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November 8, 2023

Via Electronic Mail (rule-comments@sec.gov)

Ms. Vanessa Countryman
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Amendment No. 1 to File No. SR-NSCC-2023-007

Dear Ms. Countryman:

National Securities Clearing Corporation filed a partial amendment to File No. SR NSCC-2023-007 on November 8, 2023, a copy of which is enclosed.

Sincerely,

National Securities Clearing Corporation

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 5

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

File No. * SR 2023 - * 007

Amendment No. (req. for Amendments *) 1

Filing by National Securities Clearing Corporation

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input type="checkbox"/>	Amendment * <input checked="" 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"/>
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Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>
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Rule

<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
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 *).

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 * Last Name *

Title *

E-mail *

Telephone * Fax

Signature

Pursuant to the requirements of the Securities Exchange of 1934, National Securities Clearing Corporation has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date

(Title *)

By

(Name *)

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.

Date: 2023.11.08
10:58:00 -05'00'

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 *

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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 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

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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.

Partial Amendment No. 1 - OCC-NSCC

Amendment No. 1 to SR-NSCC-2023-007

National Securities Clearing Corporation (“NSCC”) is filing this partial amendment to SR-NSCC-2023-007 (“Proposed Rule Change”), which was filed with the Securities and Exchange Commission (“Commission”) on August 10, 2023. The Proposed Rule Change would (1) modify the Amended and Restated Stock Options and Futures Settlement Agreement (“Existing Accord”) dated August 5, 2017, between NSCC and The Options Clearing Corporation (“OCC”) and (2) make certain revisions to the NSCC Rules & Procedures (“NSCC Rules”).

This partial amendment adds information on the implementation of the Proposed Rule Change. NSCC expects to implement the proposed changes within 90 days after the date that NSCC receives regulatory approval for the Proposed Rule Change and OCC receives all necessary regulatory approvals and non-objections for its related regulatory filings (SR-OCC-2023-007 and SR-OCC-2023-801). NSCC proposes such delay in light of the technical system changes that are required by OCC to implement related liquidity stress testing enhancements and to provide sufficient notice to participants following receipt of approval. NSCC would announce the implementation date of the Proposed Rule Change by an Important Notice at least 14 days prior to implementation.

Accordingly, NSCC proposes to amend the Proposed Rule Change by inserting the following text directly above the Statutory Basis section on pages 19 and 51 of the Proposed Rule Change.

Implementation Timeline

NSCC expects to implement the proposed changes within 90 days after the date that NSCC and OCC receive all necessary regulatory approvals for the proposed amendments to the Existing Accord. NSCC would announce the implementation date of the proposed changes by an Important Notice posted to its public website at least 14 days prior to implementation.

NSCC would also amend Exhibit 5 of the Proposed Rule Change in order to add legends to Rule 18, Procedure III, and Addendum K of the NSCC Rules stating that the Proposed Rule Change has been approved by the Commission but is not yet implemented.

Specifically, NSCC proposes to add the following text on page 85 of the Proposed Rule Change (**bold, underlined text** represents additional language to the original proposed text):

RULE 18. PROCEDURES FOR WHEN THE
CORPORATION CEASES TO ACT

[Changes to this Rule 18, as amended by File No. SR-NSCC-2023-007, are available at www.dtcc.com/legal/sec-rule-filings. These changes have been approved by the SEC but have not yet been implemented. These changes will be implemented no later than [insert date 90 days after the latest of (1) the approval of SR-NSCC-2023-007, (2) the approval of SR-OCC-2023-007, and (3) the notice of no objection to SR-OCC-2023-801 by the SEC]. The Corporation will issue an Important Notice at least 14 days in advance of the changes being implemented, and upon implementation this legend will automatically be removed from this Rule 18.]

NSCC proposes to add the following text on page 91 of the Proposed Rule Change (**bold, underlined text** represents additional language to the original proposed text):

PROCEDURE III. TRADE RECORDING SERVICE (INTERFACE WITH
QUALIFIED CLEARING AGENCIES)

[Changes to this Procedure III, as amended by File No. SR-NSCC-2023-007, are available at www.dtcc.com/legal/sec-rule-filings. These changes have been approved by the SEC but have not yet been implemented. These changes will be implemented no later than [insert date 90 days after the latest of (1) the approval of SR-NSCC-2023-007, (2) the approval of SR-OCC-2023-007, and (3) the notice of no objection to SR-OCC-2023-801 by the SEC]. The Corporation will issue an Important Notice at least 14 days in advance of the changes being implemented, and upon implementation this legend will automatically be removed from this Procedure III.]

NSCC proposes to add the following text on page 94 of the Proposed Rule Change (**bold, underlined text** represents additional language to the original proposed text):

ADDENDUM K

THE CORPORATION'S GUARANTY

[Changes to this Addendum K, as amended by File No. SR-NSCC-2023-007, are available at www.dtcc.com/legal/sec-rule-filings. These changes have been approved by the SEC but have not yet been implemented. These changes will be implemented no later than [insert date 90 days after the latest of (1) the approval of SR-NSCC-2023-007, (2) the approval of SR-OCC-2023-007, and (3) the notice of no objection to SR-OCC-2023-801 by the SEC]. The Corporation will issue an Important Notice at least 14 days in advance of the changes being implemented, and upon implementation this legend will automatically be removed from this Addendum K.]
