

Required fields are shown with yellow backgrounds and asterisks.

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

File No. * SR 2022 - * 12

Amendment No. (req. for Amendments *)

Filing by New York Stock Exchange 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 type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
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Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	Rule		
			<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010
Section 806(e)(1) *

Section 806(e)(2) *

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 3C(b)(2) *

Exhibit 2 Sent As Paper Document

Exhibit 3 Sent As Paper Document

Description

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

Proposal to amend Sections 902.03 and 902.11 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 * John Last Name * Carey

Title * Senior Director, NYSE Group Inc.

E-mail * john.carey@nyse.com

Telephone * (212) 656-5640 Fax (212) 656-2028

Signature

Pursuant to the requirements of the Securities Exchange of 1934, New York Stock Exchange LLC has duty caused this filing to be signed on its behalf by the undersigned thereunto duty authorized.

Date 02/25/2022

(Title *)

By Martha Redding

Corporate Secretary

(Name *)

Martha Redding

Digitally signed by Martha Redding
Date: 2022.02.25 14:22:36 -05'00'

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

Required fields are shown with yellow backgrounds and astericks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

Add Remove View

SEC Sub of Re-file rights fees 19b-4 c

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

Ex. 1 SEC Sub of Re-file rights fees 1

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

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

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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 2- Notices, Written Comments, Transcripts, Other Communications

Add Remove View

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

Exhibit Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

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

Exhibit Sent As Paper Document

Exhibit 4 - Marked Copies

Add Remove View

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

Exhibit 5 - Proposed Rule Text

Add Remove View

Ex. 5 SEC Sub of Re-file rights fees 19

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) of the Securities Exchange Act of 1934 (the “Act”)¹ and Rule 19b-4 thereunder,² New York Stock Exchange LLC (“NYSE” or the “Exchange”) proposes to amend Sections 902.03 and 902.11 of the NYSE Listed Company Manual (the “Manual”) to establish fees for the listing of rights and to remove rule text that is no longer applicable.

The text of the proposed rule change is set forth in Exhibit 5 attached hereto. The proposed rule change is available on the Exchange’s website at www.nyse.com, at the Exchange’s principal office, and at the Commission’s Public Reference Room.

- (b) The Exchange does not believe that the proposed rule change would 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:

John Carey
Senior Director
NYSE Group, Inc.
(212) 656-5640

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

- (a) Purpose

The Exchange recently adopted a new listing standard to provide for the listing of

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

rights (See Section 703.12(II) of the Manual).³ The Exchange now proposes to adopt fees for listed rights.

The Exchange proposes to adopt a fee schedule for listed rights equivalent to that currently applicable to listed warrants. Both types of securities represent the right to acquire shares of a listed equity security at a future time. The distinction is that, unlike warrants, rights are generally distributed without charge to all of the holders of a class of existing listed securities. Given the similarities, the Exchange anticipates that the resources devoted to the listing and regulation of rights will be substantially the same as is already the case for listed warrants. As such, the Exchange proposes to apply the same fee schedule to listed rights as it currently applies to warrants under Section 902.03 of the Manual. In connection with the listing of a class of warrants, Section 902.03 provides for a fee of \$0.004 per warrant. Section 902.03 provides that listed warrants are subject to annual fees at a rate of \$0.0017 per warrant, subject to a minimum annual fee of \$5,000 per series of warrants. While the aforementioned fees currently apply to listed warrants, there are specific provisions for warrants of two types of issuers – foreign issuers and Acquisition Companies. As described below, the Exchange proposes to apply the same fees for rights associated with those types of companies.

Section 902.03 includes text that describes fees for warrants issued by foreign companies, where the common equity securities into which the warrants are exercisable trade in the form of American Depositary Receipts on the Exchange. Specifically, Section 902.03 provides that, where a listed company's primary listed security is an ADR and it lists warrants that are exercisable into the equity securities underlying such ADRs, it will be charged: (i) initial listing fees for the warrants adjusted to reflect the maximum number of ADRs that could be created upon exercise of such warrants; and (ii) annual fees for the outstanding warrants adjusted to reflect the maximum number of ADRs that could be created upon exercise of such warrants. The Exchange proposes to apply these same provisions to rights issued by a foreign company where the company's primary listed security is an ADR and it lists rights that are exercisable into the equity securities underlying such ADRs.

Section 902.11 sets forth the fees applicable to Acquisition Companies (i.e., Special Purpose Acquisition Companies or "SPACs") listed under Section 102.06 of the Manual. SPACs typically sell units in their initial public offering consisting of a common share and one or more warrants (or a fraction of a warrant). Under Section 902.11, a listed Acquisition Company is subject to a flat annual fee of \$85,000, covering both its common shares and its warrants. The Exchange proposes to amend this provision to specify that the flat annual fee also covers any rights issued by the Acquisition Company.

³ See Securities Exchange Act Release No. 94075 (January 27, 2022); 87 FR 5915 (February 2, 2022) (SR-NYSE-2022-03).

The Exchange also proposes to delete rule text from both Section 902.03 and Section 902.11 regarding fees that were in effect for calendar years prior to 2022 but are no longer in effect, as this rule text is now irrelevant.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,⁴ in general, and furthers the objectives of Section 6(b)(4)⁵ of the Act, in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges. The Exchange also believes that the proposed rule change is consistent with Section 6(b)(5) of the Act,⁶ 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 and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange operates in a highly competitive marketplace for the listing of the various categories of securities, including the rights affected by the proposed fees. The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS,⁷ the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”⁸

The Exchange believes that the ever-shifting market share among the exchanges with respect to new listings and the transfer of existing listings between competitor exchanges demonstrates that issuers can choose different listing markets in response to fee changes. Accordingly, competitive forces constrain exchange listing fees. Stated otherwise, changes to exchange listing fees can have a direct effect on the ability of an exchange to compete for new listings and retain existing listings.

⁴ 15 U.S.C. 78f(b).

⁵ 15 U.S.C. 78f(b)(4).

⁶ 15 U.S.C. 78f(b)(5).

⁷ Release No. 34-51808 (June 9, 2005); 70 FR 37496 (June 29, 2005).

⁸ See Regulation NMS, 70 FR at 37499.

As discussed above, rights are very similar in their structure to warrants. And the Exchange anticipates devoting substantially the same resources to the listing of a series of rights as it does to the listing of a series of warrants. Therefore, the Exchange believes that it is reasonable and represents an equitable allocation of its fees among market participants to apply to listed rights the existing fees currently charged to issuers of listed warrants.

The Exchange believes that the proposal is not unfairly discriminatory because the same fee schedule will apply to all issuers of listed rights. In addition, rights have substantial structural similarities to warrants and the Exchange believes it is therefore appropriate to apply the same fee schedule to the two classes of securities. Conversely, rights are not similar in nature to any other class of securities listed on the Exchange, so the Exchange does not believe it is unfairly discriminatory to charge different fees for the listed rights than for any other class of listed securities other than warrants. Further, the Exchange operates in a competitive environment and its fees are constrained by competition in the marketplace. Other national securities exchanges currently list rights, and if a company believes that the Exchange's fees are unreasonable it can decide either not to list its rights or to list them on an alternative venue.

The Exchange believes that the proposal to charge listing fees for rights on an ADR-equivalent basis is equitable and not unfairly discriminatory because it would remove the anomalous outcome that a company whose listed ADRs represent multiple underlying common shares would otherwise be required to pay higher fees for the listing of rights exercisable into its listed equity securities than are paid by a company whose common stock is listed directly or whose listed ADRs represent a single common share.

The Exchange recognizes that the proposal would result in a differential treatment of rights issued by companies with ADRs listed on the Exchange from that of other issuers of rights, leading to lower bills in many cases for the companies with listed ADRs. However, the Exchange notes that companies with listed ADRs that represent multiple underlying shares (or fractional shares) face unique circumstances when deciding how to structure their rights. If those companies want to market their rights in both their home market and the United States, there are clear advantages to the company and its investors if the same security is issued in both markets. In particular, issuing the same security avoids pricing confusion and, by ensuring complete fungibility, facilitates the movement of rights between the two markets in aftermarket trading. As the ADRs would not be traded in the home market and might not be properly understood by investors there, it is clear why a company would make the decision to issue rights to purchase a single common share in both markets rather than issuing rights to purchase ADRs in the US market and rights to purchase a single share in the home market. While other categories of listed companies may also sometimes choose to issue rights that are exercisable for multiple listed common shares or a fraction of a common share, their reasons for doing so are not the same unique market structural reasons that

cause foreign companies to do so when their listed equity security is an ADR. Consequently, while the proposal does result in a different treatment of foreign companies with listed ADRs in a very limited circumstance, the Exchange believes that this proposed difference in treatment is not unfairly discriminatory. The Exchange also notes that foreign companies with listed ADRs would not always pay lower fees on rights if this proposal was adopted. Rather, the issuer would always pay fees on an ADR-equivalent basis, which would result in lower fees if the listed ADR represents multiple common shares and higher fees if it represents a fractional common share.

The changes the Exchange proposes to make to Sections 902.02 and 902.11 to remove provisions that are no longer needed, as they do not apply by their terms to any calendar year starting after January 1, 2022, are non-substantive in nature.

For the foregoing reasons, the Exchange believes that the proposal is consistent with the Act.

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 purposes of the Act. The proposed rule change is designed to ensure that the fees charged by the Exchange accurately reflect the services provided and benefits realized by listed companies. The market for listing services is extremely competitive. Each listing exchange has a different fee schedule that applies to issuers seeking to list securities on its exchange. Issuers have the option to list their securities on these alternative venues based on the fees charged and the value provided by each listing. Because issuers have a choice to list their securities on a different national securities exchange, the Exchange does not believe that the proposed fee changes impose a burden on competition.

Intramarket Competition.

The proposed amended fees will be charged to all listed issuers on the same basis. The Exchange does not believe that the proposed fees will have any meaningful effect on the competition among issuers listed on the Exchange.

Intermarket Competition.

The Exchange operates in a highly competitive market in which issuers can readily choose to list new securities on other exchanges and transfer listings to other exchanges if they deem fee levels at those other venues to be more favorable. Because competitors are free to modify their own fees in response, and because issuers may change their chosen listing venue, the Exchange does not believe its proposed fee change can impose any burden on intermarket competition.

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 foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)(ii) of the Act⁹ and subparagraph (f)(2) of Rule 19b-4¹⁰ because it establishes a due, fee, or other charge imposed by the Exchange. 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 Exchange Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B) of the Exchange Act to determine whether the proposed rule change should be approved or disapproved.¹¹

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

None.

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.

⁹ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁰ 17 CFR 240.19b-4(f)(2).

¹¹ 15 U.S.C. 78s(b)(2)(B).

11. Exhibits

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

Exhibit 5 – Proposed Rule Text

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NYSE-2022-12)

[Date]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Sections 902.03 and 902.11 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 25, 2022, 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 Sections 902.03 and 902.11 of the NYSE Listed Company Manual (the “Manual”) to establish fees for the listing of rights and to remove rule text that is no longer applicable. 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 recently adopted a new listing standard to provide for the listing of rights (See Section 703.12(II) of the Manual).⁴ The Exchange now proposes to adopt fees for listed rights.

The Exchange proposes to adopt a fee schedule for listed rights equivalent to that currently applicable to listed warrants. Both types of securities represent the right to acquire shares of a listed equity security at a future time. The distinction is that, unlike warrants, rights are generally distributed without charge to all of the holders of a class of existing listed securities. Given the similarities, the Exchange anticipates that the resources devoted to the listing and regulation of rights will be substantially the same as is already the case for listed warrants. As such, the Exchange proposes to apply the same fee schedule to listed rights as it currently applies to warrants under Section 902.03 of the

⁴ See Securities Exchange Act Release No. 94075 (January 27, 2022); 87 FR 5915 (February 2, 2022) (SR-NYSE-2022-03).

Manual. In connection with the listing of a class of warrants, Section 902.03 provides for a fee of \$0.004 per warrant. Section 902.03 provides that listed warrants are subject to annual fees at a rate of \$0.0017 per warrant, subject to a minimum annual fee of \$5,000 per series of warrants. While the aforementioned fees currently apply to listed warrants, there are specific provisions for warrants of two types of issuers –foreign issuers and Acquisition Companies. As described below, the Exchange proposes to apply the same fees for rights associated with those types of companies.

Section 902.03 includes text that describes fees for warrants issued by foreign companies, where the common equity securities into which the warrants are exercisable trade in the form of American Depositary Receipts on the Exchange. Specifically, Section 902.03 provides that, where a listed company’s primary listed security is an ADR and it lists warrants that are exercisable into the equity securities underlying such ADRs, it will be charged: (i) initial listing fees for the warrants adjusted to reflect the maximum number of ADRs that could be created upon exercise of such warrants; and (ii) annual fees for the outstanding warrants adjusted to reflect the maximum number of ADRs that could be created upon exercise of such warrants. The Exchange proposes to apply these same provisions to rights issued by a foreign company where the company’s primary listed security is an ADR and it lists rights that are exercisable into the equity securities underlying such ADRs.

Section 902.11 sets forth the fees applicable to Acquisition Companies (i.e., Special Purpose Acquisition Companies or “SPACs”) listed under Section 102.06 of the Manual. SPACs typically sell units in their initial public offering consisting of a common share and one or more warrants (or a fraction of a warrant). Under Section

902.11, a listed Acquisition Company is subject to a flat annual fee of \$85,000, covering both its common shares and its warrants. The Exchange proposes to amend this provision to specify that the flat annual fee also covers any rights issued by the Acquisition Company.

The Exchange also proposes to delete rule text from both Section 902.03 and Section 902.11 regarding fees that were in effect for calendar years prior to 2022 but are no longer in effect, as this rule text is now irrelevant.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,⁵ in general, and furthers the objectives of Section 6(b)(4)⁶ of the Act, in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges. The Exchange also believes that the proposed rule change is consistent with Section 6(b)(5) of the Act,⁷ 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 and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(4).

⁷ 15 U.S.C. 78f(b)(5).

The Exchange operates in a highly competitive marketplace for the listing of the various categories of securities, including the rights affected by the proposed fees. The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS,⁸ the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”⁹

The Exchange believes that the ever-shifting market share among the exchanges with respect to new listings and the transfer of existing listings between competitor exchanges demonstrates that issuers can choose different listing markets in response to fee changes. Accordingly, competitive forces constrain exchange listing fees. Stated otherwise, changes to exchange listing fees can have a direct effect on the ability of an exchange to compete for new listings and retain existing listings.

As discussed above, rights are very similar in their structure to warrants. And the Exchange anticipates devoting substantially the same resources to the listing of a series of rights as it does to the listing of a series of warrants. Therefore, the Exchange believes that it is reasonable and represents an equitable allocation of its fees among market participants to apply to listed rights the existing fees currently charged to issuers of listed warrants.

⁸ Release No. 34-51808 (June 9, 2005); 70 FR 37496 (June 29, 2005).

⁹ See Regulation NMS, 70 FR at 37499.

The Exchange believes that the proposal is not unfairly discriminatory because the same fee schedule will apply to all issuers of listed rights. In addition, rights have substantial structural similarities to warrants and the Exchange believes it is therefore appropriate to apply the same fee schedule to the two classes of securities. Conversely, rights are not similar in nature to any other class of securities listed on the Exchange, so the Exchange does not believe it is unfairly discriminatory to charge different fees for the listed rights than for any other class of listed securities other than warrants. Further, the Exchange operates in a competitive environment and its fees are constrained by competition in the marketplace. Other national securities exchanges currently list rights, and if a company believes that the Exchange's fees are unreasonable it can decide either not to list its rights or to list them on an alternative venue.

The Exchange believes that the proposal to charge listing fees for rights on an ADR-equivalent basis is equitable and not unfairly discriminatory because it would remove the anomalous outcome that a company whose listed ADRs represent multiple underlying common shares would otherwise be required to pay higher fees for the listing of rights exercisable into its listed equity securities than are paid by a company whose common stock is listed directly or whose listed ADRs represent a single common share.

The Exchange recognizes that the proposal would result in a differential treatment of rights issued by companies with ADRs listed on the Exchange from that of other issuers of rights, leading to lower bills in many cases for the companies with listed ADRs. However, the Exchange notes that companies with listed ADRs that represent multiple underlying shares (or fractional shares) face unique circumstances when deciding how to structure their rights. If those companies want to market their rights in

both their home market and the United States, there are clear advantages to the company and its investors if the same security is issued in both markets. In particular, issuing the same security avoids pricing confusion and, by ensuring complete fungibility, facilitates the movement of rights between the two markets in aftermarket trading. As the ADRs would not be traded in the home market and might not be properly understood by investors there, it is clear why a company would make the decision to issue rights to purchase a single common share in both markets rather than issuing rights to purchase ADRs in the US market and rights to purchase a single share in the home market. While other categories of listed companies may also sometimes choose to issue rights that are exercisable for multiple listed common shares or a fraction of a common share, their reasons for doing so are not the same unique market structural reasons that cause foreign companies to do so when their listed equity security is an ADR. Consequently, while the proposal does result in a different treatment of foreign companies with listed ADRs in a very limited circumstance, the Exchange believes that this proposed difference in treatment is not unfairly discriminatory. The Exchange also notes that foreign companies with listed ADRs would not always pay lower fees on rights if this proposal was adopted. Rather, the issuer would always pay fees on an ADR-equivalent basis, which would result in lower fees if the listed ADR represents multiple common shares and higher fees if it represents a fractional common share.

The changes the Exchange proposes to make to Sections 902.02 and 902.11 to remove provisions that are no longer needed, as they do not apply by their terms to any calendar year starting after January 1, 2022, are non-substantive in nature.

For the foregoing reasons, the Exchange believes that the proposal is consistent with the Act.

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 purposes of the Act. The proposed rule change is designed to ensure that the fees charged by the Exchange accurately reflect the services provided and benefits realized by listed companies. The market for listing services is extremely competitive. Each listing exchange has a different fee schedule that applies to issuers seeking to list securities on its exchange. Issuers have the option to list their securities on these alternative venues based on the fees charged and the value provided by each listing. Because issuers have a choice to list their securities on a different national securities exchange, the Exchange does not believe that the proposed fee changes impose a burden on competition.

Intramarket Competition.

The proposed amended fees will be charged to all listed issuers on the same basis. The Exchange does not believe that the proposed fees will have any meaningful effect on the competition among issuers listed on the Exchange.

Intermarket Competition.

The Exchange operates in a highly competitive market in which issuers can readily choose to list new securities on other exchanges and transfer listings to other exchanges if they deem fee levels at those other venues to be more favorable. Because competitors are free to modify their own fees in response, and because issuers may change their chosen listing venue, the Exchange does not believe its proposed fee change

can impose any burden on intermarket competition.

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.

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

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)¹⁰ of the Act and subparagraph (f)(2) of Rule 19b-4¹¹ thereunder, because it establishes a due, fee, or other charge imposed by the Exchange.

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 19(b)(2)(B)¹² 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:

¹⁰ 15 U.S.C. 78s(b)(3)(A).

¹¹ 17 CFR 240.19b-4(f)(2).

¹² 15 U.S.C. 78s(b)(2)(B).

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-2022-12 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-NYSE-2022-12. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only

information that you wish to make available publicly. All submissions should refer to File Number SR-NYSE-2022-12 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.¹³

Eduardo A. Aleman
Deputy Secretary

¹³ 17 CFR 200.30-3(a)(12).

Added text underlined;
Deleted text in [brackets].

NYSE Listed Company Manual

902.03 Fees for Listed Equity Securities

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Listing Fees

Listing Fees Schedule

Listing Fees the first time an issuer lists a class of common shares are charged at a flat rate of \$295,000 and are charged at a flat rate of \$5,000 when an issuer lists an additional class of common shares (including tracking stock).

Listing Fees for the following types of listings are charged at a rate of \$0.004 per share:

- At the time it first lists, an issuer lists one or more classes of preferred stock [or], warrants, or rights, whether or not common shares are also listed at that time;
- Once listed, an issuer lists a new class of preferred stock [or], warrants, or rights.

* * * * *

Limitations on Listing Fees

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Listing Fees for Warrants or Rights Relating to Listed ADRs. If a listed company's primary listed security is an ADR and it lists warrants or rights that are exercisable into the equity securities underlying such ADRs, it will be charged Listing Fees for the warrants or rights adjusted to reflect the maximum number of ADRs that could be created upon exercise of such warrants or rights.

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Annual Fees

Annual Fee Schedule

The Annual Fee for each class of equity security listed is equal to the greater of the minimum fee or the fee calculated on a per share basis:

Type of Security	Minimum Fee	Fee Per Share
Primary class of common shares (including Equity Investment Tracking Stock)	[\$71,000 (\$74,000 [as of January 1, 2022])]	[\$0.00113 (\$0.00117 [as of January 1, 2022])]
Each additional class of common shares (including tracking stock)	\$20,000	[\$0.00113 (\$0.00117 [as of January 1, 2022])]
Primary class of preferred stock (if no class of common shares is listed)	[\$71,000 (\$74,000 [as of January 1, 2022])]	[\$0.00113 (\$0.00117 [as of January 1, 2022])]
Each additional class of preferred stock (whether primary class is common or preferred stock)	\$5,000	[\$0.00113 (\$0.00117 [as of January 1, 2022])]
Each class of warrants <u>or rights</u>	\$5,000	[\$0.00113 (\$0.00117 [as of January 1, 2022])]

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Annual Fees for Warrants or Rights Relating to Listed ADRs. If a listed company's primary listed security is an ADR and it lists warrants or rights that are exercisable into the equity security underlying such ADR, it will be charged Annual Fees for the outstanding warrants or rights adjusted to reflect the maximum number of ADRs that could be created upon exercise of such warrants or rights.

* * * * *

A flat Listing Fee of \$85,000 will be applied at the time a company first lists pursuant to Section 102.06 (Minimum Numerical Standards - Acquisition Companies) as an Acquisition Company (“AC”). This Listing Fee (based on the fee schedule in effect at the time of initial listing) will be billed and payable as of the first anniversary of the Acquisition Company’s initial listing date.

[For the 2021 calendar year, the common shares of Acquisition Companies are subject to the annual fees applicable to common shares set forth in Section 902.03 and the warrants issued by Acquisition Companies are subject to the annual fees for short-term warrants to purchase equity securities set forth in Section 902.06. Notwithstanding the foregoing, the annual fees payable by an Acquisition Company for both common shares and warrants are subject to an aggregate annual limit of \$85,000. For calendar years commencing on or after January 1, 2022,] Acquisition Companies are subject to a flat annual fee of \$85,000, which covers both an Acquisition Company’s common shares and warrants (and, where applicable, rights).

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