

*Paper Comments*

• Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549–1090.

All submissions should refer to File Number SR–NASDAQ–2016–035. 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 Web site (<http://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 Web site 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 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–NASDAQ–2016–035 and should be submitted on or before April 1, 2016.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>5</sup>

**Robert W. Errett,**

*Deputy Secretary.*

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**SECURITIES AND EXCHANGE COMMISSION**

**[Release No. 34–77311; File No. SR–ICEEU–2016–002]**

**Self-Regulatory Organizations; ICE Clear Europe Limited; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to the Delegation of Authority To Approve Certain Rule and Procedure Amendments**

March 7, 2016.

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 29, 2016, ICE Clear Europe Limited (“ICE Clear Europe”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared primarily by ICE Clear Europe. ICE Clear Europe filed the proposed rule change pursuant to section 19(b)(3)(A) of the Act,<sup>3</sup> and Rule 19b–4(f)(4)(i)<sup>4</sup> thereunder, so that the proposal was effective upon filing with 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**

ICE Clear Europe is proposing certain rule changes relating to the delegation by the ICE Clear Europe Board of Directors to its President and Managing Director (acting together with the Head of Regulation) of authority to approve certain rule and procedure amendments.

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

In its filing with the Commission, ICE Clear Europe included statements concerning the purpose of and basis for the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. ICE Clear Europe 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**

The purpose of the changes is to authorize the President and Managing Director of ICE Clear Europe, acting together with the Head of Regulation, to approve certain amendments to the ICE Clear Europe Clearing Rules and Procedures, without the need for specific Board approval. Under existing practice, consistent with the ICE Clear Europe Articles, all Rule and Procedure amendments, regardless of significance, require Board approval. In light of its experience with this practice, the ICE Clear Europe Board has determined that certain categories of Rule and Procedure changes do not necessarily need Board approval, as discussed herein.

Accordingly, the ICE Clear Europe Board proposes to delegate to the President and Managing Director, acting together with the Head of Regulation, authority to approve Rule and Procedure amendments relating to business-as-usual product launches and operational processes. These categories of amendments would include, for example, amendments relating to launches of new cleared products of the same types as currently cleared, amendments that reflect changes in operational practices and processes, and drafting clarifications, updates and corrections to errors. Such amendments would not be required to be submitted for approval to the Board. The delegation will not otherwise affect other aspects of the Rule and Procedure amendment process, including the role of the relevant Risk Committees, consultation with Clearing Members and others as appropriate, internal regulatory, business and operational reviews and internal or external legal review, as appropriate. The delegation, of course, will also not affect regulatory submission, filing and approval requirements, as applicable. ICE Clear Europe management will report to the Board any Rule and Procedure amendments approved under this delegated authority.

The delegation does not apply to Rule and Procedure changes amendments [sic] that are required to ensure compliance with relevant legislation directed at ICE Clear Europe as a clearing organization. Accordingly, such amendments will continue to require Board approval. In addition, even for amendments that may be approved by the President and Managing Director (acting together with the Head of Regulation), the delegation would not

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

<sup>2</sup> 17 CFR 240.19b–4.

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

<sup>4</sup> 17 CFR 240.19b–4(f)(4)(i).

<sup>5</sup> 17 CFR 200.30–3(a)(12).

preclude submission of amendments to and approval by the Board if ICE Clear Europe determined that was appropriate in the particular circumstances.

In ICE Clear Europe's view, the proposed delegation will provide an efficient means of approving minor Rule and Procedure changes, consistent with the governance requirements of the clearing house. In light of its experience with the current approval practice, ICE Clear Europe believes that the categories of rule and procedure amendments being delegated do not typically rise to the level of significance that warrants Board approval, and that requiring the Board to review and approve such amendments is not necessarily a good use of the Board's time and resources. In approving the delegation of authority, the Board concluded that the internal review, consultation and regulatory processes around the rule amendment process will ensure appropriate review and consideration of any proposed amendments.

## 2. Statutory Basis

ICE Clear Europe believes that the changes described herein are consistent with the requirements of section 17A of the Act<sup>5</sup> and the regulations thereunder applicable to it, and are consistent with the prompt and accurate clearance and settlement of securities transactions and, to the extent applicable, derivative agreements, contracts and transactions, the safeguarding of securities and funds in the custody or control of ICE Clear Europe or for which it is responsible and the protection of investors and the public interest, within the meaning of section 17A(b)(3)(F) of the Act.<sup>6</sup> As discussed above, the changes are intended to create a more efficient procedure for review and approval of certain business-as-usual and operational Rule and Procedure amendments. Under the revised practice, such amendments could be approved by the President and Managing Director acting together with the Head of Regulation, without the need for Board approval. In ICE Clear Europe's view, such amendments do not generally warrant the Board's detailed review, and the delegation will accordingly permit the Board to devote its time and resources to other Clearing House matters. The Board will be notified of all amendments approved pursuant to delegated authority and will retain oversight of the process. As a result, ICE Clear Europe believes the changes will promote the prompt and accurate clearance and settlement of securities and derivatives transactions,

and further the public interest in the safe and effective clearing of such transactions. The changes are thus consistent with the requirements of section 17A of the Act.<sup>7</sup>

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

ICE Clear Europe does not believe the proposed changes to the rules would have any impact, or impose any burden, on competition not necessary or appropriate in furtherance of the purpose of the Act. The amendments relate to ICE Clear Europe's internal approval processes, and ICE Clear Europe does not believe that these changes will impose any additional costs on Clearing Members or other market participants. ICE Clear Europe further does not believe that the amendments will adversely affect access to clearing by Clearing Members or their customers or otherwise adversely affect Clearing Members or market participants or the market for clearing services generally.

## C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants or Others

Written comments relating to the proposed changes to the rules have not been solicited or received. ICE Clear Europe will notify the Commission of any written comments received by ICE Clear Europe.

## III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective upon filing pursuant to section 19(b)(3)(A)<sup>8</sup> of the Act and Rule 19b-4(f)(1)<sup>9</sup> thereunder. The amendments constitute a stated policy, practice or interpretation with respect to the meaning, administration or enforcement of an existing rule. 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 changes are consistent with the Act.

Comments may be submitted by any of the following methods:

### Electronic Comments

- Use the Commission's Internet comment form (<http://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-ICEEU-2016-002 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.

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All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-ICEEU-2016-002 and should be submitted on or before April 1, 2016.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>10</sup>

**Robert W. Errett,**  
Deputy Secretary.

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<sup>5</sup> 15 U.S.C. 78q-1.

<sup>6</sup> 15 U.S.C. 78q-1(b)(3)(F).

<sup>7</sup> 15 U.S.C. 78q-1.

<sup>8</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>9</sup> 17 CFR 240.19b-4(f)(1).

<sup>10</sup> 17 CFR 200.30-3(a)(12).