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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-106875; File No. SR-NYSE-2026-55]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend its Price List

November 12, 2026.

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 October 30, 2026, 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 its Price List to modify the share threshold requirement for free late D Orders at the close. The proposed rule change is available on the Exchange's website at www.nyse.com and at the principal office of the Exchange.

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

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1 15 U.S.C. 78s(b)(1).

2 15 U.S.C. 78a.

3 17 CFR 240.19b-4.

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 Price List to modify the share threshold requirement for free late D Orders at the close.

The Exchange proposes to implement the fee changes effective November 2, 2026.

Background and Proposed Rule Change

Currently, in the section of the Price List headed "Executions at the Close," the Exchange offers fees differentiated by time of entry (or last modification) for D Orders at the close by a member organization. Specifically, for member organizations with an ADV of at least 10,000 shares entered and executed by an affiliated Floor broker, D Orders are free up to specific monthly levels, which for Late D Orders is currently the first 10,000,000 shares.[4] Above that threshold, member organizations with Adding ADV of at least 0.50% of Tape A CADV and total close activity of at least 1.75% of Tape A CADV are charged $0.0011 per share; all other member organizations are charged $0.0012 per share.

The Exchange proposes to increase the volume threshold applicable to Late D Orders. As proposed, qualifying member organizations would not be charged for the first 15,000,000 shares of Late D Orders. The existing rate for Late D Orders applicable to volume above that threshold would remain unchanged. The Exchange believes that the proposed change would further encourage additional liquidity on the Exchange, particularly in the Closing Auction. The Exchange notes that several member organizations could benefit from the proposed higher threshold given their current D Order volumes. By increasing the amount of Late D Order

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[4] The Price List defines "Late D Orders" as D Orders last modified in the last 1 minute before the scheduled close of trading. Footnote 10 of the Price List specifies that "last modified" means the later of the order's entry time or the final modification for a D Order designated for the close.

volume that may be executed without charge, the Exchange believes that these member organizations would have an additional incentive to submit additional D Orders to the Closing Auction in order to take advantage of the enhanced pricing opportunity. As a result, the Exchange expects the proposal to attract additional liquidity and order flow to the Closing Auction, improving execution opportunities for all market participants. The Exchange further believes that member organizations derive significant value from participating in the Exchange's Closing Auction, a recognized industry benchmark for the pricing and valuation of numerous indices, funds, and derivative products.[5] Increased participation in the Closing Auction contributes to the quality of the auction process by enhancing liquidity, promoting price discovery, and increasing the opportunity for orders to receive executions at the Exchange's closing price. Moreover, because member organizations closely track the adding volumes they submit to the Exchange, the Exchange believes that they can readily determine at the time of execution whether their Late D Orders will execute free of charge or be subject to the current fee set forth in the Price List. Accordingly, the proposal would provide certainty regarding the applicable fees at the time of execution and promote the efficient use of Exchange systems.

The proposed changes are not otherwise intended to address other issues, and the Exchange is not aware of any significant problems that market participants would have in complying with the proposed changes.

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 Sections 6(b)(4) and (5) of the Act,[7] in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers and other persons using its facilities and does not unfairly

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5 For example, the pricing and valuation of certain indices, funds, and derivative products require primary market prints.

6 15 U.S.C. 78f(b).

7 15 U.S.C. 78f(b)(4) & (5).

discriminate between customers, issuers, brokers or dealers.

The Proposed Change Is Reasonable

The Exchange believes that the proposal to increase the volume threshold for Late D Orders so that qualifying member organizations would not be charged for the first 15,000,000 shares of Late D Orders is reasonable.

The Exchange believes that the proposal would encourage additional liquidity on the Exchange, especially during the Closing Auction, thereby contributing to robust levels of liquidity on the Floor and at the close, to the benefit of all market participants. The Exchange further believes that increased trading volumes contribute to the quality of the Closing Auction by improving execution opportunities for participants seeking to transact at the close, which benefits all market participants. In addition, the proposal is designed to attract higher volumes of orders from member organizations, which would promote greater price discovery and increased trading opportunities on the Exchange, both intraday and during the Closing Auction. The Exchange also believes that encouraging additional liquidity and order flow for execution on the trading Floor in the Closing Auction would strengthen the Exchange's competitive position and market share relative to its competitors. As noted, there are several member organizations that could benefit from the proposed higher threshold given their current D Order volumes, and the Exchange believes that increasing the amount of D Orders that are not charged a fee would incentivize those member organizations to enter additional D Orders in the Closing Auction in order to take advantage of the higher threshold. The Exchange's closing auction is a recognized industry benchmark, and member organizations receive a substantial benefit from the Exchange in obtaining high levels of executions at the Exchange's closing price on a daily basis.

Further, the proposed rule change also represents a reasonable attempt to encourage efficient usage of Exchange systems by member organizations by continuing to encourage all member organizations to enter or modify D Orders, which the Exchange believes serves the best interests of all member organizations and investors who access the Exchange. Finally, the

Exchange believes that the proposed change is reasonable because it would continue to provide transparency and clarity to market participants, including investors, to determine what fee or rebate level would be applicable to any submitted order at the time of execution and therefore remove impediments to and perfect the mechanism of a free and open market and a national market system.

The Proposal is an Equitable Allocation of Credits

The Exchange believes the proposal equitably allocates fees and credits among market participants because all member organizations that participate on the Exchange may qualify for free Late D Orders up to the proposed level by meeting the current requirements, which would remain unchanged. The proposal neither targets nor will it have a disparate impact on any particular category of market participant. All member organizations that provide liquidity at the Exchange close and meet the requirements would be eligible for free Late D Orders up to the proposed volume threshold. The Exchange also believes the proposal equitably allocates its fees and credits among its market participants because the proposed change would encourage greater marketable and other liquidity at the closing auction, which helps to maintain the quality of the Exchange's closing auctions for the benefit of all market participants. Member organizations derive a substantial benefit from the higher volume of closing executions.

The Proposal is Not Unfairly Discriminatory

The Exchange believes that the proposal is not unfairly discriminatory. In the prevailing competitive environment, member organizations are free to disfavor the Exchange's pricing if they believe that alternatives offer them better value. The proposal does not permit unfair discrimination because the proposed threshold for late D Orders would be applied to all similarly situated member organizations, who would all be eligible for the same fee waiver on an equal and non-discriminatory basis. The Exchange also believes that the proposal is not unfairly discriminatory because the proposed changes would equally encourage all member organizations to provide greater marketable and other liquidity at the closing auction. Finally, the submission

of orders to the Exchange is optional for member organizations in that they could choose whether to submit orders to the Exchange and, if they do, the extent of its activity in this regard.

Finally, the Exchange believes that it is subject to significant competitive forces, as described below in the Exchange's statement regarding the burden on competition.

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

In accordance with Section 6(b)(8) of the Act,[8] the Exchange believes that the proposed rule change would not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. Instead, as discussed above, the Exchange believes that the proposed changes would encourage the submission of additional liquidity to a public exchange, thereby promoting market depth, price discovery and transparency and enhancing order execution opportunities for member organizations.

Intramarket Competition. The proposed change is designed to attract additional order flow to the Exchange. The Exchange believes that the proposed changes would continue to incentivize market participants to direct order flow to the Exchange. Greater liquidity benefits all market participants on the Exchange by providing more trading opportunities and encourages member organizations to send orders, thereby contributing to robust levels of liquidity, which benefits all market participants on the Exchange. The proposed waiver threshold would be available to all similarly-situated market participants, and, as such, the proposed change would not impose a disparate burden on competition among market participants on the Exchange. As noted, the proposal would apply to all similarly situated member organizations on the same and equal terms, who would benefit from the changes on the same basis. Accordingly, the proposed change would not impose a disparate burden on competition among market participants on the

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8 15 U.S.C. 78f(b)(8).

Exchange.

Intermarket Competition. The Exchange operates in a highly competitive market in which market participants can readily choose to send their orders to other exchange and off-exchange venues if they deem fee levels at those other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees and rebates to remain competitive with other exchanges and with off-exchange venues. Because competitors are free to modify their own fees and credits in response, and because market participants may readily adjust their order routing practices, 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,[9] and Rule 19b-4(f)(2) thereunder[10] 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 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:

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9 15 U.S.C. 78s(b)(3)(A)(ii).

10 17 CFR 240.19b-4.

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-2026-55 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-2026-55. 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 filing 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-2026-55 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.[11]

Sherry R. Haywood,

Assistant Secretary.

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[11] 17 CFR 200.30-3(a)(12).