

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 31

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

File No. * SR 2026 - * 22

Amendment No. (req. for Amendments *)

Filing by NYSE American 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"/>
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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)		
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Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010
Section 806(e)(1) *

Section 806(e)(2) *

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
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 *).

Proposal to modify the NYSE American Options Fee Schedule

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 * Le-Anh Last Name * Bui

Title * Senior Counsel, NYSE Group Inc.

E-mail * Le-Anh.Bui@ice.com

Telephone * (202) 661-8953 Fax (212) 656-8101

Signature

Pursuant to the requirements of the Securities Exchange of 1934, NYSE American LLC has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 03/16/2026

(Title *)

By David De Gregorio

Associate General Counsel

(Name *)

David De Gregorio

Digitally signed by David De Gregorio
Date: 2026.03.16 14:01:10 -04'00'

NOTE: Clicking the signature block at right will initiate digitally signing the form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

Required fields are shown with yellow backgrounds and astericks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information *

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19b-4 - NYSE American Options New

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 *

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Ex. 1 NYSE American Options New O

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 Advanced 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 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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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 Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

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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 Sent As Paper Document

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

Ex. 5 - NYSE American Options New C

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 (the “Act”)¹ and Rule 19b-4 thereunder,² NYSE American LLC (“NYSE American” or the “Exchange”) proposes to amend the NYSE American Options Fee Schedule (“Fee Schedule”) regarding the Options Regulatory Fee (“ORF”).

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 persons on the Exchange staff prepared to respond to questions and comments on the proposed rule change are:

Le-Anh Bui
Senior Counsel
NYSE Group, Inc.
(202) 661-8953

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 Fee Schedule³ to amend its methodology of assessment and collection of the ORF to assess ORF only for options transactions that occur on the Exchange and that are cleared in the Customer range at The Options Clearing Corporation (“OCC”), in alignment with new ORF methodology proposed by

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The Exchange previously filed to amend the Fee Schedule on March 2, 2026 (SR-NYSEAMER-2026-16) and withdrew such filing on March 16, 2026.

other options exchanges.⁴ Consistent with that methodology, the Exchange intends to collect ORF under its current methodology until at least June 30, 2026. The Exchange is prepared to implement the new ORF methodology, as proposed in this filing, effective July 1, 2026, provided that all U.S. options exchanges charging an ORF have filed to modify their current methodologies of assessing ORF to limit the fee to transactions occurring on their respective exchange by April 1, 2026.⁵ If all other options exchanges have not filed to adopt a similar methodology by such date, the Exchange will delay implementation commensurate with the additional time required for other options exchanges to adopt a similar method for collection and assessment of ORF (and will continue collecting ORF under its current methodology until such time that the new ORF methodology is implemented).⁶ In this filing, the Exchange proposes only to amend the method by which it will assess and collect ORF as of July 1, 2026. The Exchange will file a separate rule filing with the ORF rate that would take effect on July 1, 2026, in advance of assessing and collecting ORF under the new methodology. As is the case today, the Exchange will provide at least 30 days' notice of the applicable rate by Trader Update.

Background

As a general matter, the Exchange may only use regulatory funds such as the ORF “to fund the legal, regulatory, and surveillance operations” of the Exchange.⁷ More specifically, the ORF is designed to recover a material portion, but not all, of the Exchange’s costs for the supervision and regulation of ATP Holders’ Customer options business, including the Exchange’s regulatory program and legal expenses associated with Customer options regulation, such as the costs related to in-house staff, third-party service providers, and technology that facilitate regulatory functions such as surveillance, investigation, examinations, and enforcement (collectively, the “ORF Costs”). ORF Costs

⁴ See, e.g., Securities Exchange Act Release No. 103558 (July 28, 2025), 90 FR 36080 (July 31, 2025) (SR-ISE-2025-20) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the Methodology for Its Options Regulatory Fee (ORF) as of January 2, 2026); 104417 (December 17, 2025) (SR-CBOE-2025-086) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Adopt a New Methodology for Assessment and Collection of the Options Regulatory Fee (ORF)); 104707 (January 28, 2026), 90 FR 4754 (February 2, 2026) (SR-MIAX-2026-01) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Adopt a New Methodology for Assessment and Collection of the Options Regulatory Fee (ORF)); 104745 (January 29, 2026), 90 FR 4985 (February 3, 2026) (SR-MEMX-2026-02) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the Exchange’s Fee Schedule To Adopt a New Methodology for Assessment and Collection of the Options Regulatory Fee (ORF)).

⁵ The Exchange notes that, as of the date of this filing, all U.S. options exchanges have filed proposed rule changes to adopt similar new ORF methodology.

⁶ The Exchange may also delay implementation if certain currently unresolved operational issues remain so and impact the industry’s ability to transition to the new methodology on July 1, 2026, commensurate with any additional time required to resolve such issues (and will continue collecting ORF under its current methodology until such time that the new ORF methodology is implemented).

⁷ The Exchange considers surveillance operations part of regulatory operations. The limitation on the use of regulatory funds also provides that they shall not be distributed. See Thirteenth Amended and Restated Operating Agreement of NYSE American LLC, Article IV, Section 4.05 and Securities Exchange Act Release No. 87993 (January 16, 2020), 85 FR 4050 (January 23, 2020) (SR-NYSEAMER-2020-04).

may also include indirect expenses such as human resources and other administrative costs related to the supervision and regulation of Customer activity. The Exchange monitors the amount of ORF collection to ensure that this amount, in combination with other regulatory fees and fines, does not exceed regulatory costs.

Today, the ORF is assessed on ATP Holders for options transactions that are cleared by the ATP Holder through the OCC in the Customer range regardless of the exchange on which the transaction occurs and is collected from ATP Holder clearing firms by the OCC on behalf of NYSE American.⁸ All options transactions must clear via a clearing firm, and such clearing firms can then choose to pass through all, a portion, or none of the cost of the ORF to its Customers, i.e., the entering firms. The Exchange notes that the costs relating to monitoring ATP Holders with respect to Customer trading activity are generally higher than the costs associated with monitoring ATP Holders that do not engage in Customer trading activity, which tends to be more automated and less labor-intensive. By contrast, regulating ATP Holders that engage in Customer trading activity is generally more labor-intensive and requires a greater expenditure of human and technical resources as the Exchange needs to review not only the trading activity on behalf of Customers, but also the ATP Holder's relationship with its Customers via more labor-intensive exam-based programs.⁹ As a result, the costs associated with administering the Customer component of the Exchange's overall regulatory program are materially higher than the costs associated with administering the non-Customer component (e.g., ATP Holder proprietary transactions) of its regulatory program.

Because the ORF is based on options transactions volume, the amount of ORF collected is variable. For example, if options transactions reported to OCC in a given month increase, the ORF collected from ATP Holders will likely increase as well. Similarly, if options transactions reported to OCC in a given month decrease, the ORF collected from ATP Holders will likely decrease as well. Accordingly, the Exchange monitors the amount of ORF collected to ensure that it does not exceed a material portion of ORF Costs. If the Exchange determines the amount of ORF collected exceeds or may exceed a material portion of ORF Costs, the Exchange will, as appropriate, adjust the ORF by submitting a fee change filing to the Securities and Exchange Commission (the "Commission"). Exchange rules establish that market participants must be notified of any

⁸ See Fee Schedule, Section VII.A., Options Regulatory Fee ("ORF"), available at: https://www.nyse.com/publicdocs/nyse/markets/american-options/NYSE_American_Options_Fee_Schedule.pdf. The Exchange uses reports from OCC when assessing and collecting the ORF. The ORF is not assessed on outbound linkage trades. An ATP Holder is not assessed the fee until it has satisfied applicable technological requirements necessary to commence operations on NYSE American. See *id.*

⁹ The Exchange notes that many of the Exchange's market surveillance programs require the Exchange to look at and evaluate activity across all options markets, such as surveillance for position limit violations, manipulation, front-running, and contrary exercise advice violations/expiring exercise declarations. The Exchange and other options SROs are parties to a 17d-2 agreement allocating among the SROs regulatory responsibilities relating to compliance by the common members with rules for expiring exercise declarations, position limits, OCC trade adjustments, and Large Option Position Report reviews. See, e.g., Securities Exchange Act Release No. 85097 (February 11, 2019), 84 FR 4871 (February 19, 2019).

change in the ORF via Trader Update at least 30 calendar days prior to the effective date of the change.¹⁰

To illustrate how the ORF, which is currently set at \$0.0026 per contract,¹¹ is currently assessed and collected, the Exchange provides the following set of scenarios.

Scenario 1:

Executing (or Give-Up) Firm is *not* an ATP Holder. The Executing Firm does not “give-up” or “CMTA” the transaction to another clearing firm.¹²

No ORF is assessed.

Scenario 2:

Executing Firm is an ATP Holder. The Executing Firm “give-ups” or “CMTAs” the transaction to another clearing firm that is *not* an ATP Holder.

No ORF is assessed.

Scenario 3:

The Executing (or Give-Up) Firm is an ATP Holder. The Executing Firm does not “give-up” or “CMTA” the transaction to another clearing firm.

ORF is assessed on the self-clearing Executing Firm.

Scenario 4:

The Executing (or Give-Up) Firm is an ATP Holder. The Executing Firm “give-ups” or “CMTAs” the transaction to another clearing firm that is also an ATP Holder.

ORF is assessed on the CMTA (clearing) firm.

Scenario 5:

¹⁰ See Fee Schedule, note 8, *supra*.

¹¹ See Securities Exchange Act Release No. 104361 (December 11, 2025), 90 FR 58361 (December 16, 2025) (SR-NYSEAMER-2025-70) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Lower the Options Regulatory Fee (ORF)). The Exchange also proposes in this filing to delete language in the Fee Schedule describing an ORF waiver period that has elapsed, as well as now-extraneous language specifying that the current ORF rate took effect on January 1, 2026.

¹² A CMTA or Clearing Member Trade Assignment is an agreement by which an investor may enter derivative trades with a limited number of different brokers and later consolidate these trades with one brokerage house for clearing.

The Executing (or Give-Up) Firm is *not* an ATP Holder. The Executing Firm “give-ups” or “CMTAs” the transaction to another clearing firm that is an ATP Holder.

ORF is assessed on the CMTA (clearing) firm.

As illustrated above, the Exchange does not assess the ORF on non-ATP Holders that self-clear transactions, even if the executing firm is an ATP Holder; the Exchange likewise does not impose the ORF if both the executing firm and the firm that clears the transaction on its behalf are non-ATP Holders.¹³

Proposed Rule Change

The Exchange proposes to adopt a new methodology for assessing and collecting ORF that would align with the methodology proposed by other options exchanges, effective July 1, 2026.¹⁴ As noted above, this rule filing sets forth the proposed method by which it will assess and collect ORF as of July 1, 2026, and the Exchange will file a separate rule filing with the ORF rate that would take effect on July 1, 2026 at least 30 days prior to such date. The Exchange proposes to continue to assess ORF for options transactions cleared by OCC in the Customer range, but ORF would be assessed only for executions that occur on the Exchange. Specifically, the ORF would be collected by OCC on behalf of the Exchange from ATP Holders and non-ATP Holders for all Customer transactions executed on the Exchange. ORF would be assessed and collected on all ultimately cleared Customer contracts, taking into account adjustments for CMTA that were provided to the Exchange the same day as the trade.¹⁵ Further, the Exchange would bill ORF according to the clearing instructions provided on the execution. The Exchange proposes to assess ORF based on the clearing instruction provided on the execution on trade date and would not take into consideration CMTA changes or transfers that occur at OCC.¹⁶

To illustrate how the ORF would be assessed and collected under the proposed methodology, the Exchange provides the following set of scenarios.

¹³ Although the Exchange believes that its broad regulatory responsibilities would support applying the ORF to transactions that are executed (even if not ultimately cleared) by an ATP Holder, the Exchange only imposes the ORF on transactions ultimately cleared by ATP Holders at this time. The Exchange’s regulatory responsibilities are the same regardless of whether an ATP Holder enters a transaction or clears a transaction. The Exchange regularly reviews all such activities, including monitoring surveillance for position limit violations, manipulation, front-running, contrary exercise advice violations and insider trading. These activities span across multiple exchanges.

¹⁴ See note 4, *supra*.

¹⁵ Adjustments to CMTA that occur at OCC would not be taken into account. CMTA transfers that occur at OCC do not necessarily contain reliable information regarding the exchange on which the original transaction occurred, and without specific information as to where such transaction occurred, the Exchange would not be able to accurately account for CMTA transfers that occur at OCC. Accordingly, the Exchange proposes to only account for CMTAs that occur on the Exchange and exclude CMTAs occurring at OCC, consistent with other options exchanges’ proposals.

¹⁶ Adjustments that were made the same day as the trade on the Exchange will be taken into account.

Scenario 1:

An ATP Holder executes a Customer transaction on the Exchange and is the clearing member on record on the transaction on the Exchange.

ORF will be assessed to the ATP Holder.

Scenario 2:

An ATP Holder executes a Customer transaction on the Exchange and a different ATP Holder is the clearing member on record on the transaction on the Exchange.

ORF will be assessed to and collected from the ATP Holder that is the clearing member on record on the transaction and not the ATP Holder that executes the transaction.

Scenario 3:

An ATP Holder executes a Customer transaction on the Exchange, and a non-ATP Holder is the clearing member on record on the transaction on the Exchange.

ORF will be assessed to the non-ATP Holder who is the clearing member on record on the transaction and not the ATP Holder who executes the transaction.

Scenario 4:

An ATP Holder executes a Customer transaction on another exchange (i.e., not NYSE American).

No ORF is assessed, regardless of how the transaction is cleared.

As is the case today, OCC will collect ORF from OCC clearing members on behalf of the Exchange based on the Exchange's instructions.

Consistent with current practice, the Exchange will continue to monitor the amount of ORF collected to ensure that it, in combination with other regulatory fees and fines, does not exceed a material portion of ORF Costs. If the Exchange determines the amount of ORF collected exceeds or may exceed a material portion of ORF Costs, the Exchange will, as appropriate, adjust the ORF by submitting a fee change filing to the Commission and, as is the case today, provide ATP Holders with 30 days' advance notice. The Exchange will notify ATP Holders of this proposed change by Trader Update at least 30 calendar days prior to the effective date.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6(b)¹⁷ of the Act, in general, and Section 6(b)(4) and (5)¹⁸ of the Act, in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers, or dealers.

The Exchange believes the proposed new ORF methodology to be assessed effective July 1, 2026 is reasonable, equitable, and not unfairly discriminatory for various reasons. First, the Exchange believes that continuing to assess ORF only on Customer transactions is reasonable because Customer transactions account for a material portion of ORF Costs. A large portion of ORF Costs relate to Customer activity because obtaining Customer information may be more time-intensive. For example, non-Customer market participants are subject to various regulatory and reporting requirements which provides the Exchange certain data with respect to these market participants. In contrast, Customer information is known by ATP Holders of the Exchange, but is not readily available to the Exchange. Accordingly, the Exchange may have to take additional steps to understand the facts surrounding particular trades involving a Customer, which may require requesting such information from a broker-dealer. Further, Customers require more Exchange regulatory services based on the amount of options business they conduct. For example, there are costs associated with main office and branch office examinations (e.g., staff expenses), as well as investigations into Customer complaints and the terminations of registered persons. As a result, ORF Costs associated with administering the Customer component of the Exchange's overall regulatory program are materially higher than those associated with administering the non-Customer component when coupled with the amount of volume attributed to such Customer transactions.

Under the Exchange's proposal, the amount of ORF Costs allocated to on-exchange Customer transactions is significant. Also, with respect to Customer transactions, options volume continues to surpass volume from other options participants. Additionally, the Exchange has rules that deal exclusively with Customer transactions, such as rules involving doing business with a Customer, which would not apply to Non-Customer transactions.¹⁹

Although the Exchange acknowledges that there is a cost to regulate Market Makers, unlike other market participants, Market Makers are subject to different Exchange fees (such as application fees, permit fees, and connectivity fees) and have various regulatory requirements with respect to quoting. Specifically, Market Makers have certain quoting requirements with respect to their assigned options series as provided in Rule 925.1NYP (Market Maker Quotations). In addition, unlike other market participants, Market Makers have obligations to compete with other Market Makers to improve the market in all series of options classes to which the Market Maker is appointed and to update market

¹⁷ 15 U.S.C. 78f(b).

¹⁸ 15 U.S.C. 78f(b)(4) and (5).

¹⁹ See, e.g., Section 7. Conduct of Accounts.

quotations in response to changed market conditions in all series of options classes to which the Market Maker is appointed.²⁰

The Exchange similarly acknowledges that there is a cost to regulate Firm and Broker Dealer transactions, but notes that these market participants' transactions do not involve significant volume when compared to Customer transactions. The Exchange further notes that Firm and Broker Dealer market participants tend to be more sophisticated than Customers and do not require the same protections as Customer transactions do. Accordingly, the regulation of Firm and Broker Dealer transactions is less resource-intensive than the regulation of Customer transactions and accounts for a smaller percentage of ORF Costs.

Finally, the Exchange believes that assessing ORF on Customer executions that occur on the Exchange is reasonable, equitable, and not unfairly discriminatory because it will avoid overlapping ORFs that would otherwise be assessed by the Exchange and other options exchanges that also assess an ORF. With this proposal, Customer executions that occur on other exchanges would no longer be subject to an ORF assessed by the Exchange.

The Exchange believes that its proposal continues to ensure that ORF collection, in combination with other regulatory fees and fines, does not exceed ORF Costs. Fines collected by the Exchange in connection with a disciplinary matter will continue to offset ORF Cost. The Exchange will, under the new ORF methodology, continue to monitor and review ORF collection and, if the Exchange determines the amount of ORF collected exceeds or may exceed a material portion of ORF Costs, the Exchange will, as appropriate, adjust the ORF (via a rule change filed with the Commission).

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.

The Exchange believes that the proposed change to adopt a new methodology for the assessment and collection of ORF does not impose an undue burden on intermarket competition because ORF is a regulatory fee that supports regulation in furtherance of the purposes of the Act. The Exchange notes, however, the proposed change is not designed to address any competitive issues. The Exchange is obligated to ensure that the amount of ORF collected, in combination with its other regulatory fees and fines, does not exceed ORF Costs. Continuing to assess ORF only on Customer executions that occur on the Exchange does not impose an undue burden on intramarket competition. Customer transactions account for a large portion of the Exchange's ORF Costs. With respect to Customer transactions, options volume continues to surpass volume from other options participants. Additionally, the Exchange has rules that deal exclusively with Customer transactions, such as rules involving doing business with a Customer, which would not

²⁰ See Rule 923NY (Appointment of Market Makers).

apply to non-Customer transactions.²¹

For these reasons, regulating Customer trading activity is more labor-intensive and therefore, more costly. Further, the Exchange believes that a large portion of the ORF Costs relate to Customer allocation because obtaining Customer information may be more time-intensive. For example, non-Customer market participants are subject to various regulatory and reporting requirements which provides the Exchange certain data with respect to these market participants. In contrast, Customer information is known by ATP Holders and is not readily available to the Exchange.²² The Exchange may have to take additional steps to understand the facts surrounding particular trades involving a Customer which may require requesting such information from a broker-dealer. Further, Customers require more Exchange regulatory services based on the amount of options business they conduct. For example, there are ORF Costs associated with main office and branch office examinations (e.g., staff expenses), as well as investigations into Customer complaints and the terminations of registered persons. As a result, the ORF Costs associated with administering the Customer component of the Exchange's overall regulatory program are materially higher than the ORF Costs associated with administering the non-Customer component when coupled with the amount of volume attributed to such Customer transactions. Not attributing significant ORF Costs to Customers for activity that may occur across options markets does not impose an undue burden on intra-market competition because the Exchange's Customer regulation occurs to a large extent on Exchange.

The Exchange believes that not assessing ORF on Market Makers does not impose an undue burden on intramarket competition because these liquidity providers are critical market participants required to provide liquidity to the Exchange and necessary for opening the market. Excluding Market Maker transactions from ORF does not impose an intramarket burden on competition, and instead allows these market participants to manage their costs and consequently their business model more effectively, thereby enabling them to better allocate resources to, for example, technologies that allow them to manage risk and capacity to ensure their continued ability to compete effectively on the Exchange to provide displayed liquidity. Unlike other market participants, Market Makers have various regulatory requirements with respect to quoting. Specifically, Market Makers have certain quoting requirements with respect to their assigned options series as provided in Rule 925.1NYP (Market Maker Quotations). Further, unlike other market participants, Market Makers have obligations to compete with other Market Makers to improve the market in all series of options classes to which the Market Maker is appointed and to update market quotations in response to changed market conditions in all series of options classes to which the Market Maker is appointed.²³

The Exchange believes that not assessing ORF on Firm and Broker Dealer market participants does not impose an undue burden on intramarket competition because the

²¹ See, e.g., Section 7. Conduct of Accounts.

²² Know Your Customer or "KYC" provision is the obligation of the broker-dealer.

²³ See Rule 923NY (Appointment of Market Makers).

regulation of Firm and Broker Dealer transactions is less resource-intensive than the regulation of Customer transactions. The volume generated from Firm and Broker Dealer transactions is not significant when compared to Customer transactions. Therefore, excluding Firm and Broker Dealer transactions from ORF does not impose an undue burden on intramarket competition, as Customer transactions account for a material portion of the Exchange's ORF Costs.²⁴ The Exchange's proposal to assess ORF only on Customer executions that occur on the Exchange does not impose an intramarket burden on competition because the amount of activity surveilled across exchanges is small when compared to the overall number of Exchange rules that are surveilled by the Exchange for on-Exchange activity. Limiting the amount of ORF assessed to activity that occurs on the Exchange avoids overlapping ORFs that would otherwise be assessed by the Exchange and other options exchanges that also assess an ORF.

Further, the proposed ORF does not impose an intra-market burden on competition as this collection accounts for the collection only on Customer executions. The Exchange will monitor and review ORF collection and amend the ORF if it finds that ORF collection exceeds its projections.²⁵

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 Act²⁶ and subparagraph (f)(2) of Rule 19b-4²⁷ 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

²⁴ The Exchange notes that the regulatory costs relating to monitoring ATP Holders with respect to Customer trading activity are generally higher than the regulatory costs associated with ATP Holders that do not engage in Customer trading activity, which tends to be more automated and less labor-intensive. By contrast, regulating ATP Holders that engage in Customer trading activity is generally more labor-intensive and requires a greater expenditure of human and technical resources because the Exchange needs to review not only the trading activity on behalf of Customers, but also the ATP Holders' relationship with its Customers via more labor-intensive exam-based programs. As a result, the costs associated with administering the Customer component of the Exchange's overall regulatory program are materially higher than the costs associated with administering the non-Customer component of the regulatory program.

²⁵ The Exchange would submit a rule change to the Commission to amend ORF rates.

²⁶ 15 U.S.C. 78s(b)(3)(A)(ii).

²⁷ 17 CFR 240.19b-4(f)(2).

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) of the Act to determine whether the proposed rule change should be approved or disapproved.²⁸

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

Exhibit 5 – Amendment to the Exchange's Fee Schedule

²⁸ 15 U.S.C. 78s(b)(2)(B).

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NYSEAMER-2026-22)

[Date]

Self-Regulatory Organizations; NYSE American LLC; Notice of Filing and Immediate Effectiveness of Proposed Change to Amend the NYSE American Options Fee Schedule

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (“Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that, on March 16, 2026, NYSE American LLC (“NYSE American” or the “Exchange”) 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 the NYSE American Options Fee Schedule (“Fee Schedule”) regarding the Options Regulatory Fee (“ORF”). 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.

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

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

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 Fee Schedule⁴ to amend its methodology of assessment and collection of the ORF to assess ORF only for options transactions that occur on the Exchange and that are cleared in the Customer range at The Options Clearing Corporation (“OCC”), in alignment with new ORF methodology proposed by other options exchanges.⁵ Consistent with that methodology, the Exchange intends to collect ORF under its current methodology until at least June 30, 2026. The Exchange is prepared to implement the new ORF methodology, as proposed in this filing, effective July 1, 2026, provided that all U.S. options exchanges charging an ORF have filed to modify their current methodologies of assessing ORF to limit the fee to transactions occurring on their respective exchange by April 1, 2026.⁶ If all other options exchanges have not filed to adopt a similar methodology by such date, the Exchange will delay implementation commensurate with the additional time required for other

⁴ The Exchange previously filed to amend the Fee Schedule on March 2, 2026 (SR-NYSEAMER-2026-16) and withdrew such filing on March 16, 2026.

⁵ See, e.g., Securities Exchange Act Release No. 103558 (July 28, 2025), 90 FR 36080 (July 31, 2025) (SR-ISE-2025-20) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the Methodology for Its Options Regulatory Fee (ORF) as of January 2, 2026); 104417 (December 17, 2025) (SR-CBOE-2025-086) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Adopt a New Methodology for Assessment and Collection of the Options Regulatory Fee (ORF)); 104707 (January 28, 2026), 90 FR 4754 (February 2, 2026) (SR-MIAX-2026-01) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Adopt a New Methodology for Assessment and Collection of the Options Regulatory Fee (ORF)); 104745 (January 29, 2026), 90 FR 4985 (February 3, 2026) (SR-MEMX-2026-02) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the Exchange’s Fee Schedule To Adopt a New Methodology for Assessment and Collection of the Options Regulatory Fee (ORF)).

⁶ The Exchange notes that, as of the date of this filing, all U.S. options exchanges have filed proposed rule changes to adopt similar new ORF methodology.

options exchanges to adopt a similar method for collection and assessment of ORF (and will continue collecting ORF under its current methodology until such time that the new ORF methodology is implemented).⁷ In this filing, the Exchange proposes only to amend the method by which it will assess and collect ORF as of July 1, 2026. The Exchange will file a separate rule filing with the ORF rate that would take effect on July 1, 2026, in advance of assessing and collecting ORF under the new methodology. As is the case today, the Exchange will provide at least 30 days' notice of the applicable rate by Trader Update.

Background

As a general matter, the Exchange may only use regulatory funds such as the ORF “to fund the legal, regulatory, and surveillance operations” of the Exchange.⁸ More specifically, the ORF is designed to recover a material portion, but not all, of the Exchange’s costs for the supervision and regulation of ATP Holders’ Customer options business, including the Exchange’s regulatory program and legal expenses associated with Customer options regulation, such as the costs related to in-house staff, third-party service providers, and technology that facilitate regulatory functions such as surveillance, investigation, examinations, and enforcement (collectively, the “ORF Costs”). ORF Costs may also include indirect expenses such as human resources and other administrative costs related to the supervision and regulation of Customer activity. The Exchange monitors the amount of ORF collection to ensure that this amount, in combination with other regulatory fees and fines, does not exceed regulatory costs.

⁷ The Exchange may also delay implementation if certain currently unresolved operational issues remain so and impact the industry’s ability to transition to the new methodology on July 1, 2026, commensurate with any additional time required to resolve such issues (and will continue collecting ORF under its current methodology until such time that the new ORF methodology is implemented).

⁸ The Exchange considers surveillance operations part of regulatory operations. The limitation on the use of regulatory funds also provides that they shall not be distributed. See Thirteenth Amended and Restated Operating Agreement of NYSE American LLC, Article IV, Section 4.05 and Securities Exchange Act Release No. 87993 (January 16, 2020), 85 FR 4050 (January 23, 2020) (SR-NYSEAMER-2020-04).

Today, the ORF is assessed on ATP Holders for options transactions that are cleared by the ATP Holder through the OCC in the Customer range regardless of the exchange on which the transaction occurs and is collected from ATP Holder clearing firms by the OCC on behalf of NYSE American.⁹ All options transactions must clear via a clearing firm, and such clearing firms can then choose to pass through all, a portion, or none of the cost of the ORF to its Customers, i.e., the entering firms. The Exchange notes that the costs relating to monitoring ATP Holders with respect to Customer trading activity are generally higher than the costs associated with monitoring ATP Holders that do not engage in Customer trading activity, which tends to be more automated and less labor-intensive. By contrast, regulating ATP Holders that engage in Customer trading activity is generally more labor-intensive and requires a greater expenditure of human and technical resources as the Exchange needs to review not only the trading activity on behalf of Customers, but also the ATP Holder's relationship with its Customers via more labor-intensive exam-based programs.¹⁰ As a result, the costs associated with administering the Customer component of the Exchange's overall regulatory program are materially higher than the costs associated with administering the non-Customer component (e.g., ATP Holder proprietary transactions) of its regulatory program.

⁹ See Fee Schedule, Section VII.A., Options Regulatory Fee ("ORF"), available at: https://www.nyse.com/publicdocs/nyse/markets/american-options/NYSE_American_Options_Fee_Schedule.pdf. The Exchange uses reports from OCC when assessing and collecting the ORF. The ORF is not assessed on outbound linkage trades. An ATP Holder is not assessed the fee until it has satisfied applicable technological requirements necessary to commence operations on NYSE American. See *id.*

¹⁰ The Exchange notes that many of the Exchange's market surveillance programs require the Exchange to look at and evaluate activity across all options markets, such as surveillance for position limit violations, manipulation, front-running, and contrary exercise advice violations/expiring exercise declarations. The Exchange and other options SROs are parties to a 17d-2 agreement allocating among the SROs regulatory responsibilities relating to compliance by the common members with rules for expiring exercise declarations, position limits, OCC trade adjustments, and Large Option Position Report reviews. See, e.g., Securities Exchange Act Release No. 85097 (February 11, 2019), 84 FR 4871 (February 19, 2019).

Because the ORF is based on options transactions volume, the amount of ORF collected is variable. For example, if options transactions reported to OCC in a given month increase, the ORF collected from ATP Holders will likely increase as well. Similarly, if options transactions reported to OCC in a given month decrease, the ORF collected from ATP Holders will likely decrease as well. Accordingly, the Exchange monitors the amount of ORF collected to ensure that it does not exceed a material portion of ORF Costs. If the Exchange determines the amount of ORF collected exceeds or may exceed a material portion of ORF Costs, the Exchange will, as appropriate, adjust the ORF by submitting a fee change filing to the Securities and Exchange Commission (the “Commission”). Exchange rules establish that market participants must be notified of any change in the ORF via Trader Update at least 30 calendar days prior to the effective date of the change.¹¹

To illustrate how the ORF, which is currently set at \$0.0026 per contract,¹² is currently assessed and collected, the Exchange provides the following set of scenarios.

Scenario 1:

Executing (or Give-Up) Firm is *not* an ATP Holder. The Executing Firm does not “give-up” or “CMTA” the transaction to another clearing firm.¹³

No ORF is assessed.

Scenario 2:

¹¹ See Fee Schedule, note 9, *supra*.

¹² See Securities Exchange Act Release No. 104361 (December 11, 2025), 90 FR 58361 (December 16, 2025) (SR-NYSEAMER-2025-70) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Lower the Options Regulatory Fee (ORF)). The Exchange also proposes in this filing to delete language in the Fee Schedule describing an ORF waiver period that has elapsed, as well as now-extraneous language specifying that the current ORF rate took effect on January 1, 2026.

¹³ A CMTA or Clearing Member Trade Assignment is an agreement by which an investor may enter derivative trades with a limited number of different brokers and later consolidate these trades with one brokerage house for clearing.

Executing Firm is an ATP Holder. The Executing Firm “give-ups” or “CMTAs” the transaction to another clearing firm that is *not* an ATP Holder.

No ORF is assessed.

Scenario 3:

The Executing (or Give-Up) Firm is an ATP Holder. The Executing Firm does not “give-up” or “CMTA” the transaction to another clearing firm.

ORF is assessed on the self-clearing Executing Firm.

Scenario 4:

The Executing (or Give-Up) Firm is an ATP Holder. The Executing Firm “give-ups” or “CMTAs” the transaction to another clearing firm that is also an ATP Holder.

ORF is assessed on the CMTA (clearing) firm.

Scenario 5:

The Executing (or Give-Up) Firm is *not* an ATP Holder. The Executing Firm “give-ups” or “CMTAs” the transaction to another clearing firm that is an ATP Holder.

ORF is assessed on the CMTA (clearing) firm.

As illustrated above, the Exchange does not assess the ORF on non-ATP Holders that self-clear transactions, even if the executing firm is an ATP Holder; the Exchange likewise does not impose the ORF if both the executing firm and the firm that clears the transaction on its behalf are non-ATP Holders.¹⁴

¹⁴ Although the Exchange believes that its broad regulatory responsibilities would support applying the ORF to transactions that are executed (even if not ultimately cleared) by an ATP Holder, the Exchange only imposes the ORF on transactions ultimately cleared by ATP Holders at this time. The Exchange’s regulatory responsibilities are the same regardless of whether an ATP Holder enters a transaction or clears

Proposed Rule Change

The Exchange proposes to adopt a new methodology for assessing and collecting ORF that would align with the methodology proposed by other options exchanges, effective July 1, 2026.¹⁵ As noted above, this rule filing sets forth the proposed method by which it will assess and collect ORF as of July 1, 2026, and the Exchange will file a separate rule filing with the ORF rate that would take effect on July 1, 2026 at least 30 days prior to such date. The Exchange proposes to continue to assess ORF for options transactions cleared by OCC in the Customer range, but ORF would be assessed only for executions that occur on the Exchange. Specifically, the ORF would be collected by OCC on behalf of the Exchange from ATP Holders and non-ATP Holders for all Customer transactions executed on the Exchange. ORF would be assessed and collected on all ultimately cleared Customer contracts, taking into account adjustments for CMTA that were provided to the Exchange the same day as the trade.¹⁶ Further, the Exchange would bill ORF according to the clearing instructions provided on the execution. The Exchange proposes to assess ORF based on the clearing instruction provided on the execution on trade date and would not take into consideration CMTA changes or transfers that occur at OCC.¹⁷

To illustrate how the ORF would be assessed and collected under the proposed methodology, the Exchange provides the following set of scenarios.

a transaction. The Exchange regularly reviews all such activities, including monitoring surveillance for position limit violations, manipulation, front-running, contrary exercise advice violations and insider trading. These activities span across multiple exchanges.

¹⁵ See note 5, *supra*.

¹⁶ Adjustments to CMTA that occur at OCC would not be taken into account. CMTA transfers that occur at OCC do not necessarily contain reliable information regarding the exchange on which the original transaction occurred, and without specific information as to where such transaction occurred, the Exchange would not be able to accurately account for CMTA transfers that occur at OCC. Accordingly, the Exchange proposes to only account for CMTAs that occur on the Exchange and exclude CMTAs occurring at OCC, consistent with other options exchanges' proposals.

¹⁷ Adjustments that were made the same day as the trade on the Exchange will be taken into account.

Scenario 1:

An ATP Holder executes a Customer transaction on the Exchange and is the clearing member on record on the transaction on the Exchange.

ORF will be assessed to the ATP Holder.

Scenario 2:

An ATP Holder executes a Customer transaction on the Exchange and a different ATP Holder is the clearing member on record on the transaction on the Exchange.

ORF will be assessed to and collected from the ATP Holder that is the clearing member on record on the transaction and not the ATP Holder that executes the transaction.

Scenario 3:

An ATP Holder executes a Customer transaction on the Exchange, and a non-ATP Holder is the clearing member on record on the transaction on the Exchange.

ORF will be assessed to the non-ATP Holder who is the clearing member on record on the transaction and not the ATP Holder who executes the transaction.

Scenario 4:

An ATP Holder executes a Customer transaction on another exchange (i.e., not NYSE American).

No ORF is assessed, regardless of how the transaction is cleared.

As is the case today, OCC will collect ORF from OCC clearing members on behalf of the Exchange based on the Exchange's instructions.

Consistent with current practice, the Exchange will continue to monitor the amount of ORF collected to ensure that it, in combination with other regulatory fees and fines, does not exceed a material portion of ORF Costs. If the Exchange determines the amount of ORF

collected exceeds or may exceed a material portion of ORF Costs, the Exchange will, as appropriate, adjust the ORF by submitting a fee change filing to the Commission and, as is the case today, provide ATP Holders with 30 days' advance notice. The Exchange will notify ATP Holders of this proposed change by Trader Update at least 30 calendar days prior to the effective date.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6(b)¹⁸ of the Act, in general, and Section 6(b)(4) and (5)¹⁹ of the Act, in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers, or dealers.

The Exchange believes the proposed new ORF methodology to be assessed effective July 1, 2026 is reasonable, equitable, and not unfairly discriminatory for various reasons. First, the Exchange believes that continuing to assess ORF only on Customer transactions is reasonable because Customer transactions account for a material portion of ORF Costs. A large portion of ORF Costs relate to Customer activity because obtaining Customer information may be more time-intensive. For example, non-Customer market participants are subject to various regulatory and reporting requirements which provides the Exchange certain data with respect to these market participants. In contrast, Customer information is known by ATP Holders of the Exchange, but is not readily available to the Exchange. Accordingly, the Exchange may have to take additional steps to understand the facts surrounding particular trades involving a Customer,

¹⁸ 15 U.S.C. 78f(b).

¹⁹ 15 U.S.C. 78f(b)(4) and (5).

which may require requesting such information from a broker-dealer. Further, Customers require more Exchange regulatory services based on the amount of options business they conduct. For example, there are costs associated with main office and branch office examinations (e.g., staff expenses), as well as investigations into Customer complaints and the terminations of registered persons. As a result, ORF Costs associated with administering the Customer component of the Exchange's overall regulatory program are materially higher than those associated with administering the non-Customer component when coupled with the amount of volume attributed to such Customer transactions.

Under the Exchange's proposal, the amount of ORF Costs allocated to on-exchange Customer transactions is significant. Also, with respect to Customer transactions, options volume continues to surpass volume from other options participants. Additionally, the Exchange has rules that deal exclusively with Customer transactions, such as rules involving doing business with a Customer, which would not apply to Non-Customer transactions.²⁰

Although the Exchange acknowledges that there is a cost to regulate Market Makers, unlike other market participants, Market Makers are subject to different Exchange fees (such as application fees, permit fees, and connectivity fees) and have various regulatory requirements with respect to quoting. Specifically, Market Makers have certain quoting requirements with respect to their assigned options series as provided in Rule 925.1NYP (Market Maker Quotations). In addition, unlike other market participants, Market Makers have obligations to compete with other Market Makers to improve the market in all series of options classes to which the Market Maker is appointed and to update market quotations in response to changed

²⁰ See, e.g., Section 7. Conduct of Accounts.

market conditions in all series of options classes to which the Market Maker is appointed.²¹

The Exchange similarly acknowledges that there is a cost to regulate Firm and Broker Dealer transactions, but notes that these market participants' transactions do not involve significant volume when compared to Customer transactions. The Exchange further notes that Firm and Broker Dealer market participants tend to be more sophisticated than Customers and do not require the same protections as Customer transactions do. Accordingly, the regulation of Firm and Broker Dealer transactions is less resource-intensive than the regulation of Customer transactions and accounts for a smaller percentage of ORF Costs.

Finally, the Exchange believes that assessing ORF on Customer executions that occur on the Exchange is reasonable, equitable, and not unfairly discriminatory because it will avoid overlapping ORFs that would otherwise be assessed by the Exchange and other options exchanges that also assess an ORF. With this proposal, Customer executions that occur on other exchanges would no longer be subject to an ORF assessed by the Exchange.

The Exchange believes that its proposal continues to ensure that ORF collection, in combination with other regulatory fees and fines, does not exceed ORF Costs. Fines collected by the Exchange in connection with a disciplinary matter will continue to offset ORF Cost. The Exchange will, under the new ORF methodology, continue to monitor and review ORF collection and, if the Exchange determines the amount of ORF collected exceeds or may exceed a material portion of ORF Costs, the Exchange will, as appropriate, adjust the ORF (via a rule change filed with the Commission).

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

²¹ See Rule 923NY (Appointment of Market Makers).

competition that is not necessary or appropriate in furtherance of the purposes of the Act.

The Exchange believes that the proposed change to adopt a new methodology for the assessment and collection of ORF does not impose an undue burden on intermarket competition because ORF is a regulatory fee that supports regulation in furtherance of the purposes of the Act. The Exchange notes, however, the proposed change is not designed to address any competitive issues. The Exchange is obligated to ensure that the amount of ORF collected, in combination with its other regulatory fees and fines, does not exceed ORF Costs. Continuing to assess ORF only on Customer executions that occur on the Exchange does not impose an undue burden on intramarket competition. Customer transactions account for a large portion of the Exchange's ORF Costs. With respect to Customer transactions, options volume continues to surpass volume from other options participants. Additionally, the Exchange has rules that deal exclusively with Customer transactions, such as rules involving doing business with a Customer, which would not apply to non-Customer transactions.²²

For these reasons, regulating Customer trading activity is more labor-intensive and therefore, more costly. Further, the Exchange believes that a large portion of the ORF Costs relate to Customer allocation because obtaining Customer information may be more time-intensive. For example, non-Customer market participants are subject to various regulatory and reporting requirements which provides the Exchange certain data with respect to these market participants. In contrast, Customer information is known by ATP Holders and is not readily available to the Exchange.²³ The Exchange may have to take additional steps to understand the facts surrounding particular trades involving a Customer which may require requesting such

²² See, e.g., Section 7. Conduct of Accounts.

²³ Know Your Customer or "KYC" provision is the obligation of the broker-dealer.

information from a broker-dealer. Further, Customers require more Exchange regulatory services based on the amount of options business they conduct. For example, there are ORF Costs associated with main office and branch office examinations (e.g., staff expenses), as well as investigations into Customer complaints and the terminations of registered persons. As a result, the ORF Costs associated with administering the Customer component of the Exchange's overall regulatory program are materially higher than the ORF Costs associated with administering the non-Customer component when coupled with the amount of volume attributed to such Customer transactions. Not attributing significant ORF Costs to Customers for activity that may occur across options markets does not impose an undue burden on intra-market competition because the Exchange's Customer regulation occurs to a large extent on Exchange.

The Exchange believes that not assessing ORF on Market Makers does not impose an undue burden on intramarket competition because these liquidity providers are critical market participants required to provide liquidity to the Exchange and necessary for opening the market. Excluding Market Maker transactions from ORF does not impose an intramarket burden on competition, and instead allows these market participants to manage their costs and consequently their business model more effectively, thereby enabling them to better allocate resources to, for example, technologies that allow them to manage risk and capacity to ensure their continued ability to compete effectively on the Exchange to provide displayed liquidity. Unlike other market participants, Market Makers have various regulatory requirements with respect to quoting. Specifically, Market Makers have certain quoting requirements with respect to their assigned options series as provided in Rule 925.1NYP (Market Maker Quotations). Further, unlike other market participants, Market Makers have obligations to compete with other Market Makers to improve the market in all series of options classes to which the Market Maker is appointed and to update market quotations in response to changed market conditions in all series of options classes to which the Market Maker is appointed.²⁴

The Exchange believes that not assessing ORF on Firm and Broker Dealer market participants does not impose an undue burden on intramarket competition because the regulation of Firm and Broker Dealer transactions is less resource-intensive than the regulation of Customer transactions. The volume generated from Firm and Broker Dealer transactions is not significant when compared to Customer transactions. Therefore, excluding Firm and Broker Dealer transactions from ORF does not impose an undue burden on intramarket competition, as

²⁴ See Rule 923NY (Appointment of Market Makers).

Customer transactions account for a material portion of the Exchange's ORF Costs.²⁵ The Exchange's proposal to assess ORF only on Customer executions that occur on the Exchange does not impose an intramarket burden on competition because the amount of activity surveilled across exchanges is small when compared to the overall number of Exchange rules that are surveilled by the Exchange for on-Exchange activity. Limiting the amount of ORF assessed to activity that occurs on the Exchange avoids overlapping ORFs that would otherwise be assessed by the Exchange and other options exchanges that also assess an ORF.

Further, the proposed ORF does not impose an intra-market burden on competition as this collection accounts for the collection only on Customer executions. The Exchange will monitor and review ORF collection and amend the ORF if it finds that ORF collection exceeds its projections.²⁶

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act,²⁷ and Rule 19b-4(f)(2) thereunder²⁸ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge

²⁵ The Exchange notes that the regulatory costs relating to monitoring ATP Holders with respect to Customer trading activity are generally higher than the regulatory costs associated with ATP Holders that do not engage in Customer trading activity, which tends to be more automated and less labor-intensive. By contrast, regulating ATP Holders that engage in Customer trading activity is generally more labor-intensive and requires a greater expenditure of human and technical resources because the Exchange needs to review not only the trading activity on behalf of Customers, but also the ATP Holders' relationship with its Customers via more labor-intensive exam-based programs. As a result, the costs associated with administering the Customer component of the Exchange's overall regulatory program are materially higher than the costs associated with administering the non-Customer component of the regulatory program.

²⁶ The Exchange would submit a rule change to the Commission to amend ORF rates.

²⁷ 15 U.S.C. 78s(b)(3)(A)(ii).

²⁸ 17 CFR 240.19b-4.

imposed on any person, whether or not the person is a member of the self-regulatory organization, which renders the proposed rule change effective upon filing. 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.

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 (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-NYSEAMER-2026-22 on the subject line.

Paper Comments:

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

All submissions should refer to file number SR-NYSEAMER-2026-22. This file number should be included on the subject line if email 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 (<https://www.sec.gov/rules/sro.shtml>).

Copies of the filing will be available for inspection and copying at the principal office of the

Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-NYSEAMER-2026-22 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²⁹

Sherry R. Haywood,

Assistant Secretary.

²⁹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

Additions underscored

Deletions [bracketed]

NYSE AMERICAN OPTIONS FEE SCHEDULE*

*NYSE American Options is the options trading facility of NYSE American LLC

Effective as of March [12]16, 2026

Section VII. Regulatory Fees

- A. Options Regulatory Fee (“ORF”). Effective through June 30, 2026:** The ORF will be assessed to each ATP Holder for all options transactions that are cleared by the ATP Holder through the OCC in the customer range regardless of the exchange on which the transaction occurs. The Exchange uses reports from OCC when assessing and collecting the ORF. The ORF is not assessed on outbound linkage trades. The fee is collected from ATP Holder clearing firms by the OCC on behalf of NYSE American. An ATP Holder shall not be assessed the fee until it has satisfied applicable technological requirements necessary to commence operations on NYSE American. The Exchange will notify participants via a Trader Update of any change in the amount of the fee at least 30 calendar days prior to the effective date of the change.

Rate Per Contract
[\$0.0023, waived through December 31, 2025. Effective January 1, 2026, the ORF will be] \$0.0026[.]

Effective July 1, 2026:

The ORF is assessed by the Exchange for options transactions cleared by OCC in the customer range for executions that occur on the Exchange. Specifically, the ORF is collected by OCC on behalf of the Exchange from ATP Holders and non-ATP Holders for all customer transactions executed on the Exchange. The Exchange will notify participants via Trader Update of any change in the amount of the fee at least 30 calendar days prior to the effective date of the change.
