

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 8

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

File No. * SR 2026 - * 007

Amendment No. (req. for Amendments *) 1

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"/>
---------------------------------------	--	--	---	---	---

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 * Last Name *

Title *

E-mail *

Telephone * 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

(Title *)

By

(Name *)

Joseph Savage
Digitally signed by Joseph Savage
Date: 2026.07.08 12:05:57 -04'00'

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.

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 EDFS website.

Form 19b-4 Information *

Add Remove View

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 *

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 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

Add Remove View

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

Add Remove View

FINRA-2026-007 Partial A-1 Exhibit 4.

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

FINRA-2026-007 Partial A-1 Exhibit 5.

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

Add Remove View

FINRA-2026-007 Partial A-1.docx

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.

On March 30, 2026, the Financial Industry Regulatory Authority, Inc. (“FINRA”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) a proposed rule change, SR-FINRA-2026-007, to exempt specified collective trust funds (“CTFs”) from FINRA Rule 5130 (Restrictions on the Purchase and Sale of Initial Equity Public Offerings) and from paragraph (b) (Spinning) of FINRA Rule 5131 (New Issue Allocations and Distributions) (“Proposal”).¹

The Commission published the Proposal for public comment in the Federal Register on April 10, 2026, and received two comments in response.² Both commenters expressed general support for the Proposal.³

FINRA is submitting by separate letter its response to comments on the Proposal contemporaneously with this Partial Amendment No. 1.

The Proposal would extend the general exemptions under Rule 5130(c) and, by reference, Rule 5131(b)(2) to specified CTFs, thus treating them similarly to investment companies registered under the Investment Company Act of 1940 (“Investment Company Act”) and common trust funds, both of which are exempt under paragraphs (c)(1) and (c)(2) of Rule 5130, respectively, and under Rule 5131(b) by reference.⁴ The Proposal would exempt CTFs provided that: (1) the fund has investments from 1,000 or more plan participants and beneficiaries of one or more employee retirement benefits plans; and (2) the fund was not formed or maintained for the specific purpose of permitting restricted persons to invest in new issues. As discussed in FINRA’s response to comments and below, FINRA has determined that the first condition would be difficult for CTFs to determine and is unnecessary in light of the regulatory oversight of CTFs and the express

¹ See Securities Exchange Act Release No. 105163 (April 07, 2026), 91 FR 18493 (April 10, 2026) (Notice of Filing of File No. SR-FINRA-2026-007).

² See letter from Clifford Kirsch, Partner, Everland Sutherland (US) LLP, on behalf of the Coalition of Collective Investment Trusts to Vanessa Countryman, Secretary, SEC, dated May 1, 2026 (“Coalition”) and letter from Tara R. Buckley, Deputy General Counsel, Investment Company Institute, to Vanessa Countryman, Secretary, SEC, dated May 1, 2026 (“ICI”). Coalition refers to CTFs as collective investment trusts, or CITs. In the Proposal, we use the term CTF because it aligns with terminology used in the Securities Exchange Act of 1934 (“Exchange Act”). See 15 U.S.C. 78c(a)(12)(A)(iv).

³ See ICI (commending “FINRA for the Proposed Amendments and strongly support[s] their overall direction to modernize the new issue rules by extending an exemption to specified collective trust funds (CTFs), consistent with the treatment of registered investment companies.”); Coalition (noting that it generally welcomes “the efforts of FINRA to streamline various aspects of Rules 5130 and 5131(b) in order to provide a more explicit exemption for CITs from the restrictions under these Rules”).

⁴ See Rule 5131(b)(2).

requirement that the CTF not be formed or maintained for the specific purpose of permitting restricted persons to invest in new issues.

ICI and Coalition identified practical difficulties of implementing the initially proposed condition that would require a CTF relying on the exemption to have investments from 1,000 or more plan participants and beneficiaries of one or more employee retirement benefits plan. Coalition noted that “the number of participants and beneficiaries who have selected the CIT as an investment alternative changes every day.” ICI also stated that “[p]articipant counts can fluctuate for reasons unrelated to any abuse risk (e.g., workforce changes, plan mergers, or recordkeeping practices).” Both commenters explained that determining the number of plan participants and beneficiaries would be especially challenging where plan participants and beneficiaries invest in CTFs offered in their plans through omnibus arrangements.

Both commenters discussed how CTFs operate under comprehensive regulatory and fiduciary frameworks that protect investors. Coalition identified the following applicable regulatory regimes: “in the case of CITs with national bank trustees, the Office of the Comptroller of the Currency (OCC) administers the OCC regulations; the Department of Labor administers the Employee Retirement Income Security Act of 1974 (ERISA) which governs virtually all CITs; and state bank regulators oversee state-chartered CIT trustees.” ICI further noted that CTFs maintained by banks are subject to banking supervision and examination. And Coalition stated that “investment decisions regarding new offerings are made by professional investment fiduciaries who owe a duty of loyalty to their investors and are prohibited from using the assets they manage to influence a broker-dealer’s allocation of new offerings.”

In response to these comments, FINRA is amending the Proposal to eliminate the condition that “the fund has investments from 1,000 or more plan participants and beneficiaries of one or more employee retirement benefits plan.” The exemption, as amended, would apply to a CTF or similar fund as described in Section 3(a)(12)(A)(iv) of the Exchange Act provided that the fund was not formed or maintained for the specific purpose of permitting restricted persons to invest in new issues.

FINRA generally agrees with the commenters that eliminating this condition would not impact the integrity of the public offering process because CTFs are subject to regulatory frameworks that impose fiduciary obligations on their trustees or managers. Further, the Exchange Act’s “exempted security” definition includes “any interest or participation in a single trust fund, or a collective trust fund maintained by a bank, or any security arising out of a contract issued by an insurance company, which interest, participation, or security is issued in connection with a qualified plan,” as defined in Section 3(a)(12)(C). Thus, by definition, CTFs can only accept investments from retirement plans meeting certain criteria, which we believe further mitigates potential risks.⁵

⁵ See 15 U.S.C. 78c(a)(12)(A)(iv).

FINRA believes that the Proposal, as modified by Partial Amendment No. 1, is consistent with the provisions of Section 15A(b)(6) of the Exchange Act,⁶ which requires, among other things, that FINRA rules 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. FINRA believes the Proposal as amended addresses the operational challenges raised by the commenters while preserving meaningful safeguards. Specifically, the exemption applies only to CTFs as described in Section 3(a)(12)(A)(iv) of the Exchange Act. The safeguards include the regulatory oversight inherent in these vehicles as well as the express requirement that the CTF was not formed or maintained for the specific purpose of permitting restricted persons to invest in new issues. FINRA believes that the Proposal as amended would maintain the integrity of the public offering process while facilitating vibrant capital markets by expanding access to initial public offerings (“IPOs”) through regulated pooled investment vehicles. This will benefit investors in CTFs by expanding the underlying investment options in their employer-sponsored retirement plans and promote capital formation by giving more investors access to IPOs through regulated entities that are not formed or maintained to circumvent the purposes of the new issue rules.

With this Partial Amendment No. 1, FINRA is including Exhibit 4, which reflects changes to the text of the proposed rule change pursuant to this Partial Amendment No. 1, marked to show the changes to the text as proposed in the Proposal, and Exhibit 5, which reflects all proposed changes to the current rule text, as amended by this Partial Amendment No. 1.

⁶ 15 U.S.C. 78o-3(b)(6).

EXHIBIT 4

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

* * * * *

5100. SECURITIES OFFERINGS, UNDERWRITING AND COMPENSATION

* * * * *

5130. Restrictions on the Purchase and Sale of Initial Equity Public Offerings

(a) through (b) No Change.

(c) General Exemptions

The general prohibitions in paragraph (a) of this Rule shall not apply to sales to and purchases by the following accounts or persons, whether directly or through accounts in which such persons have a beneficial interest:

(1) through (12) No Change.

(13) A collective trust fund or similar fund described in Section

3(a)(12)(A)(iv) of the Exchange Act, provided that [:

(A) the fund has investments from 1,000 or more plan participants and beneficiaries of one or more employee retirement benefits; and

(B)] the fund was not formed or maintained for the specific purpose of permitting restricted persons to invest in new issues.

(d) through (j) No Change.

* * * * *

EXHIBIT 5

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

* * * * *

5000. SECURITIES OFFERING AND TRADING STANDARDS AND PRACTICES

5100. SECURITIES OFFERINGS, UNDERWRITING AND COMPENSATION

* * * * *

5130. Restrictions on the Purchase and Sale of Initial Equity Public Offerings

(a) through (b) No Change.

(c) General Exemptions

The general prohibitions in paragraph (a) of this Rule shall not apply to sales to and purchases by the following accounts or persons, whether directly or through accounts in which such persons have a beneficial interest:

(1) through (10) No Change.

(11) A church plan under Section 414(e) of the Internal Revenue Code;

[or]

(12) A business development company as that term is defined in Section 2(a)(48) of the Investment Company Act provided that the business development company was not formed or maintained for the specific purpose of permitting restricted persons to invest in new issues[.]; or

(13) A collective trust fund or similar fund described in Section 3(a)(12)(A)(iv) of the Exchange Act, provided that the fund was not formed or

maintained for the specific purpose of permitting restricted persons to invest in new issues.

(d) through (j) No Change.

••• **Supplementary Material:** -----

.01 No Change.

5131. New Issue Allocations and Distributions

(a) No Change.

(b) Spinning

(1) No Change.

(2) The prohibitions in this paragraph shall not apply to allocations of shares of a new issue to any account described in Rule 5130(c)(1) through (3) and (5) through ([12]13), or to any other account in which the beneficial interests of executive officers and directors of the company and persons materially supported by such executive officers and directors in the aggregate do not exceed 25% of such account.

(c) through (f) No Change.

••• **Supplementary Material:** -----

.01 through .05 No Change.

* * * * *