

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="7"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2012"/> - * <input type="text" value="018"/> Amendment No. (req. for Amendments *) <input type="text" value="1"/>
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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="Patricia"/>	Last Name * <input type="text" value="Albrecht"/>
Title * <input type="text" value="Associate General Counsel"/>	
E-mail * <input type="text" value="patricia.albrecht@finra.org"/>	
Telephone * <input type="text" value="(202) 728-8026"/>	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

By  Senior Vice President and Deputy General Counsel

(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 February 28, 2012, FINRA filed with the Securities and Exchange Commission (“SEC” or “Commission”) SR-FINRA-2012-018, a proposed rule change to amend NASD Rules 1012 (General Provisions) and 1017 (Application for Approval of Change in Ownership, Control, or Business Operations) to adopt Form CMA, a new standardized electronic form to be used by all continuing membership applicants as part of their continuing membership applications. On March 8, 2012, the Commission published in the Federal Register a notice of filing to solicit comment on the proposed rule change from interested persons.<sup>1</sup> The Commission received four comment letters in response to the proposal. FINRA is submitting by separate letter its response to comments on the proposed rule change contemporaneously with this Partial Amendment No. 1.

In response to comments received by the Commission, FINRA is proposing to amend NASD Rule 1017(b)(2) to delete the references to a business plan, pro forma financials, organizational chart, and written supervisory procedures, as they would be included as part of a filed Form CMA, and instead, revise the rule to require that an applicant submit an application that includes a “Form CMA including a detailed description of the change in ownership, control, or business operations.”

The amendment to the proposed rule change is set forth below. FINRA is including with this Partial Amendment No. 1 an Exhibit 4 that shows the changes from the original rule text set forth in the proposed rule change. Exhibit 5 shows the changes from the current rule. Proposed new language is underlined; proposed deletions are bracketed.

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<sup>1</sup> See Securities Exchange Act Release No. 66508 (March 2, 2012), 77 FR 14052 (March 8, 2012) (Notice of Filing of File No. SR-FINRA-2012-018).

**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 additions in this Partial Amendment No. 1 appear underlined; proposed deletions in this Partial Amendment No. 1 appear in brackets.

\* \* \* \* \*

**1000. MEMBERSHIP, REGISTRATION AND QUALIFICATION REQUIREMENTS**

\* \* \* \* \*

**1010. Membership Proceedings**

\* \* \* \* \*

**1012. General Provisions**

**(a) Filing by Applicant or Service by FINRA**

(1) An Applicant for membership shall file an application in the manner prescribed in Rule 1013.

(2) An Applicant seeking approval of a change of ownership, control, or business operations shall file an application in the manner prescribed in Rule 1017.

(3) through (5) No Change.

(b) through (e) No Change.

\* \* \* \* \*

**1017. Application for Approval of Change in Ownership, Control, or Business Operations**

(a) No Change.

**(b) Filing and Content of Application**

(1) The member shall file the application in the manner prescribed by FINRA with the Department of Member Regulation (“the Department”).

(2) An applicant shall submit an application that includes a[

(A)] Form CMA [and]including a detailed description of the change in ownership, control, or business operations[, including a business plan, pro forma financials, an organizational chart, and written supervisory procedures reflecting the change].

(B) through (D) renumbered as (A) through (C).

(c) through (k) No Change.

\* \* \* \* \*

**EXHIBIT 5**

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

\* \* \* \* \*

**1000. MEMBERSHIP, REGISTRATION AND QUALIFICATION REQUIREMENTS**

\* \* \* \* \*

**1010. Membership Proceedings**

\* \* \* \* \*

**1012. General Provisions**

**(a) Filing by Applicant or Service by FINRA**

(1) An Applicant for membership shall file an application in the manner prescribed in Rule 1013.

(2) An Applicant seeking approval of a change of ownership, control, or business operations shall file an application in the manner prescribed in Rule 1017.

(2) through (4) renumbered as (3) through (5).

(b) through (e) No Change.

\* \* \* \* \*

**1017. Application for Approval of Change in Ownership, Control, or Business Operations**

(a) No Change.

**(b) Filing and Content of Application**

(1) The member shall file the application in the manner prescribed by FINRA with the Department of Member Regulation (“the Department”) [at the

district office in the district in which the member's principal place of business is located. If the application involves a merger between members with principal places of business in two or more districts, the application shall be filed and processed by the district office wherein the surviving firm's principal place of business will be located].

(2) An applicant shall submit an application that includes a Form CMA including a detailed description of [The application shall describe in detail] the change in ownership, control, or business operations [and include a business plan, pro forma financials, an organizational chart, and written supervisory procedures reflecting the change].

(A) through (C) No Change.

(c) through (k) No Change.

\* \* \* \* \*