

OMB APPROVAL

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

File No. SR - 2008 - 035

Amendment No.

Proposed Rule Change 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) ☐

Rule

Pilot ☐ Extension of Time Period
for Commission Action ☐ Date Expires

☐ 19b-4(f)(1) ☐ 19b-4(f)(4)
☐ 19b-4(f)(2) ☐ 19b-4(f)(5)
☐ 19b-4(f)(3) ☐ 19b-4(f)(6)

Exhibit 2 Sent As Paper Document
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Exhibit 3 Sent As Paper Document
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Description

Provide a brief description of the proposed rule change (limit 250 characters).

Proposed rule change to amend Section 4(c) of Schedule A to the FINRA By-Laws to add the fees charged for the Series 14 and Series 16 examinations.

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 proposed rule change.

First Name Last Name
Title
E-mail
Telephone Fax

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 officer.

Date

By
(Name)

(Title)

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.

Patrice Gliniecki,

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EDFS 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

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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

Exhibit Sent As Paper Document

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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 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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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 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

Add Remove View

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 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”) (f/k/a National Association of Securities Dealers, Inc. (“NASD”)) is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposed rule change to amend Section 4(c) of Schedule A to the FINRA By-Laws (“Schedule A”) to add the fees charged for the Series 14 and Series 16 examinations.

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

* * * * *

SCHEDULE A TO THE BY-LAWS OF THE CORPORATION

* * * * *

Section 4—Fees

(a) through (b) No change.

(c) The following fees shall be assessed to each individual who registers to take an examination as described below[as of January 1, 2006]. These fees are in addition to the registration fee described in paragraph (b).

Series 4 through Series 11 No change.

<u>Series 14</u>	<u>Compliance Official</u>	<u>\$300</u>
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<u>Series 16</u>	<u>Supervisory Analyst</u>	<u>\$200</u>
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Series 17 through Series 87 No change.

¹ 15 U.S.C. 78s(b)(1).

(1) through (3) No change.

(d) through (h) No change.

* * * * *

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

At its meetings on November 21, 2006, the Board of Governors of FINRA (formerly NASD) authorized the filing of the rule change with the SEC. No other action by FINRA is necessary for the filing of the proposed rule change.

FINRA proposes that the effective date for the amendments to Schedule A be retroactive to July 30, 2007, to coincide with the date FINRA assumed ownership of the Series 14 and the Series 16 examinations.

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

(a) Purpose

On July 30, 2007, NASD and the New York Stock Exchange ("NYSE") consolidated their member firm regulation operations into a combined organization, FINRA. As part of the consolidation, FINRA assumed ownership of the Series 14 (Compliance Official) and Series 16 (Supervisory Analyst) examinations.² Thus, as of

² As part of the consolidation, FINRA also assumed sole ownership of the Series 7 (General Securities Representative), Series 86 (Research Analyst – Analysis), and Series 87 (Research Analyst – Regulatory) examinations. Before the consolidation, the Series 7 examination was owned by NYSE, and the Series 86 and Series 87 examinations were jointly owned by NASD and NYSE. The fees for the Series 7, Series 86, and Series 87 examinations are already listed in Schedule A as required fees to be paid by FINRA members – either because the

July 30, 2007, these two examinations became FINRA examinations and ceased being NYSE examinations, and FINRA retained the entire fee for those examinations.³ The proposed rule change would add the fee for these two examinations to the fee table in Schedule A. The proposed rule change does not change the fee charged for either of these examinations. The fee for the Series 14 examination remains \$300,⁴ and the fee for the Series 16 examination remains \$200.⁵

Because the proposed rule change does not change the amount of the examination fees for the Series 14 or Series 16, FINRA believes it is appropriate for the amendments to Schedule A to have a retroactive effective date of July 30, 2007, the date FINRA assumed ownership of the two examinations. As noted above, the proposed rule change will have no effect on the amount of the fee for either the Series 14 or the Series 16 examination. Moreover, the retroactive effective date will not affect the fee paid by individuals who have already taken the exam.

examination, prior to the closing of the consolidation, was owned in part by NASD or required by NASD rules.

³ Prior to the consolidation, NASD, which administered the examinations and collected the entire fee for the examinations, and NYSE, which owned or co-owned the examinations, each received a portion of the examination fee for the Series 7, Series 14, Series 16, Series 86, and Series 87 examinations. Following the consolidation, as the sole owner of these examinations, FINRA retains the entire examination fee.

⁴ The \$300 fee for the Series 14 examination has been in place since 2001. See Securities Exchange Act Release No. 44296 (May 11, 2001), 66 FR 27714 (May 18, 2001).

⁵ The \$200 fee for the Series 16 examination has been in place since 1998. See Securities Exchange Act Release No. 40731 (December 1, 1998), 63 FR 67964 (December 9, 1998).

(b) Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(5) of the Act,⁶ which requires, among other things, that FINRA rules provide for the equitable allocation of reasonable dues, fees, and other charges among members and issuers and other persons using any facility or system that FINRA operates or controls. Because FINRA now owns the Series 14 and Series 16 examinations, FINRA believes it is appropriate to reflect the fees charged in connection with those examinations in the fee table in Schedule A.

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.

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

FINRA does not consent at this time to an extension of the time period for Commission action specified in Section 19(b)(2) of the Act.⁷

⁶ 15 U.S.C. 78o-3(b)(5).

⁷ 15 U.S.C. 78s(b)(2).

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

FINRA requests the Commission to find good cause pursuant to Section 19(b)(2) of the Act⁸ for approving the proposed rule change prior to the 30th day after its publication in the Federal Register.

FINRA believes that including the fees currently charged in connection with the Series 14 and Series 16 examinations in the fee table in Schedule A will reduce any confusion about the applicable fees and will allow members to more easily determine the applicable fees for those examinations. As noted above, the proposed rule change does not change the amount of either examination fee. For these reasons, FINRA requests the Commission to accelerate the effectiveness of the proposed rule change prior to the 30th day after its publication in the Federal Register.

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

Not applicable.

9. **Exhibits**

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

⁸ 15 U.S.C. 78s(b)(2).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34- ; File No. SR-FINRA-2008-035)

Self-Regulatory Organizations: Financial Industry Regulatory Authority, Inc.; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change Relating to the Addition of Fees Imposed for the Series 14 and Series 16 Examinations to

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”) (f/k/a National Association of Securities Dealers, Inc. (“NASD”)) 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. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons. For the reasons discussed below, the Commission is granting accelerated approval of the proposed rule change.

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

FINRA is proposing to amend Section 4(c) of Schedule A to the FINRA By-Laws (“Schedule A”) to add the fees charged for the Series 14 and Series 16 examinations. Below is the text of the proposed rule change. Proposed new language is in italics; proposed deletions are in brackets.

* * * * *

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

SCHEDULE A TO THE BY-LAWS OF THE CORPORATION

* * * * *

Section 4—Fees

(a) through (b) No change.

(c) The following fees shall be assessed to each individual who registers to take an examination as described below[as of January 1, 2006]. These fees are in addition to the registration fee described in paragraph (b).

Series 4 through Series 11 No change.

<u>Series 14</u>	<u>Compliance Official</u>	<u>\$300</u>
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<u>Series 16</u>	<u>Supervisory Analyst</u>	<u>\$200</u>
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Series 17 through Series 87 No change.

(1) through (3) No change.

(d) through (h) No change.

* * * * *

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

On July 30, 2007, NASD and the New York Stock Exchange (“NYSE”) consolidated their member firm regulation operations into a combined organization, FINRA. As part of the consolidation, FINRA assumed ownership of the Series 14 (Compliance Official) and Series 16 (Supervisory Analyst) examinations.³ Thus, as of July 30, 2007, these two examinations became FINRA examinations and ceased being NYSE examinations, and FINRA retained the entire fee for those examinations.⁴ The proposed rule change would add the fee for these two examinations to the fee table in Schedule A. The proposed rule change does not change the fee charged for either of these examinations. The fee for the Series 14 examination remains \$300,⁵ and the fee for the Series 16 examination remains \$200.⁶

³ As part of the consolidation, FINRA also assumed sole ownership of the Series 7 (General Securities Representative), Series 86 (Research Analyst – Analysis), and Series 87 (Research Analyst – Regulatory) examinations. Before the consolidation, the Series 7 examination was owned by NYSE, and the Series 86 and Series 87 examinations were jointly owned by NASD and NYSE. The fees for the Series 7, Series 86, and Series 87 examinations are already listed in Schedule A as required fees to be paid by FINRA members – either because the examination, prior to the closing of the consolidation, was owned in part by NASD or required by NASD rules.

⁴ Prior to the consolidation, NASD, which administered the examinations and collected the entire fee for the examinations, and NYSE, which owned or co-owned the examinations, each received a portion of the examination fee for the Series 7, Series 14, Series 16, Series 86, and Series 87 examinations. Following the consolidation, as the sole owner of these examinations, FINRA retains the entire examination fee.

⁵ The \$300 fee for the Series 14 examination has been in place since 2001. See Securities Exchange Act Release No. 44296 (May 11, 2001), 66 FR 27714 (May 18, 2001).

⁶ The \$200 fee for the Series 16 examination has been in place since 1998. See Securities Exchange Act Release No. 40731 (December 1, 1998), 63 FR 67964 (December 9, 1998).

Because the proposed rule change does not change the amount of the examination fees for the Series 14 or Series 16, FINRA believes it is appropriate for the amendments to Schedule A to have a retroactive effective date of July 30, 2007, the date FINRA assumed ownership of the two examinations. As noted above, the proposed rule change will have no effect on the amount of the fee for either the Series 14 or the Series 16 examination. Moreover, the retroactive effective date will not affect the fee paid by individuals who have already taken the exam.

2. Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(5) of the Act,⁷ which requires, among other things, that FINRA rules provide for the equitable allocation of reasonable dues, fees, and other charges among members and issuers and other persons using any facility or system that FINRA operates or controls. Because FINRA now owns the Series 14 and Series 16 examinations, FINRA believes it is appropriate to reflect the fees charged in connection with those examinations in the fee table in Schedule A.

B. 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.

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.

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15 U.S.C. 78o-3(b)(5).

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

FINRA has requested that the Commission find good cause pursuant to Section 19(b)(2) of the Act⁸ for approving the proposed rule change prior to the 30th day after publication in the Federal Register. The Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to FINRA and, in particular, the requirements of Section 15A of the Act and the rules and regulations thereunder. The Commission finds good cause for approving the proposed rule change prior to the 30th day after the date of publication of notice of filing thereof in that accelerated approval will benefit FINRA's members by reducing any confusion about the applicable fees and allowing members to more easily determine the applicable fees for those examinations. As noted above, the proposed rule change does not change the amount of either examination fee.

Within 35 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

(A) by order approve such proposed rule change, or

(B) institute proceedings to determine whether the proposed rule change should be disapproved.

⁸ 15 U.S.C. 78s(b)(2).

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:

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-2008-035 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-FINRA-2008-035. 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 Web site (<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

inspection and copying in the Commission's Public Reference Room. 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; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-FINRA-2008-035 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.⁹

Florence Harmon

Deputy Secretary

⁹ 17 CFR 200.30-3(a)(12).