

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 20	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2013 - * 01	Amendment No. (req. for Amendments *)
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Filing by NYSE MKT LLC.
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"/>
			Rule		
Pilot <input type="checkbox"/>	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 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 Section 806(e)(1) <input type="checkbox"/> Section 806(e)(2) <input type="checkbox"/>	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) <input type="checkbox"/>
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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 *).

Proposal to amend its Price List with respect to regulatory fees related to the Central Registration Depository which are collected by the Financial Industry Regulatory Authority Inc

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 * Marija	Last Name * Willen
Title * Chief Counsel	
E-mail * mwillen@nyx.com	
Telephone * (212) 656-4440	Fax (212) 656-8101

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 01/02/2013	Vice President
By Sudhir Bhattacharyya	
(Name *)	Sudhir Bhattacharyya,

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

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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, 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

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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

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

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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.

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 and Rule 19b-4 thereunder,² NYSE MKT LLC (“NYSE MKT” or the “Exchange”) proposes to amend its Price List (the “Price List”) with respect to regulatory fees related to the Central Registration Depository (“CRD system”), which are collected by the Financial Industry Regulatory Authority, Inc. (“FINRA”). The Exchange proposes to implement the fee changes on January 2, 2013.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1 and the text of the proposed rule change is attached as Exhibit 5

- (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 is required under the Exchange’s governing documents. 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:

Marija Willen
Chief Counsel
NYSE Euronext
(212) 656-4440

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

- (a) Purpose

The Exchange proposes to amend the Price List with respect to regulatory fees related to the CRD system, which are collected by FINRA.³ The Exchange

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The CRD system is the central licensing and registration system for the U.S. securities industry. The CRD system enables individuals and firms seeking

proposes to implement the fee changes on January 2, 2013.

Certain of the regulatory fees provided in the Price List are collected and retained by FINRA via the CRD system for the registration of employees of member organizations of the Exchange that are not FINRA members (“Non-FINRA Member Organizations”). The Exchange originally adopted fees for use of the CRD system in 2003.⁴ FINRA recently amended certain of the fees assessed for use of the CRD system, and those amendments will become effective January 2, 2013.⁵

The CRD system fees are user-based and there is no distinction in the cost incurred by FINRA if the user is a FINRA member or a Non-FINRA Member Organization. Accordingly, the Exchange is proposing to amend the fees in the Price List to mirror those assessed by FINRA, which will be implemented concurrently with the amended FINRA fees on January 2, 2013.⁶ The proposed changes are as follows:⁷

registration with multiple states and self-regulatory organizations to do so by submitting a single form, fingerprint card and a combined payment of fees to FINRA. Through the CRD system, FINRA maintains the qualification, employment and disciplinary histories of registered associated persons of broker-dealers.

⁴ See Securities Exchange Act Release No. 48066 (June 19, 2003), 68 FR 38409 (June 27, 2003) (SR-Amex-2003-49).

⁵ See Securities Exchange Act Release No. 67247 (June 25, 2012), 77 FR 38866 (June 29, 2012) (SR-FINRA-2012-030).

⁶ The Exchange notes that it has only adopted the CRD system fees charged by FINRA to Non-FINRA Member Organizations when such fees are applicable. In this regard, certain FINRA CRD system fees and requirements are specific to FINRA members, but do not apply to NYSE MKT-only member organizations.

⁷ The Exchange is proposing to delete the current fees and descriptions in their entirety and replace them with the updated fees and descriptions in a separate table that will include all the fees applicable to Non-FINRA Member Organizations, as discussed further below (corresponding footnotes in the Price List would also be designated as “reserved”). In this regard, the Exchange is proposing a new subheading in the “Regulatory Fees” section of the Price List to differentiate between those fees that are applicable to all member organizations and those fees that are applicable only to Non-FINRA Member Organizations. The Exchange notes that member organizations that are also FINRA members are charged CRD system fees according to Section (4) of Schedule A to the FINRA By-laws.

- Increasing the disclosure processing fee from \$95 to \$110;⁸ and
- Increasing the manual fingerprint processing fee from \$13 to \$30.⁹

In addition to increasing the existing CRD system fees, FINRA adopted a new fee for the additional processing of each initial or amended Form BD that includes the initial reporting, amendment, or certification of one or more disclosure events or proceedings.¹⁰ Broker-dealers use Form BD to, among other things, report disclosure matters in which they or a control affiliate have been involved. Prior to the adoption of the new fee, FINRA did not have a fee designed to cover the costs associated with the review of Form BD, notwithstanding that the review is similar to that performed of broker-dealers' Forms U4 and U5. Such reviews include confirming that the matter is properly reported, reviewing any documentation submitted and determining whether additional documentation is required, conducting any necessary independent research and, depending on the matter reported, analyzing whether the event or proceeding subjects the individual or firm to a statutory disqualification pursuant to Section 3(a)(39) of the Act.¹¹ FINRA adopted a \$110 fee for the review of a Form BD, which mirrors the increased fee adopted for the review of Forms U4 and U5. As such, the Exchange is adopting the identical fee for FINRA's review of a Form BD submitted by Non-FINRA Member Organizations.¹²

The Exchange also proposes to include in its Price List certain other fees that are charged by FINRA to FINRA members as well as Non-FINRA Member

⁸ See Section (4)(b)(3) of Schedule A to the FINRA By-laws effective on January 2, 2013. The updated description in the Price List for this fee would be "additional processing of each initial or amended Form U4, Form U5 or Form BD that includes the initial reporting, amendment, or certification of one or more disclosure events or proceedings." As noted below, this would incorporate the applicability of the fee to Form BD processing.

⁹ See Section (4)(b)(6) of Schedule A to the FINRA By-laws effective on January 2, 2013. The updated description in the Price List for this fee would be "processing and posting to the CRD system each set of fingerprint results and identifying information that have been processed through another self-regulatory organization and submitted to FINRA." The Exchange also proposes to permanently remove the current \$35 fee in the Price List for fingerprint processing. The fee for fingerprint processing by FINRA is addressed via the other fingerprint processing fees described herein and in the proposed changes to the Price List.

¹⁰ See Section (4)(b)(3) of Schedule A to the FINRA By-laws effective on January 2, 2013.

¹¹ 15 U.S.C. 78c(a)(39).

¹² See supra note 8.

Organizations. These fees are as follows:¹³

- \$100 for each initial Form U4 filed for the registration of a representative or principal;¹⁴
- \$15 for processing and posting to the CRD system each set of fingerprints submitted electronically to FINRA, plus any other charge that may be imposed by the U.S. Department of Justice for processing each set of fingerprints;¹⁵
- \$30 for processing and posting to the CRD system each set of fingerprint cards submitted in non-electronic format to FINRA, plus any other charge that may be imposed by the U.S. Department of Justice for processing each set of fingerprints;¹⁶ and
- \$45 annually for system processing for each registered representative and principal.¹⁷

The Exchange notes that the proposed change is not otherwise intended to address any other issues surrounding regulatory fees and that the Exchange is not aware of any problems that member organizations would have in complying with the proposed change.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act, in general, and furthers the objectives of Sections 6(b)(4) and

¹³ Non-FINRA Member Organizations have been charged CRD system fees since 2003. See supra note 4.

¹⁴ See Section (4)(b)(1) of Schedule A to the FINRA By-laws effective on January 2, 2013. This fee is assessed when a Non-FINRA Member Organization submits its first Initial, Transfer, Relicense, or Dual Registration Form U4 filing on behalf of a registered person. The current applicable fee is \$85.

¹⁵ See Section (4)(b)(4) of Schedule A to the FINRA By-laws effective on January 2, 2013. The current applicable fee is \$13.

¹⁶ See Section (4)(b)(5) of Schedule A to the FINRA By-laws effective on January 2, 2013. The current applicable fee is \$13.

¹⁷ See Section (4)(b)(7) of Schedule A to the FINRA By-laws effective on January 2, 2013. The current applicable fee is \$30. The proposed system processing fee would become effective for the 2013 Renewal Program. In this regard, as part of FINRA's 2013 Renewal Program, Preliminary Renewal Statements reflecting the proposed \$45 system processing fee will be made available in the fourth quarter of 2012.

6(b)(5) of the Act,¹⁸ in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

The Exchange believes that the change is reasonable because the proposed fees are identical to those adopted by FINRA for use of the CRD system for disclosure and the registration of FINRA members and their associated persons. As FINRA noted in amending its fees, it believed that the fees are reasonable based on the increased costs associated with operating and maintaining the CRD system, and listed a number of enhancements made since the last fee increase, including (1) incorporation of various uniform registration form changes; (2) electronic fingerprint processing; (3) Web EFT™, which allows subscribing firms to submit batch filings to the CRD system; and (4) increases in the number and types of reports available through the CRD system. These increased costs are similarly borne by FINRA when a Non-FINRA Member Organization uses the CRD system. FINRA further noted its belief that the proposed fees are reasonable because they help to ensure the integrity of the information in the CRD system, which is very important because the Commission, FINRA, other self-regulatory organizations and state securities regulators use the CRD system to make licensing and registration decisions, among other things.

The Exchange also believes that the change is reasonable because it will provide greater specificity regarding the CRD system fees that are applicable to Non-FINRA Member Organizations. All similarly situated member organizations are subject to the same fee structure, and every member organization must use the CRD system for registration and disclosure. Accordingly, the Exchange believes that the fees collected for such use should likewise increase in lockstep with the fees assessed to FINRA members, as is proposed by the Exchange. The proposed change, like FINRA's proposal, is equitable and not unfairly discriminatory because it will result in the same regulatory fees being charged to all member organizations required to report information to the CRD system and for services performed by FINRA, regardless of whether or not such member organizations are FINRA members.

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. Specifically, the Exchange believes that the proposed change will result in the same regulatory fees being charged to all member organizations required to report information to the CRD system and for services performed by FINRA, regardless of whether or not such member organizations are FINRA members.

¹⁸

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

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 foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)(ii) of the Act¹⁹ because it establishes a due, fee, or other charge imposed by the Exchange. 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.

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

The proposed changes are based on the recent changes made by FINRA to Section 4(b) of Schedule A to the FINRA By-Laws.²⁰

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 – Form of Notice of Proposed Rule Change for Publication in the Federal Register

Exhibit 5 – Amendment to the Exchange's Price List

¹⁹ 15 U.S.C. 78s(b)(3)(A)(ii).

²⁰ See supra note 5.

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NYSEMKT-2013-01)

[Date]

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Amending Its Price List with Respect to Regulatory Fees Related to the Central Registration Depository, Which are Collected by the Financial Industry Regulatory Authority, Inc.

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 January 2, 2013, 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 amend its Price List (the “Price List”) with respect to regulatory fees related to the Central Registration Depository (“CRD system”), which are collected by the Financial Industry Regulatory Authority, Inc. (“FINRA”). The Exchange proposes to implement the fee changes on January 2, 2013. 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.

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 amend the Price List with respect to regulatory fees related to the CRD system, which are collected by FINRA.⁴ The Exchange proposes to implement the fee changes on January 2, 2013.

Certain of the regulatory fees provided in the Price List are collected and retained by FINRA via the CRD system for the registration of employees of member organizations of the Exchange that are not FINRA members ("Non-FINRA Member Organizations"). The Exchange originally adopted fees for use of the CRD system in 2003.⁵ FINRA recently amended certain of the fees assessed for use of the CRD system,

⁴ The CRD system is the central licensing and registration system for the U.S. securities industry. The CRD system enables individuals and firms seeking registration with multiple states and self-regulatory organizations to do so by submitting a single form, fingerprint card and a combined payment of fees to FINRA. Through the CRD system, FINRA maintains the qualification, employment and disciplinary histories of registered associated persons of broker-dealers.

⁵ See Securities Exchange Act Release No. 48066 (June 19, 2003), 68 FR 38409

and those amendments will become effective January 2, 2013.⁶

The CRD system fees are user-based and there is no distinction in the cost incurred by FINRA if the user is a FINRA member or a Non-FINRA Member Organization. Accordingly, the Exchange is proposing to amend the fees in the Price List to mirror those assessed by FINRA, which will be implemented concurrently with the amended FINRA fees on January 2, 2013.⁷ The proposed changes are as follows:⁸

- Increasing the disclosure processing fee from \$95 to \$110;⁹ and
- Increasing the manual fingerprint processing fee from \$13 to \$30.¹⁰

(June 27, 2003) (SR-Amex-2003-49).

⁶ See Securities Exchange Act Release No. 67247 (June 25, 2012), 77 FR 38866 (June 29, 2012) (SR-FINRA-2012-030).

⁷ The Exchange notes that it has only adopted the CRD system fees charged by FINRA to Non-FINRA Member Organizations when such fees are applicable. In this regard, certain FINRA CRD system fees and requirements are specific to FINRA members, but do not apply to NYSE MKT-only member organizations.

⁸ The Exchange is proposing to delete the current fees and descriptions in their entirety and replace them with the updated fees and descriptions in a separate table that will include all the fees applicable to Non-FINRA Member Organizations, as discussed further below (corresponding footnotes in the Price List would also be designated as “reserved”). In this regard, the Exchange is proposing a new subheading in the “Regulatory Fees” section of the Price List to differentiate between those fees that are applicable to all member organizations and those fees that are applicable only to Non-FINRA Member Organizations. The Exchange notes that member organizations that are also FINRA members are charged CRD system fees according to Section (4) of Schedule A to the FINRA By-laws.

⁹ See Section (4)(b)(3) of Schedule A to the FINRA By-laws effective on January 2, 2013. The updated description in the Price List for this fee would be “additional processing of each initial or amended Form U4, Form U5 or Form BD that includes the initial reporting, amendment, or certification of one or more disclosure events or proceedings.” As noted below, this would incorporate the applicability of the fee to Form BD processing.

¹⁰ See Section (4)(b)(6) of Schedule A to the FINRA By-laws effective on January 2, 2013. The updated description in the Price List for this fee would be “processing and posting to the CRD system each set of fingerprint results and

In addition to increasing the existing CRD system fees, FINRA adopted a new fee for the additional processing of each initial or amended Form BD that includes the initial reporting, amendment, or certification of one or more disclosure events or proceedings.¹¹ Broker-dealers use Form BD to, among other things, report disclosure matters in which they or a control affiliate have been involved. Prior to the adoption of the new fee, FINRA did not have a fee designed to cover the costs associated with the review of Form BD, notwithstanding that the review is similar to that performed of broker-dealers' Forms U4 and U5. Such reviews include confirming that the matter is properly reported, reviewing any documentation submitted and determining whether additional documentation is required, conducting any necessary independent research and, depending on the matter reported, analyzing whether the event or proceeding subjects the individual or firm to a statutory disqualification pursuant to Section 3(a)(39) of the Act.¹² FINRA adopted a \$110 fee for the review of a Form BD, which mirrors the increased fee adopted for the review of Forms U4 and U5. As such, the Exchange is adopting the identical fee for FINRA's review of a Form BD submitted by Non-FINRA Member Organizations.¹³

identifying information that have been processed through another self-regulatory organization and submitted to FINRA." The Exchange also proposes to permanently remove the current \$35 fee in the Price List for fingerprint processing. The fee for fingerprint processing by FINRA is addressed via the other fingerprint processing fees described herein and in the proposed changes to the Price List.

¹¹ See Section (4)(b)(3) of Schedule A to the FINRA By-laws effective on January 2, 2013.

¹² 15 U.S.C. 78c(a)(39).

¹³ See supra note 9.

The Exchange also proposes to include in its Price List certain other fees that are charged by FINRA to FINRA members as well as Non-FINRA Member Organizations.

These fees are as follows:¹⁴

- \$100 for each initial Form U4 filed for the registration of a representative or principal;¹⁵
- \$15 for processing and posting to the CRD system each set of fingerprints submitted electronically to FINRA, plus any other charge that may be imposed by the U.S. Department of Justice for processing each set of fingerprints;¹⁶
- \$30 for processing and posting to the CRD system each set of fingerprint cards submitted in non-electronic format to FINRA, plus any other charge that may be imposed by the U.S. Department of Justice for processing each set of fingerprints;¹⁷ and
- \$45 annually for system processing for each registered representative and principal.¹⁸

The Exchange notes that the proposed change is not otherwise intended to address any other issues surrounding regulatory fees and that the Exchange is not aware of any

¹⁴ Non-FINRA Member Organizations have been charged CRD system fees since 2003. See supra note 5.

¹⁵ See Section (4)(b)(1) of Schedule A to the FINRA By-laws effective on January 2, 2013. This fee is assessed when a Non-FINRA Member Organization submits its first Initial, Transfer, Relicense, or Dual Registration Form U4 filing on behalf of a registered person. The current applicable fee is \$85.

¹⁶ See Section (4)(b)(4) of Schedule A to the FINRA By-laws effective on January 2, 2013. The current applicable fee is \$13.

¹⁷ See Section (4)(b)(5) of Schedule A to the FINRA By-laws effective on January 2, 2013. The current applicable fee is \$13.

¹⁸ See Section (4)(b)(7) of Schedule A to the FINRA By-laws effective on January 2, 2013. The current applicable fee is \$30. The proposed system processing fee would become effective for the 2013 Renewal Program. In this regard, as part of FINRA's 2013 Renewal Program, Preliminary Renewal Statements reflecting the proposed \$45 system processing fee will be made available in the fourth quarter of 2012.

problems that member organizations would have in complying with the proposed change.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the the Act,¹⁹ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,²⁰ in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

The Exchange believes that the change is reasonable because the proposed fees are identical to those adopted by FINRA for use of the CRD system for disclosure and the registration of FINRA members and their associated persons. As FINRA noted in amending its fees, it believed that the fees are reasonable based on the increased costs associated with operating and maintaining the CRD system, and listed a number of enhancements made since the last fee increase, including (1) incorporation of various uniform registration form changes; (2) electronic fingerprint processing; (3) Web EFT™, which allows subscribing firms to submit batch filings to the CRD system; and (4) increases in the number and types of reports available through the CRD system. These increased costs are similarly borne by FINRA when a Non-FINRA Member Organization uses the CRD system. FINRA further noted its belief that the proposed fees are reasonable because they help to ensure the integrity of the information in the CRD system, which is very important because the Commission, FINRA, other self-regulatory

¹⁹ 15 U.S.C. 78f(b).

²⁰ 15 U.S.C. 78f(b)(4) and (5).

organizations and state securities regulators use the CRD system to make licensing and registration decisions, among other things.

The Exchange also believes that the change is reasonable because it will provide greater specificity regarding the CRD system fees that are applicable to Non-FINRA Member Organizations. All similarly situated member organizations are subject to the same fee structure, and every member organization must use the CRD system for registration and disclosure. Accordingly, the Exchange believes that the fees collected for such use should likewise increase in lockstep with the fees assessed to FINRA members, as is proposed by the Exchange. The proposed change, like FINRA's proposal, is equitable and not unfairly discriminatory because it will result in the same regulatory fees being charged to all member organizations required to report information to the CRD system and for services performed by FINRA, regardless of whether or not such member organizations are FINRA members.

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. Specifically, the Exchange believes that the proposed change will result in the same regulatory fees being charged to all member organizations required to report information to the CRD system and for services performed by FINRA, regardless of whether or not such member organizations are FINRA members.

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 foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)²¹ of the Act and subparagraph (f)(2) of Rule 19b-4²² thereunder, because it establishes a due, fee, or other charge imposed by NYSE MKT.

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. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B)²³ of the Act to determine whether the proposed rule change 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-NYSEMKT-2013-01 on the subject line.

²¹ 15 U.S.C. 78s(b)(3)(A).

²² 17 CFR 240.19b-4(f)(2).

²³ 15 U.S.C. 78s(b)(2)(B).

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-2013-01. 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 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-2013-01 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.²⁴

²⁴ 17 CFR 200.30-3(a)(12).

Kevin M. O'Neill
Deputy Secretary

EXHIBIT 5

Additions underscored
 Deletions [bracketed]

NYSE MKT Equities
 Price List [2012]2013

Last Updated: [~~December 14~~] January 2, 2013

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Regulatory Fees

Registration Fees

[Disclosure Processing Fee ¹⁷]	[\$95]
[Fingerprint Card Processing Fee ¹⁸]	[\$35]
[Fingerprint Results Processed thru other SROs ¹⁹]	[\$13]

Designated Examining Authority

Fee \$.00040 per dollar of gross revenue as reported on quarterly or annual FOCUS Report Form X-17A-5 (or replacement Form). Fee is subject to a monthly minimum of \$1,000 for clearing firms and \$275 for non-clearing firms. Excludes commodity commission revenue.

Application Resulting in Statutory Disqualification Proceedings \$2,000

CRD Fees for Member Organizations that are not FINRA Members

<u>Each initial Form U4 filed for the registration of a representative or principal</u>	<u>\$100</u>
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[¹⁷ This fee will be assessed in connection with Forms U-4 and U-5 for all filings that contain new or amended disclosure information. This fee will be retained by FINRA as its Disclosure Processing Fee.]

[¹⁸ This fee will be assessed for receiving hard copy fingerprint cards as part of the registration function and submitting and processing the results of each card received. This fee will be retained by FINRA as its Fingerprint Card Processing Fee.]

[¹⁹ This fee will be retained by the FINRA.]

<u>Additional processing of each initial or amended Form U4, Form U5 or Form BD that includes the initial reporting, amendment, or certification of one or more disclosure events or proceedings</u>	<u>\$110</u>
<u>Processing and posting to the CRD system each set of fingerprints submitted electronically to FINRA, plus any other charge that may be imposed by the U.S. Department of Justice for processing each set of fingerprints</u>	<u>\$15</u>
<u>Processing and posting to the CRD system each set of fingerprint cards submitted in non-electronic format to FINRA, plus any other charge that may be imposed by the U.S. Department of Justice for processing each set of fingerprints</u>	<u>\$30</u>
<u>Processing and posting to the CRD system each set of fingerprint results and identifying information that have been processed through another self-regulatory organization and submitted to FINRA</u>	<u>\$30</u>
<u>System processing for each registered representative and principal</u>	<u>\$45 annually</u>

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