



## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-104912; File No. SR-FINRA-2026-005]

### **Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend FINRA Rules 6380A and 6380B (Transaction Reporting) to Provide a Limited, Temporary Exception from Reporting Specified Overnight Transactions Prior to 8:00 a.m. Eastern Time**

March 2, 2026.

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 February 25, 2026, the 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, II, and III 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. 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**

FINRA is proposing to amend FINRA Rules 6380A and 6380B regarding the operation of the FINRA/Nasdaq Trade Reporting Facility Carteret, the FINRA/Nasdaq Trade Reporting Facility Chicago, and the FINRA/NYSE Trade Reporting Facility (the “Trade Reporting

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

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

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

Facilities” or “TRFs”) to provide a limited, temporary exception from reporting specified overnight transactions prior to 8:00 a.m. Eastern Time (“E.T.”).<sup>4</sup>

The text of the proposed rule change is available on FINRA’s website at <http://www.finra.org> and at the principal office of FINRA.

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

Background

The TRFs are facilities of FINRA that are operated by NYSE Market (DE), Inc. (in the case of the FINRA/NYSE TRF) and Nasdaq, Inc. (in the case of the FINRA/Nasdaq TRF Carteret and the FINRA/Nasdaq TRF Chicago). Along with the Alternative Display Facility (“ADF”),<sup>5</sup> the TRFs provide FINRA members with a mechanism for the reporting of over-the-counter (“OTC”) trades in NMS stocks. While members are required to report all OTC trades in NMS stocks to FINRA, they may choose which FINRA facility (or facilities) to use to satisfy

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<sup>4</sup> Unless otherwise specified, all times referred to in the proposed rule change are E.T.

<sup>5</sup> Collectively, the TRFs and the ADF are referred to as the “FINRA facilities.” The ADF is a display-only facility operated by FINRA that provides members with a facility for the display of quotations, the reporting of trades, and the comparison of trades in NMS stocks. Currently, there are no active quoting ADF participants, and only one Trade Reporting Only participant utilizing the ADF as a back-up trade reporting facility.

their trade reporting obligations. All trade reports submitted to the TRFs, other than non-tape reports,<sup>6</sup> are reported to and publicly disseminated by the appropriate SIP.<sup>7</sup>

Currently, the operating hours of the TRFs are 8:00 a.m. to 8:00 p.m. each business day. These operating hours are reflected in the transaction reporting rules for the FINRA/Nasdaq TRFs (FINRA Rule 6380A (Transaction Reporting)) and the FINRA/NYSE TRF (FINRA Rule 6380B (Transaction Reporting)). FINRA recently adopted amendments to Rules 6380A and 6380B to extend the opening time of the TRFs from 8:00 a.m. to 4:00 a.m. each business day, thereby enabling real-time public dissemination through the SIPs of trade reports for OTC transactions in NMS stocks executed between 4:00 a.m. and 8:00 a.m.<sup>8</sup> The TRF Early Open Amendments were filed for immediate effectiveness and FINRA subsequently announced that the implementation date of the TRF Early Open Amendments will be March 30, 2026.<sup>9</sup>

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<sup>6</sup> “Tape” or “media” reports are those that are submitted to a TRF for public dissemination by the Securities Information Processors (“SIPs”). By contrast, “non-tape” or “non-media” reports are not submitted to a TRF for public dissemination but are submitted for regulatory and/or clearance and settlement purposes. Another term that is often used with respect to “tape” or “media” reports is “for publication.” In certain limited circumstances, trade reports submitted for publication may be suppressed from public dissemination (e.g., transactions in Restricted Equity Securities effected pursuant to Securities Act Rule 144A, as well as T+365 trades and trades executed on a non-business day).

<sup>7</sup> Market data is transmitted to three tapes based on the listing venue of the security: securities listed on New York Stock Exchange are disseminated through Tape A; securities listed on BYX, BZX, EDGA, EDGX, IEX, LTSE, MEMX, MIAX, Nasdaq BX, Nasdaq PSX, NYSE American, NYSE Texas, NYSE National, or NYSE Arca are disseminated through Tape B; and securities listed on Nasdaq are disseminated through Tape C. Tape A and Tape B market data is disseminated pursuant to the Consolidated Tape Association Plan (“CTA Plan”) and the Consolidated Quotation Plan (“CQ Plan”), while Tape C market data is disseminated pursuant to the Joint Self-Regulatory Organization Plan Governing the Collection, Consolidation and Dissemination of Quotation and Transaction Information for Nasdaq-Listed Securities Traded on Exchanges on an Unlisted Trading Privileges Basis (“UTP Plan”).

<sup>8</sup> See Securities Exchange Act Release No. 103435 (July 11, 2025), 90 FR 32032 (July 16, 2025) (Notice of Filing and Immediate Effectiveness of File No. SR-FINRA-2025-011) (“TRF Early Open Amendments”).

<sup>9</sup> See Regulatory Notice 25-15 (November 2025).

The Commission received five comment letters from three commenters in response to the TRF Early Open Amendments.<sup>10</sup> All commenters expressed general support for the TRF Early Open Amendments as well as FINRA’s intention for future alignment of the TRFs’ hours with the SIPs’ planned expansion of their operating hours.<sup>11</sup> However, among other things, firms noted operational challenges for members in connection with the new reporting timeframes for certain overnight transactions that are currently required to be reported between 8:00 a.m. and 8:15 a.m. each business day.<sup>12</sup> Following further discussions with industry members regarding operational challenges, FINRA is now proposing to provide a temporary, limited exception under Rules 6380A and 6380B to permit specified overnight transactions to continue to be reported by 8:15 a.m. for a limited period of time, as described in greater detail below.

#### Operational Challenges Reporting Certain Overnight Transactions

Under current Rules 6380A and 6380B, transactions executed between 8:00 a.m. and 8:00 p.m. on a business day must be reported in real time—i.e., as soon as practicable but no later than ten seconds after execution—and transactions executed when the TRFs are closed (between 8:00 p.m. and 8:00 a.m.) must generally be reported by 8:15 a.m. after the TRF system opens. Beginning on March 30, 2026, the TRF operating hours will begin at 4:00 a.m. rather than 8:00 a.m. each business day and members would be required to report transactions executed

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<sup>10</sup> See Letters from Joanna Mallers, Secretary, FIA Principal Traders Group, to Vanessa Countryman, Secretary, SEC, dated August 6, 2025; Howard Meyerson, Managing Director, Financial Information Forum, to Vanessa Countryman, Secretary, SEC, dated August 6, 2025 (“August FIF Letter”); Stephen John Berger, Managing Director, Citadel Securities, to Vanessa Countryman, Secretary, SEC, dated August 13, 2025; Howard Meyerson, Managing Director, Financial Information Forum, to Vanessa Countryman, Secretary, SEC, dated September 9, 2025 (“September FIF Letter”); and Howard Meyerson, Managing Director, Financial Information Forum, to Vanessa Countryman, Secretary, SEC, dated December 15, 2025 (“December FIF Letter”).

<sup>11</sup> See TRF Early Open Amendments, supra note 8, 90 FR 32032, 32033 n.11.

<sup>12</sup> See August FIF Letter at 2-3; September FIF Letter at 2-3; and December FIF Letter at 2-3.

during those times in real time, and report transactions executed between 8:00 p.m. and 4:00 a.m. by 4:15 a.m. after the TRF system opens.

Firms have raised operational concerns regarding the feasibility of reporting utilizing existing processes for transactions: (1) executed between 8:00 p.m. and 4:00 a.m., and (2) executed between 4:00 a.m. and 8:00 a.m. For transactions executed between 8:00 p.m. and 4:00 a.m., without relief, firms would be required to report these trades by 4:15 a.m., and for transactions executed between 4:00 a.m. and 8:00 a.m., without relief, firms would be required to report these trades in real time. Challenges to timely reporting exist with regard to two types of overnight transactions. First, firms have raised concerns regarding the feasibility of reporting overnight “batch” transactions that are based on the prior day’s closing price.<sup>13</sup> Second, firms have raised concerns regarding the feasibility of reporting trades in exchange-traded funds (“ETFs”) based on the ETF’s net asset value (“NAV” and such trades “ETF NAV Trades”) in cases where the NAV is published after the TRFs close the previous business day.<sup>14</sup>

Firms may engage in batch transactions for several reasons. For example, firms may liquidate orphaned fractional positions resulting from dividend reinvestment activity when customers move accounts between firms. Using a batch process, the transferring firm’s system identifies all accounts with orphaned fractional positions, builds a list of trades to liquidate those positions, executes the residual fractional trades based on the prior day’s closing price, and then reports those trades to the TRF (using the .W modifier).<sup>15</sup> Under the current reporting

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<sup>13</sup> See August FIF Letter at 3.

<sup>14</sup> See December FIF Letter at 2-3.

<sup>15</sup> See August FIF Letter at 3. In accordance with existing reporting guidance, because these transactions typically execute based on the prior day’s closing price, they are reported to the TRFs using the “.W” modifier, which corresponds to the modifier required by Rules 6380A(a)(5)(E) and 6380B(a)(5)(E) for a trade that occurs at a price based on an average weighting or another special pricing formula. See FINRA Trade Reporting Frequently Asked Questions, Q404.6, available at <https://www.finra.org/filing-reporting/market-transparency-reporting/trade-reporting-faq>.

timeframes, members engaged in this activity have sufficient time for the overnight batch process to complete, to execute the trades before the current 8:00 a.m. open, and to report by 8:15 a.m. FINRA understands, however, that the aggregate volume of trades across all accounts (and the need to pause to check for a halt before executing each trade) creates a latency that makes reporting within ten seconds virtually impossible under current processes. In addition, compliance concerns are complicated by the fact that the timing of these batch processes may vary between different firms and transaction scenarios based on the availability of systems, personnel, and vendors. As a result, batch transactions may be executed at varying times when the TRF system is currently closed, including before 4:00 a.m. and during the 4:00 a.m. to 8:00 a.m. period. FINRA understands that similar operational issues exist for members executing ETF NAV Trades where the NAV is published after the TRFs close the previous business day.<sup>16</sup> The price for ETF NAV Trades is determined by reference to the NAV published by a third-party provider. The timing of such NAV publication is not within the control of the parties to the ETF NAV Trade and may occur during the overnight or early morning hours when members do not currently have staff or operational processes available to report the trade, whether by the new 4:15 a.m. opening time for trades executed between 8:00 p.m. and 4:00 a.m. or in real-time for trades executed between 4:00 a.m. and 8:00 a.m.

#### Proposed Temporary Exception for Qualifying Overnight Transactions

In response to members' concerns, FINRA is proposing to amend Rules 6380A (for the FINRA/Nasdaq TRFs) and 6380B (for the FINRA/NYSE TRF) to provide a temporary, limited exception for "qualifying overnight transactions" from the requirement that members report by 4:15 a.m. transactions executed between 8:00 p.m. and 4:00 a.m., and from the requirement that members report in real time transactions executed between 4:00 a.m. and 8:00 a.m. FINRA

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<sup>16</sup> In accordance with existing reporting guidance, these transactions also are reported to the TRFs using the ".W" modifier. See FINRA Trade Reporting Frequently Asked Questions, Section 313: Transactions Priced at Net Asset Value, available at <https://www.finra.org/filing-reporting/market-transparency-reporting/trade-reporting-faq>.

proposes to define a “qualifying overnight transaction” as a transaction (i) for which the last sale report is designated as occurring at a price based on an average weighting or another special pricing formula pursuant to paragraph (a)(5)(E) of Rule 6380A or 6380B, as applicable, (i.e., the .W modifier); and (ii) that either results from an overnight batch process or involves a trade for exchange-traded fund shares agreed upon during normal market hours where the trade is executed based on the NAV of the underlying investments and where such NAV was published after the close of the TRF.

Proposed new Supplementary Material .05 of Rules 6380A and 6380B would provide that, notwithstanding Rule 6380A(a)(2) and 6380B(a)(2), as applicable, last sale reports of qualifying overnight transactions executed between midnight and 8:00 a.m. may be reported by 8:15 a.m. on trade date and be designated with the unique trade report modifier to denote their execution outside normal market hours.<sup>17</sup> Proposed paragraph (a)(2) of proposed new Supplementary Material .05 of Rules 6380A and 6380B would provide that last sale reports of qualifying overnight transactions executed between (i) 8:00 p.m. and midnight Eastern Time, or (ii) on any non-business day (i.e., weekend or holiday), may be reported the following business day by 8:15 a.m., be designated “as/of” trades to denote their execution on a prior day and be designated by the unique trade report modifier to denote their execution outside normal market hours.

Proposed Supplementary Material .05 of Rules 6380A and 6380B also would provide that the proposed relief shall be in effect until the earlier of (i) the effective date of any amendments to further extend the TRFs’ operating hours, or (ii) December 31, 2027.<sup>18</sup> FINRA

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<sup>17</sup> “Normal market hours” are defined as 9:30 a.m. to 4:00 p.m. for purposes of the FINRA TRF rules. See Rules 6320A(a)(6) and 6320B(a)(6).

<sup>18</sup> FINRA expects that the TRF operating hours will be expanded prior to the end of 2026, but is proposing to include December 31, 2027 as an outer bound for the temporary relief in Supplementary Material .05 to account for the potential circumstance where such expansion does not occur.

believes that making the proposed exception time-limited is appropriate, as it would provide members with sufficient time to update their overnight processes to accommodate expanded TRF reporting hours.<sup>19</sup>

FINRA has filed the proposed rule change for immediate effectiveness. The implementation date of the proposed rule change will be March 30, 2026.

## 2. Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,<sup>20</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.

FINRA believes that the proposed rule change is consistent with the Act because it would create a temporary, limited exception from new reporting timeframes for qualifying overnight transactions that would otherwise be operationally infeasible or overly burdensome to implement within the current implementation timeframe. FINRA believes the proposed rule change would address an area of industry concern and provide impacted members with sufficient time to address operational issues that would otherwise impact the timely reporting of qualifying overnight transactions. FINRA further believes that the proposed exception would have a limited impact on market transparency given the relatively low volume of trades that would be expected to qualify, the time-limited nature of the exception, and the condition requiring that excepted transactions must be appended with the modifier designating the trade as having occurred at a price based on an average weighting or another special pricing formula (and thus excepted trades may have limited value for real-time price discovery).

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<sup>19</sup> Further, as noted by a commenter, once the SIPs expand their hours, “all broker-dealers that trade between 8 p.m. and 8 a.m. will need to update their processes to support real-time reporting of overnight trading activity for trades that will be disseminated to the market.” See August FIF Letter at 2-3.

<sup>20</sup> 15 U.S.C. 78o-3(b)(6).





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

Section 15A(b)(9) of the Act<sup>21</sup> requires that FINRA's rules not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. 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.

Economic Impact Assessment

FINRA has undertaken an economic impact assessment, as set forth below, to analyze the potential economic impacts of the proposed rule change, including anticipated costs, benefits, and distributional and competitive effects, relative to the current baseline.

Regulatory Need

As discussed above, FINRA is proposing to provide a temporary, limited exception to permit certain overnight transactions to continue to be reported by 8:15 a.m. for a limited period of time, thereby addressing operational concerns of firms executing qualifying overnight transactions while maintaining the regulatory objectives of enhanced market transparency.

Economic Baseline

The TRFs do not have a trade modifier that specifically identifies qualifying overnight transactions as defined in the proposed rule change. However, all qualifying overnight transactions would be designated with the .W modifier and be executed outside current TRF operating hours. From January 1, 2024 to November 30, 2025, FINRA estimates that transactions designated with the .W modifier that were executed outside TRF operating hours represented approximately one percent of all OTC trades in NMS stocks executed outside TRF operating hours.<sup>22</sup> During this period, the majority of transactions utilizing the .W modifier that

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<sup>21</sup> 15 U.S.C. 78o-3(b)(9).

<sup>22</sup> This analysis uses FINRA TRF transaction data as of December 11, 2025, excluding trades that were canceled, declined, rejected, reversed, or reported with special trade conditions. Because some trades are reported with a delay, the analysis includes all

were executed outside TRF operating hours occurred between 4:00 a.m. and 8:00 a.m.<sup>23</sup> Further, during this period, FINRA estimates that transactions utilizing the .W modifier that were executed outside TRF operating hours accounted for approximately 0.028% of the approximately 33.3 billion total OTC trades in NMS stocks executed across all times of day.

FINRA estimates that 188 firms executed at least one OTC trade in NMS stocks between 8:00 p.m. and 8:00 a.m. on business days or on non-business days from January 1, 2024 to November 30, 2025. Of these firms, 76 firms executed at least one OTC trade in NMS stocks outside TRF operating hours that were designated with the .W modifier.<sup>24</sup>

FINRA notes that the .W modifier may also be used to identify transactions unrelated to overnight batch processing or ETF NAV Trades, and as such this analysis may be over-inclusive by capturing transactions that would not qualify for the exception under the proposed rule change.

### Economic Impacts

#### Anticipated Benefits

FINRA believes that the proposed change would reduce operational burdens and costs by allowing firms to continue to employ existing processes for reporting qualifying overnight

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trades reported within ten days after execution. The analysis includes both media and non-media trades reported to the TRFs. See supra note 6.

FINRA estimates that approximately 863 million OTC trades in NMS stocks were executed outside TRF operating hours during the period from January 1, 2024 to November 30, 2025. Of these trades, approximately 9.2 million trades were designated with the .W modifier.

<sup>23</sup> Approximately 73% of such transactions were executed between 4:00 a.m. and 8:00 a.m. Additionally, more than 99 percent of such transactions were reported by 8:15 a.m.

<sup>24</sup> Among these 76 firms, 60 firms executed at least one such transaction between 4:00 a.m. and 8:00 a.m., and 36 firms executed such transactions exclusively between 4:00 a.m. and 8:00 a.m. The percentage of these transactions relative to total trades and total dollar volume of trades executed between 8:00 p.m. and 8:00 a.m. on business days or on non-business days varies considerably across these 76 firms, ranging from less than one percent to more than 99 percent.

transactions during the temporary period of the proposed exception. These transactions could continue to be reported by 8:15 a.m., in line with existing reporting timeframes. By utilizing current infrastructure, firms could minimize transition-related error risk and avoid the rework that would be required if systems were reconfigured before SIP expansion and additional extended reporting hours are implemented. Overall, the proposed change would mitigate risks of failed implementations and market disruptions while advancing FINRA's regulatory objectives of enhanced market transparency.

Because implementation is voluntary,<sup>25</sup> the extent and timing of cost savings for each member will depend on whether and when the firm chooses to avail itself of the exception as well as the firm's current reporting systems and OTC trading activities in NMS stocks.

#### Anticipated Costs

The proposed change would delay transparency of qualifying overnight transactions executed by firms that avail itself of the exception. However, FINRA expects the impact of this delayed transparency to be limited. The volume of such transactions is minimal, and these transactions are priced at the prior day's closing price or a published NAV price rather than current market conditions, limiting their value for real-time price discovery.

#### 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

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<sup>25</sup> The proposed rule change creates a temporary exception that permits, but does not require, firms to continue reporting qualifying overnight transactions by 8:15 a.m.

as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act<sup>26</sup> and Rule 19b-4(f)(6) thereunder.<sup>27</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. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule 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 (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-FINRA-2026-005 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-FINRA-2026-005. 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

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<sup>26</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>27</sup> 17 CFR 240.19b-4(f)(6).

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 FINRA. 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-FINRA-2026-005 and should be submitted on or before **[INSERT DATE 21 DAYS AFTER PUBLICATION IN THE *FEDERAL REGISTER*]**.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>28</sup>

**Sherry R. Haywood,**

*Assistant Secretary.*

[FR Doc. 2026-04342 Filed: 3/4/2026 8:45 am; Publication Date: 3/5/2026]

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<sup>28</sup> 17 CFR 200.30-3(a)(12).