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Page 1 of * 17

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

File No. * SR 2026 - * 029
Amendment No. (req. for Amendments *)

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 19(b)(3)(A) * ☑ Section 19(b)(3)(B) * ☐

Pilot ☐

Extension of Time Period for Commission Action * ☐

Date Expires *

Rule

☐ 19b-4(f)(1) ☐ 19b-4(f)(4)
☐ 19b-4(f)(2) ☐ 19b-4(f)(5)
☐ 19b-4(f)(3) ☑ 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 *).

Proposed Rule Change to Amend FINRA Rule 3130 (Annual Certification of Compliance and Supervisory Processes)

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 * Carrie Last Name * Jordan

Title * Assistant General Counsel

E-mail * carrie.jordan@finra.org

Telephone * (212) 858-4210 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 11/19/2026

By Philip Shaikun
(Name *)

(Title *)
Vice President & Associate General Counsel

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: 2026.11.19 16:33:21 -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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FINRA-2026-029 19b-4.docx

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 *

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FINRA-2026-029 Exhibit 1.docx

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

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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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FINRA-2026-029 Exhibit 5.docx

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.

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] the Financial Industry Regulatory Authority, Inc. ("FINRA") is filing with the Securities and Exchange Commission ("SEC" or "Commission") a proposed rule change to amend FINRA Rule 3130 (Annual Certification of Compliance and Supervisory Processes) to extend by 30 days the deadline by which a member must have its Chief Executive Officer ("CEO") effect the annual certification of compliance and supervisory processes.

The text of the proposed rule change is attached as Exhibit 5.

(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 implementation date will be December 21, 2026.

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

(a) Purpose

Background

[1] 15 U.S.C. 78s(b)(1).

Rule 3130 was originally adopted in 2004 to bolster attention to members' compliance programs by requiring substantial and purposeful interaction between business and compliance officers throughout the firm.[2] The rule requires each member to designate and specifically identify to FINRA on Schedule A of Form BD one or more principals to serve as a chief compliance officer ("CCO").[3] The rule also requires the member's CEO (or equivalent officer) to certify annually that (1) the member has in place processes to establish, maintain, review, test and modify written compliance policies and supervisory procedures reasonably designed to achieve compliance with applicable FINRA rules, MSRB rules and federal securities laws and regulations; (2) the CEO has conducted one or more meetings with the CCO in the preceding 12 months to discuss such processes; (3) the member's processes are evidenced in a report that has been reviewed by the CEO, CCO, and others necessary to make the certification, and submitted—or will be within 45 days—to the member's board of directors and audit committee; and (4) the CEO has consulted with the CCO and such other officers, employees, outside consultants, lawyers, and accountants, as appropriate, in order to attest to the statements made in the certification.[4]

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2 Rule 3130 was originally adopted as NASD Rule 3013 (Annual Certification of Compliance and Supervisory Processes). NASD Rule 3013 was later superseded by FINRA Rule 3130, when it became part of the consolidated FINRA rulebook. See Notice to Members 04-79 (October 2004). See also Regulatory Notice 08-57 (October 2008).

3 See Rule 3130(a).

4 See Rule 3130(b). The certification language is set forth in the rule. See Rule 3130(c).

For purposes of Rule 3130, to certify "annually" means that the member must effect each certification "no later than on the anniversary date of the previous year's certification."[5] Members and other interested parties have requested some additional flexibility regarding the certification deadline. Specifically, they have noted that, in practice, the current requirement can result in the deadline shifting earlier each year (sometimes referred to as "date creep"). Most members have a multi-step process that culminates with the CEO certification. To meet the annual deadline, members begin that process well in advance of the deadline and tend to effect the current year's certification some number of days earlier than the previous year's anniversary date for various reasons (e.g., their deadline falls on a weekend or holiday, some parties requiring consultation are unavailable, or they want to avoid waiting until the last day to complete the certification). This can create complications in scheduling of the certification process over time, especially for members looking to keep the same certification date year-over-year, or as close to it as possible.

Proposed Rule Change

To address this situation, FINRA is proposing to amend Rule 3130(b) (Annual Certification Requirement) to extend by 30 days the deadline by which a member must have its CEO effect the annual certification of compliance and supervisory processes. Specifically, the proposed rule change would require members to effect each ensuing annual certification no later than "30 days after" the anniversary date of the previous year's certification. FINRA believes the additional 30 days would provide members with

5 See Rule 3130(b), fn. 1.

operational flexibility while maintaining the rule's original intention—to promote regular and meaningful interaction between senior management and compliance personnel.

As noted in Item 2 of this filing, FINRA has filed the proposed rule change for immediate effectiveness. The implementation date will be December 21, 2026.

(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 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. The proposed rule change would maintain the rule's original investor protection objective but provide members with operational flexibility by adding a 30-day window to Rule 3130's annual CEO certification deadline. Members would continue to be required to: designate one or more principals to serve as a CCO; and certify, as set forth in paragraph (c) of the rule, that the member has in place processes regarding its compliance policies and supervisory procedures, and that the CEO has conducted one or more meetings with the CCO in the preceding 12 months to discuss such processes.

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) because it would maintain the aspects of Rule 3130 that promote regular and meaningful interaction between senior management and compliance personnel while giving members more flexibility to allocate the time required for certification more efficiently based on their schedule and competing obligations. Markets and investors benefit indirectly when the obligations under Rule 3130 are performed with

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6 15 U.S.C. 78o-3(b)(6).

due care on a regular and reoccurring basis. By providing members with the flexibility to perform their functions with due care in a manner suiting their respective business models, the proposed rule change would facilitate compliance and indirectly promote investor protection.

4. Self-Regulatory Organization's Statement on Burden on Competition

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. FINRA has evaluated other potential economic impacts of the proposed rule change. Those impacts are anticipated not to be significant.

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

Written comments were neither solicited nor received.

6. Extension of Time Period for Commission Action

Not applicable.

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

The proposed rule change is effective upon filing pursuant to Section 19(b)(3) of the Act[7] and paragraph (f)(6) of Rule 19b-4 thereunder,[8] in that the proposed rule change does not significantly affect the protection of investors or the public interest; does not impose any significant burden on competition; and does not become operative for 30 days after filing or such shorter time as the Commission may designate.

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7 15 U.S.C. 78s(b)(3).

8 17 CFR 240.19b-4(f)(6).

In accordance with Rule 19b-4(f)(6),[9] FINRA submitted 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 the Commission may designate, as specified in Rule 19b-4(f)(6)(iii) under the Act.[10]

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

Not applicable.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

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.

Exhibit 5. Text of the proposed rule change.

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9 17 CFR 240.19b-4(f)(6).

10 17 CFR 240.19b-4(f)(6)(iii).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34- ; File No. SR-FINRA-2026-029]

Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend FINRA Rule 3130 (Annual Certification of Compliance and Supervisory Processes)

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 , the 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.

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1 15 U.S.C. 78s(b)(1).

2 17 CFR 240.19b-4.

3 17 CFR 240.19b-4(f)(6).

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

FINRA is proposing to amend FINRA Rule 3130 (Annual Certification of Compliance and Supervisory Processes) to extend by 30 days the deadline by which a member must have its Chief Executive Officer ("CEO") effect the annual certification of compliance and supervisory processes.

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

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

1. Purpose

Background

Rule 3130 was originally adopted in 2004 to bolster attention to members' compliance programs by requiring substantial and purposeful interaction between business and compliance officers throughout the firm.[4] The rule requires each member to

[4] Rule 3130 was originally adopted as NASD Rule 3013 (Annual Certification of Compliance and Supervisory Processes). NASD Rule 3013 was later superseded by FINRA Rule 3130, when it became part of the consolidated FINRA rulebook.

designate and specifically identify to FINRA on Schedule A of Form BD one or more principals to serve as a chief compliance officer ("CCO").[5] The rule also requires the member's CEO (or equivalent officer) to certify annually that (1) the member has in place processes to establish, maintain, review, test and modify written compliance policies and supervisory procedures reasonably designed to achieve compliance with applicable FINRA rules, MSRB rules and federal securities laws and regulations; (2) the CEO has conducted one or more meetings with the CCO in the preceding 12 months to discuss such processes; (3) the member's processes are evidenced in a report that has been reviewed by the CEO, CCO, and others necessary to make the certification, and submitted—or will be within 45 days—to the member's board of directors and audit committee; and (4) the CEO has consulted with the CCO and such other officers, employees, outside consultants, lawyers, and accountants, as appropriate, in order to attest to the statements made in the certification.[6]

For purposes of Rule 3130, to certify "annually" means that the member must effect each certification "no later than on the anniversary date of the previous year's certification."[7] Members and other interested parties have requested some additional flexibility regarding the certification deadline. Specifically, they have noted that, in practice, the current requirement can result in the deadline shifting earlier each year

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See Notice to Members 04-79 (October 2004). See also Regulatory Notice 08-57 (October 2008).

5 See Rule 3130(a).

6 See Rule 3130(b). The certification language is set forth in the rule. See Rule 3130(c).

7 See Rule 3130(b), fn. 1.

(sometimes referred to as "date creep"). Most members have a multi-step process that culminates with the CEO certification. To meet the annual deadline, members begin that process well in advance of the deadline and tend to effect the current year's certification some number of days earlier than the previous year's anniversary date for various reasons (e.g., their deadline falls on a weekend or holiday, some parties requiring consultation are unavailable, or they want to avoid waiting until the last day to complete the certification). This can create complications in scheduling of the certification process over time, especially for members looking to keep the same certification date year-over-year, or as close to it as possible.

Proposed Rule Change

To address this situation, FINRA is proposing to amend Rule 3130(b) (Annual Certification Requirement) to extend by 30 days the deadline by which a member must have its CEO effect the annual certification of compliance and supervisory processes. Specifically, the proposed rule change would require members to effect each ensuing annual certification no later than "30 days after" the anniversary date of the previous year's certification. FINRA believes the additional 30 days would provide members with operational flexibility while maintaining the rule's original intention—to promote regular and meaningful interaction between senior management and compliance personnel.

FINRA has filed the proposed rule change for immediate effectiveness. The implementation date will be December 21, 2026.

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 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. The proposed rule change would maintain the rule's original investor protection objective but provide members with operational flexibility by adding a 30-day window to Rule 3130's annual CEO certification deadline. Members would continue to be required to: designate one or more principals to serve as a CCO; and certify, as set forth in paragraph (c) of the rule, that the member has in place processes regarding its compliance policies and supervisory procedures, and that the CEO has conducted one or more meetings with the CCO in the preceding 12 months to discuss such processes.

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) because it would maintain the aspects of Rule 3130 that promote regular and meaningful interaction between senior management and compliance personnel while giving members more flexibility to allocate the time required for certification more efficiently based on their schedule and competing obligations. Markets and investors benefit indirectly when the obligations under Rule 3130 are performed with due care on a regular and reoccurring basis. By providing members with the flexibility to perform their functions with due care in a manner suiting their respective business models, the proposed rule change would facilitate compliance and indirectly promote investor protection.

B. Self-Regulatory Organization's Statement on Burden on Competition

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8 15 U.S.C. 78o-3(b)(6).

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. FINRA has evaluated other potential economic impacts of the proposed rule change. Those impacts are anticipated not to be significant.

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

Written comments were neither solicited nor received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

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 Act[9] and Rule 19b-4(f)(6) thereunder.[10]

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

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9 15 U.S.C. 78s(b)(3)(A).

10 17 CFR 240.19b-4(f)(6).

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:

Electronic Comments:

- Use the Commission's Internet comment form (http://www.sec.gov/rules/sro.shtml); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-FINRA-2026-029 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-2026-029. 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 filing will be available for inspection and copying at the principal office of FINRA. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to File Number SR-FINRA-2026-029 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.[11]

Sherry R. Haywood
Assistant Secretary

[11] 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

* * * * *

3100. SUPERVISORY RESPONSIBILITIES

* * * * *

3130. Annual Certification of Compliance and Supervisory Processes

(a) No Change.

(b) Annual Certification Requirement

Each member shall have its chief executive officer(s) (or equivalent officer(s)) certify annually,[1] as set forth in paragraph (c), that the member has in place processes to establish, maintain, review, test and modify written compliance policies and written supervisory procedures reasonably designed to achieve compliance with applicable FINRA rules, MSRB rules and federal securities laws and regulations, and that the chief executive officer(s) has conducted one or more meetings with the chief compliance officer(s) in the preceding 12 months to discuss such processes.

(c) No Change.

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[1] Members must ensure that each ensuing annual certification is effected no later than 30 days after [on] the anniversary date of the previous year's certification.

• • • Supplementary Material: ----------

.01 through .10 No Change.

* * * * *