

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 19	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2020 - * 32 Amendment No. (req. for Amendments *)
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Filing by New York Stock Exchange 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"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input checked="" type="checkbox"/> 19b-4(f)(6)	

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

Exhibit 2 Sent As Paper Document <input checked="" type="checkbox"/>	Exhibit 3 Sent As Paper Document <input checked="" type="checkbox"/>
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Description

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

Proposal to suspend the application of its \$50 million market capitalization and \$1.00 price continued listing requirements through and including June 30, 2020

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 * John Last Name * Carey
 Title * Senior Director
 E-mail * John.Carey@theice.com
 Telephone * (212) 656-5640 Fax

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 *) Associate General Counsel

Date 04/03/2020
 By Clare Saperstein (Name *)

Clare Saperstein,

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

Add Remove View

Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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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 New York Stock Exchange LLC (“NYSE” or the “Exchange”) proposes to suspend the application of its \$50 million market capitalization and \$1.00 price continued listing requirements through and including June 30, 2020.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1. A copy of this filing is available on the Exchange’s website at www.nyse.com, at the Exchange’s principal office, and at the Public Reference Room of the Commission.

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

2. Procedures of the Self-Regulatory Organization

Senior management has approved the proposed rule change pursuant to authority delegated to it by the Board of the Exchange. No further action 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 are:

John Carey
Senior Director
NYSE Group, Inc.
(212) 656-5640

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

- (a) Purpose

The U.S. and global equities markets have experienced unprecedented market-wide declines as a result of the ongoing spread of COVID-19. As a consequence,

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

since the commencement of the current market turbulence in the last week of February 2020, the Exchange has experienced an unusually high number (as compared to historical levels) of listed companies:

- that may soon be designated as below compliance with continued listing standards, as set forth in Section 802.01B and be subject to a maximum 18-month cure period, as a consequence of having both stockholders' equity of less than \$50 million and an average global market capitalization over a consecutive 30 trading-day period of less than \$50 million (the "\$50 Million Standard"); or
- that have stock prices that have fallen below the Exchange's \$1.00 price requirement for capital and common stock set forth in Section 802.01C of the Manual (i.e., the average closing price of their stock has fallen below \$1.00 over a consecutive 30 trading day period) (the "Dollar Price Standard") and that are consequently subject to a six months compliance plan period or that may imminently fall below compliance with that listing standard.³

In response to the conditions described above, the Exchange proposes to suspend, through and including June 30, 2020, the application of the \$50 Million Standard and Dollar Price Standard. The Exchange notes that the waiver it proposes in relation to the Dollar Price Standard is identical to a waiver it implemented at the time of the financial crisis.⁴ In its conversations with listed companies, the Exchange has learned that many companies are experiencing severe disruptions to their businesses during the current crisis, including employees who have contracted the COVID-19 virus and the need to adopt emergency measures to protect their employees from infection. The Exchange believes that it is undesirable to impose on companies in the midst of this crisis the additional burden of drafting and filing disclosures with respect to non-compliance with the NYSE continued listing standards and to force them to work on the required compliance plan submissions. The Exchange is also concerned about the negative effect a below-compliance designation will have on investor perceptions of these companies, especially given the fact that many companies are suffering falling stock prices as a result of general market conditions rather than any company-specific factors.

³ For illustrative purposes, the Exchange notes that the number of listed companies with a trading price below \$1.00 as of the date of this filing is approaching times as many as was the case on the last trading day of 2019.

⁴ See Securities Exchange Act Release No. 59510 (March 4, 2009), 74 FR 10636 (March 11, 2009) (SR-NYSE-2009-21) (suspending the dollar price requirement through June 30, 2009). See also Securities Exchange Act Release No. 60273 (July 9, 2009), 74 FR 34606 (July 16, 2009) (SR-NYSE-2009-64) (extending the suspension of the dollar price requirement through July 31, 2009).

The Exchange's proposed suspension of the continued listing standards is in addition to the ongoing temporary suspension of the \$15 million market capitalization standard on Section 802.01B through and including June 30, 2020, with respect to which the Exchange submitted an earlier rule filing.⁵ The extreme volatility and the precipitous decline in trading prices of many securities experienced in the U.S. and global equities markets could lead to a high number of securities being deemed to be below compliance with continued listing standards during a short period of highly volatile markets. The proposed suspension of the \$50 Million Standard and Dollar Price Standard will provide temporary relief to these companies and their shareholders in response to these extraordinary market conditions.

Under the proposed suspension of the \$50 Million Standard, companies would not be notified of new events of non-compliance with the \$50 Million Standard. The compliance period of any company that is in a compliance period for non-compliance with the \$50 Million Standard at the time of commencement of the rule suspension would have this compliance period tolled and recommence at the end of the proposed suspension. New identifications of companies as below compliance with the \$50 million Standard after the end of the proposed suspension will be determined based on a consecutive 30 trading-day period commencing on or after July 1, 2020.

Consistent with Sections 802.02 and 802.03, a company that is operating under a compliance plan for a non-compliance with the \$50 Million Standard as of the date of this filing would be deemed to be back in compliance with continued listing requirements if at any time, including during the period of suspension of the rule, the company is able to demonstrate (1) compliance with the \$50 Million Standard, or (2) the ability to qualify under an original listing standard, in each case for a period of two consecutive quarters.

Under the proposed suspension of the Dollar Price Standard, companies would not be notified of new events of noncompliance with the Dollar Price Standard during the suspension period. The compliance period of any company that is in a compliance period at the time of commencement of the rule suspension would have this compliance period tolled and recommence at the end of the proposed compliance suspension. Consistent with the normal application of the rule, companies that are in a compliance period at the time of commencement of the suspension would be deemed to have regained compliance during the proposed rule suspension period if, at the expiration of their respective six-month cure periods established prior to the commencement of the rule suspension, they have a \$1.00 closing share price on the last trading day of the period and a \$1.00 average

⁵ See Securities Exchange Act Release No. 88441 (March 20, 2020), 85 FR 17136 (March 26, 2020) (SR-NYSE-2020-21).

share price based on the preceding 30 trading days (e.g., a company that is currently in a compliance period with a specified end date of May 30, 2020, will be deemed to have returned to compliance if it meets the applicable requirements on May 30, notwithstanding the fact that the rule will remain suspended at that time). In addition, consistent with the normal application of the rule, any company that is in a compliance period at the time of commencement of the rule suspension can return to compliance during the suspension earlier than the specified end date for its compliance period if such company has both a \$1.00 closing share price on the last trading day of any calendar month during the previously-established compliance period and a \$1.00 average share price based on the 30 trading days preceding the end of such month. Following the temporary rule suspension, any new events of noncompliance with the Dollar Price Standard would be determined based on a consecutive 30 trading-day period commencing on or after July 1, 2020.

The Exchange would be able to implement the proposed rule change immediately upon effectiveness of this proposed rule change.

(b) Statutory Basis

The proposed rule change is consistent with Section 6(b) of the Act,⁶ in general, and furthers the objectives of Section 6(b)(5) of the Act,⁷ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, and to remove impediments to and perfect the mechanism of a free and open market and a national market system.

As a result of uncertainty related to the ongoing spread of the COVID-19 virus, the prices of securities listed on U.S. exchanges are experiencing rapid and significant declines. The proposed rule change is designed to reduce uncertainty regarding the ability of certain companies to remain listed on the NYSE during the current highly unusual market conditions, thereby protecting investors, facilitating transactions in securities, and removing an impediment to a free and open market. All companies listed on the Exchange that are currently below compliance with the \$50 Million Standard or the Dollar Price Standard as of the time of filing of this proposal, or that fall below those standards after the submission of this proposal, would be eligible to take advantage of the proposed suspension.

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

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78f(b)(5).

The Exchange does not believe that the proposed rule change would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change is not designed to address any competitive issues but rather is designed to reduce uncertainty for certain companies and their shareholders regarding the ability of certain securities to remain listed on the NYSE during the current highly unusual market conditions.

5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

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

6. Extension of Time Period for Commission Action

Not applicable.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

The Exchange believes that the proposed rule change qualifies for immediate effectiveness upon filing as a “non-controversial” rule change in accordance with Section 19(b)(3)(A) of the Act⁸ and Rule 19b-4(f)(6), thereunder.⁹

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

The Exchange believes that the proposed rule change will not significantly affect the protection of investors or the public interest or impose any significant burden on competition because it is designed to reduce uncertainty for certain companies and their shareholders regarding the ability of certain securities to remain listed on the NYSE during the current highly unusual market conditions. These proposed changes are designed to respond to the unprecedented uncertainty and resulting market declines related to the global spread of the COVID-19 virus.

⁸ 15 U.S.C. 78s(b)(3)(A).

⁹ 17 CFR 240.19b-4(f)(6).

In view of the immediate nature of the relief requested, the Exchange respectfully requests to have the proposed amendments become operative immediately. The Exchange requests that the Commission waive the five business day notice of the Exchange's intent to file this proposed rule change, as well as the 30-day operative delay, so that the proposed rule change may become immediately operative pursuant to Section 19(b)(3)(A)¹⁰ and Rule 19b-4(f)(6)¹¹ thereunder. Waiver of these periods will allow the Exchange to immediately implement the proposed rule change upon its filing with the Commission.

The Exchange believes that waiver of both the operative delay and the requirement to provide five-days' written notice of the proposed rule change would be consistent with the protection of investors and the public interest because of the unprecedented market volatility over the last month, and given the ongoing uncertainty relating to the global spread of the COVID-19 virus, the Exchange has no way of knowing whether there will be additional market declines that would result in large numbers of companies unexpectedly falling below the \$50 Million Standard and the Dollar Price Standard in the immediate future. The waiver of the operative delay would reduce the level of uncertainty of listed issuers and their investors with respect to their continued listing status and would relieve the affected companies of the obligation to publicly disclose their noncompliance and do the work associated with submitting a compliance plan to the Exchange...

For the foregoing reasons, the Exchange believes that this rule filing qualifies for immediate effectiveness as a "non-controversial" rule change. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule changes 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

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

¹⁰ 15 U.S.C. 78s(b)(3)(A).

¹¹ 17 CFR 240.19b-4(f)(6).

Not applicable.

11. Exhibits

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

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NYSE-2020-32)

[Date]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Suspend the Application of its \$50 million Market Capitalization and \$1.00 Price Continued Listing Requirements through and including June 30, 2020

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 April 3, 2020, New York Stock Exchange LLC (“NYSE” 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 suspend the application of its \$50 million market capitalization and \$1.00 price continued listing requirements through and including June 30, 2020. 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 U.S. and global equities markets have experienced unprecedented market-wide declines as a result of the ongoing spread of COVID-19. As a consequence, since the commencement of the current market turbulence in the last week of February 2020, the Exchange has experienced an unusually high number (as compared to historical levels) of listed companies:

- that may soon be designated as below compliance with continued listing standards, as set forth in Section 802.01B and be subject to a maximum 18-month cure period, as a consequence of having both stockholders' equity of less than \$50 million and an average global market capitalization over a consecutive 30 trading-day period of less than \$50 million (the "\$50 Million Standard"); or
- that have stock prices that have fallen below the Exchange's \$1.00 price requirement for capital and common stock set forth in Section 802.01C of

the Manual (i.e., the average closing price of their stock has fallen below \$1.00 over a consecutive 30 trading day period) (the “Dollar Price Standard”) and that are consequently subject to a six months compliance plan period or that may imminently fall below compliance with that listing standard.⁴

In response to the conditions described above, the Exchange proposes to suspend, through and including June 30, 2020, the application of the \$50 Million Standard and Dollar Price Standard. The Exchange notes that the waiver it proposes in relation to the Dollar Price Standard is identical to a waiver it implemented at the time of the financial crisis.⁵ In its conversations with listed companies, the Exchange has learned that many companies are experiencing severe disruptions to their businesses during the current crisis, including employees who have contracted the COVID-19 virus and the need to adopt emergency measures to protect their employees from infection. The Exchange believes that it is undesirable to impose on companies in the midst of this crisis the additional burden of drafting and filing disclosures with respect to non-compliance with the NYSE continued listing standards and to force them to work on the required compliance plan submissions. The Exchange is also concerned about the negative effect a below-compliance designation will have on investor perceptions of these companies,

⁴ For illustrative purposes, the Exchange notes that the number of listed companies with a trading price below \$1.00 as of the date of this filing is approaching times as many as was the case on the last trading day of 2019.

⁵ See Securities Exchange Act Release No. 59510 (March 4, 2009), 74 FR 10636 (March 11, 2009) (SR-NYSE-2009-21) (suspending the dollar price requirement through June 30, 2009). See also Securities Exchange Act Release No. 60273 (July 9, 2009), 74 FR 34606 (July 16, 2009) (SR-NYSE-2009-64) (extending the suspension of the dollar price requirement through July 31, 2009).

especially given the fact that many companies are suffering falling stock prices as a result of general market conditions rather than any company-specific factors.

The Exchange's proposed suspension of the continued listing standards is in addition to the ongoing temporary suspension of the \$15 million market capitalization standard on Section 802.01B through and including June 30, 2020, with respect to which the Exchange submitted an earlier rule filing.⁶ The extreme volatility and the precipitous decline in trading prices of many securities experienced in the U.S. and global equities markets could lead to a high number of securities being deemed to be below compliance with continued listing standards during a short period of highly volatile markets. The proposed suspension of the \$50 Million Standard and Dollar Price Standard will provide temporary relief to these companies and their shareholders in response to these extraordinary market conditions.

Under the proposed suspension of the \$50 Million Standard, companies would not be notified of new events of non-compliance with the \$50 Million Standard. The compliance period of any company that is in a compliance period for non-compliance with the \$50 Million Standard at the time of commencement of the rule suspension would have this compliance period tolled and recommence at the end of the proposed suspension. New identifications of companies as below compliance with the \$50 million Standard after the end of the proposed suspension will be determined based on a consecutive 30 trading-day period commencing on or after July 1, 2020.

Consistent with Sections 802.02 and 802.03, a company that is operating under a compliance plan for a non-compliance with the \$50 Million Standard as of the date of

⁶ See Securities Exchange Act Release No. 88441 (March 20, 2020), 85 FR 17136 (March 26, 2020) (SR-NYSE-2020-21).

this filing would be deemed to be back in compliance with continued listing requirements if at any time, including during the period of suspension of the rule, the company is able to demonstrate (1) compliance with the \$50 Million Standard, or (2) the ability to qualify under an original listing standard, in each case for a period of two consecutive quarters.

Under the proposed suspension of the Dollar Price Standard, companies would not be notified of new events of noncompliance with the Dollar Price Standard during the suspension period. The compliance period of any company that is in a compliance period at the time of commencement of the rule suspension would have this compliance period tolled and recommence at the end of the proposed compliance suspension. Consistent with the normal application of the rule, companies that are in a compliance period at the time of commencement of the suspension would be deemed to have regained compliance during the proposed rule suspension period if, at the expiration of their respective six-month cure periods established prior to the commencement of the rule suspension, they have a \$1.00 closing share price on the last trading day of the period and a \$1.00 average share price based on the preceding 30 trading days (e.g., a company that is currently in a compliance period with a specified end date of May 30, 2020, will be deemed to have returned to compliance if it meets the applicable requirements on May 30, notwithstanding the fact that the rule will remain suspended at that time). In addition, consistent with the normal application of the rule, any company that is in a compliance period at the time of commencement of the rule suspension can return to compliance during the suspension earlier than the specified end date for its compliance period if such company has both a \$1.00 closing share price on the last trading day of any calendar month during the previously-established compliance period and a \$1.00 average share

price based on the 30 trading days preceding the end of such month. Following the temporary rule suspension, any new events of noncompliance with the Dollar Price Standard would be determined based on a consecutive 30 trading-day period commencing on or after July 1, 2020.

The Exchange would be able to implement the proposed rule change immediately upon effectiveness of this proposed rule change.

2. Statutory Basis

The proposed rule change is consistent with Section 6(b) of the Act,⁷ in general, and furthers the objectives of Section 6(b)(5) of the Act,⁸ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, and to remove impediments to and perfect the mechanism of a free and open market and a national market system.

As a result of uncertainty related to the ongoing spread of the COVID-19 virus, the prices of securities listed on U.S. exchanges are experiencing rapid and significant declines. The proposed rule change is designed to reduce uncertainty regarding the ability of certain companies to remain listed on the NYSE during the current highly unusual market conditions, thereby protecting investors, facilitating transactions in securities, and removing an impediment to a free and open market. All companies listed on the Exchange that are currently below compliance with the \$50 Million Standard or the Dollar Price Standard as of the time of filing of this proposal, or that fall below those

⁷ 15 U.S.C. 78f(b).

⁸ 15 U.S.C. 78f(b)(5).

standards after the submission of this proposal, would be eligible to take advantage of the proposed suspension.

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

The Exchange does not believe that the proposed rule change would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change is not designed to address any competitive issues but rather is designed to reduce uncertainty for certain companies and their shareholders regarding the ability of certain securities to remain listed on the NYSE during the current highly unusual market conditions.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

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

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

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act⁹ and Rule 19b-4(f)(6) thereunder.¹⁰ Because the proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative prior to 30 days from the date on which it was filed, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6)(iii) thereunder.

⁹ 15 U.S.C. 78s(b)(3)(A)(iii).

¹⁰ 17 CFR 240.19b-4(f)(6).

A proposed rule change filed under Rule 19b-4(f)(6)¹¹ normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b4(f)(6)(iii),¹² the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the 30-day operative delay so that the proposal may become operative immediately upon filing.

At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B)¹³ 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-

¹¹ 17 CFR 240.19b-4(f)(6).

¹² 17 CFR 240.19b-4(f)(6)(iii).

¹³ 15 U.S.C. 78s(b)(2)(B).

NYSE-2020-32 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-NYSE-2020-32. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-NYSE-2020-32 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.¹⁴

Eduardo A. Aleman
Deputy Secretary

¹⁴ 17 CFR 200.30-3(a)(12).