

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of \* 16

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

File No. \* SR 2023 - \* 006

Amendment No. (req. for Amendments \*) 2

Filing by Financial Industry Regulatory Authority

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"/>	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 \* Sarah Last Name \* Kwak

Title \* Associate General Counsel

E-mail \* sarah.kwak@finra.org

Telephone \* (202) 728-8471 Fax

**Signature**

Pursuant to the requirements of the Securities Exchange of 1934, Financial Industry Regulatory Authority has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 09/14/2023

(Title \*)

By Philip Shaikun

Vice President and Associate General Counsel

(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.

Philip Shaikun

Digitally signed by Philip Shaikun  
Date: 2023.09.14 15:30:42 -04'00'

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**

Add Remove View

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.

FINRA-2023-006 Partial A-2.docx  
FINRA-2023-006 Partial A-2 Exhibit 4.c  
FINRA-2023-006 Partial A-2 Exhibit 5.c

On March 29, 2023, the Financial Industry Regulatory Authority, Inc. (“FINRA”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) a proposed rule change, SR-FINRA-2023-006, to amend FINRA Rule 3110 (Supervision) to adopt new Supplementary Material .19 (Residential Supervisory Location) (“Proposal”).<sup>1</sup> The Proposal would align FINRA’s definition of an office of supervisory jurisdiction (“OSJ”) and the classification of a location that supervises activities at non-branch locations with the existing residential exclusions set forth in the branch office definition to treat a private residence at which an associated person engages in specified supervisory activities as a non-branch location, subject to safeguards and limitations.

The Commission published the Proposal for public comment in the Federal Register on April 6, 2023, and received 13 comment letters in response.<sup>2</sup> In consideration of these comments, FINRA filed Partial Amendment No. 1 on July 3, 2023<sup>3</sup> and subsequently submitted a letter responding to the comments on the Initial Filing, including those that led to Partial Amendment No. 1.<sup>4</sup>

On July 11, 2023, the SEC published a notice and order in the Federal Register to solicit comments on Partial Amendment No. 1 and to institute proceedings pursuant to Section 19(b)(2)(B) of the Securities Exchange Act of 1934 (“SEA”) to determine whether to approve or disapprove the Proposal as modified by Partial Amendment No. 1.<sup>5</sup> The SEC received 12 comment letters in response to the Order.<sup>6</sup> Contemporaneously with this Partial Amendment No. 2, on September 14, 2023, FINRA submitted by

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<sup>1</sup> See Securities Exchange Act Release No. 97237 (March 31, 2023), 88 FR 20568 (April 6, 2023) (Notice of Filing of File No. SR-FINRA-2023-006) (the “Initial Filing”).

<sup>2</sup> See Attachment A for the list of commenters.

<sup>3</sup> See Partial Amendment No. 1 to File No. SR-FINRA-2023-006 filed on July 3, 2023 (“Partial Amendment”), <https://www.finra.org/sites/default/files/2023-07/sr-2023-006-amendment-No1.pdf>. In such Partial Amendment, FINRA noted that it anticipated submitting by separate letter its response to comments on the Proposal.

<sup>4</sup> See Letter from Sarah Kwak, Associate General Counsel, FINRA, to Vanessa Countryman, Secretary, SEC, dated July 25, 2023 (“Response to Comments No. 1”).

<sup>5</sup> See Securities Exchange Act Release No. 97839 (July 5, 2023), 88 FR 44173 (July 11, 2023) (Order Instituting Proceedings To Determine Whether To Approve or Disapprove File No. SR-FINRA-2023-006) (“Order”).

<sup>6</sup> See Attachment B for the list of commenters in response to the Order.

separate letter its response to the 12 comments letters.<sup>7</sup> As discussed in Response to Comments No. 2, FINRA has determined to amend the Proposal to improve the readability of proposed Rule 3110.19(e)(5).<sup>8</sup>

Proposed Rule 3110.19(e) would provide, in part, that prior to designating an office or location as an RSL, a member must develop a reasonable risk-based approach to designating an office or location as an RSL and conduct and document a risk assessment for the associated person assigned to that office or location. In addition, the assessment must document the factors considered, including among others, whether the associated person at such office or location is now subject to any regulatory communications from a Regulator, including but not limited to, subpoenas, preliminary or routine regulatory inquiries or requests for information, deficiency letters, “blue sheet” requests or other trading questionnaires, or examinations indicating that the associated person at such office or location failed reasonably to supervise another person subject to their supervision (proposed Rule 3110.19(e)(5)).

Fidelity and SIFMA request clarification on part of the language used in proposed Rule 3110.19(e)(5). Specifically, they assert that the position of the phrase, “indicating that the associated person at such office or location failed reasonably to supervise another person subject to their supervision[,]” appearing at the end of the proposed provision makes it unclear as to whether it is meant to apply to examinations only or to all of the communications listed in the proposed provision. To improve the readability of the proposed provision, FINRA is proposing to rearrange the above-referenced phrase in Rule 3110.19(e)(5) to read as “any regulatory communications from a Regulator, indicating that the associated person at such office or location failed to reasonably supervise another person subject to their supervision, including but not limited to, subpoenas, preliminary or routine regulatory inquiries or requests for information, deficiency letters, ‘blue sheet’ requests or other trading questionnaires, or examinations.”<sup>9</sup>

As part of this Partial Amendment No. 2, FINRA is including Exhibit 4, which reflects changes to the text of the proposed rule change pursuant to this Partial Amendment No. 2, marked to show the change to the text as proposed in the Initial Filing

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<sup>7</sup> See Letter from Kosha Dalal, Vice President and Associate General Counsel, FINRA, to Vanessa Countryman, Secretary, SEC, dated September 14, 2023 (“Response to Comments No. 2”).

<sup>8</sup> FINRA is also proposing a technical change to proposed Rule 3110.19(c)(6) to correct the title to Form U4.

<sup>9</sup> FINRA notes that Fidelity suggests starting the phrase with the word “stating” instead of “indicating.” FINRA emphasizes that the proposed adjustment to Rule 3110.18(e)(5) is technical in nature, and FINRA does not believe any further changes to the language in that proposed provision are necessary.

and Partial Amendment No. 1, and Exhibit 5, which reflects all proposed changes to the current rule text, as amended by this Partial Amendment No. 2.

**Attachment A: Alphabetical List of Commenters to File No. SR-FINRA-2023-006, Initial Filing**

1. David T. Bellaire, Financial Services Institute (“FSI”) (April 27, 2023)
2. Hugh Berkson, Public Investors Advocate Bar Association (“PIABA I”) (April 26, 2023)
3. Bernard V. Canepa, Securities Industry and Financial Markets Association (“SIFMA I”) (April 27, 2023)
4. Andrew Hartnett, North American Securities Administrators Association, Inc. (“NASAA I”) (April 27, 2023)
5. Christopher A. Iacovella, American Securities Association (“ASA”) (May 25, 2023)
6. Clifford Kirsch & Eric Arnold, Eversheds Sutherland (US) LLP on behalf of the Committee of Annuity Insurers (the “CAI”) (April 27, 2023)
7. Scott C. Kursman, Citigroup Global Markets, Inc. (“Citigroup”) (April 28, 2023)
8. Theresa J. Manderski, Davenport & Company LLC (“Davenport”) (April 27, 2023)
9. Gail Merken, Janet Dyer & John McGinty, Fidelity Investments (“Fidelity I”) (April 27, 2023)
10. Mark Quinn, Cetera Financial Group (“Cetera I”) (April 27, 2023)
11. James Rabenstine & Holly Butson, Nationwide Financial Services, Inc. (“Nationwide”) (April 24, 2023)
12. Mark Seffinger, LPL Financial (“LPL I”) (May 25, 2023)
13. Karol Sierra-Yanez, MML Investors Services, LLC (“MMLIS”) (April 25, 2023)

**Attachment B: Alphabetical List of Commenters to File No. SR-FINRA-2023-006,  
Partial Amendment**

1. Hugh Berkson, Public Investors Advocate Bar Association (“PIABA II”) (July 31, 2023)
2. Bernard V. Canepa, Securities Industry and Financial Markets Association (“SIFMA III”) (August 15, 2023)
3. Bernard V. Canepa, Securities Industry and Financial Markets Association (“SIFMA II”) (August 1, 2023)
4. Compliance Officer, SEB Securities, Inc. (“SEB”) (July 13, 2023)
5. Michael Friedman, Albert Securities, LLC (“Albert”) (July 24, 2023)
6. Andrew Hartnett, North American Securities Administrators Association, Inc. (“NASAA II”) (July 26, 2023)
7. Jim McHale & Peter Macchio, Wells Fargo & Company (“WFC”) (August 1, 2023);
8. Gail Merken, Janet Dyer & John McGinty, Fidelity Investments (“Fidelity II”) (August 1, 2023)
9. Thomas M. Merritt, Virtu Financial, Inc. (“Virtu”) (August 1, 2023);
10. Mark Quinn, Cetera Financial Group (“Cetera II”) (July 31, 2023)
11. Mark Seffinger, LPL Financial (“LPL II”) (August 1, 2023)
12. Jennifer L. Szaro, XML Securities, LLC, et al. (collectively, “Group of 13”) (July 27, 2023)

**EXHIBIT 4**

Exhibit 4 shows the changes proposed in this Partial Amendment No. 2, with the proposed changes in the original filing and Partial Amendment No. 1 shown as if adopted. Proposed new language in this Partial Amendment No. 2 is underlined; proposed deletions in this Partial Amendment No. 2 are in brackets.

\* \* \* \* \*

**3100. SUPERVISORY RESPONSIBILITIES**

**3110. Supervision**

(a) through (f) No Change.

**••• Supplementary Material: -----**

**.01 through .17** No Change.

**.18 Reserved.**

**.19 Residential Supervisory Location**

(a) through (b) No Change.

**(c) Location Ineligibility Criteria.** An office or location shall not be eligible for designation as an RSL in accordance with Rule 3110.19 if one or more associated persons at such office or location:

(1) through (5) No Change.

(6) has been notified in writing that such associated person is now subject to, any Investigation or Proceeding, as such terms are defined in the Explanation of Terms for the Form U4 (Uniform Application for Securities Industry Registration or Transfer [Registration]), by the SEC, a self-regulatory organization, including FINRA, or state securities commission (or agency or office performing like functions) (each, a “Regulator”) expressly alleging they have failed reasonably to supervise another person subject to their supervision,



with a view to preventing the violation of any provision of the Securities Act, the Exchange Act, the Investment Advisers Act, the Investment Company Act, the Commodity Exchange Act, any state law pertaining to the regulation of securities or any rule or regulation under any of such Acts or laws, or any of the rules of the MSRB or other self-regulatory organization, including FINRA; provided, however, such office or location may be designated or redesignated as an RSL subject to the requirements of this Supplementary Material upon the earlier of: (i) the member's receipt of written notification from the applicable Regulator that such Investigation has concluded without further action; or (ii) one year from the date of the last communication from such Regulator relating to such Investigation.

(d) No Change.

**(e) Risk Assessment.** Subject to the requirements of this Supplementary Material, prior to designating an office or location as an RSL, the member must develop a reasonable risk-based approach to designating such office or location as an RSL, and conduct and document a risk assessment for the associated person assigned to that office or location. The assessment must document the factors considered, including among others, whether the associated person at such office or location is now subject to: (1) customer complaints, taking into account the volume and nature of the complaints; (2) heightened supervision other than where such office or location is ineligible for RSL designation under paragraph (c)(3) of this Supplementary Material; (3) any failure to comply with the member's written supervisory procedures; (4) any recordkeeping violation; and (5) any regulatory communications from a Regulator, indicating that the associated person at such office or location failed reasonably to supervise another person

subject to their supervision, including but not limited to, subpoenas, preliminary or routine regulatory inquiries or requests for information, deficiency letters, “blue sheet” requests or other trading questionnaires, or examinations [indicating that the associated person at such office or location failed reasonably to supervise another person subject to their supervision]. The member must take into account any higher risk activities that take place or a higher risk associated person that is assigned to that office or location.

Consistent with its obligation under Rule 3110(a), the member’s supervisory system must take into consideration any indicators of irregularities or misconduct (i.e., “red flags”) when designating an office or location as an RSL. Red flags should also be reviewed in determining whether it is reasonable to maintain the RSL designation of such office or location in accordance with the requirements of this Supplementary Material and the member should consider evidencing steps taken to address those red flags where appropriate.

\* \* \* \* \*

**EXHIBIT 5**

Exhibit 5 shows the text of the proposed rule change. Proposed new language is underlined; proposed deletions are in brackets.

\* \* \* \* \*

**3100. SUPERVISORY RESPONSIBILITIES**

**3110. Supervision**

(a) through (f) No Change.

**••• Supplementary Material: -----**

.01 through .17 No Change.

.18 Reserved.

**.19 Residential Supervisory Location**

**(a) Conditions for Designation as a Residential Supervisory Location (RSL).**

Notwithstanding any other provisions of Rule 3110(f) and subject to paragraphs (b), (c) and (d) of this Supplementary Material, a location that is the associated person's private residence where supervisory activities are conducted, including those described in Rule 3110(f)(1)(D) through (G) or in Rule 3110(f)(2)(B), shall be considered for those activities a non-branch location, provided that:

(1) only one associated person, or multiple associated persons who reside at that location and are members of the same immediate family, conduct business at the location;

(2) the location is not held out to the public as an office;

(3) the associated person does not meet with customers or prospective customers at the location;

(4) any sales activity that takes place at the location complies with the conditions set forth under Rule 3110(f)(2)(A)(ii) or (iii);

(5) neither customer funds nor securities are handled at that location;

(6) the associated person is assigned to a designated branch office, and such designated branch office is reflected on all business cards, stationery, retail communications and other communications to the public by such associated person;

(7) the associated person's correspondence and communications with the public are subject to the firm's supervision in accordance with this Rule;

(8) the associated person's electronic communications (e.g., e-mail) are made through the member's electronic system;

(9)(A) the member must have a recordkeeping system to make and keep current, and preserve records required to be made and kept current, and preserved under applicable securities laws and regulations, FINRA rules, and the member's own written supervisory procedures under Rule 3110; (B) such records are not physically or electronically maintained and preserved at the office or location; and (C) the member has prompt access to such records; and

(10) the member must determine that its surveillance and technology tools are appropriate to supervise the types of risks presented by each Residential Supervisory Location, and these tools may include but are not limited to: (A) firm-wide tools such as, electronic recordkeeping system; electronic surveillance of e-mail and correspondence; electronic trade blotters; regular activity-based sampling reviews; and tools for visual inspections; (B) tools specific to the RSL

based on the activities of associated person assigned to the location, products offered, restrictions on the activity of the RSL; and (C) system tools such as secure network connections and effective cybersecurity protocols.

**(b) Member Firm Ineligibility Criteria.** A member shall not be eligible to designate an office or location as an RSL in accordance with Rule 3110.19 if the member:

(1) is currently designated as a Restricted Firm under Rule 4111;

(2) is currently designated as a Taping Firm under Rule 3170;

(3) is currently undergoing, or is required to undergo, a review under Rule 1017(a)(7) as a result of one or more associated persons at such location;

(4) receives a notice from FINRA pursuant to Rule 9557 (Procedures for Regulating Activities under Rule 4110 (Capital Compliance), Rule 4120

(Regulatory Notification and Business Curtailment) or Rule 4130 (Regulation of Activities of Section 15C Members Experiencing Financial and/or Operational

Difficulties)), unless FINRA has otherwise permitted activities in writing pursuant to such rule;

(5) is or becomes suspended by FINRA;

(6) based on the date in the Central Registration Depository (CRD), had its FINRA membership become effective within the prior 12 months; or

(7) is or has been found within the past three years by the SEC or FINRA to have violated Rule 3110(c).

**(c) Location Ineligibility Criteria.** An office or location shall not be eligible for designation as an RSL in accordance with Rule 3110.19 if one or more associated persons at such office or location:

(1) is a designated supervisor who has less than one year of direct supervisory experience with the member, or an affiliate or subsidiary of the member that is registered as a broker-dealer or investment adviser;

(2) is functioning as a principal for a limited period in accordance with Rule 1210.04;

(3) is subject to a mandatory heightened supervisory plan under the rules of the SEC, FINRA or state regulatory agency;

(4) is statutorily disqualified, unless such disqualified person has been approved (or is otherwise permitted pursuant to FINRA rules and the federal securities laws) to associate with a member and is not subject to a mandatory heightened supervisory plan under paragraph (c)(3) of this Supplementary Material or otherwise as a condition to approval or permission for such association;

(5) has an event in the prior three years that required a “yes” response to any item in Questions 14A(1)(a) and 2(a), 14B(1)(a) and 2(a), 14C, 14D and 14E on Form U4; or

(6) has been notified in writing that such associated person is now subject to, any Investigation or Proceeding, as such terms are defined in the Explanation of Terms for the Form U4 (Uniform Application for Securities Industry Registration or Transfer), by the SEC, a self-regulatory organization, including

FINRA, or state securities commission (or agency or office performing like functions) (each, a “Regulator”) expressly alleging they have failed reasonably to supervise another person subject to their supervision, with a view to preventing the violation of any provision of the Securities Act, the Exchange Act, the Investment Advisers Act, the Investment Company Act, the Commodity Exchange Act, any state law pertaining to the regulation of securities or any rule or regulation under any of such Acts or laws, or any of the rules of the MSRB or other self-regulatory organization, including FINRA; provided, however, such office or location may be designated or redesignated as an RSL subject to the requirements of this Supplementary Material upon the earlier of: (i) the member’s receipt of written notification from the applicable Regulator that such Investigation has concluded without further action; or (ii) one year from the date of the last communication from such Regulator relating to such Investigation.

**(d) Obligation to Provide List of RSLs to FINRA.** A member that elects to designate any office or location of the member as an RSL pursuant to this Supplementary Material shall provide FINRA with a current list of all locations designated as RSLs by the 15th day of the month following each calendar quarter in the manner and format (e.g., through an electronic process or such other process) as FINRA may prescribe.

**(e) Risk Assessment.** Subject to the requirements of this Supplementary Material, prior to designating an office or location as an RSL, the member must develop a reasonable risk-based approach to designating such office or location as an RSL, and conduct and document a risk assessment for the associated person assigned to that office or location. The assessment must document the factors considered, including among

others, whether the associated person at such office or location is now subject to: (1) customer complaints, taking into account the volume and nature of the complaints; (2) heightened supervision other than where such office or location is ineligible for RSL designation under paragraph (c)(3) of this Supplementary Material; (3) any failure to comply with the member's written supervisory procedures; (4) any recordkeeping violation; and (5) any regulatory communications from a Regulator, indicating that the associated person at such office or location failed reasonably to supervise another person subject to their supervision, including but not limited to, subpoenas, preliminary or routine regulatory inquiries or requests for information, deficiency letters, "blue sheet" requests or other trading questionnaires, or examinations. The member must take into account any higher risk activities that take place or a higher risk associated person that is assigned to that office or location. Consistent with its obligation under Rule 3110(a), the member's supervisory system must take into consideration any indicators of irregularities or misconduct (i.e., "red flags") when designating an office or location as an RSL. Red flags should also be reviewed in determining whether it is reasonable to maintain the RSL designation of such office or location in accordance with the requirements of this Supplementary Material and the member should consider evidencing steps taken to address those red flags where appropriate.

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