

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-73952; File No. SR-NYSEArca-2014-146)

December 29, 2014

Self-Regulatory Organizations; NYSE Arca Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Amending NYSE Arca Equities Rules 7.32 in Order to Increase the Maximum Order Entry Size to Five Million Shares

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 December 18, 2014, NYSE Arca, Inc. (the “Exchange” or “NYSE Arca”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I and II 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 NYSE Arca Equities Rules 7.32 in order to increase the maximum order entry size to five million shares. 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.

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

¹ 15 U.S.C.78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

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

NYSE Arca Equities Rule 7.32 (“Rule 7.32”) currently provides that orders entered with a size greater than one million shares shall be rejected. The Exchange proposes to amend Rule 7.32 to increase the size of orders that may be entered on the Exchange. As proposed, Rule 7.32 would be amended to specify that orders entered with a size greater than five million shares would be rejected.⁴ The Exchange believes that the increased maximum order size would enable ETP Holders with orders sized larger than one million shares to enter a single order at the Exchange rather than have to break such order into separate orders of one million shares or less for purposes of order entry at the Exchange.⁵ The Exchange notes that ETP Holders entering such large-sized orders would be subject to the market access control requirements set forth in Rule 15c3-5 under the Act (“Rule 15c3-5”) relating to the entry of orders.⁶ The Exchange also proposes, upon at least 24 hours advance notice to market participants, to decrease the maximum order size of five million shares on a security-by-security basis.

Because of the technology changes associated with the proposed rule change, the Exchange proposes to announce the implementation date via Trader Update.

⁴ At the time the current rule was approved, Exchange systems could not accept orders with a size greater than one million shares. See Securities Exchange Act Release No. 71331 (January 16, 2014), 79 FR 3907 (January 23, 2014) (SR-NYSEArca-2014-92) [sic]. Exchange systems are now ready to accept orders up to five million shares.

⁵ The Exchange notes that the New York Stock Exchange, LLC (“NYSE”) supports the entry of orders up to 25,000,000 in size. See NYSE Rule 1000.

⁶ 17 CFR 240.15c3-5.

2. Statutory Basis

The proposed rule change is consistent with Section 6(b)⁷ of the Act, in general, and furthers the objectives of Section 6(b)(5),⁸ in particular, in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, and to remove impediments to and perfect the mechanism of a free and open market and a national market system. Specifically, the Exchange believes that increasing the maximum order size would remove impediments to and perfect a national market system by increasing capacity and providing more efficient methods for ETP Holders to transmit large-sized orders to the Exchange. The Exchange believes that the proposed rule change would not be inconsistent with the public interest and the protection of investors because investors would not be harmed by the increase in the maximum size of orders that the Exchange would accept since ETP Holders entering such large-sized orders would continue to be subject to the market access control requirements of Rule 15c3-5. The Exchange further believes that the proposed ability for the Exchange to decrease the maximum order size on a security-by-security basis following notice to the market also would remove impediments and perfect the mechanism of a free and open market because it provides the Exchange with the flexibility to reduce order entry size to respond to a market event that may warrant a smaller order size entry for a symbol. The Exchange believes that providing at least 24 hours-notice would be consistent with the public interest and the protection of investors as is [sic] would provide time for ETP Holders to adjust their order entry for a symbol should such a decrease be warranted for a symbol.

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

The Exchange does not believe that the proposed rule change imposes any burden on

⁷ 15 U.S.C. § 78f(b).

⁸ 15 U.S.C. § 78f(b)(5).

competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange operates in a highly competitive market environment and the proposed change, by expanding the size of the orders the Exchange would accept, is designed to attract order flow to the Exchange by making the entry of large-sized orders more efficient for ETP Holders.

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 Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act⁹ and Rule 19b-4(f)(6) thereunder.¹⁰ 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.

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

⁹ 15 U.S.C. 78s(b)(3)(A)(iii).

¹⁰ 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires the Exchange to give the Commission written notice of the Exchange's intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

Commission will institute proceedings 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-NYSEArca-2014-146 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-NYSEArca-2014-146. 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 such 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-NYSEArca-2014-146 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

Brent J. Fields
Secretary

¹¹ 17 CFR 200.30-3(a)(12).