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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-106879; File No. SR-FINRA-2026-025]

Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend FINRA Rule 6121.02 Concerning the Resumption of Trading Following a Level 3 Market-Wide Circuit Breaker Halt in Connection With the Industry's Expansion of Trading Hours to 23 Hours Per Day, 5 Days Per Week

November 12, 2026.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")[1] and Rule 19b-4 thereunder,[2] notice is hereby given that, on November 4, 2026, the Financial Industry Regulatory Authority, Inc. ("FINRA") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by FINRA. 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 Rule 6121.02 (Market-wide Circuit Breakers in NMS Stocks) concerning the resumption of trading following a Level 3 market-wide circuit breaker halt in connection with the industry's expansion of trading hours to 23 hours per day, 5 days per week.

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

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

2 17 CFR 240.19b-4.

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 proposes to amend FINRA Rule 6121.02 concerning the resumption of trading following a Level 3 market-wide circuit breaker ("MWCB") halt ("Level 3 Market Decline") in connection with the industry's expansion of trading hours to 23 hours per day, 5 days per week ("23/5 Trading"). As discussed herein, the proposed rule change would retain the current 4:00 a.m. Eastern Time ("E.T.") resumption time following a Level 3 Market Decline.

Background

The MWCB mechanism under FINRA Rule 6121.02 provides an important, automatic mechanism that is invoked to promote stability and investor confidence during a period of significant stress when U.S. securities markets experience extreme broad-based declines. FINRA and all U.S. equity exchanges (collectively, the self-regulatory organizations or "SROs") adopted uniform rules relating to market-wide circuit breakers in 2012, which are designed to slow the effects of extreme price movement through coordinated trading halts across U.S. securities markets when severe price declines reach levels that may exhaust market liquidity.[3] Such market-wide circuit breakers provide for trading halts in all U.S. equities and options markets

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[3] See Securities Exchange Act Release No. 67090 (May 31, 2012), 77 FR 33531 (June 6, 2012) (SR-BATS-2011-038; SR-BYX-2011-025; SR-BX-2011-068; SR-CBOE-2011-087; SR-C2-2011-024; SR-CHX-2011-30; SR-EDGA-2011-31; SR-EDGX-2011-30; SR-FINRA-2011-054; SR-ISE-2011-61; SR-NASDAQ-2011- 131; SR-NSX-2011-11; SR-NYSE-2011-48; SR-NYSEAmex-2011-73; SR-NYSEArca-2011-68; SR-Phlx-2011-129) ("MWCB Approval Order").

during a severe market decline as measured by a single-day decline in the S&P 500 Index during regular trading hours.

Pursuant to Rule 6121.02, a market-wide trading halt will be triggered if the S&P 500 Index declines in price by specified percentages from the prior day's closing price of that index. Currently, the triggers are set at three circuit breaker thresholds: 7% (Level 1), 13% (Level 2), and 20% (Level 3). A market decline that triggers a Level 1 or Level 2 halt after 9:30 a.m. E.T. and before 3:25 p.m. E.T. would halt market-wide trading for 15 minutes, while a similar market decline at or after 3:25 p.m. E.T. would not halt market-wide trading. If a Level 3 Market Decline occurs at any time during the trading day, trading otherwise than on an exchange in all NMS stocks will halt for the remainder of the trading day.

Proposal

FINRA now proposes to amend Rule 6121.02 to reflect extended trading hours under 23/5 Trading. On December 6, 2026, several exchanges intend to offer new overnight trading sessions that would be available from 9:00 p.m. E.T. to 4:00 a.m. E.T.

As discussed, consistent with the uniform rules in place across all SROs, current Rule 6121.02(c)(2) provides that, if a Level 3 Market Decline occurs at any time during the trading day, trading otherwise than on an exchange in all NMS stocks will halt for the remainder of the trading day. Currently, that means that the earliest that any SRO would permit trading to resume after a Level 3 Market Decline is 4:00 a.m. E.T. the following day, since no SROs are open for trading before 4:00 a.m. E.T.

Unless amended, when 23/5 Trading is launched, the current rule's reference to halting "for the remainder of the trading day"[4] would permit trading to resume at an earlier time, i.e., 9:00 p.m. E.T. on the same calendar day, when some SROs' systems would generally become available for overnight trading. FINRA does not believe that this is an expected or desired result

4 See FINRA Rule 6121.02(c)(2).

and is therefore amending this rule in coordination with the other SROs such that trading will not resume until 4:00 a.m. E.T. or later on the following trading day, consistent with current market practice. This proposed rule change is not intended to make any substantive changes to the MWCB mechanism. Rather, the proposed rule change would preserve the current resumption time following a Level 3 Market Decline.

To effect this change, FINRA proposes to delete the language in Rule 6121.02(c)(2) that provides that FINRA shall halt trading otherwise than on an exchange in all NMS stocks "for the remainder of the trading day" if a Level 3 Market Decline occurs at any time during the trading day, and replace it with new language that explicitly provides that FINRA shall halt trading otherwise than on an exchange in all NMS stocks until 4:00 a.m. Eastern Time or later on the following trading day.

FINRA has filed the proposed rule change for immediate effectiveness. The implementation date of the proposed rule change will be December 6, 2026.

2. Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,[5] 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. The MWCB mechanism described in Rule 6121.02 is an important, automatic mechanism that is invoked to promote stability and investor confidence during a period of significant stress when securities markets experience extreme broad-based declines. The proposed rule change, when applied uniformly by all SROs, would ensure that the current 4:00 a.m. E.T. resumption time following a Level 3 halt continues to apply under 23/5 Trading, notwithstanding current rule text implying that the

5 15 U.S.C. 78o-3(b)(6).

resumption time would coincide with the start of overnight trading on SROs operating an overnight session.

Rather than leave the rule in place as is, which would result in an earlier resumption time than originally contemplated when the rule was adopted, FINRA and the U.S. equity exchanges met alongside industry representatives to determine the appropriate resumption time. Following those discussions, the collective decision was made to retain the 4:00 a.m. E.T. resumption time, notwithstanding the fact that an earlier resumption time would be possible with the introduction of 23/5 Trading. The proposed rule change codifies this decision into FINRA's rules. FINRA understands that the other SROs have filed or will also be filing similar proposed rule changes. As a result, the market as a whole, including on- and off-exchange, will continue to be subject to harmonized rules for the resumption of trading following a Level 3 Market Decline.

While the SROs had previously decided to tie the resumption time following a Level 3 halt to the earliest SRO opening time, the upcoming transition to 23/5 Trading raises various concerns that warrant a change from the current approach. First, FINRA notes that the MWCB mechanism was designed to provide a cooling-off period where market participants would be provided with additional time to evaluate the market events that led to the decline before determining how to position their trading activity for the next day. With the introduction of 23/5 Trading and the start of overnight trading on some SROs at 9:00 p.m. E.T., however, this cooling-off period could be materially shortened, reducing one of the key benefits that the MWCB mechanism was designed to provide in the first place. Rather than shorten the cooling-off period and risk this benefit, FINRA believes the market would be better served by a change to the length of the associated trading halt that mirrors current market practice. Under the proposed rule, as is the case today, after a Level 3 halt, all SROs would permit trading to resume at 4:00 a.m. E.T. or later, and no SRO would offer an overnight trading session starting on the day of a Level 3 halt.

Second, overnight trading may be subject to different liquidity and participation considerations than the current pre-market sessions that start at or after 4:00 a.m. E.T. Notably, while retail investors have expressed interest in overnight trading, FINRA expects that institutional investors will take more time to transition to a round-the-clock model. However, such institutional participation may be of heightened importance following a Level 3 halt. FINRA is concerned that permitting trading during hours that institutional participants do not normally trade may impact the quality of price discovery at a time of significant market volatility. Waiting until 4:00 a.m. E.T. to permit trading to resume would facilitate broader participation and therefore price discovery.

Finally, FINRA notes that the Commission recently approved an amendment to the Plan to Address Extraordinary Market Volatility ("LULD Plan") that would establish new price protections from 9:00 p.m. E.T. to 4:00 a.m. E.T.[6] While these price bands would help to assure a fair and orderly market during normal market conditions, it is possible that they would instead prevent normal price discovery following a Level 3 Market Decline. Rather than allowing trading to resume with such price bands in effect, which would represent a change from the current trading resumption following a Level 3 Market Decline, FINRA believes that waiting until 4:00 a.m. E.T. or later to permit trading to resume would ensure that price discovery can occur unimpeded during pre-market trading, as it does today, which may further inform prices going into opening auctions and regular market hours trading following a Level 3 halt.

Given the factors discussed above, FINRA believes that trading in all NMS stocks otherwise than on an exchange should not resume before 4:00 a.m. E.T. on the trading day after a Level 3 halt. This decision, which FINRA understands is or will also be reflected in the rules of

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6 See Securities Exchange Act Release No. 106042 (August 5, 2026), 91 FR 51515 (August 10, 2026) (Order Granting Approval of the Twenty-Seventh Amendment to the National Market System Plan to Address Extraordinary Market Volatility to Establish Temporary Price Band Protections in Overnight Trading). See also Securities Exchange Act Release No. 106624 (October 7, 2026), 91 FR 65016 (October 13, 2026) (Notice of Filing and Order of Summary Effectiveness on a Temporary Basis Not To Exceed 120 Days of Proposed Twenty-Ninth Amendment to the National Market System Plan to Address Extraordinary Market Volatility to Revise the Time for Calculating the Consolidated Price in Connection with Overnight Trading).

the other SROs, would promote a fair and orderly market at a time of significant market volatility, and thereby protect investors and the public interest. In addition, while the actual Level 3 resumption time would not be changing in practice – as proposed, the current resumption time and future resumption time would both be 4:00 a.m. E.T. at the earliest – FINRA believes that it is appropriate to amend its rules to ensure that its rules reflect the upcoming changes due to 23/5 Trading. Without this change, market participants may mistakenly believe that FINRA intends for trading to resume at 9:00 p.m. E.T. following a Level 3 halt. The proposed rule change would therefore facilitate operational transparency while providing for a fair and orderly market.

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 because the proposal would ensure the continued, uninterrupted operation of a consistent mechanism to halt trading across U.S. securities markets. Further, FINRA understands that the other SROs have filed or intend to file proposed rule changes to ensure a consistent resumption time at 4:00 a.m. E.T. or later across markets. Thus, the proposed rule change will help to ensure consistency across markets without implicating any competitive issues.

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)(iii) of the Act[7] and subparagraph (f)(6) of Rule 19b-4 thereunder.[8]

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. Please include file number SR-FINRA-2026-025 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-2026-025. This file number should be included on the subject line if email is used. To help the Commission process and

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7 15 U.S.C. 78s(b)(3)(A)(iii).

8 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. FINRA has satisfied this requirement.

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 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-2026-025 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.[9]

Sherry R. Haywood,

Assistant Secretary.

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[9] 17 CFR 200.30-3(a)(12).