

Required fields are shown with yellow backgrounds and asterisks.

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| Page 1 of * <input type="text" value="16"/> | SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4 | File No.* SR - <input type="text" value="2015"/> - * <input type="text" value="07"/> | Amendment No. (req. for Amendments *) <input type="text"/> |
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Filing by
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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| Initial * <input checked="" type="checkbox"/> | Amendment * <input type="checkbox"/> | Withdrawal <input type="checkbox"/> | Section 19(b)(2) * <input type="checkbox"/> | Section 19(b)(3)(A) * <input checked="" type="checkbox"/> | Section 19(b)(3)(B) * <input type="checkbox"/> |
| | | | 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 checked="" type="checkbox"/> 19b-4(f)(6) | |

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| 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"/> | |

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| 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 Section 402.05 of the NYSE Listed Company Manual

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 * <input type="text" value="Patrick"/> | Last Name * <input type="text" value="Troy"/> |
| Title * <input type="text" value="Chief Counsel NYSE Regulation Inc"/> | |
| E-mail * <input type="text" value="Patrick.Troy@theice.com"/> | |
| Telephone * <input type="text" value="(212) 656-4522"/> | Fax <input type="text" value="(212) 656-2223"/> |

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 <input type="text" value="02/03/2015"/> | <input type="text" value="Associate General Counsel"/> |
| By <input type="text" value="Clare Saperstein"/> | <input type="text" value="Clare Saperstein"/> |
| (Name *) | <input type="button" value="Clare Saperstein"/> |

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 *

Add Remove View

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

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

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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

Add Remove View

Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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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

Add Remove View

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

Partial Amendment

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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) Pursuant to the provisions of Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the “Act”) ² and Rule 19b-4 thereunder,³ New York Stock Exchange LLC (“NYSE” or the “Exchange”) proposes to amend Section 402.05 of the NYSE Listed Company Manual (the “Manual”). As amended, the rule will clarify that listed companies soliciting proxy material through brokers or other entities must comply with Rule 14a-13 (“SEC Rule 14a-13”) under the Act.⁴

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

- (b) The Exchange does not believe that the proposed rule change will have any direct effect, or any significant indirect effect, on any other Exchange rule in effect at the time of this filing.
- (c) Not applicable.

2. Procedures of the Self-Regulatory Organization

Senior management has approved the proposed rule change pursuant to authority delegated to it by the Board of the Exchange. No further action is required under the Exchange's governing documents. Therefore, the Exchange's internal procedures with respect to the proposed rule change are complete.

The person on the Exchange staff prepared to respond to questions and comments on the proposed rule change is:

Patrick Troy
Chief Counsel
NYSE Regulation, Inc.
(212) 656-4522

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

⁴ 17 CFR 240.14a-13.

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

(a) Purpose

The Exchange proposes to amend Section 402.05 of the Manual to clarify that listed companies soliciting proxy material through brokers or other entities must comply with SEC Rule 14a-13.

SEC Rule 14a-13 sets forth procedures that must be followed by listed companies that intend to solicit proxies from holders of shares entitled to vote at a meeting, where such shares are held of record by a broker or other entity. Specifically, Rule 14a-13 mandates that, among other things, listed companies must inquire of the record holder whether other persons are beneficial owners of the subject shares and, if so, how many copies of the relevant proxy or other soliciting materials must be provided to supply such materials to the beneficial owners. SEC Rule 14a-13 further sets forth the timeline on which inquiry of the record holder must be made.

SEC Rule 14a-13 requires listed companies to make the aforementioned inquiry at least 20 business days prior to the record date for the relevant shareholder meeting, or (i) if such inquiry is impracticable 20 business days prior to the record date of a special meeting, as many days before the record date of such meeting as is practicable or, (ii) if consents or authorizations are solicited, and such inquiry is impracticable 20 business days before the earliest date on which they may be used to effect corporate action, as many days before that date as is practicable, or (iii) at such later time as the rules of a national securities exchange on which the class of securities in question is listed may permit for good cause shown.

In its current form, Section 402.05 of the Manual is intended to incorporate the requirements of SEC Rule 14a-13 with respect to the obligations of a listed company to make inquiry of brokers in advance of a shareholder meeting. Indeed, Section 402.05 makes specific reference to the Commission's rule requiring issuers to distribute broker search cards 20 business days in advance of a record date. However, Section 402.05 of the Manual in its current form also separately states that a listed company's inquiry of brokers must be made not less than 10 days in advance of a record date. The Exchange imposed this absolute 10 day minimum in recognition of the fact that the provisions of SEC Rule 14a-13 allow, in certain limited circumstances, for a listed company to inquire of brokers less than 20 days in advance of a record date for a special meeting (but not for an annual shareholders' meeting). While providing for limited exceptions to the 20-day advance inquiry requirement, SEC Rule 14a-13 does not explicitly establish an absolute minimum number of days that the inquiry must be made in advance of the record date.

Based on conversations with market participants and the SEC staff, the Exchange has become concerned that Section 402.05 of the Manual, as currently drafted, may lead to confusion with respect to what is required of listed companies making inquiry of brokers in advance of a shareholder meeting. First, despite making specific reference to the Commission's 20-day advance inquiry rule (*i.e.*, SEC Rule 14a-13), the Exchange believes Section 402.05 could be read as requiring only a 10-day advance inquiry. Second, the Exchange understands that while Rule 14a-13(a)(3)(i) and (ii) codifies two exceptions to the 20-day advance inquiry requirement, any company seeking to rely on these exceptions in the limited, if any, circumstances in which the SEC would not object is not prohibited from conducting its inquiry less than 10 days in advance of the record date. Third, the Exchange has not adopted a rule, as contemplated by Rule 14a-13(a)(3)(iii), that permits issuers to show "good cause" for why they cannot comply with Rule 14a-13's advance inquiry requirement. Accordingly, the Exchange believes that the 10-day period presently described in Section 402.05 is in conflict with the requirements of Rule 14a-13. Therefore, the Exchange proposes to revise Section 402.05 of the Manual to clarify that listed companies soliciting proxy material through brokers or other entities must comply with the provisions of SEC Rule 14a-13 and that the Exchange does not impose any additional requirements with respect to the relevant inquiry of brokers. Further, the Exchange proposes to delete the requirement in Section 402.05 of the Manual that listed companies immediately advise the Exchange if it becomes impossible for them to make an inquiry of brokers at least ten days before a record date. Given that listed companies are required to comply with SEC Rule 14a-13 and the Exchange has no authority to waive compliance with such rule, the Exchange believes that such notice requirement is unnecessary.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b)⁵ of the Act, in general, and furthers the objectives of Section 6(b)(5) of the Act,⁶ in particular in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. The Exchange believes that the proposed amendment is consistent with the investor protection objectives of Section 6(b)(5) because it eliminates potential confusion between the requirements of SEC Rule 14a-13 and Exchange rules and clarifies that SEC Rule 14a-13 is the ultimate authority with respect to requirements related to inquiry of brokers in advance of a shareholder meeting.

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(5).

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purpose of the Act. The proposed rule change does not significantly affect competition, but rather simply seeks to align the Exchange rule with SEC Rule 14a-13 with respect to requirements related to inquiry of brokers in advance of a shareholder meeting.

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

The Exchange has neither solicited nor received written comments on the proposed rule change.

6. Extension of Time Period for Commission Action

The Exchange does not consent at this time to an extension of any time period for Commission action.

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

The proposed rule change is effective upon filing pursuant to Section 19(b)(3)(A) of the Act⁷ and Rule 19b-4(f)(6) thereunder.⁸

The Exchange asserts that the proposed rule change (i) will not significantly affect the protection of investors or the public interest; (ii) will not impose any significant burden on competition; and (iii) by its terms, will not become operative prior to 30 days from the date on which it was filed, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public interest. Additionally, the Exchange provided the Commission with written notice of its intent to file the proposed rule change, along with a brief description and the text of the proposed rule change, at least five business days prior to the date of the filing, or such shorter time as designated by the Commission.

The Exchange believes that the proposed rule change will not significantly affect the protection of investors and the public interest because it is simply aligning the Exchange's rule related to inquiry of brokers in advance of a shareholder meeting with the Commission's Rule 14a-13 on the same matter. Because issuers are

⁷ 15 U.S.C. 78s(b)(3)(A).

⁸ 17 CFR 240.19b-4(f)(6).

already required to comply with Rule 14a-13, there will be no additional burden in having to comply with Section 402.05, as amended.

For the foregoing reasons, this rule filing qualifies for immediate effectiveness as a “non-controversial” rule change under paragraph (f)(6) of Rule 19b-4⁹. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

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

Exhibit 1 – Form of Notice of Proposed Rule Change for Federal Register

Exhibit 5 – Proposed Rule Text

⁹ 17 CFR 240.19b-4(f)(6).

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NYSE-2015-07)

[Date]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Amending Section 402.05 of the NYSE Listed Company Manual

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the “Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that on February 3, 2015, New York Stock Exchange LLC (“NYSE” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. 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 Section 402.05 of the NYSE Listed Company Manual (the “Manual”). As amended, the rule will clarify that listed companies soliciting proxy material through brokers or other entities must comply with Rule 14a-13 (“SEC Rule 14a-13”) under the Act. The text of the proposed rule change is available on the Exchange’s website at www.nyse.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 15 U.S.C. 78a.

³ 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 self-regulatory organization 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 those 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 parts of such statements.

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

1. Purpose

The Exchange proposes to amend Section 402.05 of the Manual to clarify that listed companies soliciting proxy material through brokers or other entities must comply with SEC Rule 14a-13.

SEC Rule 14a-13 sets forth procedures that must be followed by listed companies that intend to solicit proxies from holders of shares entitled to vote at a meeting, where such shares are held of record by a broker or other entity. Specifically, Rule 14a-13 mandates that, among other things, listed companies must inquire of the record holder whether other persons are beneficial owners of the subject shares and, if so, how many copies of the relevant proxy or other soliciting materials must be provided to supply such materials to the beneficial owners. SEC Rule 14a-13 further sets forth the timeline on which inquiry of the record holder must be made.

SEC Rule 14a-13 requires listed companies to make the aforementioned inquiry at least 20 business days prior to the record date for the relevant shareholder meeting, or (i)

if such inquiry is impracticable 20 business days prior to the record date of a special meeting, as many days before the record date of such meeting as is practicable or, (ii) if consents or authorizations are solicited, and such inquiry is impracticable 20 business days before the earliest date on which they may be used to effect corporate action, as many days before that date as is practicable, or (iii) at such later time as the rules of a national securities exchange on which the class of securities in question is listed may permit for good cause shown.

In its current form, Section 402.05 of the Manual is intended to incorporate the requirements of SEC Rule 14a-13 with respect to the obligations of a listed company to make inquiry of brokers in advance of a shareholder meeting. Indeed, Section 402.05 makes specific reference to the Commission's rule requiring issuers to distribute broker search cards 20 business days in advance of a record date. However, Section 402.05 of the Manual in its current form also separately states that a listed company's inquiry of brokers must be made not less than 10 days in advance of a record date. The Exchange imposed this absolute 10 day minimum in recognition of the fact that the provisions of SEC Rule 14a-13 allow, in certain limited circumstances, for a listed company to inquire of brokers less than 20 days in advance of a record date for a special meeting (but not for an annual shareholders' meeting). While providing for limited exceptions to the 20-day advance inquiry requirement, SEC Rule 14a-13 does not explicitly establish an absolute minimum number of days that the inquiry must be made in advance of the record date.

Based on conversations with market participants and the SEC staff, the Exchange has become concerned that Section 402.05 of the Manual, as currently drafted, may lead to confusion with respect to what is required of listed companies making inquiry of

brokers in advance of a shareholder meeting. First, despite making specific reference to the Commission's 20-day advance inquiry rule (*i.e.*, SEC Rule 14a-13), the Exchange believes Section 402.05 could be read as requiring only a 10-day advance inquiry. Second, the Exchange understands that while Rule 14a-13(a)(3)(i) and (ii) codifies two exceptions to the 20-day advance inquiry requirement, any company seeking to rely on these exceptions in the limited, if any, circumstances in which the SEC would not object is not prohibited from conducting its inquiry less than 10 days in advance of the record date. Third, the Exchange has not adopted a rule, as contemplated by Rule 14a-13(a)(3)(iii), that permits issuers to show "good cause" for why they cannot comply with Rule 14a-13's advance inquiry requirement. Accordingly, the Exchange believes that the 10-day period presently described in Section 402.05 is in conflict with the requirements of Rule 14a-13. Therefore, the Exchange proposes to revise Section 402.05 of the Manual to clarify that listed companies soliciting proxy material through brokers or other entities must comply with the provisions of SEC Rule 14a-13 and that the Exchange does not impose any additional requirements with respect to the relevant inquiry of brokers. Further, the Exchange proposes to delete the requirement in Section 402.05 of the Manual that listed companies immediately advise the Exchange if it becomes impossible for them to make an inquiry of brokers at least ten days before a record date. Given that listed companies are required to comply with SEC Rule 14a-13 and the Exchange has no authority to waive compliance with such rule, the Exchange believes that such notice requirement is unnecessary.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section

6(b)⁴ of the Act, in general, and furthers the objectives of Section 6(b)(5) of the Act,⁵ in particular in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. The Exchange believes that the proposed amendment is consistent with the investor protection objectives of Section 6(b)(5) because it eliminates potential confusion between the requirements of SEC Rule 14a-13 and Exchange rules and clarifies that SEC Rule 14a-13 is the ultimate authority with respect to requirements related to inquiry of brokers in advance of a shareholder meeting.

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 that is not necessary or appropriate in furtherance of the purpose of the Act. The proposed rule change does not significantly affect competition, but rather simply seeks to align the Exchange rule with SEC Rule 14a-13 with respect to requirements related to inquiry of brokers in advance of a shareholder meeting.

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

No written comments were solicited or received with respect to the proposed rule change.

⁴ 15 U.S.C. 78f(b).

⁵ 15 U.S.C. 78f(b)(5).

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

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act⁶ and Rule 19b-4(f)(6) thereunder.⁷ Because the proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative prior to 30 days from the date on which it was filed, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6)(iii) thereunder.

A proposed rule change filed under Rule 19b-4(f)(6)⁸ normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),⁹ the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest.

At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section

⁶ 15 U.S.C. 78s(b)(3)(A)(iii).

⁷ 17 CFR 240.19b-4(f)(6).

⁸ 17 CFR 240.19b-4(f)(6).

⁹ 17 CFR 240.19b-4(f)(6)(iii).

19(b)(2)(B)¹⁰ of the Act to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

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

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NYSE-2015-07 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-NYSE-2015-07. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld

¹⁰ 15 U.S.C. 78s(b)(2)(B).

from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Section, 100 F Street, NE, Washington, DC 20549-1090. Copies of the filing will also be available for website viewing and printing at the NYSE's principal office and on its Internet website at www.nyse.com. 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-NYSE-2015-07 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.¹¹

Kevin M. O'Neill
Deputy Secretary

¹¹ 17 CFR 200.30-3(a)(12).

Additions underscored
Deletions [bracketed]

NYSE Listed Company Manual

Section 4—Shareholder’s Meetings and Proxies

Sec. 402.05 Solicitation of Proxies through Member Organizations

Companies or other soliciting proxy material through brokers must make inquiry of brokers [at least 10* days] in advance of the record date before the meeting in order to determine the number of sets of proxy soliciting materials necessary to enable brokers to supply each beneficial owner with a set. Such inquiry must be conducted in compliance with Rule 14a-13 under the Securities Exchange Act of 1934. A return postcard should be provided for this purpose and should also indicate an agreement to reimburse out-of-pocket expenses incurred in handling the material. [Should it become impossible for an inquiry to be made of brokers at least ten days before the record date, the Exchange must be advised immediately.] The Exchange does not have a process by which issuers can seek an exemption to the requirements of Rule 14a-13 for good cause shown (as described in Rule 14a-13(a)(3)(iii)).

[*SEC Rule requires issuers to distribute search cards 20 business days in advance of a record date.]
