



8011-01p
SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-74712; File No. SR-DTC-2015-01)

April 10, 2015

Self-Regulatory Organizations; The Depository Trust Company; Order Approving Proposed Rule Change to Discontinue the Prospectus Repository System Service

I. Introduction

On February 13, 2015, The Depository Trust Company (“DTC”) filed with the Securities and Exchange Commission (“Commission”) proposed rule change SR-DTC-2015-01 (“Proposed Rule Change”) pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder.² The Proposed Rule Change was published for comment in the Federal Registrar on March 2, 2015.³ The Commission did not receive any comments on the Proposed Rule Change. This order approves the Proposed Rule Change.

II. Description

DTC filed the Proposed Rule Change to discontinue DTC’s Prospectus Repository System (“PRS”) and its Terms of Use (“Terms of Use”), as discussed below.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ Securities Exchange Act Release No. 74358 (February 24, 2015), 80 FR 11243 (March 2, 2015) (SR-DTC-2015-01).

DTC launched PRS in 2003 to provide DTC participants (“Participants”) and DTC-authorized third parties (collectively, “Users”)⁴ access to prospectuses and official statements relating to new issues of corporate and municipal securities (“Documents”).⁵ Today, however, there are few Users of PRS because many of the Documents provided through PRS are publicly available. As such, DTC states that it is not worth the cost of maintaining PRS and, thus, will discontinue it.

III. Discussion

Section 19(b)(2)(C) of the Act⁶ directs the Commission to approve a proposed rule change of a self-regulatory organization if it finds that such proposed rule change is consistent with the requirements of the Act and rules and regulations thereunder applicable to such organization. Section 17A(b)(3)(F) of the Act requires, among other things, that the rules of a clearing agency be designed to promote the prompt and accurate clearance and settlement of securities transactions.⁷

The Commission finds the Proposed Rule Change consistent with the Act. More specifically, the Commission finds that the Proposed Rule Change is consistent with Section 17A(b)(3)(F) of the Act.⁸ By eliminating a service that is not economically efficient to maintain or central to DTC’s core clearing business, DTC can better allocate

⁴ Third-party Users of PRS include syndicate members, correspondent banks, paying agents, transfer agents, and certain legal counsel and financial advisors. Individual investors do not have access to PRS.

⁵ Securities Exchange Act Release No. 47410 (February 26, 2003), 68 FR 10558 (March 5, 2003) (SR-DTC-2002-13).

⁶ 15 U.S.C. 78s(b)(2)(C).

⁷ 15 U.S.C. 78q-1(b)(3)(F).

⁸ Id.

its economic resources to support the safeguarding of securities or funds in its custody or control, and promote the prompt and accurate clearance and settlement of securities transactions.

IV. Conclusion

On the basis of the foregoing, the Commission finds that the Proposed Rule Change is consistent with the requirements of the Act and in particular with the requirements of Section 17A of the Act⁹ and the rules and regulations thereunder.

IT IS THEREFORE ORDERED, pursuant to Section 19(b)(2) of the Act, that proposed rule change SR-DTC-2015-01 be, and hereby is, APPROVED.¹⁰

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

Brent J. Fields
Secretary

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⁹ 15 U.S.C. 78q-1.

¹⁰ In approving the proposed rule change, the Commission considered the proposal's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

¹¹ 17 CFR 200.30-3(a)(12).