactive under the rule may not accept or solicit business or receive any compensation for the purchase or sale of securities. The proposed rule provides, however, that such person may receive trail or residual commissions resulting from transactions completed before the inactive status, unless the member with which the person is associated has a policy prohibiting such trail or residual commissions.

2. Firm Element

The Exchange believes that training in ethics and professional responsibility should apply to all covered registered persons. Therefore, proposed Rule 1240(b)(2)(B), which provides that the Firm Element training programs must cover applicable regulatory

requirements, would also require that a firm's training program cover training in ethics and professional responsibility.

P. Electronic Filing Rules

Existing Rule 616 states that forms required to be filed under the Rule 600 Series shall be filed electronically through WebCRD, including initial filings and amendments of Forms U4 and U5. It also provides for prompt filing of amendments, and that records of filed documents be retained for a period of not less than three years, the first two years in an easily accessible place, in accordance with Exchange Act Rule 17a-4. Electronic filing requirements are also found in a number of other rules.

The Exchange is proposing to delete existing Rule 616 and to replace it with new Rule 1250, Electronic Filing Requirements for Uniform Forms, which will consolidate Form U4 and U5 electronic filing requirements in a single location.⁶² The new rule provides that all forms required to be filed under the Exchange's registration rules including the Rule 1200 series shall be filed through an electronic process or such other process as the Exchange may prescribe to the Central Registration Depository. It also would impose certain new requirements.

Under Rule 1250(b) members would be required to designate registered principal(s) or corporate officer(s) who are responsible for supervising a firm's electronic filings. The registered principal(s) or corporate officer(s) who has or have the responsibility to review and approve the forms filed pursuant to the rule would be required to acknowledge, electronically, that he is filing this information on behalf of the member and the member's associated persons. Under Rule 1250, Supplementary

⁶² Proposed Rule 1250 is based upon current Nasdaq Rule 1140.

Material .01, the registered principal(s) or corporate officer(s) could delegate filing responsibilities to an associated person (who need not be registered) but could not delegate any of the supervision, review, and approval responsibilities mandated in Rule 1250(b). The registered principal(s) or corporate officer(s) would be required to take reasonable and appropriate action to ensure that all delegated electronic filing functions were properly executed and supervised.

Under Rule 1250(c)(1), initial and transfer electronic Form U4 filings and any amendments to the disclosure information on Form U4 must be based on a manually signed Form U4 provided to the member or applicant for membership by the person on whose behalf the Form U4 is being filed. As part of the member's recordkeeping requirements, it would be required to retain the person's manually signed Form U4 or amendments to the disclosure information on Form U4 in accordance with Rule 17a-4(e)(1) under the Act and make them available promptly upon regulatory request. An applicant for membership must also retain every manually signed Form U4 it receives during the application process and make them available promptly upon regulatory request. Rule 1250(c)(2) and Supplementary Material .03 and 04 provide for the electronic filing of Form U4 amendments without the individual's manual signature, subject to certain safeguards and procedures.

Rule 1250(d) provides that upon filing an electronic Form U4 on behalf of a person applying for registration, a member must promptly submit fingerprint information for that person and that the Exchange may make a registration effective pending receipt

of the fingerprint information.⁶³ It further provides that if a member fails to submit the fingerprint information within 30 days after filing of an electronic Form U4, the person's registration will be deemed inactive, requiring the person to immediately cease all activities requiring registration or performing any duties and functioning in any capacity requiring registration. Under the rule the Exchange must administratively terminate a registration that is inactive for a period of two years. A person whose registration is administratively terminated could reactivate the registration only by reapplying for registration and meeting the qualification requirements of the applicable provisions of proposed Exchange Rule 1220. Upon application and a showing of good cause, the Exchange could extend the 30-day period.

Rule 1250(e) would require initial filings and amendments of Form U5 to be submitted electronically. As part of the member's recordkeeping requirements, it would be required to retain such records for a period of not less than three years, the first two years in an easily accessible place, in accordance with Rule 17a-4 under the Act, and to make such records available promptly upon regulatory request.

Finally, under proposed Rule 1250, Supplementary Material .02, a member could enter into an agreement with a third party pursuant to which the third party agrees to file the required forms electronically on behalf of the member and the member's associated persons. Notwithstanding the existence of such an agreement, the member would remain responsible for complying with the requirements of the Rule.

⁶³ Proposed Rule 1250(d) covers the same subject matter as current Rules 616, Electronic Filing Requirements for Uniform Forms, and 623, Fingerprinting, which would be deleted.

Q. Trading Floor Registration (Rule 1260)

Currently, Rules 620(a) and (b) govern trading floor member registration and non-member clerk registration. Rule 620(a) requires each Floor Broker, Specialist and Registered Options Trader on the Exchange trading floor to be registered as “Member Exchange” (“ME”) under “PHLX” on Form U4, and to successfully complete the appropriate floor trading examination(s), if prescribed by the Exchange, in addition to requirements imposed by other Exchange rules. Under the rule the Exchange may also require periodic examinations due to changes in trading rules, products or automated systems. Rule 620(b) requires all trading floor personnel, including clerks, interns, stock execution clerks and any other associated persons, of a member organization not required to register pursuant to Rule 620(a) to be registered as “Floor Employee” (“FE”) under “PHLX” on Form U4. Under the rule the Exchange may require these individuals to also successfully complete an examination, and may require periodic examinations due to changes in trading rules, products or automated systems. To consolidate these registration rules into the new Rule 1200 series, Rule 620 is being renumbered as Rule 1260.

The Exchange proposes to adjust internal cross references as required by this proposed rule change, but not to make substantive changes to Rule 620(a) and (b). However, the Exchange proposes to adopt new section (c) to exempt certain individuals on the Exchange’s trading floor from the representative registration requirements of proposed rules 1210 and 1220. Rule 1260(c) would provide that members⁶⁴ whose activities are limited to the Exchange’s options trading floor and who are registered

⁶⁴ In Rule 1260, unlike the other 1200 Series of proposed rules, the word “member” is not used to mean “member organization.”

pursuant to Rule 1260(a), as well as associated persons whose activities are limited to the Exchange's options trading floor and are registered pursuant to Rule 1260(b) are exempt from the representative registration requirements (but not the principal registration requirements, including any prerequisite representative registration requirement) of Rules 1210 and 1220. Rule 1260(c) is intended to preserve the current exclusion of these individuals from the representative registration requirements of Rule 313.⁶⁵

R. Other Rules

The Exchange is deleting Rule 614, Persons Exempt from Registration, as explained above. Rule 614(b), however, contains provisions dealing with Nonregistered Foreign "Finders" and is simply being relocated with nonsubstantive changes to new Rule 2040.⁶⁶ The remaining rules identified above under "Overview" which are to be amended in this proposed rule change simply update citations to the proposed new rules.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁶⁷ in general, and furthers the objectives of Section 6(b)(5) of the Act,⁶⁸ in particular, in that it is designed to promote just and equitable principles of trade, to remove

⁶⁵ Current Rule 313(a) imposes representative registration requirements upon persons engaged or to be engaged in the investment banking or securities business of a member organization except members whose activities are limited to the Exchange's options trading floor and who are registered pursuant to Rule 620(a), as well as associated persons whose activities are limited to the Exchange's options trading floor and are registered pursuant to Rule 620(b).

⁶⁶ The FINRA counterpart to Rule 614(b) occupies a similar location in the FINRA rulebook. See FINRA Rule 2040(c), Nonregistered Foreign Finders.

⁶⁷ 15 U.S.C. 78f(b).

⁶⁸ 15 U.S.C. 78f(b)(5).

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.

The Exchange believes that the proposed rule change will streamline, and bring consistency and uniformity to, the registration rules, which will, in turn, assist members and their associated persons in complying with these rules and improve regulatory efficiency. The proposed rule change will also improve the efficiency of the examination program, without compromising the qualification standards, by eliminating duplicative testing of general securities knowledge on examinations and by removing examinations that currently have limited utility. In addition, the proposed rule change will expand the scope of permissive registrations, which, among other things, will allow members to develop a depth of associated persons with registrations to respond to unanticipated personnel changes and will encourage greater regulatory understanding. Further, the proposed rule change will provide a more streamlined and effective waiver process for individuals working for a financial services industry affiliate of a member, and it will require such individuals to maintain specified levels of competence and knowledge while working in areas ancillary to the securities business. The proposed rule change will improve the supervisory structure of firms by imposing an experience requirement for representatives that are designated by firms to function as principals for a 120-day period before having to pass an appropriate principal qualification examination. The proposed rule change will also prohibit unregistered persons from accepting customer orders under any circumstances, which will enhance investor protection.

The Exchange believes that, with the introduction of the SIE and expansion of the pool of individuals who are eligible to take the SIE, the proposed rule change has the

potential of enhancing the pool of prospective securities industry professionals by introducing them to securities laws, rules and regulations and appropriate conduct before they join the industry in a registered capacity.

The extension of the Securities Trader registration requirement to developers of algorithmic trading strategies requires associated persons primarily responsible for the design, development or significant modification of an algorithmic trading strategy or responsible for the day-to-day supervision or direction of such activities to register and meet a minimum standard of knowledge regarding the securities rules and regulations applicable to the member employing the algorithmic trading strategy. This minimum standard of knowledge is identical to the standard of knowledge currently applicable to traditional securities traders. The Exchange believes that improved education of firm personnel may reduce the potential for problematic market conduct and manipulative trading activity.

Finally, the proposed rule change makes organizational changes to the Exchange's registration and qualification rules to align them with registration and qualification rules of the Nasdaq Affiliated Exchanges, in order to prevent unnecessary regulatory burdens and to promote efficient administration of the rules. The change also makes minor updates and corrections to the Exchange's rules which improve readability.

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. With respect to registration of developers of algorithmic trading strategies, the Exchange recognizes that the proposal would impose costs on member firms employing associated persons engaged in the activity subject to the registration requirement.

Specifically, among other things, additional associated persons would be required to become registered under the proposal, and the firm would need to establish policies and procedures to monitor compliance with the proposed requirement on an ongoing basis. However, given the prevalence and importance of algorithmic trading strategies in today's markets, the Exchange believes that associated persons engaged in the activities covered by this proposal must meet a minimum standard of knowledge regarding the applicable securities rules and regulations. To mitigate the costs imposed on member firms, the proposed rule change limits the scope of registration requirement by excluding technological or development support personnel who are not primarily responsible for the covered activities. It also excludes supervisors who are not responsible for the "day-to-day" supervision or direction of the covered activities.

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

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the Exchange consents, the Commission shall: (a) by order approve or disapprove such proposed rule change, or (b) institute proceedings to determine whether the proposed rule change should be 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. Please include File Number SR-Phlx-2018-56 on the subject line.

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-Phlx-2018-56. 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-Phlx-2018-56 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.⁶⁹

Eduardo A. Aleman
Assistant Secretary

⁶⁹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

Nasdaq PHLX Rules

* * * * *

RULES OF THE EXCHANGE**Definitions (Rule 1)****Rule 1. Definitions**

The terms defined herein shall have the meanings specified herein for all purposes of Rules of the Board of Directors and of rules and regulations of Standing Committees of the Exchange, unless the context of a rule or regulation requires otherwise.

* * * * *

Representative

(ee) The term "representative" shall have the meaning assigned to it in Rule 1220(b)(1). [means a member or an associated person of a registered broker or dealer, including assistant officers other than principals, who is engaged in the investment banking or securities business for the member organization including the functions of supervision, solicitation or conduct of business in securities or who is engaged in the training of persons associated with a broker or dealer for any of these functions. To the extent required by the provisions of Rule 613, all representatives are required to be registered with the Exchange, and representatives that are so registered are referred to herein as "Registered Representatives."]

* * * * *

Stock

(jj) The term "stock" includes voting trust certificates, certificates of deposit for stocks, rights, warrants, and other securities classified for trading as stocks by the Exchange.

Proprietary trading firm.

(kk) The term "proprietary trading firm" for purposes of Rule 1210 means a member organization or applicant with the following characteristics:

(i) The applicant is not required by Section 15(b)(8) of the Exchange Act to become a FINRA member but is a member of another registered securities exchange not registered solely under Section 6(g) of the Exchange Act.

(ii) All funds used or proposed to be used by the applicant for trading are the applicant's own capital, traded through the applicant's own accounts.

(iii) The applicant does not, and will not have customers.

(iv) All principals and representatives of the applicant acting or to be acting in the capacity of a trader must be owners of, employees of, or contractors to the applicant.

* * * * *

[Rule 53. Liability for Dues Until Transfer or Military Service

(a) Inactive Status of Currently Registered Persons

- (1) A registered person of a member or member organization who volunteers for or is called into active duty in the Armed Forces of the United States shall be placed, after proper notification to Phlx, upon inactive status and need not be re-registered by such member upon his or her return to active employment with the member. Such a person will remain eligible to receive transaction-related compensation, including continuing commissions, because he or she remains registered with a member or member organization of Phlx. The employing member or member organization also may allow such a person to enter into an arrangement with another registered person of the member or member organization to take over and service the person's accounts and to share transaction-related compensation based upon the business generated by such accounts. However, since such persons are inactive, they may not perform any of the duties performed by a registered person.
- (2) A registered person who is placed on inactive status pursuant to this paragraph (a) shall not be included within the scope of fees, if any, charged by Phlx with respect to registered persons.
- (3) A registered person who is placed on inactive status pursuant to this paragraph (a) shall not be required to complete either of the Regulatory or Firm Elements of the continuing education requirements set forth in Rule 640 during the pendency of such inactive status.
- (4) The relief provided in subparagraphs (a)(1), (a)(2), and (a)(3) shall be available to a registered person who is placed on inactive status pursuant to this paragraph (a) during the period that such a person remains registered with the member or member organization with which he or she was registered at the beginning of active duty in the Armed Forces of the United States, regardless of whether the person returns to active employment with another member or member organization upon completion of his or her active duty in the Armed Forces of the United States.
- (5) The relief described in this paragraph (a) will be provided only to a person registered with a member or member organization and only while the person remains on active military duty.

(b) Inactive Status of Sole Proprietorships

- (1) A member or member organization that is a sole proprietor who temporarily closes his or her business by reason of volunteering for or being called into active duty in the Armed Forces of the United States, shall be placed, after proper notification to Phlx, on inactive status while the member remains on active military duty.
- (2) A sole proprietor member or member organization placed on inactive status as set forth in this paragraph (b) shall not be required to pay dues or assessments during the pendency of such inactive status and shall not be required to pay an admission fee upon return to active participation in the investment banking and securities business.
- (3) The relief described in this paragraph (b) will be provided only to a sole proprietor member or member organization and only while the person remains on active military duty.

(c) Status of Formerly Registered Persons

- (1) If a person who is currently not registered with a member or member organization volunteers for or is called into active duty in the Armed Forces of the United States at any time within two years after the date the person ceases to be registered with a member or member organization, Phlx will defer the lapse of registration requirements set forth in Rules 611, 613, and 3228 (i.e., toll the two-year expiration provisions for qualification examination requirements). Phlx will defer the lapse of registration requirements commencing on the date the person begins actively serving in the Armed Forces of the United States, provided that Phlx is properly notified of the person's period of active military service within 90 days following his or her completion of active service or upon his or her re-registration with a member or member organization, whichever occurs first. The deferral will terminate 90 days following the person's completion of active service in the Armed Forces of the United States. Accordingly, if such person does not reregister with a member or member organization within 90 days following his or her completion of active service in the Armed Forces of the United States, the amount of time in which the person must become re-registered with a member or member organization without being subject to the qualification examination requirements shall consist of the standard two-year period provided in Rules 611, 613, and 3228 reduced by the period of time between the person's termination of registration and beginning of active service in the Armed Forces of the United States.
- (2) If a person placed upon inactive status while serving in the Armed Forces of the United States ceases to be registered with a member or member organization, Phlx will defer the lapse of registration requirements set forth in Rules 611, 613, and 3228 (i.e., toll the two-year expiration provisions for qualification examination requirements) during the pendency of his or her active service in the Armed Forces of the United States. Phlx will defer the lapse of registration requirements based on

existing information in the Central Registration Depository, provided that Phlx is properly notified of the person's period of active military service within two years following his or her completion of active service or upon his or her re-registration with a member, whichever occurs first. The deferral will terminate 90 days following the person's completion of active service in the Armed Forces of the United States. Accordingly, if such person does not re-register with a member within 90 days following his or her completion of active service in the Armed Forces of the United States, the amount of time in which the person must become re-registered with a member without being subject to the qualification examination requirements shall consist of the standard two-year period provided in Rules 611, 613, and 3228.]

* * * * *

[Rule 611. Principal Registration Requirements

(a) All persons engaged or to be engaged in the investment banking or securities business of a member organization who are to function as Principals shall be registered as such with the Exchange through WebCRD in the category of registration appropriate to the function to be performed as specified in this rule. Before their registration can become effective, they shall pass a Qualification Examination for Principals appropriate to the category of registration as specified in this rule.

A member organization shall not maintain a Principal registration with the Exchange for any person (A) who is no longer active in the member organization's investment banking or securities business, (B) who is no longer functioning as a Principal, or (C) where the sole purpose is to avoid the examination requirement of this rule. A member organization shall not make application for the registration of any person as Principal where there is no intent to employ such person in the member organization's investment banking or securities business. A member organization may, however, maintain or make application for the registration as a Principal of a person who performs legal, compliance, internal audit, back-office operations, or similar duties for the member organization or a person engaged in the investment banking or securities business of a foreign securities affiliate or subsidiary of the member organization.

(b) Definition of Principal. Persons associated with a member organization, enumerated in subparagraphs (i) through (v) hereafter, who are actively engaged in the management of the member organization's investment banking or securities business, including supervision, solicitation, conduct of business or the training of persons associated with a member organization for any of these functions are designated as Principals. Such persons shall include:

(i) Sole Proprietors

(ii) Officers

(iii) Partners

(iv) Managers of offices of supervisory jurisdiction, and

(v) Directors of Corporations.

"Office of supervisory jurisdiction" means any office of a member organization at which any one or more of the following functions takes place: order execution and/or market making; structuring of public offerings or private placements; maintaining custody of customers' funds and/or securities; final acceptance (approval) of new accounts on behalf of the member organization; review and endorsement of customer orders; final approval of advertising or sales literature for use by persons associated with the member organization, pursuant to Rule 605, except for an office that solely conducts final approval of research reports; or responsibility for supervising the activities of persons associated with the member organization at one or more other branch offices of the member organization.

(c) Requirements for Examination on Lapse of Registration. Any person whose registration has been revoked by the Exchange as a disciplinary sanction or whose most recent registration as a Principal has been terminated for a period of two or more years immediately preceding the date of receipt by the Exchange of a new application shall be required to pass a Qualification Examination for Principals appropriate to the category of registration as specified in this rule.

(d) Application for Principal Status

(i) Any person associated with a member organization as a Registered Representative whose duties are changed by the member organization so as to require registration in any Principal classification shall be allowed a period of 90 calendar days following the change in his or her duties during which to pass the appropriate Qualification Examination for Principals. Upon elevation, the member organization shall submit to the Exchange through WebCRD an amended "Uniform Application for Securities Industry Registration or Transfer" and any applicable fees. In no event may a person function as a Principal beyond the initial 90 calendar day period following the change in his or her duties without having successfully passed the appropriate Qualification Examination. This provision shall apply to (i) a person associated with a member organization of another registered national securities exchange or association who is required to register in a Principal classification under Exchange Rules but who is not required to be so registered under the rules of the other exchange or association, or (ii) a person associated with a member organization who was not required to register with the Exchange as a Principal prior to the adoption of this Rule 611 by the Exchange.

(ii) Any person not presently associated with a member organization as a Registered Representative seeking registration as a Principal shall submit the appropriate application for registration and any required registration and examination fees. Such person shall be allowed a period of 90 days after all applicable prerequisites are fulfilled to pass the appropriate Qualification Examination for Principals. In no event may a person

previously unregistered in any capacity applying for Principal status function as a Principal until fully qualified.

(e) Requirement of Two Registered Principals

(i) An Exchange member organization, except a sole proprietorship, shall have at least two officers or partners who are registered as Principals with respect to each aspect of the member organization's investment banking and securities business pursuant to the applicable provisions of Rule 611; provided, however, that a proprietary trading firm with 25 or fewer registered representatives shall only be required to have one officer or partner who is registered as a Principal.

The term "proprietary trading firm" means a member organization or applicant with the following characteristics:

(A) The applicant is not required by Section 15(b)(8) of the Exchange Act to become a FINRA member but is a member of another registered securities exchange not registered solely under Section 6(g) of the Exchange Act.

(B) All funds used or proposed to be used by the applicant for trading are the applicant's own capital, traded through the applicant's own accounts.

(C) The applicant does not, and will not have customers.

(D) All Principals and Representatives of the applicant acting or to be acting in the capacity of a trader must be owners of, employees of, or contractors to the applicant.

(ii) The Exchange may waive the provisions of paragraph (e)(i) in situations that indicate conclusively that only one person should be required to register as a Principal.

(iii) In addition to the provisions of paragraph (e)(i) above, an applicant for membership shall have at least one person qualified for registration as a Limited Principal - Financial and Operations, pursuant to Rule 612(b)(i) below.

Rule 612. Categories of Principal Registration

(a) General Securities Principal

Each member and person associated with a member organization to which Rule 611 applies and who is included within the definition of Principal in Rule 611, and each person designated as a Chief Compliance Officer on Schedule A of Form BD of a member organization to which Rule 611 applies, shall be required to register with the Exchange as a General Securities Principal and shall pass the Series 24 examination before such registration may become effective, unless such person's activities are so

limited as to qualify such person for one or more of the limited categories of Principal registration specified hereafter in paragraphs (b) - (e). A person whose activities in the investment banking or securities business are so limited is not, however, precluded from attempting to become qualified for registration as a General Securities Principal, and if qualified, may become so registered. Each person seeking to register and qualify as a General Securities Principal must, prior to or concurrent with such registration, become registered as a General Securities Representative. A person who has been designated as a Chief Compliance Officer on Schedule A of Form BD for at least two years immediately prior to January 1, 2002, and who has not been subject within the last ten years to any statutory disqualification as defined in Section 3(a)(39) of the Act; a suspension; or the imposition of a fine of \$5,000 or more for violation of any provision of any securities law or regulation, or any agreement with or rule or standard of conduct of any securities governmental agency, securities self-regulatory organization, or as imposed by any such regulatory or self-regulatory organization in connection with a disciplinary proceeding shall be required to register as a General Securities Principal, but shall be exempt from the requirement to pass the Series 24 examination.

Except as provided in Rule 611(c), a person who was registered with FINRA as a Principal, shall not be required to pass the Series 24 examination and shall be qualified as a General Securities Principal.

A person registered solely as a General Securities Principal shall not be qualified to function as a Limited Principal—Financial and Operations, Limited Principal—General Securities Sales Supervisor or Securities Trader Principal.

(b) Limited Principal—Financial and Operations

(i) Every member organization to which Rule 611 applies and that is operating pursuant to the provisions of SEC Rule 15c3-1(a)(1)(ii), (a)(2)(i) or (a)(8) shall designate as Limited Principal—Financial and Operations those persons associated with it, at least one of whom shall be its chief financial officer, who perform the duties described in subparagraph (ii) hereof. Each person associated with a member organization who performs such duties shall be required to register as a Limited Principal—Financial and Operations with the Exchange and shall pass the Series 27 examination before such registration may become effective.

(ii) The term "Limited Principal—Financial and Operations" shall mean a person associated with a member organization whose duties include:

(A) final approval and responsibility for the accuracy of financial reports submitted to any duly established securities industry regulatory body;

(B) final preparation of such reports;

(C) supervision of individuals who assist in the preparation of such reports;

(D) supervision of and responsibility for individuals who are involved in the actual maintenance of the member organization's books and records from which such reports are derived;

(E) supervision and/or performance of the member organization's responsibilities under all financial responsibility rules promulgated pursuant to the provisions of the Act;

(F) overall supervision of and responsibility for the individuals who are involved in the administration and maintenance of the member organization's back office operations; or

(G) any other matter involving the financial and operational management of the member organization.

A person registered solely as a Limited Principal—Financial and Operations shall not be qualified to function in a Principal capacity with responsibility over any area of business activity not described in subparagraph (ii) hereof.

(c) Limited Principal—General Securities Sales Supervisor

(i) Each person associated with a member organization to which Rule 611 applies and who is included in the definition of Principal in Rule 611 may register with the Exchange as a Limited Principal—General Securities Sales Supervisor if:

(A) his or her supervisory responsibilities in the investment banking and securities business are limited to the securities sales activities of a member organization, including the training of sales and sales supervisory personnel and the maintenance of records of original entry and/or ledger accounts of the member organization required to be maintained in branch offices by SEC record keeping rules;

(B) he or she is registered pursuant to Exchange Rules as a General Securities Representative; and

(C) he or she is qualified to be so registered by passing the Series 9 or Series 10 examination.

(ii) A person registered in this category solely on the basis of having passed the Series 9 or Series 10 examination for Limited Principal—General Securities Sales Supervisor shall NOT be qualified to:

(A) function in a Principal capacity with responsibility over any area of business activity not described in paragraph (c)(i)(A);

(B) be included for purposes of the Principal numerical requirements of Rule 611(e); or

(C) perform for a member organization any or all of the following activities:

- (1) supervision of the origination and structuring of underwritings;
- (2) supervision of market making commitments;
- (3) final approval of advertisements as these are defined in Rule 605;
- (4) supervision of the custody of firm or customer funds and/or securities for purposes of SEC Rule 15c3-3; or
- (5) supervision of overall compliance with financial responsibility rules for broker/dealers promulgated pursuant to the provisions of the Act.

(iii) Explanation of Category. Limited Principal—General Securities Sales Supervisor

(A) Limited Principal—General Securities Sales Supervisor is an alternate category of registration designed to lessen the qualification burdens on Principals of general securities firms who supervise sales. Without this category of limited registration, such principals could be required to separately qualify pursuant to the rules of multiple exchanges. While persons may continue to separately qualify with all relevant self-regulatory organizations, the Limited Principal—General Securities Sales Supervisor Examination permits qualification as a supervisor of sales of all securities by one examination. Persons registered as Limited Principals—General Securities Sales Supervisor may also qualify in any other category of Principal registration. Persons who are already qualified in one or more categories of principal registration may supervise sales activities of all securities by also qualifying as Limited Principals—General Securities Sales Supervisor.

(B) Functions that may be performed by Limited Principals—General Securities Sales Supervisors. Any person required to be registered as a Principal who supervises sales activities in corporate, municipal and option securities, investment company products, variable contracts, direct participation programs, and security futures may be registered solely as a Limited Principal—General Securities Sales Supervisor. In addition to branch office managers, other persons such as regional and national sales managers may also be registered solely as Limited Principals—General Securities Sales Supervisor as long as they supervise only sales activities. Qualification as a General Securities Representative is a prerequisite for registration as a Limited Principal—General Securities Sales Supervisor.

(C) Functions that may not be performed by Limited Principals—General Securities Sales Supervisors. Certain functions may not be performed by persons registered solely as Limited Principal—General Securities Sales Supervisor. These include supervisory responsibility for the origination and structuring of underwritings, market-making, final approval of advertising, custody of firm or customer funds and/or securities for purposes of SEC Rule 15c3-3 and overall compliance with financial responsibility rules for broker/dealers. Persons responsible for any of these activities are still required to qualify

in the appropriate categories of Principal registration. Moreover, persons qualified only as Limited Principals—General Securities Sales Supervisor are not included for purposes of the two Principal requirement of Rule 611.

(d) Limited Principal—Registered Options Principal

(i) Each person associated with a member organization to which Rule 611 applies and who is included in the definition of Principal in Rule 611 may register with the Exchange as a Limited Principal—Registered Options Principal if:

(A) his or her supervisory responsibilities in the investment banking and securities business are limited exclusively to the options activities of a member organization.

(B) he or she is registered pursuant to Exchange Rules as a General Securities Representative; and

(C) he or she is qualified to be so registered by passing the Series 4 examination.

(ii) A person registered in this category solely on the basis of having passed the Series 4 examination for Limited Principal—Registered Options Principal shall NOT be qualified to function in a Principal capacity with responsibility over any area of business activity not described in paragraph (d)(i)(A).

(e) Securities Trader Principal

(i) Each person associated with a member who is included within the definition of principal in Rule 611(b) and who will have supervisory responsibility over the securities trading activities described in Rule 613(f) shall become qualified and registered as a Securities Trader Principal. To qualify for registration as a Securities Trader Principal, such person shall become qualified and registered as a Securities Trader under Rule 613(f) and pass the General Securities Principal qualification examination. A person who is qualified and registered as a Securities Trader Principal under this subparagraph (i) may only have supervisory responsibility over the activities specified in Rule 613(f), unless such person is separately qualified and registered in another appropriate principal registration category, such as the General Securities Principal registration category.

(ii) A person who is registered as a General Securities Principal shall not be qualified to supervise the trading activities described in Rule 613(f), unless such person has also become qualified and registered as a Securities Trader under Rule 613(f) by passing the Securities Trader qualification examination and become registered as a Securities Trader Principal.

Rule 613. Representative Registration

(a) Except members whose activities are limited to the Exchange's options trading floor and are registered pursuant to Rule 620(a) as well as associated persons whose activities are limited to the Exchange's options trading floor and are registered pursuant to Rule 620(b), all persons engaged or to be engaged in the investment banking or securities business of a member organization who are to function as representatives shall be registered as such with the Exchange through WebCRD under PHLX in the category of registration appropriate to the function to be performed as specified in paragraph (e) or (f) below.

(b) A member organization shall not maintain a representative registration with the Exchange for any person (A) who is no longer active in the member organization's investment banking or securities business, (B) who is no longer functioning as a representative, or (C) where the sole purpose is to avoid the examination requirement prescribed in this rule. A member organization shall not make application for the registration of any person as representative where there is no intent to employ such person in the member organization's investment banking or securities business. A member may, however, maintain or make application for the registration as a representative of a person who performs legal, compliance, internal audit, back-office operations, or similar responsibilities for the member organization, or a person who performs administrative support functions for registered personnel, or a person engaged in the investment banking or securities business of a foreign securities affiliate or subsidiary of the member organization.

(c) Requirement for Examination on Lapse of Registration

Any person whose registration has been revoked by the Exchange as a disciplinary sanction or whose most recent registration as a Representative or Principal has been terminated for a period of two or more years immediately preceding the date of receipt by the Exchange of a new application shall be required to pass a qualification examination appropriate to the registration category, as prescribed by the Exchange.

(d) Qualification Requirements

No member organization shall permit any member or person associated with it to engage in the investment banking or securities business unless the member organization determines that such person satisfies the qualification requirements established by the Board and is not subject to statutory disqualification as defined in Section 3(a)(39) of the Act.

(e) Categories of Representative Registration - General Securities Representative

Each member and each person associated with a member organization who is required to register with the Exchange as a General Securities Representative under this rule shall pass the Series 7 examination before such registration may become effective.

(f) Securities Trader

(1) Each person associated with a member who is included within the definition of a representative as defined in Rule 1(cc) must register with the Exchange as a Securities Trader if, with respect to transactions in equity, preferred or convertible debt securities, or foreign currency options on the Exchange, such person is engaged in proprietary trading, the execution of transactions on an agency basis, or the direct supervision of such activities, other than any person associated with a member whose trading activities are conducted principally on behalf of an investment company that is registered with the Commission pursuant to the Investment Company Act of 1940 and that controls, is controlled by or is under common control, with the member.

(2) Before registration as a Securities Trader as defined in subparagraph (1) hereof may become effective, an applicant must pass an appropriate Qualification Examination for Securities Trader (the Series 57 examination).

(3) A person registered as a Securities Trader shall not be qualified to function in any other registration category, unless he or she is also qualified and registered in such other registration category.

Rule 614. Persons Exempt from Registration

(a) The following persons associated with a member organization are not required to be registered with the Exchange:

(i) persons associated with a member organization whose functions are solely and exclusively clerical or ministerial;

(ii) persons associated with a member organization who are not actively engaged in the investment banking or securities business;

(iii) persons associated with a member organization whose functions are related solely and exclusively to the member organization's need for nominal corporate officers or for capital participation; and

(iv) persons associated with a member organization whose functions are related solely and exclusively to:

(A) effecting transactions on the floor of another national securities exchange and who are registered as floor members with such exchange;

(B) transactions in municipal securities;

(C) transactions in commodities;

(D) transactions in security futures, provided that any such person is registered with FINRA or a registered futures association;

(E) transactions in variable contracts and insurance premium funding programs and other contracts issued by an insurance company;

(F) transactions in direct participation programs;

(G) transactions in government securities; or

(H) effecting sales as part of a primary offering of securities not involving a public offering pursuant to Section 3(b), 4(2), or 4(6) of the Securities Act of 1933 and the rules and regulations thereunder.

(b) Member organizations, and persons associated with a member organization, may pay to nonregistered foreign persons transaction-related compensation based upon the business of customers they direct to member organizations if the following conditions are met:

(i) the member organization has assured itself that the nonregistered foreign person who will receive the compensation (the "finder") is not required to register in the U.S. as a broker/dealer nor is subject to a disqualification as defined in Exchange Rules, and has further assured itself that the compensation arrangement does not violate applicable foreign law;

(ii) the finders are foreign nationals (not U.S. citizens) or foreign entities domiciled abroad;

(iii) the customers are foreign nationals (not U.S. citizens) or foreign entities domiciled abroad transacting business in either foreign or U.S. securities;

(iv) customers receive a descriptive document, similar to that required by Rule 206(4)-3(b) of the Investment Advisers Act of 1940, that discloses what compensation is being paid to finders;

(v) customers provide written acknowledgment to the member organization of the existence of the compensation arrangement and that such acknowledgment is retained and made available for inspection by the Exchange;

(vi) records reflecting payments to finders are maintained on the member organization's books and actual agreements between the member organization and persons compensated are available for inspection by the Exchange; and

(vii) the confirmation of each transaction indicates that a referral or finders fee is being paid pursuant to an agreement.

Rule 615. Waiver of Requirements

Pursuant to the Rule 9600 Series, the Exchange may, in exceptional cases and where good cause is shown, waive the applicable Qualification Examination and accept other standards as evidence of an applicant's qualifications for registration. Advanced age or physical infirmity will not individually of themselves constitute sufficient grounds to waive a Qualification Examination. Experience in fields ancillary to the investment banking or securities business may constitute sufficient grounds to waive a Qualification Examination.

Rule 616. Electronic Filing Requirements for Uniform Forms**(a) WebCRD Filing**

Forms required to be filed under the Rule 600 Series shall be filed electronically through WebCRD, FINRA's automated Central Registration Depository.

(b) Form U4 and U5 Filing Requirements

Initial filings and amendments of Forms U4 and U5 shall be submitted electronically. As part of the member organization's recordkeeping requirements, it shall retain such records for a period of not less than three years, the first two years in an easily accessible place, in accordance with Exchange Act Rule 17a-4, and make such records available promptly upon regulatory request.

Every application for registration filed with the Exchange shall be kept current at all times by supplementary amendments via electronic filing or such other process as the Exchange may prescribe. Such amendments shall be filed not later than 30 days after the applicant either learns of or should have known of the facts or circumstances giving rise to the need for the amendment.]

1260[620]. Trading Floor Registration

(a) Trading Floor Member Registration - Each Floor Broker, Specialist and Registered Options Trader on the Exchange trading floor must be registered as "Member Exchange" ("ME") under "PHLX" on Form U4[, pursuant to Rule 616]. In addition, each Floor Broker, Specialist and Registered Options Trader must successfully complete the appropriate floor trading examination(s), if prescribed by the Exchange, in addition to requirements imposed by other Exchange Rules. The Exchange may also require periodic examinations due to changes in trading rules, products or automated systems. Following the termination of, or the initiation of a change in the trading status of any such member who has been issued an Exchange access card and a trading floor badge, the appropriate

Exchange form must be completed, approved and dated by a firm principal, officer, or member of the firm with authority to do so, and submitted to the appropriate Exchange department as soon as possible, but no later than 9:30 A.M. the next business day by the member organization employer. Every effort should be made to obtain the person's access card and trading floor badge and to submit these to the appropriate Exchange department.

(b) Non-member/Clerk Registration-All trading floor personnel, including clerks, interns, stock execution clerks and any other associated persons, of a member organization not required to register pursuant to Rule [620(a)]1260(a) must be registered as "Floor Employee" ("FE") under "PHLX" on Form U4[, pursuant to Rule 616]. Further, the Exchange may require successful completion of an examination, in addition to requirements imposed by other Exchange Rules. The Exchange may also require periodic examinations due to changes in trading rules, products or automated systems. Following the termination of, or the initiation of a change in the status of any such personnel of a member organization who has been issued an Exchange access card and a trading floor badge, the appropriate Exchange form must be completed, approved and dated by a member organization principal, officer, or member of the member organization with authority to do so, and submitted to the appropriate Exchange department as soon as possible, but no later than 9:30 A.M. the next business day by the member organization employer. Every effort should be made to obtain the person's access card and trading floor badge and to submit these to the appropriate Exchange department.

(c) Members whose activities are limited to the Exchange's options trading floor and who are registered pursuant to Rule 1260(a) as well as associated persons whose activities are limited to the Exchange's options trading floor and are registered pursuant to Rule 1260(b) are exempt from the representative registration requirements (but not the principal registration requirements, including any prerequisite representative registration requirement) of Rules 1210 and 1220.

[Rule 623. Fingerprinting

(a) Members, and member organizations are required to comply with Section 17(f) of the Securities Exchange Act of 1934 respecting the fingerprinting of required employees. Applicants for a permit must also be fingerprinted. Such fingerprints must be submitted to FINRA for identification and appropriate processing prior to any employee performing the functions listed in SEC rule 17f-2.

(b) Upon filing an electronic Form U4 pursuant to Rule 616 on behalf of a person applying for registration, a member organization shall promptly submit fingerprint information for that person. The Exchange may make a registration effective pending receipt of the fingerprint information.]

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[Rule 640. Continuing Education for Registered Persons

(a) Regulatory Element

- (1) **Requirements**—No member organization shall permit any registered person to continue to, and no registered person shall continue to, perform duties as a registered person, unless such person has complied with the continuing education requirements of paragraph (a) of this Rule.

Each registered person shall complete the Regulatory Element of the continuing education program on the occurrence of their second registration anniversary date(s), and every three years thereafter or as otherwise prescribed by the Exchange. On each occasion, the Regulatory Element must be completed within 120 days after the person's registration anniversary date. A person's initial registration date, also known as the "base date," shall establish the cycle of anniversary dates for purposes of this Rule.

Content. The content of the Regulatory Element of the program shall be determined by the Exchange for each registration category of persons subject to the Rule. The following Regulatory Elements administered by FINRA shall be required:

Persons registered as General Securities Representatives pursuant to Rule 613(e) or as Securities Traders pursuant to Rule 613(f) must complete the S101.

Persons registered in a supervisory capacity pursuant to Rules 611 and 612 must complete the S201.

- (2) **Failure to complete**—Unless otherwise determined by the Exchange, any registered persons who have not completed the Regulatory Element of the program within the prescribed time frames will have their registration deemed inactive until such time as the requirements of the program have been satisfied. Any person whose registration has been deemed inactive under this Rule shall cease all activities as a registered person and is prohibited from performing any duties and functioning in any capacity requiring registration.

The Exchange may, upon application and a showing of good cause, allow for additional time for a registered person to satisfy the program requirements.

- (3) **Disciplinary Actions**—Unless otherwise determined by the Exchange, a registered person will be required to re-take the Regulatory Element of the program and satisfy the program's requirements in their entirety in the event such person:

- (i) becomes subject to any statutory disqualification as defined in Section 3(a)(39) of the Securities Exchange Act of 1934;
- (ii) becomes subject to suspension or to the imposition of a fine of \$5,000 or more for violation of any provision of any securities law or regulation, or any agreement with or rule or standard of conduct of any securities governmental agency, securities self-regulatory organization, or as imposed by any such

regulatory or self-regulatory organization in connection with a disciplinary proceeding; or

- (iii) is ordered as a sanction in a disciplinary action to re-take the Regulatory Element by any securities governmental agency or securities self-regulatory organization.

The retaking of the Regulatory Element shall commence with participation within 120 days of the registered person becoming subject to the statutory disqualification, in the case of (i) above, or the disciplinary action becoming final, in the case of (ii) or (iii) above. The date that the disciplinary action becomes final will be deemed the person's new base date for purposes of this Rule.

- (4) Delivery of the Regulatory Element. The continuing education Regulatory Element will be administered through Web-based delivery or such other technological manner and format as specified by the Exchange.

(b) Firm Element

(1) **Persons Subject to the Firm Element**—The requirements of Section (b) of this Rule shall apply to any registered person who has direct contact with customers in the conduct of the member organization's securities sales, trading or investment banking activities, and to the immediate supervisors of such persons (collectively, "covered registered persons").

(2) Standards

- (i) Each member organization must maintain a continuing and current education program for its covered registered persons to enhance their securities knowledge, skills and professionalism. At a minimum, each member organization shall at least annually evaluate and prioritize its training needs and develop a written training plan. The plan must take into consideration the member organization's size, organizational structure, and scope of business activities, as well as regulatory developments and the performance of covered registered persons in the Regulatory Element. If a member organization's analysis determines a need for supervisory training for persons with supervisory responsibilities, such training must be included in the member organization's training plan.
- (ii) **Minimum Standards for Training Programs**—Programs used to implement a member organization's training plan must be appropriate for the business of the member organization and, at a minimum, must cover the following matters concerning securities products, services and strategies offered by the member organization:
 - (A) General investment features and associated risk factors;

(B) Suitability and sales practice considerations; and

(C) Applicable regulatory requirements.

(iii) Administration of Continuing Education Program—Each member organization must administer its continuing education program in accordance with its annual evaluation and written plan and must maintain records documenting the content of the programs and completion of the programs by covered registered persons.

(3) **Participation in the Firm Element**—Covered registered persons included in a member organization's plan must take all appropriate and reasonable steps to participate in continuing education programs as required by the member organization.

(4) **Specific Training Requirements**—The Exchange may require a member organization, either individually or as part of a larger group, to provide specific training to its covered registered persons in such areas the Exchange deems appropriate. Such a requirement may stipulate the class of covered registered persons for which it is applicable, the time period in which the requirement must be satisfied and, where appropriate, the actual training content.

••• *Commentary:* -----

.01 For purposes of this Rule, the term "registered person" means any member, registered representative or other person registered or required to be registered under Exchange Rules, but does not include such person whose activities are limited solely to the transaction of business on the floor, with members or registered broker-dealers.

.02 For purposes of this Rule, the term "customer" means any natural person or any organization, other than a registered broker or dealer, executing transactions in securities or other similar instruments with or through, or receiving investment banking services from, a member organization.

.03 Any registered person who has terminated association with a registered broker or dealer and who has, within two years of the date of termination, become reassociated in a registered capacity with a registered broker or dealer shall participate in the Regulatory Element at such intervals that may apply (second registration anniversary and every three years thereafter) based on the initial registration also known as the "base date", anniversary date, rather than based on the date of reassociation in a registered capacity.

Any former registered person who becomes reassociated in a registered capacity with a registered broker or dealer more than two years after termination as such will be required to satisfy the

program's requirements in their entirety, (second registration anniversary and every three years thereafter) based on the most recent registration date.

.04 Any registration that is deemed inactive for a period of two calendar years pursuant to subparagraph (a)(2) of this Rule for failure of a registered person to complete the Regulatory Element shall be terminated. A person whose registration is so terminated may become registered only by reapplying for registration and satisfying applicable registration and qualification requirements of Exchange Rules.]

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Rule 1024. Conduct of Accounts for Options Trading

(a) Registration of Options Principals.

[(i)] No member or member organization or individual associated with a member organization shall be approved to transact options business with the public until such persons, who are designated as Options Principals, have been approved by and registered with the Exchange. Persons engaged in the supervision of options sales practice or a person to whom the designated general partner or executive officer (pursuant to Rule 1025) or another Registered Options Principal delegates the authority to supervise options sales practices shall be designated as Options Principals. [All members, and member organizations must use Web CRD to submit Form U4, Uniform Application for Securities Industry Registration or Transfer filings on behalf of their Options Principals. In connection with their registration, Options Principals shall electronically file a Uniform Application for Securities Industry Registration or Transfer (Form U4) with Web CRD, shall successfully complete an examination prescribed by the Exchange and specified in this rule for the purpose of demonstrating an adequate knowledge of the options business and of the Rules of the Exchange, and shall further agree in the U4 filing to abide by the Bylaws and Rules of the Exchange and the Rules of the Options Clearing Corporation. Members and member organizations required to complete Form U4 shall electronically file any required amendments to Form U4 with Web CRD promptly, but in any event no later than 30 days after the filer knew or should have known of the facts which gave rise to the need for the amendment. Termination of employment or affiliation of any Registered Options Principal in such capacity shall be electronically reported to Web CRD promptly, but in any event no later than 30 days following the termination, together with a brief statement of the reason for such termination on Form U5.]

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Rule 1090. Clerks

The term "Clerk" means any registered on-floor person employed by or associated with a member or member organization who is not a member and is not eligible to effect transactions on the Options Floor as a Specialist, Registered Options Trader, or Floor Broker. For purposes of this Rule, an Inactive Nominee shall be deemed a Clerk.

(a) – (b) No change.

(c) Registration Requirements. A member or member organization who employs a Clerk that performs any function other than a solely clerical or ministerial function shall, prior to the time such Clerk performs any function as a Clerk, (i) comply with the registration requirement(s) set forth in Exchange Rule[s 611-616] 1210, where applicable; (ii) disclose in detail to the Exchange, on an annual basis, the specific nature of such additional function(s); and (iii) submit to the Exchange written supervisory procedures relating to such Clerk's activities in accordance with Exchange Rule 748.

(d) No change.

(e) Specialist Clerks. A Specialist Clerk is any on-floor Clerk, not a member of the Exchange, employed by or associated with a member or member organization registered as a specialist.

(1) *Registration Requirements.* Any member or member organization that employs a Specialist Clerk shall register such Specialist Clerk with the Exchange's Membership Department. A Specialist Clerk that performs any function other than a solely clerical or ministerial function shall, prior to performing any function as a Specialist Clerk, (i) comply with the registration requirement(s) set forth in Exchange Rule[s 611-616] 1210, where applicable; (ii) disclose in detail to the Exchange, on an annual basis, the specific nature of such additional function(s); and (iii) in accordance with Exchange Rule 748, submit to the Exchange written supervisory procedures relating to such Specialist Clerk's activities.

(2) No change.

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1200. Registration, Qualification and Continuing Education

1210. Registration Requirements

Each person engaged in the securities business of a member shall be registered with the Exchange as a representative or principal in each category of registration appropriate to his or her functions and responsibilities as specified in Rule 1220, unless exempt from registration pursuant to Rule 1230. Such person shall not be qualified to function in any registered capacity other than that for which the person is registered, unless otherwise stated in the rules. The term “member” when used in this rule shall mean “member organization.”

••• Supplementary Material: -----

.01 Minimum Number of Registered Principals. Each member, except a member with only one associated person, shall have at least two officers or partners who are registered as General Securities Principals pursuant to Rule 1220(a)(2), provided that a member that is limited in the scope of its activities may instead have two officers or partners who are registered in a principal category under Rule 1220(a) that corresponds to the scope of the member's activities; and provided further that a proprietary trading firm with 25 or fewer registered representatives shall only be required to have one officer or partner who is registered as a principal. The requirement that a member have a minimum of two principals shall apply to persons seeking admission as members and existing members.

Pursuant to the 9600 Series, the Exchange may waive the requirement that a member have a minimum of two principals in situations that indicate conclusively that only one person associated with an applicant for membership or existing member should be required to register as a principal.

.02 Permissive Registrations. A member may make application for or maintain the registration as a representative or principal, pursuant to Rule 1220, of any associated person of the member and any individual engaged in the securities business of a foreign securities affiliate or subsidiary of the member. Individuals maintaining such permissive registrations shall be considered registered persons and subject to all Exchange rules, to the extent relevant to their activities.

Consistent with the requirements of the Exchange's supervision rules, members shall have adequate supervisory systems and procedures reasonably designed to ensure that individuals with permissive registrations do not act outside the scope of their assigned functions. With respect to an individual who solely maintains a permissive registration(s), the individual's direct supervisor shall not be required to be a registered person. However, for purposes of compliance with the Exchange's supervision rules, a member shall assign a registered supervisor who shall be responsible for periodically contacting such individual's direct supervisor to verify that the individual is not acting outside the scope of his or her assigned functions. If such individual is permissively registered as a representative, the registered supervisor shall be registered as a representative or principal. If the individual is permissively registered as a principal, the registered supervisor shall be registered as a principal. Moreover, the registered supervisor of an individual who solely maintains a permissive registration(s) shall not be required to be registered in the same representative or principal registration category as the permissively-registered individual.

.03 Qualification Examinations and Waivers of Examinations. Before the registration of a person as a representative can become effective under Rule 1210, such person shall pass the Securities Industry Essentials ("SIE") and an appropriate representative qualification examination as specified in Rule 1220(b). Before the registration of a person as a principal can become effective under Rule 1210, such person shall pass an appropriate principal qualification examination as specified in Rule 1220(a).

If the job functions of a registered representative registered in any registration category recognized by FINRA, other than an individual registered as an Order Processing Assistant Representative or a Foreign Associate, change so as to require the person to register in another representative category, the person shall not be required to pass the SIE. Rather, the registered person would need to pass only an appropriate representative qualification examination as specified in Rule 1220(b). All associated persons shall be eligible to take the SIE. In addition, individuals who are not associated persons shall be eligible to take the SIE. However, passing the SIE alone shall not qualify an individual for registration with the Exchange. To be eligible for registration with the Exchange, an individual shall pass an applicable representative or principal qualification examination as specified in Rule 1220 and satisfy all other applicable prerequisite registration requirements.

Pursuant to the Rule 9600 Series, the Exchange may, in exceptional cases and where good cause is shown, waive the applicable qualification examination(s) and accept other standards as evidence of an applicant's qualifications for registration. Age or disability will not individually of themselves constitute sufficient grounds to waive a qualification examination. Experience in fields ancillary to the investment banking or securities business may constitute sufficient grounds to waive a qualification examination. The Exchange shall only consider waiver requests submitted by a member for individuals associated with the member who are seeking registration in a representative or principal registration category. Moreover, the Exchange shall consider waivers of the SIE alone or the SIE and the applicable representative and principal examination(s) for such individuals. The Exchange shall not consider a waiver of the SIE for individuals who are not associated persons or for associated persons who are not registering as representatives or principals.

.04 Requirements for Registered Persons Functioning as Principals for a Limited Period. Subject to the requirements of Rule 1220.03, a member may designate any person currently registered, or who becomes registered, with the member as a representative to function as a principal for a period of 120 calendar days prior to passing an appropriate principal qualification examination as specified under Rule 1220(a), provided that such person has at least 18 months of experience functioning as a registered representative within the five-year period immediately preceding the designation and has fulfilled all applicable prerequisite registration, fee and examination requirements prior to designation as a principal. However, in no event may such person function as a principal beyond the initial 120 calendar day period without having successfully passed an appropriate principal qualification examination as specified under Rule 1220(a). The requirements above apply to designations to any principal category, including those categories that are not subject to a prerequisite representative registration requirement. Further, a person registered as an Order Processing Assistant Representative shall not be eligible to be designated as a principal under Supplementary Material .04 of this rule.

Subject to the requirements of Rule 1220.03, a member may designate any person currently registered, or who becomes registered, with the member as a principal to function in another principal category for a period of 120 calendar days prior to passing

an appropriate qualification examination as specified under Rule 1220. However, in no event may such person function in such other principal category beyond the initial 120 calendar day period without having successfully passed an appropriate qualification examination as specified under Rule 1220.

.05 Rules of Conduct for Taking Examinations and Confidentiality of Examinations.

Associated persons taking the SIE shall be subject to the SIE Rules of Conduct. Associated persons taking any representative or principal examination shall be subject to the Rules of Conduct for representative and principal examinations. A violation of the SIE Rules of Conduct or the Rules of Conduct for representative and principal examinations by an associated person shall be deemed to be a violation of Exchange rules requiring observance of high standards of commercial honor or just and equitable principles of trade. If the Exchange determines that an associated person has violated the SIE Rules of Conduct or the Rules of Conduct for representative and principal examinations, the associated person may forfeit the results of the examination and may be subject to disciplinary action by the Exchange. The Exchange considers all of the qualification examinations content to be highly confidential. The removal of examination content from an examination center, reproduction, disclosure, receipt from or passing to any person, or use for study purposes of any portion of such qualification examination or any other use that would compromise the effectiveness of the examinations and the use in any manner and at any time of the questions or answers to the examinations shall be prohibited and shall be deemed to be a violation of Exchange rules requiring observance of high standards of commercial honor or just and equitable principles of trade. An applicant cannot receive assistance while taking the examination and shall certify that no assistance was given to or received by him or her during the examination.

.06 Waiting Periods for Retaking a Failed Examination. Any person who fails to pass a qualification examination prescribed by the Exchange shall be permitted to take that examination again after a period of 30 calendar days has elapsed from the date of such person's last attempt to pass that examination, except that any person who fails to pass an examination three or more times in succession within a two-year period shall be prohibited from again taking that examination until a period of 180 calendar days has elapsed from the date of such person's last attempt to pass that examination.

The waiting periods for retaking a failed examination shall apply to the SIE and the representative and principal examinations specified under Rule 1220.

.07 All Registered Persons Must Satisfy the Regulatory Element of Continuing Education. All “covered persons” as defined in Rule 1240(a)(5), including those individuals who solely maintain permissive registrations pursuant to Rule 1210.02, shall satisfy the Regulatory Element of continuing education as specified in Rule 1240(a).

If a person registered with a member has a continuing education deficiency with respect to that registration as provided under Rule 1240(a), such person shall not be permitted to be registered in another registration category with the Exchange under Rule 1220 with

that member or to be registered in any registration category with the Exchange under Rule 1220 with another member, until the person has satisfied the deficiency.

.08 Lapse of Registration and Expiration of SIE. Any person who was last registered as a representative two or more years immediately preceding the date of receipt by the Exchange of a new application for registration as a representative shall be required to pass a representative qualification examination appropriate to his or her category of registration as specified in Rule 1220(b). Any person who last passed the SIE or who was last registered as a representative, whichever occurred last, four or more years immediately preceding the date of receipt by the Exchange of a new application for registration as a representative shall be required to pass the SIE in addition to a representative qualification examination appropriate to his or her category of registration as specified in Rule 1220(b).

Any person who was last registered as a principal two or more years immediately preceding the date of receipt by the Exchange of a new application for registration as a principal shall be required to pass a principal qualification examination appropriate to his or her category of registration as specified in Rule 1220(a).

For purposes of Supplementary Material .08 of this Rule, an application shall not be considered to have been received by the Exchange if that application does not result in a registration.

.09 Waiver of Examinations for Individuals Working for a Financial Services Industry Affiliate of a Member. Upon request by a member, the Exchange shall waive the applicable qualification examination(s) for an individual designated with the Exchange as working for a financial services industry affiliate of a member if the following conditions are met:

(a) Prior to the individual's initial designation, the individual was registered as a representative or principal for a total of five years within the most recent 10- year period, including for the most recent year with the member that initially designated the individual;

(b) The waiver request is made within seven years of the individual's initial designation;

(c) The initial designation and any subsequent designation(s) were made concurrently with the filing of the individual's related Form U5;

(d) The individual continuously worked for the financial services industry affiliate(s) of a member since the individual's last Form U5 filing;

(e) The individual has complied with the Regulatory Element of continuing education as specified in Rule 1240(a); and

(f) The individual does not have any pending or adverse regulatory matters, or terminations, that are reportable on the Form U4, and has not otherwise been subject to a statutory disqualification as defined in Section 3(a)(39) of the Exchange Act while the individual was designated as eligible for a waiver.

As used in Supplementary Material .09 of this Rule, a "financial services industry affiliate of a member" is a legal entity that controls, is controlled by or is under common control with a member and is regulated by the SEC, Commodity Futures Trading Commission, state securities authorities, federal or state banking authorities, state insurance authorities, or substantially equivalent foreign regulatory authorities.

.10 Status of Persons Serving in the Armed Forces of the United States. The following provisions address the status of current and former registered persons serving in active duty in the Armed Forces of the United States:

(a) Inactive Status of Currently Registered Persons

A registered person of a member who volunteers for or is called into active duty in the Armed Forces of the United States shall be placed, after proper notification to the Exchange, on inactive status and need not be re-registered by such member upon his or her return to active employment with the member. Such person shall remain eligible to receive transaction-related compensation, including continuing commissions. The employing member also may allow such person to enter into an arrangement with another registered person of the member to take over and service the person's accounts and to share transaction-related compensation based upon the business generated by such accounts. However, because such persons are inactive, they may not perform any of the functions and responsibilities performed by a registered person.

A registered person who is placed on inactive status pursuant to this paragraph (a) shall not be included within scope of fees, if any, charged by the Exchange with respect to registered persons. In addition, a registered person who is placed on inactive status pursuant to this paragraph (a) shall not be required to complete either the Regulatory Element or Firm Element set forth in Rule 1240 during the pendency of such inactive status.

The relief provided in this paragraph (a) shall be available to a registered person who is placed on inactive status pursuant to this paragraph (a) during the period that such person remains registered with the member with which he or she was registered at the beginning of active duty in the Armed Forces of the United States, regardless of whether the person returns to active employment with another member upon completion of his or her active duty in the Armed Forces of the United States.

The relief described in this paragraph (a) shall be provided only to a person registered with a member and only while the person remains on active military duty. Further, the member with which such person is registered shall promptly notify the Exchange in such manner as the Exchange may specify of such person's return to active employment with the member.

(b) Inactive Status of Sole Proprietorships

A member that is a sole proprietor who temporarily closes his or her business by reason of volunteering for or being called into active duty in the Armed Forces of the United States, shall be placed, after proper notification to the Exchange, on inactive status while the member remains on active military duty.

A sole proprietor member placed on inactive status as set forth in this paragraph (b) shall not be required to pay dues or assessments during the pendency of such inactive status and shall not be required to pay an admission fee upon return to active participation in the investment banking or securities business.

The relief described in this paragraph (b) shall be provided only to a sole proprietor member and only while the person remains on active military duty. Further, the sole proprietor shall promptly notify the Exchange in such manner as the Exchange may specify of his or her return to active participation in the investment banking or securities business.

(c) Status of Formerly Registered Persons

If a person who was formerly registered with a member volunteers for or is called into active duty in the Armed Forces of the United States at any time within two years after the date the person ceased to be registered with a member, the Exchange shall defer the lapse of registration requirements set forth in Rule 1210.08 (i.e., toll the two-year expiration period for representative and principal qualification examinations) and the lapse of the SIE (i.e., toll the four-year expiration period for the SIE). The Exchange shall defer the lapse of registration requirements and the SIE commencing on the date the person begins actively serving in the Armed Forces of the United States, provided that the Exchange is properly notified of the person's period of active military service within 90 days following his or her completion of active service or upon his or her re-registration with a member, whichever occurs first. The deferral will terminate 90 days following the person's completion of active service in the Armed Forces of the United States. Accordingly, if such person does not re-register with a member within 90 days following his or her completion of active service in the Armed Forces of the United States, the amount of time in which the person must become re-registered with a member without being subject to a representative or principal qualification examination or the SIE shall consist of the standard two-year period for representative and principal qualification examinations or the standard four-year period for the SIE, whichever is applicable, as provided in Rule 1210.08 reduced by the period of time between the person's termination of registration and beginning of active service in the Armed Forces of the United States.

If a person placed on inactive status while serving in the Armed Forces of the United States ceases to be registered with a member, the Exchange shall defer the lapse of registration requirements set forth in Rule 1210.08 (i.e., toll the two-year expiration period for representative and principal qualification examinations) and the lapse of the SIE (i.e., toll the four-year expiration period for the SIE) during the pendency of his or her active service in the Armed Forces of the United States. The Exchange shall defer the lapse of registration requirements based on existing information in the CRD system,

provided that the Exchange is properly notified of the person's period of active military service within two years following his or her completion of active service or upon his or her re-registration with a member, whichever occurs first. The deferral shall terminate 90 days following the person's completion of active service in the Armed Forces of the United States. Accordingly, if such person does not re-register with a member within 90 days following his or her completion of active service in the Armed Forces of the United States, the amount of time in which the person must become re-registered with a member without being subject to a representative or principal qualification examination or the SIE shall consist of the standard two-year period for representative and principal qualification examinations or the standard four-year period for the SIE, whichever is applicable, as provided in Rule 1210.08.

.11 Impermissible Registrations. Members shall not register or maintain the registration of any person unless consistent with the requirements of Rule 1210.

.12 Application for Registration and Jurisdiction

(a) Application for Registration

(1) Application by any person for registration with the Exchange, properly signed by the applicant, shall be made to the Exchange via electronic process or such other process as the Exchange may prescribe, on the form proscribed by the Exchange, and shall contain:

(A) an agreement to comply with the federal securities laws, the rules and regulations thereunder, the Exchange Rules, and all rulings, orders, directions, and decisions issued and sanctions imposed under the Exchange Rules; and

(B) such other reasonable information with respect to the applicant as the Exchange may require.

(2) the Exchange shall not approve an application for registration of any person who is not eligible to be an associated person of an Exchange member under Exchange rules.

(3) Every application for registration filed with the Exchange shall be kept current at all times by supplementary amendments via electronic process or such other process as the Exchange may prescribe. Such amendments to the application shall be filed with the Exchange not later than 30 days after the applicant learns of the facts or circumstances giving rise to the amendment. If such amendment involves a statutory disqualification, such amendment shall be filed not later than ten days after such disqualification occurs.

(b) Notification by Member to the Exchange and Associated Person of Termination; Amendment to Notification

(1) Following the termination of the association with an Exchange member of a person who is registered with it, such Exchange member shall, not later than 30 days after such termination, give notice of the termination of such association to the Exchange via

electronic process or such other process as the Exchange may prescribe, on a form designated by the Exchange, and concurrently shall provide to the person whose association has been terminated a copy of said notice as filed with the Exchange . An Exchange member that does not submit such notification and provide a copy to the person whose association has been terminated, within the time period prescribed, shall be assessed any late filing fee that is specified by Exchange Rules. Termination of registration of such person associated with an Exchange member shall not take effect so long as any complaint or action under the Exchange Rules is pending against an Exchange member and to which complaint or action such person associated with an Exchange member is also a respondent, or so long as any complaint or action is pending against such person individually under the Exchange Rules. The Exchange, however, may in its discretion declare the termination effective at any time.

(2) The Exchange member shall notify the Exchange, via electronic process or such other process as the Exchange may prescribe, by means of an amendment to the notice filed pursuant to paragraph (1) in the event that the Exchange member learns of facts or circumstances causing any information set forth in said notice to become inaccurate or incomplete. Such amendment shall be filed with the Exchange via electronic process or such other process as the Exchange may prescribe, and a copy provided to the person whose association with the Exchange member has been terminated not later than 30 days after the Exchange member learns of the facts or circumstances giving rise to the amendment.

1220. Registration Categories

The term “member” when used in this rule shall mean “member organization.”

(a) Definition of Principal and Principal Registration Categories

(1) Definition of Principal

A “principal” is any person associated with a member, including, but not limited to, sole proprietor, officer, partner, manager of office of supervisory jurisdiction, director or other person occupying a similar status or performing similar functions, who is actively engaged in the management of the member’s securities business, such as supervision, solicitation, conduct of business in securities or the training of persons associated with a member for any of these functions. Such persons shall include, among other persons, a member’s chief executive officer and chief financial officer (or equivalent officers).

A “principal” also includes any other person associated with a member who is performing functions or carrying out responsibilities that are required to be performed or carried out by a principal under Exchange rules.

The term “actively engaged in the management of the member’s securities business” includes the management of, and the implementation of

corporate policies related to, such business. The term also includes managerial decision-making authority with respect to the member's securities business and management-level responsibilities for supervising any aspect of such business, such as serving as a voting member of the member's executive, management or operations committees.

(2) General Securities Principal

(A) Requirement

Each principal as defined in paragraph (a)(1) of this Rule shall be required to register with the Exchange as a General Securities Principal, subject to the following exceptions:

(i) if a principal's activities are limited to the functions of a Compliance Official, a Financial and Operations Principal, a Securities Trader Principal, a Securities Trader Compliance Officer, or a Registered Options Principal as specified in paragraphs (a)(3) through (a)(8) of this Rule, then such person shall appropriately register in one or more of those categories;

(ii) Reserved.

(iii) if a principal's activities are limited solely to the functions of a General Securities Sales Supervisor as specified in paragraph (a)(10) of this Rule, then such person may appropriately register in that category in lieu of registering as a General Securities Principal, provided, however, that if such person is engaged in options sales activities, such person shall be required to register with the Exchange as a Registered Options Principal as specified in paragraph (a)(8) of this Rule or as a General Securities Sales Supervisor as specified in paragraph (a)(10) of this Rule; and

(iv) Reserved.

(B) Qualifications

Subject to the lapse of registration provisions in Rule 1210.08, each person registered as a Corporate Securities Representative on the Exchange and a General Securities Principal on October 1, 2018 and each person who was registered as a Corporate Securities Representative on the Exchange and a General Securities Principal within two years prior to October 1, 2018 shall be qualified to register as a General Securities Principal without passing any additional qualification examinations, provided that his or her

supervisory responsibilities in the securities business of a member are limited to corporate securities activities of the member.

All other individuals registering as General Securities Principals after October 1, 2018 shall, prior to or concurrent with such registration, become registered pursuant to paragraph (b)(2) of this Rule as a General Securities Representative and pass the General Securities Principal qualification exam. An individual may register as a General Securities Sales Supervisor and pass the General Securities Principal Sales Supervisor Module qualification examination in lieu of passing the General Securities Principal examination.

(3) Compliance Official

(A) Requirement

Subject to the exception in paragraph (a)(3)(C) of this Rule, each person designated as a Chief Compliance Officer on Schedule A of Form BD shall be required to register with the Exchange as a General Securities Principal, provided that such person may instead register as a Compliance Official if his or her duties do not include supervision of trading.

(B) Qualifications

All individuals registering as Compliance Official shall, prior to or concurrent with such registration, pass the Compliance Official qualification examination.

(C) Exception - Principals

An individual designated as a Chief Compliance Officer on Schedule A of Form BD of a member that is engaged in limited securities business may be registered in a principal category under Rule 1220(a) that corresponds to the limited scope of the member's business.

(D) Exception - Securities Trader Compliance Officer.

An individual designated as a Chief Compliance Officer on Schedule A of Form BD may register and qualify as a Securities Trader Compliance Officer if, with respect to transactions in equity, preferred or convertible debt securities, or options such person is engaged in proprietary trading, the execution of transactions on an agency basis, or the direct supervision of such activities other than a person associated with a member whose trading activities are conducted principally on behalf of an investment company that is registered with the SEC pursuant to the Investment Company Act and that controls, is controlled by, or is under common control with a member. All individuals registering as Securities Trader Compliance Officers shall, become registered pursuant to

paragraph (b)(4) of this Rule as a Securities Trader and pass the Compliance Official qualification exam.

(4) Financial and Operations Principal

(A) Requirement.

Every member of the Exchange that is operating pursuant to the provisions of SEC Rule 15c3-1(a)(1)(ii), (a)(2)(i) or (a)(8), shall designate at least one Financial and Operations Principal who shall be responsible for performing the duties described in subparagraph (B) hereof. Each person associated with a member who performs such duties shall be required to register as a Financial and Operations Principal with the Exchange.

(B) The term Financial and Operations Principal shall mean a person associated with a member whose duties include:

(i) final approval and responsibility for the accuracy of financial reports submitted to any duly established securities industry regulatory body;

(ii) final preparation of such reports;

(iii) supervision of individuals who assist in the preparation of such reports;

(iv) supervision of and responsibility for individuals who are involved in the actual maintenance of the member's books and records from which such reports are derived;

(v) supervision and/or performance of the member's responsibilities under all financial responsibility rules promulgated pursuant to the provisions of the Act;

(vi) overall supervision of and responsibility for the individuals who are involved in the administration and maintenance of the member's back office operations; or

(vii) any other matter involving the financial and operational management of the member.

(C) Qualifications

All individuals registering as a Financial and Operations Principal shall pass the Financial and Operations Principal qualification examination before such registration may become effective.

(D) A person registered solely as a Financial and Operations Principal shall not be qualified to function in a principal capacity with responsibility over any area of business activity not described in subparagraph (2) hereof.

(5) Investment Banking Principal (Proposed Rule 1220(a)(5)).
Reserved.

(6) Research Principal (Proposed Rule 1220(a)(6)). Reserved.

(7) Securities Trader Principal

(A) Requirement

Each principal as defined in paragraph (a)(1) of this Rule who is responsible for supervising the securities trading activities specified in paragraph (b)(4) of this Rule shall be required to register with the Exchange as a Securities Trader Principal.

(B) Qualifications

Each person seeking to register as a Securities Trader Principal shall, prior to or concurrent with such registration, become registered pursuant to paragraph (b)(4) of this Rule as a Securities Trader and pass the General Securities Principal qualification examination.

(8) Registered Options Principal

(A) Requirement

Each member that is engaged in transactions in options with the public shall have at least one Registered Options Principal. In addition, each principal as defined in paragraph (a)(1) of this Rule who is responsible for supervising a member's options sales practices with the public shall be required to register with the Exchange as a Registered Options Principal, subject to the following exception. If a principal's options activities are limited solely to those activities that may be supervised by a General Securities Sales Supervisor, then such person may register as a General Securities Sales Supervisor pursuant to paragraph (a)(10) of this Rule in lieu of registering as a Registered Options Principal.

(B) Qualifications

Subject to the lapse of registration provisions in Rule 1210.08, each person registered as a Registered Options Principal on October 1, 2018 and each person who was registered as a Registered Options

Principal within two years prior to October 1, 2018 shall be qualified to register as a Registered Options Principal without passing any additional qualification examinations. All other individuals registering as Registered Options Principals after October 1, 2018 shall, prior to or concurrent with such registration, become registered pursuant to paragraph (b)(2) of this Rule as a General Securities Representative and pass the Registered Options Principal qualification examination.

(9) Government Securities Principal. Reserved.

(10) General Securities Sales Supervisor

(A) Principals Engaged in Limited Activities

Each principal as defined in paragraph (a)(1) of this Rule may register with the Exchange as a General Securities Sales Supervisor if his or her supervisory responsibilities in the securities business of a member are limited to the securities sales activities of the member, including the approval of customer accounts, training of sales and sales supervisory personnel and the maintenance of records of original entry or ledger accounts of the member required to be maintained in branch offices by Exchange Act record-keeping rules.

A person registered solely as a General Securities Sales Supervisor shall not be qualified to perform any of the following activities:

(i) supervision of the origination and structuring of underwritings;

(ii) supervision of market making commitments;

(iii) supervision of the custody of broker-dealer or customer funds or securities for purposes of Exchange Act Rule 15c3-3; or

(iv) supervision of overall compliance with financial responsibility rules for broker-dealers promulgated pursuant to the provisions of the Exchange Act.

(B) Qualifications

Each person seeking to register as a General Securities Sales Supervisor shall, prior to or concurrent with such registration become registered pursuant to paragraph (b)(2) of this Rule as a General Securities Representative and pass the General Securities Sales Supervisor qualification examinations.

(11) Investment Company and Variable Contracts Products Principal. Reserved.

(12) Direct Participation Programs Principal. Reserved.

(13) Private Securities Offerings Principal. Reserved.

(14) Supervisory Analyst. Reserved.

(b) Definition of Representative and Representative Registration Categories

(1) Definition of Representative

A “representative” is any person associated with a member, including assistant officers other than principals, who is engaged in the member’s securities business, such as supervision, solicitation, conduct of business in securities or the training of persons associated with a member for any of these functions.

(2) General Securities Representative

(A) Requirement

Each representative as defined in paragraph (b)(1) of this Rule shall be required to register with the Exchange as a General Securities Representative, subject to the following exception: if a representative’s activities include the functions of a Securities Trader, as specified in this Rule, then such person shall appropriately register as a Securities Trader.

(B) Qualifications

Subject to the lapse of registration provisions in Rule 1210.08, each person registered as a General Securities Representative on October 1, 2018 and each person who was registered as a General Securities Representative within two years prior to October 1, 2018 shall be qualified to register as a General Securities Representative without passing any additional qualification examinations. All other individuals registering as General Securities Representatives after October 1, 2018 shall, prior to or concurrent with such registration, pass the SIE and the General Securities Representative qualification examination.

(3) Operations Professional. Reserved.

(4) Securities Trader

(A) Requirement

Each representative as defined in paragraph (b)(1) of this Rule shall be required to register with the Exchange as a Securities Trader if, with respect to transactions in equity, preferred or

convertible debt securities, or options such person is engaged in proprietary trading, the execution of transactions on an agency basis, or the direct supervision of such activities other than a person associated with a member whose trading activities are conducted principally on behalf of an investment company that is registered with the SEC pursuant to the Investment Company Act and that controls, is controlled by, or is under common control with a member. In addition, each person associated with a member who is: (i) primarily responsible for the design, development or significant modification of an algorithmic trading strategy relating to equity, preferred or convertible debt securities or options; or (ii) responsible for the day-to-day supervision or direction of such activities shall be required to register with the Exchange as a Securities Trader. For purposes of paragraph (b)(4) of this Rule, an “algorithmic trading strategy” is an automated system that generates or routes orders (or order-related messages) but shall not include an automated system that solely routes orders received in their entirety to a market center.

(B) Qualifications

Subject to the lapse of registration provisions in Rule 1210.08, each person registered as a Securities Trader on October 1, 2018 and each person who was registered as a Securities Trader within two years prior to October 1, 2018 shall be qualified to register as a Securities Trader without passing any additional qualification examinations. All other individuals registering as Securities Traders after October 1, 2018 shall, prior to or concurrent with such registration, pass the SIE and the Securities Trader qualification examination.

(5) Investment Banking Representative – Reserved.

(6) Research Analyst – Reserved.

(7) Investment Company and Variable Products Representative – Reserved.

(8) Direct Participation Programs Representative – Reserved.

(9) Private Securities Offerings Representative - Reserved.

••• Supplementary Material: -----

.01 Foreign Registrations. Persons who are in good standing as a representative with the Financial Conduct Authority in the United Kingdom or with a Canadian

stock exchange or securities regulator shall be exempt from the requirement to pass the SIE.

.02 Additional Qualification Requirements for Persons Engaged in Security Futures Activities. Each person who is registered with the Exchange as a General Securities Representative, Options Representative, Registered Options Principal or General Securities Sales Supervisor shall be eligible to engage in security futures activities as a representative or principal, as applicable, provided that such individual completes a Firm Element program as set forth in Rule 1240 that addresses security futures products before such person engages in security futures activities.

.03 Members With One Registered Options Principal. A member that has one Registered Options Principal shall promptly notify the Exchange in the event such person is terminated, resigns, becomes incapacitated or is otherwise unable to perform the duties of a Registered Options Principal. Following receipt of such notification, the Exchange shall require the member to agree, in writing, to refrain from engaging in any options-related activities that would necessitate the prior or subsequent approval of a Registered Options Principal until such time as a new Registered Options Principal has been qualified. Members failing to qualify a new Registered Options Principal within two weeks following the loss of their sole Registered Options Principal, or by the earliest available date for administration of the Registered Options Principal examination, whichever is longer, shall be required to cease doing an options business; provided, however, they may effect closing transactions in options to reduce or eliminate existing open options positions in their own account as well as the accounts of their customers.

.04 Scope of General Securities Sales Supervisory Registration Category. The General Securities Sales Supervisor category is an alternate category of registration designed to lessen the qualification burdens on principals of general securities firms who supervise sales. Without this category of limited registration, such principals would be required to separately qualify pursuant to the rules of multiple exchanges. While persons may continue to separately qualify with all relevant self-regulatory organizations, the General Securities Sales Supervisor examinations permit qualification as a supervisor of sales of all securities through one registration category. Persons registered as General Securities Sales Supervisors may also qualify in any other category of principal registration. Persons who are already qualified in one or more categories of principal registration may supervise sales activities of all securities by also qualifying as General Securities Sales Supervisors. Any person required to be registered as a principal who supervises sales activities in corporate, municipal and option securities, investment company products, variable contracts, direct participation program securities and security futures may be registered solely as a General Securities Sales Supervisor. In addition to branch office managers, other persons such as regional and national sales managers may also be registered solely as

General Securities Sales Supervisors as long as they supervise only sales activities.

.05 Scope of Operations Professional Requirement. Reserved.

.06 Eliminated Registration Categories. Subject to the lapse of registration provisions in Rule 1210.08, each person who is registered with the Exchange in any capacity recognized by the Exchange immediately prior to October 1, 2018, and each person who was registered with the Exchange in such categories within two years prior to October 1, 2018, shall be eligible to maintain such registrations with the Exchange. However, if persons registered in such categories subsequently terminate such registration(s) with the Exchange and the registration remains terminated for two or more years, they shall not be eligible to re-register in such categories.

Persons registered as Order Processing Assistant Representatives shall be subject to the following conditions: (a) An Assistant Representative—Order Processing may not solicit transactions or new accounts on behalf of the member, render investment advice, make recommendations to customers regarding the appropriateness of securities transactions, or effect transactions in securities markets on behalf of the member. Persons registered in this category may not be registered concurrently in any other capacity. (b) Compensation--Members may only compensate Assistant Representatives—Order Processing on an hourly wage or salaried basis and may not in any way, directly or indirectly, relate their compensation to the number or size of transactions effected for customers. This provision shall not prohibit persons registered in this capacity from receiving bonuses or other compensation based on a member's profit sharing plan or similar arrangement. (c) Supervision--The activities of Assistant Representatives—Order Processing may only be conducted at a business location of the member that is under the direct supervision of an appropriately registered principal.

.07 Summary of Qualification Requirements. The following sets forth the qualification requirements for each of the required registration categories described in Rule 1220:

<u>CATEGORY OF REGISTRATION</u>	<u>QUALIFICATION BEGINNING OCTOBER 1, 2018</u>
<u>General Securities Principal (GP) *</u>	<u>Registration as a General Securities Representative and pass the General Securities Principal qualification examination (Series 24)</u>
<u>Compliance Official (CO) *</u>	<u>Pass the Compliance Official Exam</u>

	<u>(Series 14)</u>
<u>Financial and Operations Principal (FN) *</u>	<u>Pass the Financial and Operations Principal qualification examination (Series 27)</u>
<u>Securities Trader Principal (TP) *</u>	<u>Registration as a Securities Trader and pass the General Securities Principal qualification examination (Series 24)</u>
<u>Registered Options Principal (OP) *</u>	<u>Registration as General Securities Representative and pass the Registered Options Principal qualification examination (Series 4)</u>
<u>General Securities Sales Supervisor (SU)</u>	<u>Registration as a General Securities Representative and pass the General Securities Sales Supervisor qualification examinations (Series 9 and Series 10)</u>
<u>General Securities Representative (GS)</u>	<u>Pass the SIE and the General Securities Representative qualification examination (Series 7)</u>
<u>Securities Trader (TD)</u>	<u>Pass the SIE and the Securities Trader qualification examination (Series 57)</u>
<u>Securities Trader Compliance Officer (CT)</u>	<u>Registration as a Securities Trader and pass the Compliance Official Exam (Series 14)</u>

* A member may designate a person registered with the member as a representative to function as a principal for a period of 120 calendar days prior to passing an appropriate principal qualification examination subject to the conditions of Rule 1210.04

Rule 1230. Associated Persons Exempt from Registration

The term “member” when used in this rule shall mean “member organization.” The following persons associated with a member are not required to be registered with the Exchange:

(1) persons associated with a member whose functions are solely and exclusively clerical or ministerial;

(2) persons associated with a member whose functions are related solely and exclusively to:

(A) effecting transactions on the floor of another national securities exchange and who are registered as floor members with such exchange;

(B) transactions in municipal securities;

(C) transactions in commodities;

(D) transactions in security futures, provided that any such person is registered with FINRA or a registered futures association; or

(E) transactions in variable contracts and insurance premium funding programs and other contracts issued by an insurance company;

(F) transactions in direct participation programs;

(G) Reserved

(H) transactions in government securities; or

(I) effecting sales as part of a primary offering of securities not involving a public offering pursuant to Section 3(b), 4(2), or 4(6) of the Securities Act of 1933 and the rules and regulations thereunder.

(3) Persons associated with a member that are not citizens, nationals, or residents of the United States or any of its territories or possessions and that will conduct all of their securities activities in areas outside the jurisdiction of the United States and will not engage in any securities activities with or for any citizen, national or resident of the United States.

••• Supplementary Material: -----

.01 Registration Requirements for Associated Persons Who Accept Customer Orders. The function of accepting customer orders is not considered a clerical or ministerial function. Each person associated with a member who accepts customer orders under any circumstances shall be registered in an appropriate registration category pursuant to Rule 1220. An associated person shall not be considered to be accepting a customer order where occasionally, when an appropriately registered person is unavailable, the associated person transcribes order details submitted by a customer and the registered person contacts the customer to confirm the order details before entering the order.

1240. Continuing Education Requirements.

The term “member” when used in this Rule shall mean “member organization.” This Rule prescribes requirements regarding the continuing education of specified persons subsequent to their initial registration with the Exchange. The requirements shall consist of a Regulatory Element and a Firm Element as set forth below.

(a) Regulatory Element

(1) Requirements

All covered persons shall comply with the requirement to complete the Regulatory Element.

Each covered person shall complete the Regulatory Element on the occurrence of their second registration anniversary date and every three years thereafter, or as otherwise prescribed by the Exchange. On each occasion, the Regulatory Element must be completed within 120 days after the person's registration anniversary date. A person's initial registration date, also known as the "base date," shall establish the cycle of anniversary dates for purposes of this Rule. The content of the Regulatory Element shall be appropriate to either the registered representative or principal status of the person subject to the Rule. The content of the Regulatory Element for a person designated as eligible for a waiver pursuant to Rule 1210.09 shall be determined based on the person's most recent registration status and the Regulatory Element shall be completed based on the same cycle had the person remained registered.

(2) Failure to Complete

Unless otherwise determined by the Exchange, any covered persons who have not completed the Regulatory Element within the prescribed time frames will have their registrations deemed inactive until such time as the requirements of the program have been satisfied. Any person whose registration has been deemed inactive under this Rule shall cease all activities as a registered person and is prohibited from performing any duties and functioning in any capacity requiring registration. Further, such person may not accept or solicit business or receive any compensation for the purchase or sale of securities. However, such person may receive trail or residual commissions resulting from transactions completed before the inactive status, unless the member with which such person is associated has a policy prohibiting such trail or residual commissions. A registration that is inactive for a period of two years will be administratively terminated. A person whose registration is so terminated may reactivate the registration only by reapplying for registration and meeting the qualification requirements of the applicable provisions of Rules 1210 and 1220. The Exchange may, upon application and a showing of good cause, allow for additional time for a covered person to satisfy the program requirements. If a person designated as eligible for a waiver pursuant to Rule 1210.09 fails to complete the Regulatory Element within the prescribed time frames, the person shall no longer be eligible for such a waiver.

(3) Disciplinary Actions

Unless otherwise determined by the Exchange, a covered person other than a person designated as eligible for a waiver pursuant to Rule 1210.09 will be required to retake the Regulatory Element and satisfy all of its requirements in the event such person:

(A) is subject to any statutory disqualification as defined in Section 3(a)(39) of the Exchange Act;

(B) is subject to suspension or to the imposition of a fine of \$5,000 or more for violation of any provision of any securities law or regulation, or any agreement with or rule or standard of conduct of any securities governmental agency, securities self-regulatory organization, or as imposed by any such regulatory or self-regulatory organization in connection with a disciplinary proceeding; or

(C) is ordered as a sanction in a disciplinary action to retake the Regulatory Element by any securities governmental agency or self-regulatory organization.

The retaking of the Regulatory Element shall commence with participation within 120 days of the covered person becoming subject to the statutory disqualification, in the case of (A) above, or the disciplinary action becoming final, in the case of (B) and (C) above. The date of the disciplinary action shall be treated as such person's new base date with the Exchange.

(4) Reassociation in a Registered Capacity

Any covered person who has terminated association with a member and who has, within two years of the date of termination, become reassociated in a registered capacity with a member shall participate in the Regulatory Element at such intervals that may apply (second anniversary and every three years thereafter) based on the initial registration anniversary date rather than based on the date of reassociation in a registered capacity.

(5) Definition of Covered Person

For purposes of this Rule, the term "covered person" means any person registered with the Exchange pursuant to Rule 1210, including any person who is permissively registered pursuant to Rule 1210.02, and any person who is designated as eligible for a waiver pursuant to Rule 1210.09.

(6) Delivery of the Regulatory Element

The continuing education Regulatory Element will be administered through Web-based delivery or such other technological manner and format as specified by the Exchange.

(7) Regulatory Element Contact Person

Each member shall designate and identify (by name and e-mail address) an individual or individuals responsible for receiving e-mail notifications provided via the Central Registration Depository regarding when a covered person is approaching the end of his or her Regulatory Element time frame and when a covered person is deemed inactive due to failure to complete the requirements of the Regulatory Element program. Each member shall identify, review, and, if necessary, update the information regarding its Regulatory Element contact person(s) in the manner prescribed by Exchange Rules.

(b) Firm Element

(1) Persons Subject to the Firm Element

The requirements of this subparagraph shall apply to any person registered with a member who has direct contact with customers in the conduct of the member's securities sales and trading activities, and to the immediate supervisors of such persons (collectively, "covered registered persons"). "Customer" shall mean any natural person and any organization, other than another broker or dealer, executing securities transactions with or through a member.

(2) Standards for the Firm Element

(A) Each member must maintain a continuing and current education program for its covered registered persons to enhance their securities knowledge, skill, and professionalism. At a minimum, each member shall at least annually evaluate and prioritize its training needs and develop a written training plan. The plan must take into consideration the member's size, organizational structure, and scope of business activities, as well as regulatory developments and the performance of covered registered persons in the Regulatory Element. If a member's analysis establishes the need for supervisory training for persons with supervisory responsibilities, such training must be included in the member's training plan.

(B) Minimum Standards for Training Programs — Programs used to implement a member's training plan must be appropriate for the business of the member and, at a minimum must cover training in ethics and professional responsibility and the following matters concerning securities products, services, and strategies offered by the member:

(i) General investment features and associated risk factors;

(ii) Suitability and sales practice considerations; and

(iii) Applicable regulatory requirements.

(C) Administration of Continuing Education Program — A member must administer its continuing education programs in accordance with its annual evaluation and written plan and must maintain records documenting the content of the programs and completion of the programs by covered registered persons.

(3) Participation in the Firm Element

Covered registered persons included in a member's plan must take all appropriate and reasonable steps to participate in continuing education programs as required by the member.

(4) Specific Training Requirements

The Exchange may require a member, individually or as part of a larger group, to provide specific training to its covered registered persons in such areas as the Exchange deems appropriate. Such a requirement may stipulate the class of covered registered persons for which it is applicable, the time period in which the requirement must be satisfied and, where appropriate, the actual training content.

1250. Electronic Filing Requirements for Uniform Forms

The term “member” when used in this rule shall mean “member organization.”

(a) Filing Requirement

All forms required to be filed under the Exchange’s registration rules including the Rule 1200 Series shall be filed through an electronic process or such other process as the Exchange may prescribe to the Central Registration Depository.

(b) Supervisory Requirements

(1) In order to comply with the supervisory procedures requirements in the Exchange’s rules, each member shall identify a Registered Principal(s) or corporate officer(s) who has a position of authority over registration functions, to be responsible for supervising the electronic filing of appropriate forms pursuant to this Rule.

(2) The Registered Principal(s) or corporate officer(s) who has or have the responsibility to review and approve the forms filed pursuant to this Rule shall be required to acknowledge, electronically, that he is filing this information on behalf of the member and the member's associated persons.

(c) Form U4 Filing Requirements

(1) Except as provided in paragraphs (c)(2) and (c)(3) below, every initial and transfer electronic Form U4 filing and any amendments to the disclosure information on Form U4 shall be based on a manually signed Form U4 provided to the member or applicant for membership by the person on whose behalf the Form U4 is being filed. As part of the member's recordkeeping requirements, it shall retain the person's manually signed Form U4 or amendments to the disclosure information on Form U4 in accordance with

Exchange Act Rule 17a-4(e)(1) and make them available promptly upon regulatory request. An applicant for membership also shall retain in accordance with Exchange Act Rule 17a-4(e)(1) every manually signed Form U4 it receives during the application process and make them available promptly upon regulatory request.

(2) A member may file electronically amendments to the disclosure information on Form U4 without obtaining the subject associated person's manual signature on the form, provided that the member shall use reasonable efforts to:

(A) provide the associated person with a copy of the amended disclosure information prior to filing; and

(B) obtain the associated person's written acknowledgment (which may be electronic) prior to filing that the information has been received and reviewed. As part of the member's recordkeeping requirements, the member shall retain this acknowledgment in accordance with Exchange Act Rule 17a-4(e)(1) and make it available promptly upon regulatory request

(3) In the event a member is not able to obtain an associated person's manual signature or written acknowledgement of amended disclosure information on Form U4 prior to filing of such information pursuant to paragraph (c)(1) or (2), the member is obligated to file the disclosure information as to which it has knowledge in accordance with Exchange Rule 1220. The member shall use reasonable efforts to provide the associated person with a copy of the amended disclosure information that was filed.

(4) A member may file electronically amendments to administrative data on Form U4 without obtaining the subject associated person's signature on the form. The member shall use reasonable efforts to provide the associated person with a copy of the amended administrative information that was filed.

(d) Fingerprint Information

Upon filing an electronic Form U4 on behalf of a person applying for registration, a member shall promptly submit fingerprint information for that person. The Exchange may make a registration effective pending receipt of the fingerprint information. If a member fails to submit the fingerprint information within 30 days after filing of an electronic Form U4, the person's registration shall be deemed inactive. In such case, the person must immediately cease all activities requiring registration and is prohibited from performing any duties and functioning in any capacity requiring registration. The Exchange shall administratively terminate a registration that is inactive for a period of two years. A person whose registration is administratively terminated may reactivate the registration only by reapplying for registration and meeting the qualification requirements of the applicable provisions of Exchange Rule 1220. Upon application and a showing of good cause, the Exchange may extend the 30-day period.

(e) Form U5 Filing Requirements.

Initial filings and amendments of Form U5 shall be submitted electronically. As part of the member's recordkeeping requirements, it shall retain such records for a period of not less than three years, the first two years in an easily accessible place, in accordance with Exchange Act Rule 17a-4, and make such records available promptly upon regulatory request.

••• Supplementary Material: -----

.01 Delegation of Filing Functions. The designated registered principal(s) or corporate officer(s) required by paragraph (b)(1) to supervise the member's electronic filings may delegate to an associated person (who need not be registered) the electronic filing of the member's appropriate forms via Web CRD. The registered principal(s) or corporate officer(s) responsible for supervising the member's electronic filings may also delegate to the associated person making the electronic filings the requirement in paragraph (b)(2) to acknowledge, electronically, that he is making the filing on behalf of the member and the member's associated persons. However, the registered principal(s) or corporate officer(s) may not delegate any of the supervision, review, and approval responsibilities mandated in paragraphs (b)(1) and (2) and shall take reasonable and appropriate action to ensure that all delegated electronic filing functions are properly executed and supervised.

.02 Third Party Agreements. A member may enter into an agreement with a third party pursuant to which the third party agrees to file the required forms electronically on behalf of the member and the member's associated persons. Notwithstanding the existence of such an agreement, the member remains responsible for complying with the requirements of this Rule.

.03 Filing of Amendments Involving Disclosure Information. In the event a member is not able to obtain an associated person's manual signature or written acknowledgement of amended disclosure information on that person's Form U4 prior to filing of such amendment reflecting the information pursuant to paragraph (c)(3) (examples of reasons why a member may not be able to obtain the manual signature or written acknowledgement may include, but are not limited to, the associated person refuses to acknowledge such information, is on active military service or otherwise is unavailable during the period provided for filing of such amendments under Exchange Rule 1220), the member shall enter "Representative Refused to Sign/Acknowledge" or "Representative Not Available" or a substantially similar entry in the electronic Form U4 field for the associated person's signature.

.04 Filing of Amendments Involving Administrative Information. For purposes of paragraph (c)(4) of the Rule, administrative data includes such items as the addition of state or self regulatory organization registrations, exam scheduling, and updates to residential, business and personal history.

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2000. Reserved

Rule 2040. Nonregistered Foreign Finders.

(a) Member organizations, and persons associated with a member organization, may pay to nonregistered foreign persons transaction-related compensation based upon the business of customers they direct to member organizations if the following conditions are met:

(1) the member organization has assured itself that the nonregistered foreign person who will receive the compensation (the "finder") is not required to register in the U.S. as a broker/dealer nor is subject to a disqualification as defined in Exchange Rules, and has further assured itself that the compensation arrangement does not violate applicable foreign law;

(2) the finders are foreign nationals (not U.S. citizens) or foreign entities domiciled abroad;

(3) the customers are foreign nationals (not U.S. citizens) or foreign entities domiciled abroad transacting business in either foreign or U.S. securities;

(4) customers receive a descriptive document, similar to that required by Rule 206(4)-3(b) of the Investment Advisers Act of 1940, that discloses what compensation is being paid to finders;

(5) customers provide written acknowledgment to the member organization of the existence of the compensation arrangement and that such acknowledgment is retained and made available for inspection by the Exchange;

(6) records reflecting payments to finders are maintained on the member organization's books and actual agreements between the member organization and persons compensated are available for inspection by the Exchange; and

(7) the confirmation of each transaction indicates that a referral or finders fee is being paid pursuant to an agreement.

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Nasdaq PSX Rules

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Rule 3202. Application of Other Rules of the Exchange

The following Rules of the Exchange shall be applicable to market participants trading on PSX.

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[Rule 53. Liability for Dues Until Transfer or Military Service]

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[Rule 611. Principal Registration Requirements

Rule 612. Categories of Principal Registration

Rule 613. Representative Registration

Rule 614. Persons Exempt from Registration

Rule 615. Waiver of Requirements

Rule 616. Electronic Filing Requirements for Uniform Forms]

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[Rule 640. Continuing Education for Registered Persons]

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Rule 1094. Sponsored Participants

Rule 1210. Registration Requirements

Rule 1220. Registration Categories

Rule 1230. Associated Persons Exempt from Registration

Rule 1240. Continuing Education for Registered Persons

Rule 1250. Electronic Filing Requirements for Uniform Forms

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Rule 9630. Appeal

(a) Notice

An Applicant may file a written notice of appeal within 15 calendar days after service of a decision issued under Rule 9620. The notice of appeal shall be filed with the Phlx Regulation Department, with a copy of the notice also provided to the appropriate the Phlx Regulation Department staff. The notice of appeal shall contain a brief statement of the findings and conclusions as to which exception is taken. Appeals of decisions issued by the Phlx Regulation Department staff pursuant to Rule 9620 shall be decided by the Exchange Review Council, except with respect to exemptive relief under [Rule 615 (Waiver of Requirements)]Rule 1210.03, which shall be decided by the Waiver Subcommittee of the Exchange Review Council. If the Applicant does not want the

decision on the appeal to be publicly available in whole or in part, the Applicant also shall include in its notice of appeal a detailed statement, including supporting facts, showing good cause for treating the decision as confidential in whole or in part. The notice of appeal shall be signed by the Applicant.

(b) – (c) No change.

(d) Oral Argument

(1) No change.

(2) With respect to exemptive relief requested under [Rule 615]Rule 1210.03, the Waiver Subcommittee of the Exchange Review Council may order oral argument and consider any new evidence if the Applicant can show good cause for not including it in its application.

(e) Decision

(1) No change.

(2) With respect to exemptive relief requested under [Rule 615]Rule 1210.03, after considering all matters on appeal, the Waiver Subcommittee of the Exchange Review Council shall affirm, modify, or reverse the decision issued under Rule 9620. The Waiver Subcommittee shall issue a written decision setting forth its findings and conclusions and serve the decision on the Applicant. The decision shall be served pursuant to Rules 9132 and 9134. The decision shall be effective upon service and shall constitute final action of the Exchange. The Waiver Subcommittee shall retain the discretion to refer the appeal to the Exchange Review Council, in which case the Exchange Review Council shall act on such appeal pursuant to its authority under this 9600 Series.

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EQUITY FLOOR PROCEDURE ADVICES

A. MISCELLANEOUS

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A-7 Failure to Timely Submit Amendments to Form U4, Form U5 and Form BD

Any member organization that is required to file Form U4, Form U5 or Form BD pursuant to Exchange Rules [600, 611-613, 616 or 620] or the Securities Exchange Act of 1934 and the rules promulgated thereunder, is required to amend the applicable Form U4, Form U5 or Form BD to keep such forms current at all times. Member organizations shall amend Form U4, Form U5 or Form BD not later than thirty (30) days after the filer knew or should have known of the facts which gave rise to the need for the amendment.

FINE SCHEDULE (Implemented on a running 12 month period)

1st Occurrence	\$500.00
2nd Occurrence	\$1,000.00
3rd Occurrence	\$2,000.00
4th and Thereafter	Sanction is discretionary with Phlx Regulation Department, Department of Market Regulation, or Department of Enforcement

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OPTION FLOOR PROCEDURE ADVICES AND ORDER & DECORUM REGULATIONS

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F. MISCELLANEOUS

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F-34 Failure to Timely Submit Amendments to Form U4, Form U5 and Form BD

Any member organization that is required to file Form U4, Form U5 or Form BD pursuant to Exchange Rules [600, 611-613, 616, or 620] or the Securities Exchange Act of 1934 and the rules promulgated thereunder, is required to amend the applicable Form U4, Form U5 or Form BD to keep such forms current at all times. Member organizations and participant organizations shall amend Form U4, Form U5 or Form BD not later than thirty (30) days after the filer knew or should have known of the facts which gave rise to the need for the amendment.

FINE SCHEDULE (Implemented on a running 12 month period)

1st Occurrence	\$500.00
2nd Occurrence	\$1,000.00
3rd Occurrence	\$2,000.00
4th and Thereafter	Sanction is discretionary with Phlx Regulation Department, Department of Market Regulation, or Department of Enforcement

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NASDAQ PHLX LLC PRICING SCHEDULE

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VII. OTHER MEMBER FEES

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C. FINRA Fees

Continuing Education Fees

- The Continuing Education Fee will be assessed as to each individual who is required to complete the Regulatory Element of the Continuing Education Requirements pursuant to Exchange [Rule 640]Rule 1240. This fee is paid directly to FINRA.

\$100.00 (\$55.00 if the Continuing Education is Web-based) for each individual who is required to complete the S101 or S201.

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