

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-64119; File No. SR-OCC-2011-02)

March 24, 2011

Self-Regulatory Organizations; The Options Clearing Corporation; Order Approving Proposed Rule Change to Accommodate the Clearance of Relative Performance Options

I. Introduction

On January 19, 2011, The Options Clearing Corporation (“OCC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change SR-OCC-2011-02 pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”).¹ The proposed rule change was published for comment in the Federal Register on February 7, 2011.² No comment letters were received on the proposal. This order approves the proposal.

II. Description

The purpose of this rule change is to accommodate the clearance of options on certain indexes measuring the relative performance of one reference security or reference index relative to a second reference security or reference index (“Relative Performance Options”).³ The revised rules have been broadly drafted to cover Alpha Options, a Relative Performance Option described below, and any similar product that may be listed on any participant exchange in the future.

NASDAQ OMX PHLX LLC (“Phlx”) is proposing to list options (“Alpha Options”)⁴ on

¹ 15 U.S.C. 78s(b)(1).

² Securities Exchange Act Release No. 34-63811 (February 1, 2011), 76 FR 6648 (February 7, 2011).

³ A reference security may be an exchange-traded fund (“ETF”).

⁴ Securities Exchange Act Release No. 34-63575 (December 17, 2010), 75 FR 81320 (December 27, 2010) [File No. SR-Phlx-2010-176].

NASDAQ OMX Alpha Indexes (“Alpha Indexes”), a family of indexes developed by NASDAQ OMX Group, Inc. (“Nasdaq”). Alpha Indexes measure relative total returns of one underlying stock and one underlying ETF, which are also traded on the Phlx.⁵ An Alpha Index is calculated by measuring the total return performance of the Target Component relative to the total return performance of the Benchmark Component based upon prices of transactions on the primary listing exchange of each underlying component. Each Alpha Index will initially be set at 100.00. Alpha Options will be cash-settled, European-style options. In the event of a corporate event that eliminates one of the underlying components of an Alpha Index, Nasdaq will cease calculation of the Alpha Index for that pair of underlying components, and all outstanding option positions will be immediately settled at the last disseminated price of that Alpha Index.

Relative Performance Options are highly similar to other index options cleared by OCC except for the identity and nature of the underlying index. Therefore, OCC believes that the provisions of its By-Laws and Rules governing index options, as they are currently in effect, are generally sufficient to support the clearance and settlement of Relative Performance Options. However, minor modifications are needed to support the clearance and settlement of Alpha Options and other types of Relative Performance Options that may be introduced in the future. For example, OCC’s current Rules do not account for the possibility of an index having a negative value as could occur for certain Relative Performance Indexes. If this should ever occur, the index value would be deemed to be equal to zero or, because certain systems may not accept a zero index value, a near-zero positive amount. Therefore, OCC is modifying its By-

⁵ The combination of the two components is referred to as an “Alpha Pair.” The first component of each Alpha Pair is referred to as the “Target Component” and the second component is referred to as the “Benchmark Component.”

Laws to provide for such potential adjustments of the index value by either the listing exchange or OCC.

In addition, OCC's current By-Laws do not account for the possibility that an expiration date may be accelerated when a reference security (i.e., an individual reference security and not a reference index) that is one of the components of an underlying relative performance index ceases to be published as a result of a cash-out merger or similar corporate event. If the value of an underlying Relative Performance Index ceases to be published as a result of such an event, the value of the overlying options would become fixed. Therefore, OCC proposes to modify its By-Laws to provide that OCC will either accelerate or not accelerate the expiration in consultation with the relevant exchange on which the index underlying a Relative Performance Option is listed.

III. Discussion

Section 17A(b)(3)(F) of the Act⁶ requires, among other things, that the rules of a clearing agency be designed to remove impediments to and perfect the mechanism of a national system for the prompt and accurate clearance and settlement of securities transactions. Because the proposed rule change modifies OCC's Rules and By-Laws to support the clearance of Alpha Options and other types of Relative Performance Options that may be introduced in the future, the proposed rule change is facilitating the perfection of the national system for the clearance and settlement of securities transactions and therefore is consistent with the requirements of Section 17A(b)(3)(F) of the Act.

IV. Conclusion

On the basis of the foregoing, the Commission finds that the proposal is consistent with

⁶ 15 U.S.C. 78q-1(b)(3)(F).

the requirements of the Act and in particular with the requirements of Section 17A of the Act⁷ and the rules and regulations thereunder.

IT IS THEREFORE ORDERED, pursuant to Section 19(b)(2) of the Act,⁸ that the proposed rule change (File No. SR-OCC-2011-02) be, and hereby is, approved.⁹

For the Commission by the Division of Trading and Markets, pursuant to delegated authority.¹⁰

Cathy H. Ahn
Deputy Secretary

⁷ 15 U.S.C. 78q-1.

⁸ 15 U.S.C. 78s(b)(2).

⁹ In approving the proposed rule change, the Commission considered the proposal's impact on efficiency, competition and capital formation. 15 U.S.C. 78c(f).

¹⁰ 17 CFR 200.30-3(a)(12).