



SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-101966; File No. SR-NYSE-2024-78]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Sections 902.02, 902.03 and 902.08 of the NYSE Listed Company Manual to Amend Initial Listing Fees and Certain of its Annual Fees Applicable to Listed Issuers and Establish a Maximum Fee for Debt Securities and Structured Products

December 18, 2024.

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 December 5, 2024, 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 amend Sections 902.02, 902.03 and 902.08 of the NYSE Listed Company Manual (the “Manual”) to (i) amend its initial listing fee and certain of its annual fees charged to listed issuers, and (ii) establish a maximum fee payable in a calendar year for debt securities and structured products listed on the NYSE Bonds platform. 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

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

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

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

1. Purpose

The Exchange proposes to amend its initial listing fee and certain of its annual fees charged to listed issuers as set forth in Sections 902.02 and 902.03 of the Manual. The proposed changes will take effect from the beginning of the calendar year commencing on January 1, 2025.

The Exchange currently charges a flat initial listing fee of \$300,000 the first time an issuer lists a class of common shares on the Exchange. The Exchange proposes to increase this flat initial listing fee by \$25,000 from \$300,000 to \$325,000. Section 902.03 of the Manual contains examples of how listing fees are calculated for certain UPREITs, U.S. issuers and foreign private issuers. The Exchange proposes to make conforming changes to these examples in Section 902.03 to reflect the new \$325,000 flat initial listing fee.

The Exchange currently charges an annual fee of \$0.001265 per share for each of the following: a primary class of common shares (including Equity Investment Tracking Stocks); each additional class of common shares (including tracking stock); a primary class of preferred stock (if no class of common shares is listed); each additional class of preferred stock (whether primary class is common or preferred shares); and each class of warrants or rights. The Exchange proposes to change the per share annual fee for the foregoing classes of securities from \$0.001265 per share to \$0.001285 per share.

The annual fee for a primary class of common shares (including Equity Investment Tracking Stocks) and a primary class of preferred stock (if no class of common shares is listed) is currently subject to a minimum fee of \$80,000 per year. The Exchange proposes to increase the minimum fee for such securities from \$80,000 per year to \$82,000 per year.

The proposed increase in (i) the initial listing fee, (ii) the per share rates for annual fees, and (iii) the minimum annual fee for a primary class of equity or preferred stock reflects increases in the costs the Exchange incurs in providing services to listed companies on an ongoing basis, as well as increases in the costs of conducting its related regulatory activities. As described below, the Exchange proposes to make the aforementioned fee increases to better reflect the Exchange's costs related to listing equity securities and the corresponding value of such listing to companies.

The revised annual fees will be applied in the same manner to all issuers with listed securities in the affected categories and the Exchange believes that the changes will not disproportionately affect any specific category of issuers.

The Exchange currently charges a flat \$25,000 initial listing fee for (i) all securities that list under the debt standard in Section 703.19 of the Manual and trade on NYSE Bonds, and (ii) all debt securities that list under Sections 102.03 and 103.05 of the Manual and trade on NYSE Bonds (such securities described in items (i) and (ii), collectively, "NYSE Bonds Securities"). The Exchange charges annual fees for NYSE Bonds Securities on a tiered basis (from \$25,000 to \$100,000) according to the number of such securities listed and traded on the NYSE Bonds platform.⁴ The Exchange now proposes to adopt an overall cap of \$100,000 on the initial and annual fees that may be paid by an issuer of NYSE Bonds Securities in any calendar year. The Exchange notes that issuers will frequently issue NYSE Bonds Securities from various wholly-owned financing subsidiaries. Therefore, for purposes of calculating the fee cap, the Exchange

⁴ The fee schedule contained in Section 902.08 of the Manual applies only to NYSE Bonds Securities that trade on the NYSE Bonds platform. Securities that list under the equity standards of Section 703.19 are subject to the fee schedule contained in Section 902.05 of the Manual.

will aggregate listing fees for NYSE Bonds Securities of an issuer and its wholly-owned subsidiaries.⁵

The Exchange notes that companies frequently issue several series of NYSE Bonds Securities at the same time. For example, as part of a single offering, a company may issue debt securities of different series with varying maturities (ex. 5-year, 10-year, 20-year or 30-year). In the Exchange's experience, there are efficiencies in (i) qualifying for listing multiple series of NYSE Bonds Securities of the same issuer, and (ii) servicing such listings on an ongoing basis. Because of these efficiencies, the Exchange believes it is appropriate to establish a maximum fee of \$100,000 payable by an issuer of NYSE Bonds Securities in any calendar year.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,⁶ in general, and furthers the objectives of Section 6(b)(4)⁷ of the Act, in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges. The Exchange also believes that the proposed rule change is consistent with Section 6(b)(5) of the Act,⁸ in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange believes that it is not unfairly discriminatory and represents an equitable allocation of reasonable fees to amend Sections 902.02 and 902.03 to (i) increase the initial

⁵ The Exchange will determine that an issuer is a wholly-owned subsidiary of an affiliated issuer based on the offering documents for the applicable bond issuance.

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78f(b)(4).

⁸ 15 U.S.C. 78f(b)(5).

listing fee and annual fees for the various categories of equity securities, and (ii) increase the minimum annual fee for a primary class of common equity or preferred stock because of the increased costs incurred by the Exchange since it established the current rates. The Exchange believes that it is not unfairly discriminatory and represents an equitable allocation of reasonable fees to amend Sections 902.08 to establish a maximum fee cap payable in any calendar year by an issuer of NYSE Bonds Securities because the Exchange experiences efficiencies in qualifying and servicing the listing of multiple series of bonds of the same issuer (or a wholly-owned subsidiary of such issuer). Currently, there are more than 170 issuers of NYSE Bonds Securities and the substantial majority of those issuers will not see their fees change as a result of the proposed maximum fee cap. No issuer will see an increase in its listing fees for NYSE Bonds Securities.

The Proposed Changes are Reasonable

The Exchange believes that the proposed changes to its initial listing fee and the annual fee schedule (including the minimum fee) are reasonable. In that regard, the Exchange notes that its general costs to support its listed companies have increased, including due to price inflation. The Exchange also continues to expand and improve the services it provides to listed companies. Specifically, the Exchange has (among other things) increased expenditure on listed companies and the value of an NYSE listing by increasing programming for listed companies and enhancing its conference space which can be utilized by listed companies.

The Exchange believes that it is reasonable to establish a maximum fee cap payable in any calendar year by an issuer of NYSE Bonds Securities because there are efficiencies in listing multiple series of bonds of the same issuer (or a wholly-owned subsidiary of such issuer).

The Exchange operates in a highly competitive marketplace for the listing of the various categories of securities affected by the proposed annual fee adjustments. The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining

prices, products, and services in the securities markets. Specifically, in Regulation NMS,⁹ the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”¹⁰

The Exchange believes that the ever-shifting market share among the exchanges with respect to new listings and the transfer of existing listings between competitor exchanges demonstrates that issuers can choose different listing markets in response to fee changes. Accordingly, competitive forces constrain exchange listing fees. Stated otherwise, changes to exchange listing fees can have a direct effect on the ability of an exchange to compete for new listings and retain existing listings.

Given this competitive environment, the adoption of the proposed increase to the initial listing fee and annual fees for various categories of equity securities represents a reasonable attempt to address the Exchange’s increased costs in servicing these listings while continuing to attract and retain listings. The establishment of a maximum fee cap payable in a calendar year by issuers of NYSE Bonds Securities represents a reasonable attempt to accurately reflect the Exchange’s costs in listing and servicing such securities.

The Exchange proposes to make the aforementioned fee increases in Sections 902.02, 902.03 and 903.08 to better reflect the value of such listing to issuers.

The Proposal is an Equitable Allocation of Fees

The Exchange believes its proposal equitably allocates its fees among its market participants.

⁹ Securities Exchange Act Release No. 34-51808 (June 9, 2005); 70 FR 37496 (June 29, 2005) (“Regulation NMS”).

¹⁰ See Regulation NMS, 70 FR 37499.

The Exchange believes that the proposed amendments to the initial listing fee and annual fees for equity securities are equitable because they do not change the existing framework for such fees, but simply increase the amount of the flat initial listing fee, minimum annual fee, and per unit annual fee to reflect increased operating costs. Similarly, as the fee structure remains effectively unchanged apart from the proposed increases in the rates paid by all issuers, the changes to the initial listing fee or annual fees for equity securities neither target nor will they have a disparate impact on any particular category of issuer.

The Exchange believes that the proposed maximum fee cap for issuers of NYSE Bonds Securities is equitable because the work required to list a bond does not increase on a proportional basis for each additional series of bonds that are listed on the Exchange. There are efficiencies in listing multiple series of bonds and the Exchange believes that its proposed fee cap is an equitable reflection of such efficiencies.

The Proposal is Not Unfairly Discriminatory

The Exchange believes that the proposal is not unfairly discriminatory. The proposed fee changes are not unfairly discriminatory among issuers of operating company equity securities because the same fee schedule will apply to all such issuers and the proposed fee cap will be available to all issuers. Further, the Exchange operates in a competitive environment and its fees are constrained by competition in the marketplace. Other venues currently list all of the categories of securities covered by the proposed fees and if a company believes that the Exchange's fees are unreasonable it can decide either not to list its securities or to list them on an alternative venue.

For the foregoing reasons, the Exchange believes that the proposal is consistent with the Act.

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

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

proposed rule change is designed to ensure that the fees charged by the Exchange accurately reflect the services provided and benefits realized by listed companies. The market for listing services is extremely competitive. Each listing exchange has a different fee schedule that applies to issuers seeking to list securities on its exchange. Issuers have the option to list their securities on these alternative venues based on the fees charged and the value provided by each listing. Because issuers have a choice to list their securities on a different national securities exchange, the Exchange does not believe that the proposed fee changes impose a burden on competition.

Intramarket Competition.

The proposed amended fees will be charged to all listed issuers on the same basis. The Exchange does not believe that the proposed amended fees will have any meaningful effect on the competition among issuers listed on the Exchange.

Intermarket Competition.

The Exchange operates in a highly competitive market in which issuers can readily choose to list new securities on other exchanges and transfer listings to other exchanges if they deem fee levels at those other venues to be more favorable. Because competitors are free to modify their own fees, and because issuers may change their chosen listing venue, the Exchange does not believe its proposed fee change can impose any burden on intermarket competition.

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,¹¹ and Rule 19b-4(f)(2) thereunder¹² the Exchange has designated this proposal as establishing or changing a due, fee, or other charge imposed on any person, whether or not the person is a member of the self-regulatory

¹¹ 15 U.S.C. 78s(b)(3)(A)(ii).

¹² 17 CFR 240.19b-4.

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-NYSE-2024-78 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-2024-78. 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 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 a.m. and 3 p.m. Copies of the filing also 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-NYSE-2024-78 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.¹³

J. Matthew DeLesDernier,

Deputy Secretary.

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¹³ 17 CFR 200.30-3(a)(12).