

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="8"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2012"/> - * <input type="text" value="001"/> Amendment No. (req. for Amendments *) <input type="text" value="2"/>
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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) *
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			Rule		
Pilot	Extension of Time Period for Commission Action *	Date Expires *	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<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)	

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description
Provide a brief description of the proposed rule change (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 proposed rule change.

First Name * <input type="text" value="Racquel"/>	Last Name * <input type="text" value="Russell"/>
Title * <input type="text" value="Assistant General Counsel"/>	
E-mail * <input type="text" value="racquel.russell@finra.org"/>	
Telephone * <input type="text" value="(202) 728-8363"/>	Fax <input type="text" value="(202) 728-8264"/>

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 <input type="text" value="04/23/2012"/>		
By <input type="text" value="Stephanie M. Dumont"/>	<input type="text" value="Senior Vice President and Director of Capital Markets Policy"/>	
(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.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information (required)

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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 (required)

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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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Exhibit Sent As Paper Document

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

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

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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.

On January 10, 2012, FINRA filed with the Securities and Exchange Commission (“SEC” or “Commission”) SR-FINRA-2012-001, a proposed rule change to amend FINRA Rule 4560 (Short-Interest Reporting) to clarify members’ recording and reporting obligations and to delete several exceptions to the Rule.

On January 20, 2012, FINRA filed Partial Amendment No. 1 to the proposed rule change to clarify a reference to a defined term in SEC Regulation SHO. On January 30, 2012, the Commission published in the Federal Register a notice of filing to solicit comment on the proposed rule change, as amended by Partial Amendment No. 1, from interested persons.¹

The Commission received one comment letter in response to this notice.² FINRA is submitting by separate letter its response to comments received on the proposed rule change contemporaneously with this Partial Amendment No. 2.³ As discussed in that letter, in response to comments, FINRA is filing this Partial Amendment No. 2 to delete the proposed requirement that short interest reports reflect corporate actions adjusted as of the ex-date of the corporate action (and if no ex-date is declared by an SRO, then the payment date of a corporate action). FINRA intends to separately amend Rule 4560 at a future date to propose a uniform requirement regarding the adjustment of corporate actions for short interest reporting purposes.

¹ See Securities Exchange Act Release No. 66220 (January 24, 2012), 77 FR 4599 (January 30, 2012) (Notice of Filing of File No. SR-FINRA-2012-001).

² See Letter to Elizabeth M. Murphy, Secretary, Commission, from Melissa MacGregor, Managing Director and Associate General Counsel, Securities Industry and Financial Markets Association, dated February 23, 2012.

³ FINRA responded to comments on April 23, 2012. See Letter to Elizabeth M. Murphy, Secretary, Commission, from Racquel L. Russell, Assistant General Counsel, Office of General Counsel, FINRA.

Exhibit 4

Exhibit 4 shows the changes proposed in this Partial Amendment No. 2, with the proposed changes in the Partial Amendment No. 1 shown as if adopted. Proposed additions in this Partial Amendment No. 2 appear underlined; proposed deletions appear in brackets.

* * * * *

4000. FINANCIAL AND OPERATIONAL RULES

* * * * *

4500. BOOKS, RECORDS AND REPORTS

* * * * *

4560. Short-Interest Reporting

(a) No Change.

(b) Members shall record and report all gross short positions existing in each individual firm or customer account, including the account of a broker-dealer, that resulted from (1) a “short sale,” as that term is defined in Rule 200(a) of SEC Regulation SHO, or (2) where the transaction(s) that caused the short position was marked “long,” consistent with SEC Regulation SHO, due to the firm’s or the customer’s net long position at the time of the transaction. Members shall report only those short positions resulting from short sales that have settled or reached settlement date by the close of the reporting settlement date designated by FINRA.

(c) No Change.

[••• Supplementary Material: -----]

[.01 A member’s reported short-interest position must reflect company-related actions, adjusted as of the ex-date, that result in an increase or decrease in the member’s short position (e.g., in-kind dividends and stock splits). If an ex-date has not been declared by

an SRO with respect to a company-related action, adjustments must be made as of the payable date. For the purposes of this provision, the term “ex-date” is as defined in FINRA Rule 11120(d).]

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Exhibit 5

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

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4000. FINANCIAL AND OPERATIONAL RULES

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4500. BOOKS, RECORDS AND REPORTS

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4560. Short-Interest Reporting

(a) Each member shall maintain a record of total “short” positions in all customer and proprietary firm accounts in all equity securities (other than Restricted Equity Securities as defined in Rule 6420) and shall regularly report such information to FINRA in such a manner as may be prescribed by FINRA. [Reports shall be made as of the close of the settlement date designated by FINRA.] Reports shall be received by FINRA no later than the second business day after the reporting settlement date designated by FINRA.

(b) [For purposes of this Rule:]

[(1) “short” positions to be reported are those resulting] Members shall record and report all gross short positions existing in each individual firm or customer account, including the account of a broker-dealer, that resulted from (1) a “short sale[s]” as that term is defined in Rule 200(a) of SEC Regulation SHO, or (2) where the transaction(s) that caused the short position was marked “long,” consistent with SEC Regulation SHO, due to the firm’s or the customer’s net long position at the time of the transaction. Members shall report only those short

positions resulting from short sales that have settled or reached settlement date by the close of the reporting settlement date designated by FINRA. [with the exception of positions that meet the following requirements:]

(c) The recording and reporting requirements of this Rule shall not apply to:

[(A)](1) any sale by any person, for an account in which he has an interest, if such person owns the security sold and intends to deliver such security as soon as is possible without undue inconvenience or expense; and

[(B) any sale of a security (except a sale to a stabilizing bid complying with Rule 104 of SEC Regulation M) effected with the approval of an exchange which is necessary to equalize the price of such security thereon with the current price of such security on another national securities exchange which is the principal exchange market for such security;]

[(C) any sale of a security for a special arbitrage account by a person who then owns another security by virtue of which he is, or presently will be entitled to acquire an equivalent number of securities of the same class as the securities sold; provided such sale, or the purchase which such sale offsets, is effected for the bona fide purpose of profiting from a current difference between the price of the security sold and the security owned and that such right of acquisition was originally attached to or represented by another security or was issued to all the holders of any such class of securities of the issuer;]

[(D) any sale of a security registered on, or admitted to unlisted trading privileges on, a national securities exchange effected for a special international arbitrage account for the bona fide purpose of profiting from a current difference between the price of such security on a securities market not within or subject to the jurisdiction of the United States and on a securities market subject to the jurisdiction of the United States; provided the seller at the time of such sale knows or, by virtue of information currently received, has reasonable grounds to believe that an offer enabling him to cover such sale is then available to him in such foreign securities market and intends to accept such offer immediately; and]

[(E)](2) any sale by an underwriter, or any member of a syndicate or group participating in the distribution of a security, in connection with an over-allotment of securities, or any lay-off sale by such a person in connection with a distribution of securities through rights or a standby underwriting commitment.

[(2) the term “customer” includes a broker-dealer.]

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