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OMB Number: 3235-0045
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Page 1 of	* 15		EXCHANGE COMM TON, D.C. 20549 orm 19b-4		File No.* S	SR - 2020 - * 010 mendments *)
Filing by Financial Industry Regulatory Authority						
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934						
Initial * ✓	Amendment *	Withdrawal	Section 19(b)(2) *	Section V	on 19(b)(3)(A) *	Section 19(b)(3)(B) *
1 1101	Extension of Time Period for Commission Action *	Date Expires *		19b-4(f)(2) 19b-4(f)(5)	
	proposed change pursuant	to the Payment, Clear Section 806(e)(2) *	ing, and Settlement <i>i</i>	Act of 2010	Security-Based Swap to the Securities Exch Section 3C(b)(2)	
Exhibit 2 Sent As Paper Document Exhibit 3 Sent As Paper Document						
Provide a brief description of the action (limit 250 characters, required when Initial is checked *). Proposed Rule Change to Provide Members with Additional Time to Comply with the Amendments Adopted by SR -FINRA-2019-014						
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 Nar	me * Racquel		Last Name * Russ	ell		
Title * Associate General Counsel						
E-mail *	Racquel.Russell@finr	a.org				
Telephor	ne * (202) 728-8363	Fax (202) 728-8264	1			
Signature Pursuant to the requirements of the Securities Exchange Act of 1934, has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.						
(Title *)						
-	4/01/2020		Senior Vice Preside Policy	ent and Direct	or of Capital Markets	
By S	tephanie Dumont		-			
(Name *) NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.						

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 For complete Form 19b-4 instructions please refer to the EFFS website. The self-regulatory organization must provide all required information, presented in a Form 19b-4 Information * clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal Remove is consistent with the Act and applicable rules and regulations under the Act. The Notice section of this Form 19b-4 must comply with the guidelines for publication Exhibit 1 - Notice of Proposed Rule Change * 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 Add Remove View 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) The Notice section of this Form 19b-4 must comply with the guidelines for publication **Exhibit 1A- Notice of Proposed Rule** in the Federal Register as well as any requirements for electronic filing as published Change, Security-Based Swap Submission, by the Commission (if applicable). The Office of the Federal Register (OFR) offers or Advance Notice by Clearing Agencies * 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, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3) Exhibit 2 - Notices, Written Comments, Copies of notices, written comments, transcripts, other communications. If such Transcripts, Other Communications documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G. Remove View Add Exhibit Sent As Paper Document П Exhibit 3 - Form, Report, or Questionnaire 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 Add Remove View referred to by the proposed rule change. Exhibit Sent As Paper Document The full text shall be marked, in any convenient manner, to indicate additions to and **Exhibit 4 - Marked Copies** deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit Add View Remove 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** 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 Add Remove View of the proposed rule change. If the self-regulatory organization is amending only part of the text of a lengthy Partial Amendment 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 ("Act"), ¹ Financial Industry Regulatory Authority, Inc. ("FINRA") is filing with the Securities and Exchange Commission ("SEC" or "Commission") a proposed rule change to provide members with additional time to comply with the amendments adopted by SR-FINRA-2019-014 related to transactions in U.S. Treasury Securities executed to hedge certain primary market transactions.

The proposed rule change would not make any change to the text of FINRA rules.

- (b) Not applicable.
- (c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The FINRA Board of Governors authorized the filing of the proposed rule change with the SEC. No other action by FINRA is necessary for the filing of the proposed rule change.

FINRA has filed the proposed rule change for immediate effectiveness. The new operative date of the amendments adopted by SR-FINRA-2019-014 will be August 3, 2020.

3. <u>Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change</u>

(a) Purpose

On June 21, 2019, the SEC approved SR-FINRA-2019-014, which amended FINRA Rule 6730 (Transaction Reporting) to: (a) provide members until the close of

¹ 15 U.S.C. 78s(b)(1).

TRACE System Hours on the next business day (<u>i.e.</u>, until 6:29:59 p.m. ET on T+1) to report transactions in U.S. Treasury Securities² executed to hedge a P1³ transaction, and (b) require members to append a new trade modifier when reporting TRACE transactions in U.S. Treasury Securities that are executed to hedge a P1 transaction.⁴ On September 19, 2019, FINRA published <u>Regulatory Notice</u> 19-30 announcing SEC approval of the proposed rule change and establishing an effective date of June 1, 2020.⁵

In light of significant impacts that the spread of coronavirus disease (COVID-19) may have on member firms, FINRA is extending the effective date of the amendments adopted by SR-FINRA-2019-014 related to U.S. Treasury Security hedge transactions to

Rule 6710(p) defines a "U.S. Treasury Security" as "a security, other than a savings bond, issued by the U.S. Department of the Treasury to fund the operations of the federal government or to retire such outstanding securities." The term "U.S. Treasury Security" also includes separate principal and interest components of a U.S. Treasury Security that has been separated pursuant to the Separate Trading of Registered Interest and Principal of Securities ("STRIPS") program operated by the U.S. Department of Treasury.

[&]quot;List or Fixed Offering Price Transactions" and "Takedown Transactions," which are identified with the "P1" modifier, generally are primary market sale transactions on the first day of trading of a security: (i) by a sole underwriter, syndicate manager, syndicate member or selling group member at the published or stated list or fixed offering price (or, for Takedown Transactions, at a discount from the published or stated list or fixed offering price) or (ii) in the case of primary market sale transactions effected pursuant to Securities Act Rule 144A, by an initial purchaser, syndicate manager, syndicate member or selling group member at the published or stated fixed offering price (or, for Takedown Transactions, at a discount from the published or stated fixed offering price). See Rule 6710(q) and (r).

See Securities Exchange Act Release No. 86178 (June 21, 2019), 84 FR 30783
 (June 27, 2019) (Order Approving File No. SR-FINRA-2019-014).

See <u>Regulatory Notice</u> 19-30 (SEC Approves Amendments Relating to Transactions in U.S. Treasury Securities Executed to Hedge a Primary Market Transaction) (September 19, 2019).

allow members additional time to prepare for implementation of the new requirements. FINRA believes that, given the need for members to reallocate resources in response to COVID-19, members would benefit from additional time to, among other things, implement and test technology changes, update policies and procedures, and perform staff training related to implementation of the U.S. Treasury Security hedge amendments. FINRA notes that the implementation delay will not impact transparency because transactions in U.S. Treasury Securities currently are not disseminated.

As noted in Item 2 of this filing, FINRA has filed the proposed rule change for immediate effectiveness. The new operative date of the amendments adopted by SR-FINRA-2019-014 will be August 3, 2020.

(b) Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,⁶ which requires, among other things, that FINRA rules must be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest and Section 15A(b)(9) of the Act,⁷ which requires that FINRA rules not impose any burden on competition that is not necessary or appropriate.

FINRA believes that providing members with additional time to comply with the changes adopted by SR-FINRA-2019-014 will ease compliance burdens for members as they reallocate resources in response to COVID-19. FINRA notes that the

^{6 15} U.S.C. 78<u>o</u>-3(b)(6).

⁷ 15 U.S.C. 78o-3(b)(9).

implementation delay will not impact transparency because transactions in U.S. Treasury Securities currently are not disseminated.

4. <u>Self-Regulatory Organization's Statement on Burden on Competition</u>

FINRA does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change would provide all affected members additional time to prepare for the implementation of the new U.S. Treasury Security hedging requirements, which should ease members' implementation burdens given the need to reallocate resources in response to COVID-19.

5. <u>Self-Regulatory Organization's Statement on Comments on the Proposed</u> <u>Rule Change Received from Members, Participants, or Others</u>

Written comments were neither solicited nor received.

6. Extension of Time Period for Commission Action

Not applicable.

7. <u>Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for</u> Accelerated Effectiveness Pursuant to Section 19(b)(2) or Section 19(b)(7)(D)

FINRA has designated this rule filing as non-controversial under Section 19(b)(3)(A) of the Act⁸ and paragraph (f)(6) of Rule 19b-4 thereunder.⁹ FINRA asserts that the proposed rule change: (1) will not significantly affect the protection of investors or the public interest, (2) will not impose any significant burden on competition, and (3) and will not become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate. In addition, FINRA provided the

⁸ 15 U.S.C. 78s(b)(3)(A).

⁹ 17 CFR 240.19b-4(f)(6).

Commission with written notice of its 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, or such shorter time as designated by the Commission.¹⁰

FINRA believes that the proposed rule change will not significantly affect the protection of investors or the public interest because the proposed rule change will provide members with a reasonable additional period of time to comply with the amendments adopted by SR-FINRA-2019-014 related to transactions in U.S. Treasury Securities executed to hedge certain primary market transactions, which FINRA believes is appropriate in light of firms' need to reallocate resources due to COVID-19. Accordingly, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹¹ and paragraph (f)(6) of Rule 19b-4 thereunder. 12

At any time within sixty (60) days of the filing of such proposed rule change, the Commission may summarily 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.

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

Not applicable.

9. <u>Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act</u>
Not applicable.

¹⁰ 17 CFR 240.19b-4(f)(6)(iii).

¹⁵ U.S.C. 78s(b)(3)(A).

¹² 17 CFR 240.19b-4(f)(6).

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

Exhibit 1. Completed notice of proposed rule change for publication in the Federal Register.

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EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34- ; File No. SR-FINRA-2020-010)

Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Provide Members with Additional Time to Comply with the Amendments Adopted by SR-FINRA-2019-014

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² notice is hereby given that on , Financial Industry Regulatory Authority, Inc. ("FINRA") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by FINRA. FINRA has designated the proposed rule change as constituting a "non-controversial" rule change under paragraph (f)(6) of Rule 19b-4 under the Act,³ which renders the proposal effective upon receipt of this filing by the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. <u>Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change</u>

FINRA is proposing to provide members with additional time to comply with the amendments adopted by SR-FINRA-2019-014 related to transactions in U.S. Treasury Securities executed to hedge certain primary market transactions.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.19b-4(f)(6).

The text of the proposed rule change is available on FINRA's website at http://www.finra.org, at the principal office of FINRA and at the Commission's Public Reference Room.

II. <u>Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis</u> for, the Proposed Rule Change

In its filing with the Commission, FINRA 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 these statements may be examined at the places specified in Item IV below. FINRA has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

- A. <u>Self-Regulatory Organization's Statement of the Purpose of, and Statutory</u>
 <u>Basis for, the Proposed Rule Change</u>
- 1. Purpose

On June 21, 2019, the SEC approved SR-FINRA-2019-014, which amended FINRA Rule 6730 (Transaction Reporting) to: (a) provide members until the close of TRACE System Hours on the next business day (i.e., until 6:29:59 p.m. ET on T+1) to report transactions in U.S. Treasury Securities⁴ executed to hedge a P1⁵ transaction, and

Rule 6710(p) defines a "U.S. Treasury Security" as "a security, other than a savings bond, issued by the U.S. Department of the Treasury to fund the operations of the federal government or to retire such outstanding securities." The term "U.S. Treasury Security" also includes separate principal and interest components of a U.S. Treasury Security that has been separated pursuant to the Separate Trading of Registered Interest and Principal of Securities ("STRIPS") program operated by the U.S. Department of Treasury.

[&]quot;List or Fixed Offering Price Transactions" and "Takedown Transactions," which are identified with the "P1" modifier, generally are primary market sale transactions on the first day of trading of a security: (i) by a sole underwriter, syndicate manager, syndicate member or selling group member at the published or stated list or fixed offering price (or, for Takedown Transactions, at a discount from the published or stated list or fixed offering price) or (ii) in the case of

(b) require members to append a new trade modifier when reporting TRACE transactions in U.S. Treasury Securities that are executed to hedge a P1 transaction.⁶ On September 19, 2019, FINRA published <u>Regulatory Notice</u> 19-30 announcing SEC approval of the proposed rule change and establishing an effective date of June 1, 2020.⁷

In light of significant impacts that the spread of coronavirus disease (COVID-19) may have on member firms, FINRA is extending the effective date of the amendments adopted by SR-FINRA-2019-014 related to U.S. Treasury Security hedge transactions to allow members additional time to prepare for implementation of the new requirements. FINRA believes that, given the need for members to reallocate resources in response to COVID-19, members would benefit from additional time to, among other things, implement and test technology changes, update policies and procedures, and perform staff training related to implementation of the U.S. Treasury Security hedge amendments. FINRA notes that the implementation delay will not impact transparency because transactions in U.S. Treasury Securities currently are not disseminated.

FINRA has filed the proposed rule change for immediate effectiveness. The new operative date of the amendments adopted by SR-FINRA-2019-014 will be August 3, 2020.

primary market sale transactions effected pursuant to Securities Act Rule 144A, by an initial purchaser, syndicate manager, syndicate member or selling group member at the published or stated fixed offering price (or, for Takedown Transactions, at a discount from the published or stated fixed offering price). See Rule 6710(q) and (r).

See Securities Exchange Act Release No. 86178 (June 21, 2019), 84 FR 30783 (June 27, 2019) (Order Approving File No. SR-FINRA-2019-014).

See Regulatory Notice 19-30 (SEC Approves Amendments Relating to Transactions in U.S. Treasury Securities Executed to Hedge a Primary Market Transaction) (September 19, 2019).

2. Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,⁸ which requires, among other things, that FINRA rules must be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest and Section 15A(b)(9) of the Act,⁹ which requires that FINRA rules not impose any burden on competition that is not necessary or appropriate.

FINRA believes that providing members with additional time to comply with the changes adopted by SR-FINRA-2019-014 will ease compliance burdens for members as they reallocate resources in response to COVID-19. FINRA notes that the implementation delay will not impact transparency because transactions in U.S. Treasury Securities currently are not disseminated.

B. <u>Self-Regulatory Organization's Statement on Burden on Competition</u>

FINRA does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change would provide all affected members additional time to prepare for the implementation of the new U.S. Treasury Security hedging requirements, which should ease members' implementation burdens given the need to reallocate resources in response to COVID-19.

⁸ 15 U.S.C. 78<u>o</u>-3(b)(6).

⁹ 15 U.S.C. 780-3(b)(9).

C. <u>Self-Regulatory Organization's Statement on Comments on the Proposed</u> <u>Rule Change Received from Members, Participants, or Others</u>

Written comments were neither solicited nor received.

III. <u>Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action</u>

Because the foregoing 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 for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁰ and Rule 19b-4(f)(6) thereunder.¹¹

At any time within 60 days of the filing of the 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 to determine whether the proposed rule 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)(6).

Electronic Comments:

- Use the Commission's Internet comment form (http://www.sec.gov/rules/sro.shtml); or
- Send an e-mail to <u>rule-comments@sec.gov</u>. Please include File Number
 SR-FINRA-2020-010 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-FINRA-2020-010. 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 a.m. and 3 p.m. Copies of such filing also will be available for inspection and copying at the principal office of FINRA. 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

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information that you wish to make available publicly. All submissions should refer to File Number SR-FINRA-2020-010 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.¹²

> Jill M. Peterson **Assistant Secretary**