

OMB APPROVAL

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Page 1 of * 16

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

File No.* SR - 2015 - * 007

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) *
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Pilot <input type="checkbox"/> Extension of Time Period for Commission Action * <input type="checkbox"/> Date Expires * <input type="text"/>			Rule <input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(4) <input checked="" 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)		

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) *

☐

Section 806(e)(2) *

☐

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 Waive Trade Reporting Fees Under Rule 7710 Due to an OTC Reporting Facility Systems Issue

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 * Lisa Last Name * Horrigan
 Title * Associate General Counsel
 E-mail * lisa.horrigan@finra.org
 Telephone * (202) 728-8190 Fax (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 04/10/2015

By Stephanie Dumont

(Name *)

Senior Vice President and Director of Capital Markets Policy

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 EFFT website.	
<div>Form 19b-4 Information *</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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.
<div>Exhibit 1 - Notice of Proposed Rule Change *</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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)
<div>Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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)
<div>Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications</div> <div><div>Add</div><div>Remove</div><div>View</div></div> <div>Exhibit Sent As Paper Document <input type="checkbox"/></div>	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.
<div>Exhibit 3 - Form, Report, or Questionnaire</div> <div><div>Add</div><div>Remove</div><div>View</div></div> <div>Exhibit Sent As Paper Document <input type="checkbox"/></div>	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.
<div>Exhibit 4 - Marked Copies</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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.
<div>Exhibit 5 - Proposed Rule Text</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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.
<div>Partial Amendment</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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 waive fees under Rule 7710 for trade reporting to the OTC Reporting Facility (“ORF”) due to an ORF systems issue on March 24, 2015. The proposed rule change does not make any changes to the text of FINRA rules.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The Chief Legal Officer of FINRA authorized the filing of the proposed rule change with the SEC 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 operative date will be the date of filing.

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

(a) Purpose

FINRA rules require that members report trades in OTC equity securities, as defined under Rule 6420, to the ORF for public dissemination purposes. Members also may be required or may choose to submit one or more “non-tape” reports in connection with the trade (i.e., the transaction is not reported to the tape for publication but is reported for clearing or regulatory purposes). Pursuant to Rule 7710, FINRA charges

¹ 15 U.S.C. 78s(b)(1).

members various fees for using the ORF, including, e.g., for reporting trades and cancelling or correcting previously reported trades, as set forth below:

Reporting of transactions not subject to comparison through the OTC Reporting Facility	\$0.029/side
Submission of non-tape, non-clearing (regulatory) reports	No fee
Clearing report to transfer a transaction fee charged by one member to another member pursuant to Rule 7330(i)	\$0.03/side
Comparison	\$0.0144/side per 100 shares (minimum 400 shares; maximum 7,500 shares)
Late Report—T+N	\$0.288/trade (charged to the Executing Party)
Corrective Transaction Charge	\$0.25/Cancel, Correct transaction, paid by reporting side; \$0.25/Break, Decline transaction, paid by each party

On March 24, 2015, the ORF experienced a systems issue that impacted trade reporting. Specifically, following a server failover, the ORF system erroneously reprocessed and resubmitted trades that had previously been processed and sent to FINRA's Trade Data Dissemination Service for public dissemination.² FINRA staff identified approximately 70,000 duplicate trades and worked with members to cancel them. FINRA also determined that, following the server failover, some timely reported trades were incorrectly processed and marked as "late," and for some trades that were designated for submission to clearing, the system erroneously cancelled the clearing information that had been submitted to the National Securities Clearing Corporation.

² See ORF Technical Notices dated March 24, 2015 and March 25, 2015, available at www.finra.org/industry/orf/orf-technical-notices.

FINRA continues to work with firms to identify trades that were erroneously marked late and clearing submissions that were inadvertently cancelled by the system.

Approximately 322 firms reported trades to the ORF from 2:20 p.m. (the time of the server failover) until the close of the system on March 24, 2015 and thus potentially were impacted by the ORF systems issue on that date. During this time frame, there were over 120,000 trade submissions, which include original and duplicate trade reports and cancellations.

As a result of the ORF systems issue, some members were required to take corrective action by making additional submissions to the ORF to cancel duplicate trades or resubmit cancelled clearing transactions. To ensure that members are not charged for such additional submissions, and in recognition that members have had to expend resources to take corrective action as a result of the ORF systems issue, FINRA is proposing to waive all ORF trade reporting fees under Rule 7710 for March 24, 2015, the date the ORF systems issues occurred. As such, fees under Rule 7710 will be waived for all submissions to the ORF made on March 24, 2015, including fees for “as/of” reports submitted on March 24, 2015 for trades that were executed prior to that date.

In addition, FINRA recognizes that some members may have been unable to take the necessary corrective steps on March 24, 2015, i.e., some members may not have cancelled the duplicate trades or resubmitted trades for clearing until T+1 or later. Accordingly, FINRA also is proposing to waive the trade reporting fees under Rule 7710 for trades submitted to the ORF with a trade execution date of March 24, 2015 or an original report date of March 24, 2015, provided that such trades were submitted by March 31, 2015. Because the pertinent billing cycle ended on March 31, 2015, trades

submitted on or after April 1, 2015 would not be entitled to the fee relief proposed herein, even if they were executed or originally reported on March 24, 2015.³ FINRA believes that it is most equitable to provide such additional relief to members.

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

(b) Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(5) of the Act,⁴ 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. FINRA believes that the proposed rule change to waive trade reporting fees under Rule 7710, as described herein, is appropriate in light of the ORF systems issue on March 24, 2015. FINRA does not believe that members should incur fees for the corrective action they were required to take following the ORF systems issue. FINRA believes that this limited waiver results in reasonable fees and financial benefits that are equitably allocated. The financial benefit of the trade reporting fee waiver is available to all firms that reported to the ORF on March 24, 2015 and to all firms that reported trades with an execution date or original report date of March 24, 2015, provided that such reports were received by March 31, 2015. The proposed rule change is reasonable because the waiver of ORF trade reporting fees – and the financial benefit from such waiver – is of limited amount, duration and application, as noted above. Finally, the

³ FINRA believes that only a small number of trades were not cancelled or resubmitted, as necessary, by March 31, 2015.

⁴ 15 U.S.C. 78o-3(b)(5).

proposed trade reporting fee waiver does not unfairly discriminate between or among members in that the waiver is available to any such member that reported transactions to the ORF on the relevant dates.

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 believes that the proposed rule change to waive the trade reporting fees is appropriate in light of the ORF systems issue, which required members to take corrective action and make additional submissions to the ORF. FINRA believes that the limited trade reporting fee waiver would not place an unreasonable fee burden on members, nor confer an uncompetitive benefit to members that have their trade reporting fees waived, in that such waiver would be available for a very limited period and the financial impact of such a waiver would be de minimis.

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)(A)(ii) of the Act⁵ and paragraph (f)(2) of Rule 19b-4 thereunder,⁶ in that the

⁵ 15 U.S.C. 78s(b)(3)(A)(ii).

⁶ 17 CFR 240.19b-4(f)(2).

proposed rule change is establishing or changing a due, fee, or other charge imposed by the self-regulatory organization on any person, whether or not the person is a member of the self-regulatory organization.

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 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34- ; File No. SR-FINRA-2015-007)

Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Waive Trade Reporting Fees Under Rule 7710 Due to an OTC Reporting Facility Systems Issue

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 “establishing or changing a due, fee or other charge” under Section 19(b)(3)(A)(ii) of the Act³ and Rule 19b-4(f)(2) thereunder,⁴ 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 waive fees under Rule 7710 for trade reporting to the OTC Reporting Facility (“ORF”) due to an ORF systems issue on March 24, 2015. The proposed rule change does not make any changes to the text of FINRA rules.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

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 rules require that members report trades in OTC equity securities, as defined under Rule 6420, to the ORF for public dissemination purposes. Members also may be required or may choose to submit one or more "non-tape" reports in connection with the trade (i.e., the transaction is not reported to the tape for publication but is reported for clearing or regulatory purposes). Pursuant to Rule 7710, FINRA charges members various fees for using the ORF, including, e.g., for reporting trades and cancelling or correcting previously reported trades, as set forth below:

Reporting of transactions not subject to comparison through the OTC Reporting Facility	\$0.029/side
Submission of non-tape, non-clearing (regulatory) reports	No fee
Clearing report to transfer	\$0.03/side

a transaction fee charged by one member to another member pursuant to Rule 7330(i)	
Comparison	\$0.0144/side per 100 shares (minimum 400 shares; maximum 7,500 shares)
Late Report—T+N	\$0.288/trade (charged to the Executing Party)
Corrective Transaction Charge	\$0.25/Cancel, Correct transaction, paid by reporting side; \$0.25/Break, Decline transaction, paid by each party

On March 24, 2015, the ORF experienced a systems issue that impacted trade reporting. Specifically, following a server failover, the ORF system erroneously reprocessed and resubmitted trades that had previously been processed and sent to FINRA's Trade Data Dissemination Service for public dissemination.⁵ FINRA staff identified approximately 70,000 duplicate trades and worked with members to cancel them. FINRA also determined that, following the server failover, some timely reported trades were incorrectly processed and marked as "late," and for some trades that were designated for submission to clearing, the system erroneously cancelled the clearing information that had been submitted to the National Securities Clearing Corporation. FINRA continues to work with firms to identify trades that were erroneously marked late and clearing submissions that were inadvertently cancelled by the system. Approximately 322 firms reported trades to the ORF from 2:20 p.m. (the time of the server failover) until the close of the system on March 24, 2015 and thus potentially were impacted by the ORF systems issue on that date. During this time frame, there were over

⁵ See ORF Technical Notices dated March 24, 2015 and March 25, 2015, available at www.finra.org/industry/orf/orf-technical-notices.

120,000 trade submissions, which include original and duplicate trade reports and cancellations.

As a result of the ORF systems issue, some members were required to take corrective action by making additional submissions to the ORF to cancel duplicate trades or resubmit cancelled clearing transactions. To ensure that members are not charged for such additional submissions, and in recognition that members have had to expend resources to take corrective action as a result of the ORF systems issue, FINRA is proposing to waive all ORF trade reporting fees under Rule 7710 for March 24, 2015, the date the ORF systems issues occurred. As such, fees under Rule 7710 will be waived for all submissions to the ORF made on March 24, 2015, including fees for “as/of” reports submitted on March 24, 2015 for trades that were executed prior to that date.

In addition, FINRA recognizes that some members may have been unable to take the necessary corrective steps on March 24, 2015, i.e., some members may not have cancelled the duplicate trades or resubmitted trades for clearing until T+1 or later. Accordingly, FINRA also is proposing to waive the trade reporting fees under Rule 7710 for trades submitted to the ORF with a trade execution date of March 24, 2015 or an original report date of March 24, 2015, provided that such trades were submitted by March 31, 2015. Because the pertinent billing cycle ended on March 31, 2015, trades submitted on or after April 1, 2015 would not be entitled to the fee relief proposed herein, even if they were executed or originally reported on March 24, 2015.⁶ FINRA believes that it is most equitable to provide such additional relief to members.

⁶ FINRA believes that only a small number of trades were not cancelled or resubmitted, as necessary, by March 31, 2015.

FINRA has filed the proposed rule change for immediate effectiveness. The operative date will be the date of filing.

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. FINRA believes that the proposed rule change to waive trade reporting fees under Rule 7710, as described herein, is appropriate in light of the ORF systems issue on March 24, 2015. FINRA does not believe that members should incur fees for the corrective action they were required to take following the ORF systems issue. FINRA believes that this limited waiver results in reasonable fees and financial benefits that are equitably allocated. The financial benefit of the trade reporting fee waiver is available to all firms that reported to the ORF on March 24, 2015 and to all firms that reported trades with an execution date or original report date of March 24, 2015, provided that such reports were received by March 31, 2015. The proposed rule change is reasonable because the waiver of ORF trade reporting fees – and the financial benefit from such waiver – is of limited amount, duration and application, as noted above. Finally, the proposed trade reporting fee waiver does not unfairly discriminate between or among members in that the waiver is available to any such member that reported transactions to the ORF on the relevant dates.

⁷ 15 U.S.C. 78o-3(b)(5).

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. FINRA believes that the proposed rule change to waive the trade reporting fees is appropriate in light of the ORF systems issue, which required members to take corrective action and make additional submissions to the ORF. FINRA believes that the limited trade reporting fee waiver would not place an unreasonable fee burden on members, nor confer an uncompetitive benefit to members that have their trade reporting fees waived, in that such waiver would be available for a very limited period and the financial impact of such a waiver would be de minimis.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act⁸ and paragraph (f)(2) of Rule 19b-4 thereunder.⁹ 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

⁸ 15 U.S.C. 78s(b)(3)(A).

⁹ 17 CFR 240.19b-4(f)(2).

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-2015-007 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-FINRA-2015-007. 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-2015-007 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.¹⁰

Brent J. Fields
Secretary

¹⁰ 17 CFR 200.30-3(a)(12).