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28 February 2020
Ms. Vanessa Countryman
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

VIA E-MAIL: rule-comments@sec.gov

Re: Proposed Order Directing the Exchanges and the Financial Industry Regulatory Authority to Submit a New National Market System Plan Regarding Consolidated Equity Market Data (File No. 4-757)

Dear Ms. Countryman:

Wellington Management Company LLP (“**Wellington Management**”) appreciates the opportunity to provide comments to the Securities and Exchange Commission (the “**Commission**” or “**SEC**”) on the proposed order to reform the governance of the national market system (the “**Proposal**”). Wellington Management is a registered investment adviser structured as a private partnership, privileged to manage over \$1.15 trillion in client assets globally across a wide variety of equity, fixed income and asset allocation strategies.

We support the Commission’s Proposal. We agree with the Commission that the evolution of the markets since 2005 necessitates a review of the national market system plans (“**NMS Plans**”) that provide for the dissemination of core equity market data to market participants. Specifically, we agree that non-exchange market participants should have broader participation in the governance of the NMS Plans, including voting rights. We further agree that consolidating the three existing equity data plans into a single consolidated data plan will provide efficiencies and will promote a reduction in latency in the delivery of core equity market data.

Proposed Changes to NMS Plan Governance

Under the current governance structure, the dissemination of equity market data is governed by the participating exchanges and the Financial Industry Regulatory Authority. This structure aligned well with the interests of market participants in 2005 when the exchanges were member-owned, not-for-profit enterprises; market participants could have influence over the governance of the NMS Plans through their ownership of the exchanges. Since 2005, however, the exchanges have de-mutualized and been converted into for-profit enterprises. This de-mutualization has reduced the ability for market participants to influence the governance of the NMS Plans, since the exchanges are now owned by a broader set of shareholders. Further, the exchanges sell proprietary data that effectively competes with the core data provided under the NMS Plans, except these proprietary data feed provide faster and more robust data. As markets have moved from the relatively slow manual markets existing in 2005 to the faster electronic markets, faster access to data has become critical to effectively seek best execution for our clients.

We agree with the Commission that broader industry participation in the governance of the NMS Plans would be an effective tool to address these conflicts of interest and ensure that core data provided by SIPs continues to improve. Industry participants with voting authority, even if limited to one-third of the total votes as proposed, can serve as a check and balance against the conflicts of interest faced by the exchanges. We further agree that requiring an

independent plan administrator will further mitigate the impact of these conflicts and ensure that the NMS Plans are operated for the benefit of the markets as a whole. Finally, we believe that, by mitigating the potential impact of the conflicts of interest now faced by the exchanges, the revised governance structure will create the potential for further improvements to the speed and robustness of core data.

We also believe the proposed governance structure can address the issues created by the collection of valuable market data. As the Commission notes, the data collected under the NMS Plans is highly valuable, and the NMS Plans should have robust policies to ensure that the use of this data is appropriate and that the data is kept confidential, where required.

Consolidation of Equity Data Plans

We further agree that the consolidation of the three existing equity market data plans into a single plan would increase efficiencies in the operation and administration of these plans, eliminate redundancies, and perhaps even further reduce the latency of the core data dissemination versus proprietary data feeds. We recognize improvements have been made in this area, and expect consolidation to support continued progress.

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We appreciate the opportunity to comment on the Proposal. If you have any questions about our comments or would like any additional information, please contact Lance Dial, Managing Director and Counsel, or me at the number above.

Very truly yours,



Lisa Mahon Lynch
Asc. Director, Global Trading
Wellington Management Company LLP