

of the FINRA Board. FINRA stated that it intends to seek informal input from retiring District Committee members regarding potential future members, thus continuing to draw upon the expertise of this group, without the need and expense of the current District Nominating Committees.

#### V. Commission Findings

The Commission has carefully reviewed the proposed rule change, the comment letter, and FINRA's response to the comment, and believes that FINRA has appropriately responded to the commenter's concerns. The Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities association, and, in particular, with the provisions of Section 15A(b)(6) of the Act,<sup>8</sup> which requires, among other things, that FINRA rules be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest.<sup>9</sup>

The proposed rule change is designed to streamline the nomination and election process for District Committees, adjust the size and composition of District Committees, amend the qualification requirements, prescribe further term limits for District Committee members, and make other administrative and technical changes to the process, and should result in additional candidates willing to serve on a District Committee. The proposal aligns the representation of members on the District Committees to be generally consistent with the industry representation on the FINRA Board of Governors and the industry representation on the NAC. As FINRA stated in its Response Letter, three-sevenths of the District Committee members will represent Small Firms, one-seventh will represent Mid-Sized Firms and three-sevenths will represent Large Firms. FINRA's goal is to more closely align the membership of the District Committees with its membership while streamlining the process for finding and electing candidates to serve on the District Committee.

FINRA will prohibit a District Committee member from serving consecutive three-year terms to bring different perspectives and views to

District Committees. Individuals interested in serving more than one term may do so on a non-consecutive basis. FINRA is eliminating the Advisory Council and will seek views on policy issues and recommendations directly from its membership. With these changes, the Commission believes that FINRA will be able to realize the goals of the District Committee system without the time and resource expenditures now required of Advisory Council members and FINRA staff. Further, centralizing the election process within the Corporate Secretary's office should streamline the process making it more efficient. The Corporate Secretary's office will be able to apply its administrative experience from other FINRA elections to the process for District Committee elections.<sup>10</sup>

#### VI. Conclusion

*It is therefore ordered*, pursuant to Section 19(b)(2) of the Act,<sup>11</sup> that the proposed rule change (SR-FINRA-2011-011) be, and hereby is, approved.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>12</sup>

**Cathy H. Ahn,**

*Deputy Secretary.*

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### SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-64369; File No. SR-FINRA-2011-021]

#### Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Extension of Implementation Date for Expansion of the Order Audit Trail System to All NMS Stocks

April 29, 2011.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on April 26, 2011, Financial Industry Regulatory Authority, Inc. ("FINRA") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by FINRA. FINRA has

designated the proposed rule change as constituting a "non-controversial" rule change under paragraph (f)(6) of Rule 19b-4 under the Act,<sup>3</sup> which renders the proposal effective upon receipt of this filing by the Commission.

#### I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

FINRA is proposing to establish October 3, 2011, as the implementation date of the amendments to FINRA Rules 7410 and 7470 that the Commission approved on November 12, 2010.<sup>4</sup>

The text of the proposed rule change is available on FINRA's Web site at <http://www.finra.org>, at the principal office of FINRA and at the Commission's Public Reference Room.

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

In its filing with the Commission, FINRA included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. FINRA has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

###### 1. Purpose

FINRA is filing the proposed rule change to establish October 3, 2011, as the implementation date for the amendments to the OATS rules expanding the OATS recording and reporting requirements to all NMS stocks.

On November 12, 2010, the SEC approved SR-FINRA-2010-044, which amended FINRA Rules 7410 and 7470 to expand the OATS recording and reporting requirements to include all NMS stocks.<sup>5</sup> On January 11, 2011, FINRA published *Regulatory Notice 11-03* announcing that the Commission approved the amendments and that FINRA was publishing a new version of the *OATS Reporting Technical Specifications*. Pursuant to the SEC's approval of SR-FINRA-2010-044 and

<sup>3</sup> 17 CFR 240.19b-4(f)(6).

<sup>4</sup> See Securities Exchange Act Rel. No. 63311 (November 12, 2010), 75 FR 70757 (November 18, 2010) (SR-FINRA-2010-044).

<sup>5</sup> See Securities Exchange Act Rel. No. 63311 (November 12, 2010), 75 FR 70757 (November 18, 2010) (SR-FINRA-2010-044).

<sup>8</sup> 15 U.S.C. 78o-3(b)(6).

<sup>9</sup> In approving the proposed rule change, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

<sup>10</sup> FINRA will implement the proposal on the first day of the month following Commission approval.

<sup>11</sup> 15 U.S.C. 78s(b)(2).

<sup>12</sup> 17 CFR 200.30-3(a)(12).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

the timing set forth in *Regulatory Notice* 11–03, the amendments to the OATS Rules are currently scheduled to begin to be phased in on July 11, 2011, six months after the publication of *Regulatory Notice* 11–03 and the revised *OATS Reporting Technical Specifications*.

Since the publication of the *Notice* and the *OATS Reporting Technical Specifications*, many firms and industry groups have requested that the implementation date for the new recording and reporting requirements be delayed to allow firms sufficient time to make necessary systems updates and changes. In addition, firms have noted that the time needed to make the necessary changes was increased because firms are also changing and updating their systems to comply with the SEC's new rule on risk management controls for broker-dealers with market access, Rule 15c3–5 under the Act,<sup>6</sup> which has a compliance date of July 14, 2011.<sup>7</sup> As a result of these discussions, FINRA is seeking to delay the implementation of the new OATS recording and reporting requirements for NMS stocks until October 3, 2011, to give firms sufficient time to make necessary changes to their systems to enable them to comply with the expanded OATS recording and reporting requirements. Consequently, FINRA will begin to phase-in the new recording and reporting requirements beginning on October 3, 2011.

FINRA has filed the proposed rule change for immediate effectiveness.

## 2. Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,<sup>8</sup> which requires, among other things, that FINRA rules must be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest. FINRA believes that extending the implementation date of the extension of the OATS Rules to all NMS stocks will ensure that firms have sufficient time to make the necessary changes to their systems to be able to comply with the new OATS recording and reporting requirements when they become effective.

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

FINRA does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

Written comments were neither solicited nor received.

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

Because the foregoing 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 for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act<sup>9</sup> and Rule 19b–4(f)(6) thereunder.<sup>10</sup>

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 (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR–FINRA–2011–021 on the subject line.

### *Paper Comments*

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

All submissions should refer to File Number SR–FINRA–2011–021. 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 Web site (<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 Web site viewing and printing in the Commission's Public Reference Room, 100 F Street, NE., Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of such filing also will be available for inspection and copying at the principal office of FINRA. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make publicly available. All submissions should refer to File Number SR–FINRA–2011–021 and should be submitted on or before May 25, 2011.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>11</sup>

**Cathy H. Ahn,**  
*Deputy Secretary.*

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**BILLING CODE 8011–01–P**

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## SMALL BUSINESS ADMINISTRATION

### Advisory Committee on Veterans Business Affairs Meeting

**AGENCY:** U.S. Small Business Administration.

**ACTION:** Notice of open Federal Advisory Committee Meeting.

**SUMMARY:** The SBA is issuing this notice to announce the location, date, time, and agenda for the next meeting of the Advisory Committee on Veterans Business Affairs. The meeting will be open to the public.

**DATES:** May 19, 2011 from 9 a.m. to 5 p.m. in the Eisenhower Conference room, side B, located on the 2nd floor.

**ADDRESSES:** U.S. Small Business Administration, 409 3rd Street, SW., Washington, DC 20416.

<sup>11</sup> 17 CFR 200.30–3(a)(12).

<sup>6</sup> 17 CFR 240.15c3–5.

<sup>7</sup> See Securities Exchange Act Release No. 63241 (November 3, 2010), 75 FR 69792 (November 15, 2010).

<sup>8</sup> 15 U.S.C. 78o–3(b)(6).

<sup>9</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>10</sup> 17 CFR 240.19b–4(f)(6).