

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="20"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2013"/> - * <input type="text" value="020"/>	Amendment No. (req. for Amendments *) <input type="text"/>
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Filing by Financial Industry Regulatory Authority
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	<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 checked="" type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) <input type="checkbox"/>	Section 3C(b)(2) <input type="checkbox"/>
Section 806(e)(2) <input type="checkbox"/>	

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 action (limit 250 characters, required when Initial is checked *).

Proposed Rule Change to Amend FINRA Rule 5250 (Payments for Market Making) to Create an Exception for Payments to Members that are Expressly Provided for Under the Rules of a National Securities Exchange

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 * <input type="text" value="Racquel"/>	Last Name * <input type="text" value="Russell"/>
Title * <input type="text" value="Associate 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.

(Title *)

Date <input type="text" value="04/15/2013"/>	Senior Vice President and Director of Capital Markets Policy
By <input type="text" value="Stephanie M. Dumont"/>	<input style="background-color: #cccccc; width: 150px;" type="text" value="Stephanie Dumont,"/>

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 EFFF 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 Advance 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, security-based swap submission, or advance notice 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

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

Add Remove View

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

Add Remove View

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 the 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”) is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposed rule change to amend FINRA Rule 5250 (Payments for Market Making) to create an exception for payments to members that are expressly provided for under the rules of a national securities exchange.

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 proposed rule change has been approved by the Chief Legal Officer of FINRA pursuant to delegated authority. 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 of the proposed rule change will be May 15, 2013.

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

(a) Purpose

FINRA Rule 5250 (Payments for Market Making or “Rule”) explicitly prohibits any payment by issuers or issuers' affiliates and promoters, directly or indirectly, to a member for publishing a quotation, acting as a market maker, or submitting an application in connection therewith. The Rule is intended, among other things, to

¹ 15 U.S.C. 78s(b)(1).

prohibit members from receiving compensation or other payments from an issuer for quoting or making a market in the issuer's securities and to assure that members act in an independent capacity when publishing a quotation or making a market in an issuer's securities.

FINRA's policy concerning payments for market making was first set forth in Notice to Members 75-16 and then codified as NASD Rule 2460 (now FINRA Rule 5250) in 1997.² Among other things, FINRA recognized that members generally have considerable latitude and freedom to make or terminate market making activities and was concerned that payments by an issuer to a market maker could influence a firm's decision to make a market. In particular, the existence of undisclosed, private arrangements between market makers and an issuer and/or its promoters may make it difficult for investors to ascertain the true market for the securities, such that what might appear to be independent trading activity may well be illusory.³

FINRA staff has received inquiries regarding the application of the Rule to various types of arrangements provided for by the rules of a national securities exchange (an "exchange"). For example, the Commission has approved a rule change by NASDAQ Stock Market implementing a voluntary program for market makers that would be funded through fees by the issuer or an affiliate of the issuer ("NASDAQ

² See Notice to Members 75-16 (February 20, 1975) and Securities Exchange Act Release No. 38812 (July 3, 1997), 62 FR 37105 (July 10, 1997) ("Order Approving File No. SR-NASD-97-29").

³ "If payments . . . were permitted, investors would not be able to ascertain which quotations in the marketplace are based on actual interest and which quotations are supported by issuers or promoters. This structure would harm investor confidence in the overall integrity of the marketplace." See Order Approving File No. SR-NASD-97-29 at 37107.

MQP”).⁴ The Commission also currently is considering a proposed rule change by NYSE Arca to adopt a voluntary market maker program for certain exchange-traded products that would be funded through fees by the issuer.⁵

FINRA believes certain exchange program structures, such as the one adopted by NASDAQ, could be deemed an indirect payment under Rule 5250; however, FINRA does not believe that such arrangements should be prohibited under the Rule because those payments would be made as part of a transparent structure put in place by another self-regulatory organization pursuant to a rule change, which generally must be approved by the SEC following publication for public comment in the Federal Register.⁶ Accordingly, where a market maker payment is provided for under the rules of an exchange that are effective after being filed with, or filed with and approved by, the SEC pursuant to the requirements of the Act, it is FINRA’s view that comity should be afforded to such exchange rulemaking and the payment should not be prohibited under Rule 5250.

⁴ See Securities Exchange Act Release No. 69195 (March 20, 2013), 78 FR 18393 (March 26, 2013) (Order Granting Approval of a Proposed Rule Change, as Modified by Amendment Nos. 1 and 3 Thereto, To Establish the Market Quality Program) (File No. SR-NASDAQ-2012-137) (“SEC Approval Order”).

⁵ See Securities Exchange Act Release No. 69335 (April 5, 2013), 78 FR 21681 (April 11, 2013) (Notice of Filing of Proposed Rule Change and Amendment No. 1 Thereto To Implement a One-Year Pilot Program for Issuers of Certain Exchange-Traded Products Listed on the Exchange) (File No. SR-NYSEArca-2013-34). This proposal has not been acted upon by the Commission. The Commission has solicited comment on the proposed rule change, which are due by May 2, 2013.

⁶ See, e.g., Securities Exchange Act Release No. 68515 (December 21, 2012), 77 FR 77141 (December 31, 2012) (Notice of Filing of a Proposed Rule Change and Amendment No. 1 Thereto to Establish the Market Quality Program) (File No. SR-NASDAQ-2012-137).

FINRA also believes the NASDAQ MQP contains several features that mitigate the concerns the Commission discussed when approving the predecessor rule to FINRA Rule 5250.⁷ For example, the terms of the NASDAQ MQP generally are “objective, clear, and transparent”⁸ and includes disclosure requirements to help alert and educate potential and existing investors about the program.⁹ Specifically, and among other things, the NASDAQ program provides for website disclosure of certain information, including the identities of the companies, securities and market makers participating in the NASDAQ MQP, as well as the amount of the supplemental fee, if any, per security that would be in addition to the fixed basic fee. FINRA believes the level of transparency available regarding the structure of the program, participation of the parties and possible payments to market makers, provides important disclosure to investors in NASDAQ MQP securities, enabling them to identify which exchange-traded funds are and are not subject to the NASDAQ MQP. FINRA, therefore, believes it is appropriate to create an exception to Rule 5250 for payments to members expressly provided for under the rules of an exchange where the Commission has analyzed the payments and determined that the concerns Rule 5250 was designed to address have been sufficiently mitigated.

As noted in Item 2 of this filing, FINRA has filed the proposed rule change for immediate effectiveness. The implementation date of the proposed rule change will be May 15, 2013.

⁷ See supra text accompanying note 3.

⁸ See SEC Approval Order at 18401.

⁹ See SEC Approval Order.

(b) Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,¹⁰ which requires, among other things, that FINRA rules must 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 that the proposed rule change meets these requirements in that it excepts payments to market makers that are provided for under the rules of a national securities exchange, which are adopted pursuant to the Act's Section 19(b) rule filing process. In addition, these payments and related activity would be governed by the established market surveillance and oversight procedures of a national securities exchange.

FINRA believes that the proposed rule change also maintains the protections the rule was designed to provide, while refining the proper scope of the Rule to exclude payments made pursuant to objective, clear and transparent programs that are established by a national securities exchange to improve the market quality, depth and/or liquidity of securities traded on such exchange.

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 in that it treats all national securities exchanges equally by uniformly excepting payments made to market makers pursuant to the rules of an exchange that are effective

¹⁰ 15 U.S.C. 78q-3(b)(6).

after being filed with, or filed with and approved by, the SEC pursuant to the requirements 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

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 Act¹¹ and paragraph (f)(6) of Rule 19b-4 thereunder,¹² 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.

In accordance with Rule 19b-4(f)(6),¹³ 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.¹⁴

¹¹ 15 U.S.C. 78s(b)(3).

¹² 17 CFR 240.19b-4(f)(6).

¹³ 17 CFR 240.19b-4(f)(6).

¹⁴ 17 CFR 240.19b-4(f)(6)(iii).

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 proposed rule change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-FINRA-2013-020)

Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to FINRA Rule 5250 (Payments for Market Making)

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”) 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.

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

FINRA is proposing to amend FINRA Rule 5250 (Payments for Market Making) to create an exception for payments to members that are expressly provided for under the rules of a national securities exchange.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.19b-4(f)(6).

The text of the proposed rule change is available on FINRA's website at <http://www.finra.org>, at the principal office of FINRA and at the Commission's Public Reference Room.

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

FINRA Rule 5250 (Payments for Market Making or "Rule") explicitly prohibits any payment by issuers or issuers' affiliates and promoters, directly or indirectly, to a member for publishing a quotation, acting as a market maker, or submitting an application in connection therewith. The Rule is intended, among other things, to prohibit members from receiving compensation or other payments from an issuer for quoting or making a market in the issuer's securities and to assure that members act in an independent capacity when publishing a quotation or making a market in an issuer's securities.

FINRA's policy concerning payments for market making was first set forth in Notice to Members 75-16 and then codified as NASD Rule 2460 (now FINRA Rule

5250) in 1997.⁴ Among other things, FINRA recognized that members generally have considerable latitude and freedom to make or terminate market making activities and was concerned that payments by an issuer to a market maker could influence a firm's decision to make a market. In particular, the existence of undisclosed, private arrangements between market makers and an issuer and/or its promoters may make it difficult for investors to ascertain the true market for the securities, such that what might appear to be independent trading activity may well be illusory.⁵

FINRA staff has received inquiries regarding the application of the Rule to various types of arrangements provided for by the rules of a national securities exchange (an “exchange”). For example, the Commission has approved a rule change by NASDAQ Stock Market implementing a voluntary program for market makers that would be funded through fees by the issuer or an affiliate of the issuer (“NASDAQ MQP”).⁶ The Commission also currently is considering a proposed rule change by

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⁵ “If payments . . . were permitted, investors would not be able to ascertain which quotations in the marketplace are based on actual interest and which quotations are supported by issuers or promoters. This structure would harm investor confidence in the overall integrity of the marketplace.” See Order Approving File No. SR-NASD-97-29 at 37107.

⁶ See Securities Exchange Act Release No. 69195 (March 20, 2013), 78 FR 18393 (March 26, 2013) (Order Granting Approval of a Proposed Rule Change, as Modified by Amendment Nos. 1 and 3 Thereto, To Establish the Market Quality Program) (File No. SR-NASDAQ-2012-137) (“SEC Approval Order”).

NYSE Arca to adopt a voluntary market maker program for certain exchange-traded products that would be funded through fees by the issuer.⁷

FINRA believes certain exchange program structures, such as the one adopted by NASDAQ, could be deemed an indirect payment under Rule 5250; however, FINRA does not believe that such arrangements should be prohibited under the Rule because those payments would be made as part of a transparent structure put in place by another self-regulatory organization pursuant to a rule change, which generally must be approved by the SEC following publication for public comment in the Federal Register.⁸

Accordingly, where a market maker payment is provided for under the rules of an exchange that are effective after being filed with, or filed with and approved by, the SEC pursuant to the requirements of the Act, it is FINRA's view that comity should be afforded to such exchange rulemaking and the payment should not be prohibited under Rule 5250.

FINRA also believes the NASDAQ MQP contains several features that mitigate the concerns the Commission discussed when approving the predecessor rule to FINRA Rule 5250.⁹ For example, the terms of the NASDAQ MQP generally are "objective,

⁷ See Securities Exchange Act Release No. 69335 (April 5, 2013), 78 FR 21681 (April 11, 2013) (Notice of Filing of Proposed Rule Change and Amendment No. 1 Thereto To Implement a One-Year Pilot Program for Issuers of Certain Exchange-Traded Products Listed on the Exchange) (File No. SR-NYSEArca-2013-34). This proposal has not been acted upon by the Commission. The Commission has solicited comment on the proposed rule change, which are due by May 2, 2013.

⁸ See, e.g., Securities Exchange Act Release No. 68515 (December 21, 2012), 77 FR 77141 (December 31, 2012) (Notice of Filing of a Proposed Rule Change and Amendment No. 1 Thereto to Establish the Market Quality Program) (File No. SR-NASDAQ-2012-137).

⁹ See supra text accompanying note 5.

clear, and transparent”¹⁰ and includes disclosure requirements to help alert and educate potential and existing investors about the program.¹¹ Specifically, and among other things, the NASDAQ program provides for website disclosure of certain information, including the identities of the companies, securities and market makers participating in the NASDAQ MQP, as well as the amount of the supplemental fee, if any, per security that would be in addition to the fixed basic fee. FINRA believes the level of transparency available regarding the structure of the program, participation of the parties and possible payments to market makers, provides important disclosure to investors in NASDAQ MQP securities, enabling them to identify which exchange-traded funds are and are not subject to the NASDAQ MQP. FINRA, therefore, believes it is appropriate to create an exception to Rule 5250 for payments to members expressly provided for under the rules of an exchange where the Commission has analyzed the payments and determined that the concerns Rule 5250 was designed to address have been sufficiently mitigated.

FINRA has filed the proposed rule change for immediate effectiveness.

The implementation date of the proposed rule change will be May 15, 2013.

2. Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,¹² which requires, among other things, that FINRA rules must 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

¹⁰ See SEC Approval Order at 18401.

¹¹ See SEC Approval Order.

¹² 15 U.S.C. 78o-3(b)(6).

interest. FINRA believes that the proposed rule change meets these requirements in that it excepts payments to market makers that are provided for under the rules of a national securities exchange, which are adopted pursuant to the Act's Section 19(b) rule filing process. In addition, these payments and related activity would be governed by the established market surveillance and oversight procedures of a national securities exchange.

FINRA believes that the proposed rule change also maintains the protections the rule was designed to provide, while refining the proper scope of the Rule to exclude payments made pursuant to objective, clear and transparent programs that are established by a national securities exchange to improve the market quality, depth and/or liquidity of securities traded on such exchange.

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 in that it treats all national securities exchanges equally by uniformly excepting payments made to market makers pursuant to the rules of an exchange that are effective after being filed with, or filed with and approved by, the SEC pursuant to the requirements 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.

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 Act¹³ and Rule 19b-4(f)(6) thereunder.¹⁴

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

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-2013-020 on the subject line.

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f)(6).

Paper Comments:

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

All submissions should refer to File Number SR-FINRA-2013-020. 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 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 website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. 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-2013-020 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.¹⁵

Elizabeth M. Murphy

Secretary

¹⁵ 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.

* * * * *

5000. SECURITIES OFFERING AND TRADING STANDARDS AND PRACTICES

* * * * *

5200. QUOTATION AND TRADING OBLIGATIONS AND PRACTICES

* * * * *

5250. Payments for Market Making

(a) No member or person associated with a member shall accept any payment or other consideration, directly or indirectly, from an issuer of a security, or any affiliate or promoter thereof, for publishing a quotation, acting as market maker in a security, or submitting an application in connection therewith.

(b) The provisions of paragraph (a) shall not preclude a member from accepting:

(1) payment for bona fide services, including, but not limited to, investment banking services (including underwriting compensation and fees);
[and]

(2) reimbursement of any payment for registration imposed by the SEC or state regulatory authorities and for listing of an issue of securities imposed by a self-regulatory organization[.]; and

(3) any payment expressly provided for under the rules of a national securities exchange that are effective after being filed with, or filed with and approved by, the SEC pursuant to the requirements of the Exchange Act.

(c) No Change.

* * * * *