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Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 15

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

File No.* SR - 2012 - * 09
Amendment No. (req. for Amendments *)

Proposed Rule Change by NYSE MKT LLC.

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) *
☑	☐	☐	☐	☑	☐

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

Rule

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

Exhibit 2 Sent As Paper Document ☐

Exhibit 3 Sent As Paper Document ☐

Description

Provide a brief description of the proposed rule change (limit 250 characters, required when Initial is checked *).

Proposal to prescribe the Registered Proprietary Traders Examination Series 56 as the qualifying examination for registered Market Makers and Market Maker Authorized Traders and Floor Brokers

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 * Glenn Last Name * Gsell

Title * Managing Director

E-mail * ggsell@nyx.com

Telephone * (415) 835-4805 Fax (415) 412-6898

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 06/13/2012

By Sudhir Bhattacharyya (Name *)

Vice President (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.

NYX Sudhir Bhattacharyya,

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) 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 (required) 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 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) NYSE MKT LLC ("NYSE Amex Options" or the "Exchange") proposes to prescribe the Registered Proprietary Traders Examination (Series 56) (the "Series 56 Examination") as the qualifying examination for registered Market Makers, Market Maker Authorized Traders ("MMATs"), and Floor Brokers. The text of the proposed rule change is attached as Exhibit 5 and is available on the Exchange's website at www.nyse.com, at the Exchange's principal office, and at the Public Reference Room of the Securities and Exchange Commission ("Commission").

(b) The Exchange does not believe that the proposed rule change will have any direct effect, or any significant indirect effect, on any other Exchange rule in effect at the time of this filing.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

Senior management has approved the proposed rule change pursuant to authority delegated to it by the Board of the Exchange. No further action by the Board of Directors or the membership of the Exchange is required. Therefore, the Exchange's internal procedures with respect to the proposed rule change are complete.

The person on the Exchange staff prepared to respond to questions and comments on the proposed rule change is:

Glenn Gsell
Managing Director
NYSE Regulation, Inc.
(415) 835-4805

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

(a) Purpose

The Exchange proposes to prescribe the Series 56 Examination as the qualifying examination for registered Market Makers, MMATs, and Floor Brokers.

Exchange Rule 921NY specifies that an applicant must pass an examination prescribed by the Exchange in order to register as a Market Maker. Exchange Rule 921.1NY specifies that an applicant must pass an examination conducted by the Exchange in order to register as a MMAT. For the purposes of these rules, NYSE Amex Options has prescribed the Series 48 as the qualifying exam for both Market Makers and MMATs. Exchange Rule 931NY specifies that an applicant

must pass an examination prescribed by the Exchange in order to register as a Floor Broker. For the purposes of this rule, NYSE Amex Options has prescribed the Series 49 as the qualifying exam for Floor Brokers. NYSE Amex Options proposes to change the prescribed examination for Market Makers, MMATs, and Floor Brokers to the Series 56 Examination. In addition, the Exchange proposes to add a parenthetical reference to the Series 56 examination to Rules 921NY, 921.1NY and 931NY.

The Series 56 Examination was developed by a committee comprised of industry representatives, Exchange staff and staff from other SROs. The Series 56 Examination tests a candidate's knowledge of proprietary trading generally and the industry rules applicable to trading of equity securities and listed options contracts. The Series 56 Examination covers, among other things, recordkeeping and recording requirements; types and characteristics of securities and investments; trading practices; and display, execution, and trading systems.[1] As such the Exchange believes that an applicant who has passed the Series 56 is proven to be qualified to act in the capacity of a Market Maker, Floor Broker and/or MMAT on NYSE Amex Options.

While NYSE Amex Options will no longer be offering the Series 48 or Series 49 as qualifying exams to new applicants, the Exchange will recognize any individual who has passed one of those exams as having successfully completed a qualifying exam. An individual presently registered as a Market Maker, MMAT or Floor Broker on NYSE Amex Options, who has previously passed a qualifying exam as prescribed by the Exchange, will not be required to take the Series 56 as a condition of their continued registration.

Following effectiveness of the proposed rule change, the Exchange will issue a Regulatory Bulletin announcing the compliance date within 30 days of the operative date of the rule change.

(b) Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b)[2] of the Securities Exchange Act of 1934 ("Act") in general, and furthers the objectives of (1) Section 6(c)(3)(B)[3] of the Act, pursuant to which a national securities exchange prescribes standards of training, experience and competence for members and their associated persons; and (2) Section 6(b)(5) of the Act,[4] in that

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1 The Exchange previously submitted detailed content outline for the Series 56 examination to the Commission. *See* Securities Exchange Act Release No. 66482 (February 28, 2012), 77 FR 13170 (March 5, 2012) (SR-NYSEAmex-2012-13).

2 15 U.S.C. 78f(b).

3 15 U.S.C. 78f(c)(3)(B).

4 15 U.S.C. 78f(b)(5).

it is designed, among other things, to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. The Exchange believes that prescribing the Series 56 Examination for Market Makers, MMATs, and Floor Brokers is appropriate because the Series 56 Examination addresses industry topics that establish the foundation for the regulatory and procedural knowledge necessary for individuals required to register as Market Makers, MMATs, and Floor Brokers. In addition, the Series 56 Examination is shared by other exchanges and has become the industry standard. [5] Accordingly, adopting the Series 56 Examination will help to promote consistency in examination requirements and uniformity across markets

The Exchange will continue to educate its ATP Holders regarding the requirements that are unique to the Exchange through its orientation programs to ensure that all ATP Holders will continue to be properly registered, trained, and qualified to perform their functions, which will protect investors and the public interest.

4. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose 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

The Exchange has neither solicited nor received written comments on the proposed rule change.

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)

The Exchange believes that the proposal qualifies for immediate effectiveness upon filing as a "non-controversial" rule change in accordance with Section 19(b)(3)(A)[6] of the Act and Rule 19b-4(f)(6)[7] thereunder.

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[5] *See* Securities Exchange Act Release No. 64699 (June 17, 2011), 76 FR 36945 (June 23, 2011) (SR-CBOE-2011-056). *See* Securities Exchange Act Release No. 65054 (August 8, 2011), 76 FR 50277 (August 12, 2011) (SR-ISE-2011-36).

[6] 15 U.S.C. 78s(b)(3)(A).

The Exchange asserts that the proposed rule change (i) will not significantly affect the protection of investors or the public interest, (ii) will not impose any significant burden on competition, and (iii) by its terms, will not become operative for 30 days after the date of this filing, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public interest. In addition, the Exchange provided the Commission with written notice of its intent to file the proposed rule changes, along with a brief description and text of the proposed rule changes, at least five business days prior to the date of filing, or such shorter time as the Commission may designate.

The Exchange believes that this proposal is non-controversial and eligible to become effective immediately because it promotes uniformity in examination requirements across self-regulatory organizations. The Exchange respectfully requests a waiver from the requirement of a 30-day operative delay period for "non-controversial" proposals. The waiver would help ensure that the Exchange may prescribe a comprehensive exam designed to test an applicant's regulatory and procedural knowledge of trading so to be consistent with examination requirements at other option exchanges, without delay.

For the foregoing reasons, this rule filing qualifies for immediate effectiveness as a "non-controversial" rule change under paragraph (f)(6) of Rule 19b-4.[8] 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.

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

This proposal is consistent with the examination requirements of the Chicago Board Options Exchange.[9]

9. Exhibits

Exhibit 1 – Form of Notice of Proposed Rule Change for Federal Register

Exhibit 5 – Text of Proposed Rule Change

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[7] 17 CFR 240.19b-4(f)(6).

[8] *Id*.

[9] CBOE Rule 3.6A. Interpretation and Policy .08, prescribes the Series 56 Examination as the qualifying exam for individuals engaged in market-making and/or effecting transactions on behalf of broker-dealers, which includes an individual acting in the capacity of a Floor Broker.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NYSEMKT-2012-09)

[Date]

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Prescribing the Registered Proprietary Traders Examination (Series 56) As The Qualifying Examination for Registered Market Makers, Market Maker Authorized Traders, and Floor Brokers

Pursuant to Section 19(b)(1)[1] of the Securities Exchange Act of 1934 (the "Act")[2] and Rule 19b-4 thereunder,[3] notice is hereby given that on June 13 2012, NYSE MKT LLC (the "Exchange" or "NYSE MKT") filed with the Securities and Exchange Commission (the "Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. 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

The Exchange proposes to prescribe the Registered Proprietary Traders Examination (Series 56) (the "Series 56 Examination") as the qualifying examination for registered Market Makers, Market Maker Authorized Traders ("MMATs"), and Floor Brokers. The text of the proposed rule change is available on the Exchange's website at www.nyse.com, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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1 15 U.S.C.78s(b)(1).

2 15 U.S.C. 78a.

3 17 CFR 240.19b-4.

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

In its filing with the Commission, the self-regulatory organization 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 those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

The Exchange proposes to prescribe the Series 56 Examination as the qualifying examination for registered Market Makers, MMATs, and Floor Brokers.

Exchange Rule 921NY specifies that an applicant must pass an examination prescribed by the Exchange in order to register as a Market Maker. Exchange Rule 921.1NY specifies that an applicant must pass an examination conducted by the Exchange in order to register as a MMAT. For the purposes of these rules, NYSE Amex Options has prescribed the Series 48 as the qualifying exam for both Market Makers and MMATs. Exchange Rule 931NY specifies that an applicant must pass an examination prescribed by the Exchange in order to register as a Floor Broker. For the purposes of this rule, NYSE Amex Options has prescribed the Series 49 as the qualifying exam for Floor Brokers. NYSE Amex Options proposes to change the prescribed examination for Market Makers, MMATs, and Floor Brokers to the Series 56 Examination. In addition, the Exchange proposes to add a parenthetical reference to the Series 56 examination to

Rules 921NY, 921.1NY and 931NY.

The Series 56 Examination was developed by a committee comprised of industry representatives, Exchange staff and staff from other SROs. The Series 56 Examination tests a candidate's knowledge of proprietary trading generally and the industry rules applicable to trading of equity securities and listed options contracts. The Series 56 Examination covers, among other things, recordkeeping and recording requirements; types and characteristics of securities and investments; trading practices; and display, execution, and trading systems.[4] As such the Exchange believes that an applicant who has passed the Series 56 is proven to be qualified to act in the capacity of a Market Maker, Floor Broker and/or MMAT on NYSE Amex Options.

While NYSE Amex Options will no longer be offering the Series 48 or Series 49 as qualifying exams to new applicants, the Exchange will recognize any individual who has passed one of those exams as having successfully completed a qualifying exam. An individual presently registered as a Market Maker, MMAT or Floor Broker on NYSE Amex Options, who has previously passed a qualifying exam as prescribed by the Exchange, will not be required to take the Series 56 as a condition of their continued registration.

Following effectiveness of the proposed rule change, the Exchange will issue a Regulatory Bulletin announcing the compliance date within 30 days of the operative date of the rule change.

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[4] The Exchange previously submitted detailed content outline for the Series 56 examination to the Commission. *See* Securities Exchange Act Release No. 66482 (February 28, 2012), 77 FR 13170 (March 5, 2012) (SR-NYSEAmex-2012-13).

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b)[5] of the Securities Exchange Act of 1934 ("Act") in general, and furthers the objectives of (1) Section 6(c)(3)(B)[6] of the Act, pursuant to which a national securities exchange prescribes standards of training, experience and competence for members and their associated persons; and (2) Section 6(b)(5) of the Act,[7] in that it is designed, among other things, to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. The Exchange believes that prescribing the Series 56 Examination for Market Makers, MMATs, and Floor Brokers is appropriate because the Series 56 Examination addresses industry topics that establish the foundation for the regulatory and procedural knowledge necessary for individuals required to register as Market Makers, MMATs, and Floor Brokers. In addition, the Series 56 Examination is shared by other exchanges and has become the industry standard. [8] Accordingly, adopting the Series 56 Examination will help to promote consistency in examination requirements and uniformity across markets

The Exchange will continue to educate its ATP Holders regarding the requirements that are unique to the Exchange through its orientation programs to ensure

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5 15 U.S.C. 78f(b).

6 15 U.S.C. 78f(c)(3)(B).

7 15 U.S.C. 78f(b)(5).

8 *See* Securities Exchange Act Release No. 64699 (June 17, 2011), 76 FR 36945 (June 23, 2011) (SR-CBOE-2011-056). *See* Securities Exchange Act Release No. 65054 (August 8, 2011), 76 FR 50277 (August 12, 2011) (SR-ISE-2011-36).

that all ATP Holders will continue to be properly registered, trained, and qualified to perform their functions, which will protect investors and the public interest.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose 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

No written comments were solicited or received with respect to the proposed rule change.

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

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act[9] and Rule 19b-4(f)(6) thereunder.[10] Because the 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 prior to 30 days from the date on which it was filed, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6)(iii) thereunder.

A proposed rule change filed under Rule 19b-4(f)(6)[11] normally does not become

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[9] 15 U.S.C. 78s(b)(3)(A)(iii).

[10] 17 CFR 240.19b-4(f)(6).

[11] 17 CFR 240.19b-4(f)(6).

operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b4(f)(6)(iii),[12] the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the 30-day operative delay so that the proposal may become operative immediately upon filing.

At any time within 60 days of the filing of such 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.

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-NYSEMKT-2012-09 on the subject line.

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-NYSEMKT-2012-09. This file

[12] 17 CFR 240.19b-4(f)(6)(iii).

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 Section, 100 F Street, NE, Washington, DC 20549-1090. Copies of the filing will also be available for inspection and copying at the NYSE's principal office and on its Internet website at www.nyse.com. 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-NYSEMKT-2012-09 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.[13]

Kevin M. O'Neill
Deputy Secretary

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[13] 17 CFR 200.30-3(a)(12).

Exhibit 5

Additions are underlined;
Deletions are [bracketed].

NYSE MKT RULES

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Rule 921NY. Registration of Market Makers

(a) An applicant for registration as a Market Maker shall file an application in writing with the Exchange on such form or forms as the Exchange may prescribe. Applications shall be reviewed by the Exchange, which shall consider an applicant's ability, as demonstrated by his passing a Market Maker examination prescribed by the Exchange (Series 56), financial resources and such other factors as the Exchange deems appropriate. Applicants reapplying to the Exchange who have previously successfully completed such examination and have been absent from registration as a Market Maker or an MMAT with the Exchange for six months or more will be required to complete an orientation program prescribed by the Exchange. After reviewing the application, the Exchange shall either approve or disapprove the applicant's registration as a Market Maker. The registration of any person as a Market Maker may be suspended or terminated by the Exchange upon a determination of any substantial or continued failure by such Market Maker to engage in dealings in accordance with Rules 925NY or 923NY.

(b) – (c) No Change

Rule 921.1NY. Market Maker Authorized Traders

(a) No Change

(b) *Registration of MMATs*. The Exchange may, upon receiving an application in writing from a Market Maker on a form prescribed by the Exchange, approve a person as an MMAT.

(1) No Change

(2) To be approved as an MMAT, a person must demonstrate knowledge of the Rules of the Exchange by passing an examination [conducted] prescribed by the Exchange (Series 56). Applicants reapplying to the Exchange who have previously successfully completed such examination and have been absent from registration as a Market Maker or an MMAT with the Exchange for six months or more will be required to complete an orientation program prescribed by the Exchange.

(3) - (4) No Change

(c) – No Change

* * * *

Rule 931NY. Registration of Floor Brokers

(a) An applicant for registration as a Floor Broker must file an application in writing with the Exchange on such form or forms as the Exchange may prescribe. Applicants must pass a Floor Broker examination prescribed by the Exchange (Series 56). Before a registration becomes effective, the Exchange will post the name of the applicant on the bulletin board on the Floor of the Exchange for 3 business days.

(b) – (c) No Change

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