



## **Securities Industry Continuing Education Program Firm Element Advisory – Q2 2017**

### **Introduction**

The Securities Industry/Regulatory Council on Continuing Education (Council) publishes the Firm Element Advisory (FEA) to highlight current regulatory and sales practice topics for possible inclusion in Firm Element training plans. The Council has identified the topics from a review of industry, regulatory and self-regulatory organization (SRO) announcements, and publications of significant events.

The FEA briefly identifies each topic and provides links to relevant documents issued about the specified subjects. The FEA is designed for Internet use; however, it can be printed. Be advised that each link must be printed separately in order to encompass the full document and subjects covered.

The Council suggests that firms use the FEA as an aid in evaluating and prioritizing their Firm Element needs and developing written training plans. However, firms are reminded that they should not rely on the FEA as a comprehensive list of all areas they should consider.

All new material in the FEA is denoted by a “(New)” next to the appropriate title. Material from previous editions that the Council has updated is denoted with an “(Updated)” next to the appropriate title.

Firms that engage in multiple businesses may not want to adopt a one-size-fits-all approach to Firm Element Training, opting instead to provide training that is appropriate to an individual’s job functions.

In response to requests from firms for more resources to help them with Firm Element planning, the Council suggests the following tools they may use in addition to the FEA:



- [Guide to Firm Element Needs Analysis and Training Plan Development](#): Suggestions for effectively performing the needs analysis and developing written training plans.
- [Continuing Education Regulatory Element Report](#): A quarterly report, available through FINRA's Report Center that compares a firm's Regulatory Element Continuing Education performance with the industry at large for the same programs and modules. Firms should review the performance of their registered persons since the last needs analysis to determine if any modules or topics appear to warrant additional training. Firms may sign up to view the reports on [FINRA's Report Center](#).
- [FINRA Regulatory and Examination Priorities Letter](#): A letter issued annually by FINRA that highlights new and existing areas of significance to FINRA's examination program which may be useful when developing educational programs within a firm.
- [SEC Examination Priorities Memorandum](#): A memorandum issued annually by the SEC's Office of Compliance Inspections and Examinations to communicate with investors and registrants about areas that are perceived by the SEC staff to have heightened risk, and to support the SEC's mission to protect investors.
- [FINRA Investor Alerts](#): Periodic alerts that highlight products and sales practices of particular concern, which firms may use to supplement training materials.
- [FINRA Online Learning](#): A collection of courses, webinars and podcasts that address a range of training topics for compliance personnel, registered persons, administrative staff, operations staff and those with supervisory responsibilities. Some of the courses offer completion tracking and deliver virtual compliance training that may be suitable for Firm Element Continuing Education.
- [MSRB Education Center](#): A multimedia library of information explains how the market works and how participants can make more informed decisions.
- [NASAA 2016 Enforcement Report on 2015 Data \(September 13, 2016\)](#): Enforcement Actions Against Licensed Broker Sales Agents

The Council recommends using all available tools to make Firm Element planning as efficient and effective as possible.

Questions?

For more information, contact:

- [cecounciladmin@finra.org](mailto:cecounciladmin@finra.org); or
- Roni Meikle, Director, Continuing Education, FINRA, at (212) 858-4084.



## **ALTERNATIVE INVESTMENTS**

### **DPPs and REITs**

#### **DPP and Unlisted REIT Securities**

The SEC approved amendments to NASD Rule 2340 (Customer Account Statements) to modify the requirements relating to the inclusion of per share estimated values of direct participation program (DPP) and unlisted real estate investment trust (REIT) securities on account statements, and to FINRA Rule 2310 (Direct Participation Programs) to make corresponding changes to the requirements applicable to members' participation in public offerings of DPP or REIT securities. The amendments became effective on April 11, 2016.

- [FINRA Regulatory Notice 15-02 \(January 2015\)](#): SEC Approves Amendments to FINRA Rule 2310 and NASD Rule 2340 to Address Values of Direct Participation Program and Unlisted Real Estate Investment Trust Securities

#### **Communications With The Public**

FINRA issued guidance on communications with the public concerning unlisted real estate investment programs, including unlisted REITs and unlisted DPPs that invest in real estate.

- [FINRA Regulatory Notice 13-18 \(May 2013\)](#): FINRA Provides Guidance on Communications With the Public Concerning Unlisted Real Estate Investment Programs

#### **Podcast**

- Communications with the Public: Real Estate Investment Programs  
[Listen/Download Now](#) | 11 min. 8 sec.

### **General**

#### **SEC Investor Bulletin: [Alternative Mutual Funds](#)**

The SEC's Office of Investor Education and Advocacy is issuing this Investor Bulletin to inform you about features, and some potential risks, of alternative mutual funds.

#### **Alternative Mutual Funds**

FINRA issued an Investor Alert on alternative funds to inform investors of the characteristics and risks of these investments. Alternative mutual funds are SEC-



registered funds that may hold more non-traditional investments and employ more complex strategies than traditional mutual funds. Alternative funds might invest in assets such as global real estate, commodities, derivatives, leveraged loans, start-up companies and unlisted securities that offer exposure beyond traditional stocks, bonds and cash. In addition to the usual market and investment specific risks of traditional mutual funds, alternative funds may carry additional risks from the strategies they use. These strategies may target specific returns or benchmarks, and seek to mitigate or provide exposure to asset classes and risks.

- [FINRA Investor Alert \(June 2013\)](#): Alternative Funds Are Not Your Typical Mutual Funds

## **Supervision**

### **Complex Products**

FINRA published guidance to firms about supervisory controls for complex products, which may include a security or investment strategy with novel, complicated or intricate derivative-like features, such as structured notes, inverse or leveraged exchange-traded funds, hedge funds and securitized products, such as asset-backed securities. These features may make it difficult for a retail investor to understand the essential characteristics of the product and its risks.

Regulatory Notice 12-03 identifies characteristics that may render a product “complex” for purposes of determining whether the product should be subject to heightened supervisory and compliance procedures and provides examples of heightened procedures that may be appropriate.

- [FINRA Regulatory Notice 12-03 \(January 2012\)](#): Heightened Supervision of Complex Products

### **Podcasts**

- Heightened Supervision of Complex Products (Part 1)  
[Listen Now/Download](#) | 7 min. 50 sec.
- Heightened Supervision of Complex Products (Part 2)  
[Listen Now/Download](#) | 11 min. 15 sec.

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## **ANTI-MONEY LAUNDERING (AML)**

### **AML Compliance**

FINRA Rule 3310 (Anti-Money Laundering Compliance Program) requires each member firm to develop and implement a written AML program (that must be approved, in writing, by a member of senior management) that is reasonably designed to achieve and monitor compliance with the requirements of the Bank Secrecy Act and the implementing regulations promulgated by the Department of the Treasury. The rule also sets forth, among other things, that the AML program provide ongoing training to appropriate personnel. Information and guidance relating to AML rules, regulations and compliance are available from a number of sources, such as the following:

- [FINRA Topic Page: Anti-Money Laundering](#)

### **AML Template for Small Firms**

FINRA provides a template for small firms to assist them in fulfilling their responsibilities to establish the AML compliance program required by the Bank Secrecy Act and its implementing regulations and FINRA Rule 3310. The template provides text examples, instructions, relevant rules and Web sites and other resources that are useful for developing an AML plan for a small firm.

FINRA also provides a three-part podcast series that guides firms through the process of setting up AML compliance and supervisory procedures.

- [AML Template for Small Firms](#)

### **Podcasts**

- Anti-Money Laundering Template (Part 1)  
[Listen Now/Download](#) | 11 min. 45 sec.
- Anti-Money Laundering Template (Part 2)  
[Listen Now/Download](#) | 10 min. 35 sec.
- Anti-Money Laundering Template (Part 3)  
[Listen Now/Download](#) | 10 min. 42 sec.



### **AML Source Tool for Broker-Dealers**

The SEC maintains and periodically updates its AML Source Tool for Broker-Dealers, a compilation of key AML laws, rules, orders and guidance applicable to broker-dealers.

- [AML Source Tool for Broker-Dealers \(January 11, 2017\)](#)

### **SAR Information Accessibility**

The Financial Crimes Enforcement Network (FinCEN) regulations regarding the confidentiality of suspicious activity reports (SARs) require a broker-dealer to make SARs and supporting documentation available to any SRO that examines the broker-dealer for compliance with the requirements of 31 CFR 1023.320 (Reports by brokers or dealers in securities of suspicious transactions), also known as the “SAR Rule,” upon the request of the SEC. On January 26, 2012, the SEC issued a letter to FINRA authorizing FINRA staff to ask for SARs and SAR information from firms in certain circumstances. On the same date, SEC staff also issued a letter to chief executive officers of all SEC-registered FINRA firms requesting that they make SARs and supporting documentation available to FINRA.

- [FinCEN Advisories/Bulletins/Fact Sheets](#)
- [SEC Letter to FINRA \(January 26, 2012\)](#)
- [SEC Open Letter to CEOs of All SEC-Registered, FINRA Member Broker-Dealers \(January 26, 2012\)](#)
- [FINRA Regulatory Notice 12-08 \(February 2012\): SEC Requests Broker-Dealers Make SARs and SAR Information Available to FINRA](#)

### **SAR Alert Message Line**

The SEC SAR Alert Message Line phone number is 202-551-SARS (7277). This number should only be used when securities firms have filed a SAR that may require immediate attention by the Commission. Calling the SEC SAR Alert Message Line does not alleviate a firm's obligation to file a SAR or notify an appropriate law enforcement authority, such as a local office of either the Internal Revenue Service Criminal Investigation Division or the FBI. General questions on SARs and other BSA filing requirements may be directed to FinCEN's Regulatory Helpline at 1-800-949-2732.

- [SAR Alert Message Line](#)

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## **BUSINESS CONTINUITY PLANNING**

### **General**

Business continuity remains a priority for firms and their associated persons. It is important that firms maintain adequate business continuity and contingency plans, and ensure that employees are aware of and understand these plans.

- [FINRA Topic Page: Business Continuity Planning](#)
- [FINRA Small Firm Business Continuity Planning Template](#)

This podcast describes FINRA's Business Continuity Planning (BCP) Template and details recent updates, including those that were made to reflect FINRA's BCP Rule.

### **Podcast**

- FINRA Business Continuity Planning Template  
[Listen Now/Download](#) | 7 min. 30 sec.

### **(New) Designation Information Regarding Mandatory Participation In Business Continuity And Disaster Recovery Testing**

Regulation Systems Compliance and Integrity (Regulation SCI) was adopted by the SEC and requires the MSRB, as an SCI entity, to, among other things, require certain brokers, dealers, municipal securities dealers and municipal advisors registered with the MSRB (MSRB Registrants) to participate in the testing of the operation of the MSRB's business continuity and disaster recovery plans (BC/DR Plans), in the manner and frequency specified by the MSRB, provided that such frequency shall not be less than once every 12 months. To facilitate this Regulation SCI requirement, the MSRB adopted Rule A-18, on mandatory participation in business continuity and disaster recovery testing, on November 2, 2015.

Under Rule A-18, the MSRB designates as Participants in the mandatory functional and performance testing of the operation of the MSRB's BC/DR Plans those MSRB Registrants whose submissions of data to the MSRB, taken as a whole, account for a meaningful percentage of the MSRB's data submission volume required to be provided by MSRB Registrants, measured during an established time period.



- [MSRB Regulatory Notice 2017-06 \(March 7, 2017\)](#): Designation Information Regarding Mandatory Participation in Business Continuity and Disaster Recovery Testing
- [MSRB Regulatory Notice 2016-04 \(January 2016\)](#): Designation Information Regarding Mandatory Participation in Business Continuity and Disaster Recovery Testing

### **FINRA, The SEC And CFTC Issue Joint Advisory On Business Continuity Planning**

FINRA, the SEC and CFTC issued a joint advisory on business continuity planning to encourage firms to review their business continuity plans and to provide best practices to help improve responses to, and to reduce recovery time after, significant large-scale events.

- [FINRA Regulatory Notice 13-25 \(August 2013\)](#): FINRA, the SEC and CFTC Issue Joint Advisory on Business Continuity Planning

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## **COMMUNICATIONS**

### **General**

#### **(New) Guidance On Social Networking Websites And Business Communications**

FINRA issued guidance regarding the application of FINRA rules governing communications with the public to digital communications, in light of emerging technologies and communications innovations.

- [FINRA Regulatory Notice 17-18 \(April 2017\)](#): Guidance on Social Networking Websites and Business Communications

#### **Communications With The Public**

The SEC has approved amendments to FINRA rules governing communications with the public. The amendments revise the filing requirements in FINRA Rule 2210 (Communications with the Public) and FINRA Rule 2214 (Requirements for the Use of Investment Analysis Tools) and the content and disclosure requirements in FINRA Rule 2213 (Requirements for the Use of Bond Mutual Fund Volatility Ratings). The amendments became effective on January 9, 2017.



- [FINRA Regulatory Notice 16-41 \(October 2016\)](#): SEC Approves Amendments to Rules Governing Communications With the Public

### Podcast

- Communications with the Public Rule Amendments  
[Listen/Download Now](#) | 13 min.

### Communications With The Public About Variable Life Insurance And Variable Annuities

As part of the process of developing a new Consolidated FINRA Rulebook, NASD Interpretive Material 2210–2 (Communications with the Public About Variable Life Insurance and Variable Annuities) has been transferred into the Consolidated FINRA Rulebook as FINRA Rule 2211 (Communications with the Public About Variable Life Insurance and Variable Annuities) without any substantive changes. The rule became effective on September 30, 2016.

- [Securities Exchange Act Release No. 78851 \(September 15, 2016\), 81 FR 64969 \(September 21, 2016\) \(File No. SR-FINRA-2016-036\)](#): Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Adopt NASD Interpretive Material 2210-2 as FINRA Rule 2211 (Communications with the Public About Variable Life Insurance and Variable Annuities) in the Consolidated FINRA Rulebook

### Educational Communication Related to Firm Recruitment Practices and Account Transfers

The SEC approved the adoption of FINRA Rule 2273 (Educational Communication Related to Recruitment Practices and Account Transfers), which establishes an obligation to deliver an educational communication in connection with firm recruitment practices and account transfers. The rule became effective on November 11, 2016.

- [FINRA Regulatory Notice 16-18 \(May 2016\)](#): SEC Approves Rule Requiring Delivery of an Educational Communication to Customers of a Transferring Representative
- [Educational Communication](#): Issues to Consider When Your Broker Changes Firms
- [Broker-Dealer Recruitment Disclosures](#): Complying with FINRA Rule 2273
- [FAQs Regarding FINRA Rule 2273](#)



## **Guidance on Rules Governing Communications with The Public**

In April 2014, FINRA launched a retrospective review of its communications with the public rules to assess their effectiveness and efficiency. In December 2014, FINRA published a report on the assessment phase of the review. The report concluded that, while the rules have met their intended investor protection objectives, they could benefit from some updating to better align the investor protection benefits and the economic impacts. To this end, FINRA staff recommended a combination of rule proposals, guidance and administrative measures.

Pursuant to these recommendations, FINRA has published additional questions and answers on the Advertising Regulation page on the FINRA website. These questions and answers supplement previously published guidance.

- [FINRA Regulatory Notice 15-17 \(May 2015\)](#): Guidance on Rules Governing Communications with the Public
- [FINRA Rule 2210 Interpretive Guidance Questions and Answers](#)
- [FINRA Regulatory Notice 13-03 \(January 2013\)](#): FINRA Provides Guidance on New Rules Governing Communications With the Public

## **Podcasts**

- Communications with the Public Consolidated Rule – Part 1  
[Listen Now/Download](#) | 6 min. 35 sec
- Communications with the Public Consolidated Rule – Part 2  
[Listen Now/Download](#) | 5 min. 55 sec

## **Extended Hours Trading Risk Disclosure**

FINRA reminds firms of their obligations under FINRA Rule 2265 (Extended Hours Trading Risk Disclosure) to disclose to a customer the material risks of extended hours trading. This disclosure should include the risks described in the Model Extended Hours Trading Risk Disclosure Statement in Rule 2265 as well as any additional disclosure as necessary to address product-specific or other specific needs.

- [FINRA Regulatory Notice 14-54 \(December 2014\)](#): FINRA Reminds Firms of Extended Hours Trading Disclosures



## **Social Networking Websites and Business Communications**

FINRA offers a podcast on how FINRA Rule 2210 applies to social media and personal electronic devices such as smartphones.

### **Podcasts**

- Electronic Communications with the Public - Part 1

[Listen Now/Download](#) | 8 min. 27 sec.

- Electronic Communications with the Public - Part 2

[Listen Now/Download](#) | 6 min. 9 sec.

FINRA issued Regulatory Notice 11-39 to provide guidance to firms on how FINRA's rules apply to business communications through social media sites and other new technologies, including personal devices. The guidance covers recordkeeping, suitability, communications with the public, supervision and other compliance concerns.

- [FINRA Regulatory Notice 11-39 \(August 2011\)](#): Guidance on Social Networking Websites and Business Communications

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## **CYBERSECURITY**

### **General**

#### **SEC Investor Bulletin: [Protecting Your Online Accounts from Fraud](#)**

The SEC's Office of Investor Education and Advocacy is issuing this Investor Bulletin to help investors protect their online investment accounts from fraud. As with all web-based accounts, investors should take precautions to help ensure that their online investment accounts remain secure. These online security tips can help.

#### **A Small Entity Compliance Guide: Final Model Privacy Form Under The Gramm-Leach-Bliley Act**

The model privacy form is designed to make it easier for consumers to understand how financial institutions collect and share their personal financial information and to compare different institutions' information practices. For a guide to implementing these procedures

visit: <https://www.sec.gov/divisions/marketreg/tmcompliance/modelprivacyform-secg.htm>



## **FINRA Report On Cybersecurity Practices**

Like many organizations in the financial services and other sectors, broker-dealers (firms) are the target of cyberattacks. The frequency and sophistication of these attacks is increasing and individual broker-dealers, and the industry as a whole, must make responding to these threats a high priority.

A variety of factors are driving firms' exposure to cybersecurity threats. The interplay between advances in technology, changes in firms' business models, and changes in how firms and their customers use technology create vulnerabilities in firms' information technology systems. For example, firms' Web-based activities can create opportunities for attackers to disrupt or gain access to firm and customer information. Similarly, employees and customers are using mobile devices to access information at broker-dealers that create a variety of new avenues for attack.

The landscape of threat actors includes cybercriminals whose objective may be to steal money or information for commercial gain, nation states that may acquire information to advance national objectives, and hacktivists whose objectives may be to disrupt and embarrass an entity. Attackers, and the tools available to them, are increasingly sophisticated. Insiders, too, can pose significant threats.

In February 2015, FINRA issued a report intended to assist firms in making responding to cybersecurity threats a priority. The report is based on FINRA's 2014 targeted examination of firms and other related initiatives.

- [FINRA Report on Cybersecurity Practices \(February 2015\)](#): This report presents an approach to cybersecurity grounded in risk management to address cybersecurity threats. It identifies principles and effective

## **FINRA Investor Alert – “Phishing” And Other Online Identity Theft Scams: Don't Take The Bait**

FINRA issued this alert to warn investors that according to computer security experts, economic cyber-crime continues to surge. “Phishing” attacks—scams that use spam email or a fake website to lure an individual into revealing his or her bank or brokerage account information, passwords or PINs, Social Security number or other types of confidential information—have increased significantly since they were first discovered in 2005. FINRA issued this alert to keep investors informed about some of the latest online identity theft scams targeting financial sector customers and to provide tips for spotting and avoiding these scams.

- [FINRA Investor Alert \(July 2014\)](#): “Phishing” and Other Online Identity Theft Scams: Don't Take the Bait



## **Fair And Accurate Credit Transactions Act Of 2003 (FACT Act) Red Flags Rule**

On April 19, 2013, the SEC and CFTC published their joint final Identity Theft Red Flags Rules and guidelines with a compliance date of November 20, 2013. The joint rules (the CFTC rule and the SEC's Regulation S-ID: Identity Theft Red Flags) and guidelines do not contain requirements that were not already in the FTC Red Flags Rule and guidelines and do not expand the scope of that rule to include new categories of entities that the rule did not already cover. They do, however, contain examples and minor language changes designed to help guide entities within the SEC's enforcement authority in complying with the requirements, which may lead some entities that had not previously complied with the FTC Red Flags Rule to determine that they fall within the scope of the SEC and CFTC joint rules.

FINRA's Red Flags Rule Web Page includes an updated SEC Identity Theft Red Flags Rule Template that firms may opt to use to assist them in fulfilling their requirements under SEC Regulation S-ID: Identity Theft Red Flags. Regulation S-ID requires specified firms to create a written Identity Theft Prevention Program designed to identify, detect and respond to "red flags"—patterns, practices or specific activities—that could indicate identity theft. Identity theft is a fraud committed or attempted using the identifying information of another person without authority.

- [FINRA Red Flags Rule Web Page](#)
- [A Small Entity Compliance Guide: Identity Theft Red Flags Rules](#)
- [Identity Theft Red Flags Rules \(Joint Final Rules and Guidelines\)](#): Exchange Act Release Nos. 69359, IA-3582, IC-30456 (April 10, 2013) 78 FR 23638 (April 19, 2013)

### **Podcast**

- FTC's Red Flags Rule Template  
[Listen Now/Download](#) | 7 min. 29 sec

### **Resources**

#### **FINRA Cybersecurity Topic Page**

Given the evolving nature, increasing frequency, and sophistication of cybersecurity attacks – as well as the potential for harm to investors, firms, and the markets – cybersecurity practices are a key focus for FINRA. Visit the link below for more information on related rules, notices, guidance, news and investor education

- [FINRA Topic Page: Cybersecurity](#)



### **Webinar: [Cybersecurity Considerations For Small Firms](#)**

This one-hour free webinar tackles a top priority for small firms: building an effective cybersecurity program with limited resources. Panelists share best practices, with a focus on how small firms can apply the National Institute of Standards and Technology (NIST) framework. The webinar includes a discussion on the following topics.

- Overview of NIST Framework
- The role compliance should play in addressing cyber risks
- Factors for developing a cybersecurity program
- Focus of FINRA examinations
- Considerations for recognizing a cyber-attack and developing a process for response

Note: Access to webinars is limited to FINRA member firms and CRCP graduates.

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## **DEBT**

### **General**

#### **Debt Research**

Rule 2242 (Debt Research Analysts and Debt Research Reports) has been amended to clarify the application of the rule in four respects: (1) The consent requirement for institutional debt research reports distributed to non-U.S. investors by non-U.S. affiliates of members; (2) the consent requirement for institutional debt research reports distributed to specified persons for informational purposes unrelated to investing in debt securities; (3) the scope of the institutional debt research report exemption when distributing third-party debt research reports to eligible institutional investors; and (4) the disclosure requirements for debt research analysts in public appearances.

- [Securities Exchange Act Release No. 77963 \(June 1, 2016\), 81 FR 36628 \(June 7, 2016\) \(File No. SR-FINRA-2016-017\)](#): Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend FINRA Rule 2242 (Debt Research Analysts and Debt Research Reports)

The SEC approved the adoption of FINRA Rule 2242 (Debt Research Analysts and Debt Research Reports) to address conflicts of interest relating to the publication and distribution of debt research reports. Rule 2242 became effective on February 22, 2016.



- [FINRA Regulatory Notice 15-31 \(August 2015\)](#): SEC Approves Rule to Address Conflicts of Interest Relating to the Publication and Distribution of Debt Research Reports.

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## **DISPUTE RESOLUTION**

### **General**

#### **Motions to Dismiss In Arbitration**

The SEC approved amendments to FINRA Rules 12504 and 13504 (Motions to Dismiss) of the Customer and Industry Codes of Arbitration Procedure (Codes) to add an additional ground for arbitrators to act on motions to dismiss prior to the conclusion of the claimant's case in chief. The new ground provides that arbitrators may act upon a motion to dismiss a party or claim prior to the conclusion of a party's case in chief if the arbitrators determine that the non-moving party previously brought a claim regarding the same dispute against the same party, and the dispute was fully and finally adjudicated on the merits and memorialized in an order, judgment, award or decision. The amendments are effective for motions to dismiss filed on or after January 23, 2017.

- [FINRA Regulatory Notice 17-02 \(January 2017\)](#): SEC Approves Amendments to the Codes of Arbitration Procedure Regarding Motions to Dismiss

#### **Dispute Resolution Party Portal**

The SEC approved amendments to the Customer and Industry Codes of Arbitration Procedure to require all parties, except customers who are not represented by an attorney or other person, to use the FINRA Office of Dispute Resolution's Party Portal to file initial statements of claim and to file and serve most pleadings and other documents on FINRA or any other party. FINRA is also amending the Code of Mediation Procedure to permit mediation parties to agree to use the Party Portal to submit and retrieve all documents and other communications. The amendments are effective for all cases filed on or after April 3, 2017.

- [FINRA Regulatory Notice 17-03 \(January 2017\)](#): SEC Approves Amendments to the Customer and Industry Codes of Arbitration Procedure Regarding Required Use of the Dispute Resolution Party Portal.



### **Arbitration Award Offsets**

The SEC has approved FINRA's rule change amending Rule 12904 (Awards) of the Code of Arbitration Procedure for Customer Disputes (Customer Code) and Rule 13904 (Awards) of the Code of Arbitration Procedure for Industry Disputes (Industry Code) to provide that absent specification to the contrary in an award, when arbitrators order opposing parties to make payments to one another, the monetary awards shall offset and the party assessed the larger amount shall pay the net difference. The amendments are effective for arbitration awards rendered on or after October 24, 2016.

- [FINRA Regulatory Notice 16-36 \(September 2016\)](#): SEC Approves Amendments to the Codes of Arbitration Procedure Regarding Award Offsets

### **Forum Selection Provisions**

FINRA reminds member firms that customers have a right to request arbitration at FINRA's arbitration forum at any time and do not forfeit that right under FINRA rules by signing any agreement with a forum selection provision specifying another dispute resolution process or an arbitration venue other than the FINRA arbitration forum. In addition, FINRA reminds member firms that FINRA rules do not permit member firms to require associated persons to waive their right to arbitration under FINRA's rules in a predispute agreement. A member firm's failure to comply with FINRA's rules relating to predispute arbitration agreements with customers or predispute agreements with associated persons, or failure to submit a dispute to FINRA arbitration as required by FINRA's rules, would violate FINRA rules, and member firms may be subject to disciplinary action.

- [FINRA Regulatory Notice 16-25 \(July 2016\)](#): Forum Selection Provisions Involving Customers, Associated Persons and Member Firms

### **Late Cancellation Fees**

The Code of Arbitration Procedure for Customer Disputes (Customer Code) and the Code of Arbitration Procedure for Industry Disputes (Industry Code) govern the payments that FINRA makes to its arbitrators for the services they provide to FINRA's dispute resolution forum, as well as the fees assessed to the parties for arbitration proceedings. FINRA has amended Rules 12214(a), 12601(b)(2), 13214(a) and 13601(b)(2) to require that if one or more parties request a postponement or cancellation within 10 days before a scheduled hearing session and the arbitrators grant the request, the party or parties making the request would pay a late cancellation fee of \$600 per arbitrator. The amendments are effective for arbitration cases filed on or after July 6, 2015. The extended cancellation period and the increased late cancellation fee do not apply to parties whose cases were filed prior to the effective date.



- [FINRA Regulatory Notice 15-21 \(June 2015\)](#): SEC Approves Amendments to the Codes of Arbitration Procedure to Increase the Fees Assessed for Late Cancellation or Postponement of a Hearing

### **Definitions Of Non-Public And Public Arbitrator**

The SEC approved amendments to the definitions of non-public arbitrator and public arbitrator in the Customer and Industry Codes of Arbitration Procedure. The amended definitions provide, among other matters, that persons who worked in the financial industry for any duration during their careers will always be classified as non-public arbitrators, and persons who represent investors or the financial industry as a significant part of their business will also be classified as non-public, but may become public arbitrators after a cooling-off period. The amendments also reorganize the definitions to make them easier for arbitrator applicants and parties, among others, to determine the correct arbitrator classification. The amendments became effective on June 26, 2015.

- [FINRA Regulatory Notice 15-18 \(May 2015\)](#): SEC Approves Amendments to Arbitration Codes to Revise the Definitions of Non-Public and Public Arbitrator

### **Confidentiality Provisions**

FINRA reminds firms it is a violation of FINRA Rule 2010 (Standards of Commercial Honor and Principles of Trade) to include confidentiality provisions in settlement agreements or any other documents, including confidentiality stipulations made during a FINRA arbitration proceeding, that prohibit or restrict a customer or any other person from communicating with the SEC, FINRA or any federal or state regulatory authority regarding a possible securities law violation.

- [FINRA Regulatory Notice 14-40 \(October 2014\)](#): Confidentiality Provisions in Settlement Agreements and the Arbitration Discovery Process

### **Sanctions Guidelines**

FINRA announced that the National Adjudicatory Council (NAC) revised the Sanction Guidelines to include a new principal consideration that contemplates coverage for financial exploitation of vulnerable individuals or individuals with diminished capacity. It also includes three new guidelines relating to systemic supervisory failures, borrowing and lending arrangements, and short interest reporting. Additionally, the NAC revised the guidance concerning sanctions imposed by other regulators, indicating that these sanctions may be considered as mitigating factors.



The NAC is FINRA’s appellate tribunal for disciplinary cases and is a 15-member committee composed of industry and non-industry members. It first published the Sanction Guidelines in 1993 to familiarize member firms with some of the typical securities law or FINRA rule violations that occur, and the range of disciplinary sanctions that may result from those rule violations. The Sanction Guidelines do not prescribe fixed sanctions for particular violations, and are intended to assist FINRA’s adjudicators—Hearing Panels and the NAC—in imposing appropriate sanctions consistently and fairly in disciplinary proceedings. FINRA’s Market Regulation and Enforcement Departments also consult the Sanction Guidelines in determining the appropriate level of sanctions to seek in settled and litigated cases. The NAC last updated the Sanction Guidelines in May 2015.

The revised Sanction Guidelines resulted from a periodic review by the NAC to ensure that the Sanction Guidelines reflect recent developments in the disciplinary process, comport with changes in FINRA’s rules and accurately reflect the levels of sanctions imposed in FINRA disciplinary proceedings. The revised Sanction Guidelines outlined in Regulatory Notice 17-13 are effective immediately and available on [FINRA’s website](#).

- [FINRA Regulatory Notice 17-13 \(April 2017\)](#): FINRA’s NAC Revises the Sanction Guidelines

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## **DUTIES AND CONFLICTS**

### **Conflicts of Interest**

#### **Conflicts of Interest**

FINRA published a Report on Conflicts of Interest on conflicts of interest in the broker-dealer industry to highlight effective conflicts management practices that may go beyond current regulatory requirements and identify potential problem areas. To help firms analyze the conflicts they face and implement a conflicts management framework appropriate to the size and scope of their business, the Report includes examples of how some large broker-dealer firms address conflicts. These practices—as well as those that are based on FINRA’s experience and analysis—can help firms of all sizes improve their conflicts management practices. Of course, there is no one-size-fits-all framework. Firms need to assess the approach that is most effective for their particular circumstances.



- [FINRA Report on Conflicts of Interest \(October 2013\)](#): FINRA published a Report on Conflicts of Interest in the broker-dealer industry to highlight effective conflicts management practices
- FINRA Topic Page: [Conflicts of Interest](#)

## **General**

### **Accounts At Other Broker-Dealers And Financial Institutions**

The SEC has approved FINRA's proposed rule change to adopt a new, consolidated rule governing accounts opened or established by associated persons at firms other than the firm at which they are employed. The new rule—FINRA Rule 3210 (Accounts At Other Broker-Dealers and Financial Institutions)—helps facilitate effective oversight of such accounts. Rule 3210 became effective on April 3, 2017.

- [FINRA Regulatory Notice 16-22 \(June 2016\)](#): SEC Approves Consolidated FINRA Rule 3210 (Accounts At Other Broker-Dealers and Financial Institutions)

### **Know-Your-Customer And Suitability Obligations**

FINRA Rule 2090 (Know Your Customer) requires a firm to use “reasonable diligence, in regard to the opening and maintenance of every account, to know (and retain) the essential facts concerning every customer.” FINRA Rule 2111 (Suitability) requires a firm or associated person to “have a reasonable basis to believe that a recommended transaction or investment strategy involving a security or securities is suitable for the customer, based on the information obtained through the reasonable diligence of the member or associated person to ascertain the customer’s investment profile.”

Additional information about the “know your customer” and suitability obligations—including Notices, Frequently Asked Questions, and a New Account Application Template—can be found on FINRA’s Suitability Web Page.

- [FINRA Topic Page: Suitability](#)

### **Senior Designations**

FINRA reminds firms of their supervisory obligations regarding the use of certifications and designations that imply expertise, certification, training or specialty in advising senior investors (senior designations). This Regulatory Notice 11-52 also outlines findings from a survey of firms and highlights sound practices used by firms with respect to senior designations. Firms are



encouraged to adopt the practices that are outlined in this Notice to strengthen their own supervisory procedures, as appropriate to their business.

- [FINRA Regulatory Notice 11-52 \(November 2011\)](#): FINRA Reminds Firms of Their Obligations Regarding the Supervision of Registered Persons Using Senior Designations
- [Professional Designations Database](#): Use this tool to decode the letters that sometimes follow a financial professional's name and see whether the issuing organization requires continuing education, takes complaints or has a way to confirm who holds the credential.

## **Supervision**

### **FINRA Supervision Topic Page**

This site highlights FINRA rules 3110, 3120, and 3130 on supervisory procedures. It also contains links to related notices, guidance, news, and investor education.

- [FINRA Topic Page: Supervision](#)

## **Political Contributions**

### **FINRA “Pay-To-Play” And Related Rules**

The SEC approved FINRA Rules 2030 (Engaging in Distribution and Solicitation Activities with Government Entities) and 4580 (Books and Records Requirements for Government Distribution and Solicitation Activities) to establish “pay-to-play” and related rules regulating the activities of member firms that engage in distribution or solicitation activities for compensation with government entities on behalf of investment advisers. The rules become effective on August 20, 2017.

- [FINRA Regulatory Notice 16-40 \(October 2016\)](#): SEC Approves FINRA “Pay-To-Play” and Related Rules

### **Political Contributions And Prohibitions On Municipal Securities Business**

The amendments to MSRB Rule G-37, on political contributions and prohibitions on municipal securities business, and related amendments to MSRB Rules G-8, on books and records, and G-9, on preservation of records, and Forms G-37 and G-37x became effective on August 17, 2016. Amended Rule G-37 extends the core standards under Rule G-37 to municipal advisors, their political contributions and the provision of municipal advisory business. The amendments are



specifically designed to address potential “pay-to-play” practices by municipal advisors consistently with the MSRB’s existing regulation of dealers.

- [MSRB Regulatory Notice 2016-06 \(February 17, 2016\)](#): Amendments to MSRB Rule G-37 on Political Contributions and Prohibitions on Municipal Securities Business and Related Amendments are Deemed Approved Under the Securities Exchange Act of 1934

Effective August 17, 2016, amendments to Rule G-37 extend the core standards under Rule G-37 to municipal advisors, their political contributions and the provision of municipal advisory business. The amendments are designed to address potential “pay-to-play” practices by municipal advisors consistently with the MSRB’s existing regulation of dealers.

- [MSRB Regulatory Notice 2016-18 \(August 4, 2016\)](#): MSRB Files Amendment to Rule G-37 to Clarify its Application to Contributions before August 17, 2016

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## **EQUITY**

### **Algorithmic Trading**

#### **Qualification And Registration Of Associated Persons Relating To Algorithmic Trading**

The SEC approved an amendment to NASD Rule 1032(f) that expands the scope of persons required to register as a Securities Trader. Specifically, beginning January 30, 2017, each associated person who is primarily responsible for the design, development or significant modification of an algorithmic trading strategy relating to equity, preferred or convertible debt securities, or who is responsible for the day-to-day supervision or direction of such activities, must pass the Series 57 exam and register as a Securities Trader.

- [FINRA Regulatory Notice 16-21 \(June 2016\)](#): SEC Approves Rule to Require Registration of Associated Persons Involved in the Design, Development or Significant Modification of Algorithmic Trading Strategies

### **FINRA Topic Page: Algorithmic Trading**

- [FINRA Topic Page: Algorithmic Trading](#)



## **Execution**

### **Best Execution Rule**

In light of the increasingly automated market for equity securities and standardized options, and recent advances in trading technology and communications in the fixed income markets, FINRA reiterates the best execution obligations that apply when firms receive, handle, route or execute customer orders in equities, options and fixed income securities. FINRA reminds firms of their obligations, as previously articulated by the SEC and FINRA, to regularly and rigorously examine execution quality likely to be obtained from the different markets trading a security.

- [FINRA Regulatory Notice 15-46 \(November 2015\)](#): Guidance on Best Execution Obligations in Equity, Options and Fixed Income Markets

## **General**

### **Equity Research**

The SEC approved the adoption of FINRA Rule 2241 (Research Analysts and Research Reports), a consolidated rule to address conflicts of interest relating to the publication and distribution of equity research reports. Provisions of Rule 2241 became effective on December 24, 2015.

- [FINRA Regulatory Notice 15-30 \(August 2015\)](#): SEC Approves Consolidated Rule to Address Conflicts of Interest Relating to the Publication and Distribution of Equity Research Reports

## **Supervision**

### **Equity Trading Initiatives: Supervision and Control Practices for Algorithmic Trading Strategies**

As algorithmic trading strategies, including high frequency trading strategies, have grown to compose a substantial portion of activity on U.S. securities markets, the potential for these strategies to adversely impact market and firm stability has likewise grown. Although a reasonable supervision and control program may not foresee every potential failure or prevent every undesirable consequence, in an effort to reduce the future occurrence of such potential issues, FINRA is providing guidance on effective supervision and control practices for member firms and market participants that use algorithmic strategies. These effective practices are focused on five general areas: General Risk Assessment and Response; Software/Code Development and



Implementation; Software Testing and System Validation; Trading Systems; and Compliance.

- [FINRA Regulatory Notice 15-09 \(March 2015\)](#): Guidance on Effective Supervision and Control Practices for Firms Engaging in Algorithmic Trading Strategies

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## **FINANCIAL RESPONSIBILITY RULES FOR BROKER-DEALERS**

### **General**

#### **SEC Financial Responsibility Rules**

The SEC staff communicates and issues oral and written interpretations to the financial responsibility and operational rules, which FINRA publishes on the [Interpretations of Financial and Operational Rules](#) page on the FINRA website. FINRA has published a number of Regulatory Notices announcing updates to the interpretations to reflect the addition, revision or rescission of specified interpretations, including among other things updates to reflect the effectiveness of the new rule amendments.

- [FINRA Regulatory Notice 15-25 \(June 2015\)](#): FINRA Announces Updates of the Interpretations of Financial and Operational Rules
- [FINRA Regulatory Notice 14-38 \(October 2014\)](#): FINRA Announces Updates of the Interpretations of Financial and Operational Rules
- [FINRA Regulatory Notice 14-25 \(June 2014\)](#): FINRA Announces Updates of the Interpretations of Financial and Operational Rules
- [FINRA Regulatory Notice 14-12 \(March 2014\)](#): FINRA Announces Updates of the Interpretations of Financial and Operational Rules
- [FINRA Regulatory Notice 14-06 \(February 2014\)](#): FINRA Announces Updates of the Interpretations of Financial and Operational Rules
- [FINRA Regulatory Notice 13-44 \(December 2013\)](#): FINRA Announces Updates of the Interpretations of Financial and Operational Rules

#### **Guidance On Liquidity Risk Management Practices**

Effective liquidity management is a critical control function at broker-dealers and across firms in the financial sector. Failure to manage liquidity has contributed to both individual firm failures and, when widespread, systemic crises. From an investor protection perspective, sound liquidity risk management practices enhance investor protection because they make it more likely that a firm's



customers continue to have prompt access to their assets, even in times of stress.

FINRA is providing guidance on effective practices that senior management and risk managers at firms should consider and implement. Regulatory Notice 15-33 is directed to firms that hold inventory positions or clear and carry customer transactions. Other types of broker-dealers may also find the Notice is of value to them when assessing their own liquidity risks.

- [FINRA Regulatory Notice 15-33 \(September 2015\)](#): Guidance on Liquidity Risk Management Practices

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## **INVESTMENT BANKING**

### **Funding Portals**

#### **FINRA Funding Portal Rules And Related Forms**

The SEC approved FINRA's proposed Funding Portal Rules and related forms for SEC-registered funding portals that become FINRA members pursuant to the crowdfunding provisions of Title III of the Jumpstart Our Business Startups (JOBS) Act and the SEC's Regulation Crowdfunding. FINRA's Funding Portal Rules became effective on January 29, 2016. Regulatory Notice 16-06 provides a brief overview of the new Funding Portal Rules and provides information for prospective funding portals that plan to apply for FINRA membership.

- [FINRA Regulatory Notice 16-06 \(January 2016\)](#): SEC Approval of FINRA Funding Portal Rules and Related Forms

**FINRA Topic Page: Funding Portals**

- [FINRA Topic Page: Funding Portals](#)

#### **Jumpstart Our Business Startups (JOBS) Act**

The SEC approved FINRA Rule 4518 (Notification to FINRA in Connection with the JOBS Act) as part of FINRA's proposal to establish the Funding Portal Rules and related forms. Regulatory Notice 16-07 provides further guidance on new Rule 4518, which applies to registered broker-dealer members of FINRA that contemplate acting as intermediaries in transactions involving the offer or sale of securities pursuant to the crowdfunding provisions of Title III of the JOBS Act and the SEC's Regulation Crowdfunding. Under Rule 4518, registered broker-dealer members must provide notification to FINRA in a manner specified in the rule



prior to engaging in such activities. FINRA Rule 4518 became effective on January 29, 2016.

- [FINRA Regulatory Notice 16-07 \(January 2016\)](#): SEC Approval of FINRA Rule 4518 (Notification to FINRA in Connection with the JOBS Act)

## **Private Placements**

### **Exemptions to Facilitate Intrastate And Regional Securities Offerings.**

The SEC adopted amendments to modernize Rule 147 under the Securities Act of 1933, which provides a safe harbor for compliance with the Section 3(a)(11) exemption from registration for intrastate securities offerings. The SEC also established a new intrastate offering exemption under the Securities Act, designated Rule 147A, which will be similar to amended Rule 147, but will have no restriction on offers and will allow issuers to be incorporated or organized outside of the state in which the intrastate offering is conducted provided certain conditions are met. The amendments to Rule 147 and new Rule 147A are designed to facilitate capital formation, including through offerings relying upon intrastate crowdfunding provisions under state securities laws, while maintaining appropriate investor protections and providing state securities regulators with the flexibility to add additional investor protections they deem appropriate for offerings within their state.

- [Exemptions To Facilitate Intrastate and Regional Securities Offerings, Release Nos. 33-10238; 33-79161 \(October 26, 2016\), 81 FR 83494 \(November 21, 2016\)](#)

### **Capital Acquisition Broker (CAB) Rules**

The SEC approved FINRA's rule set for firms that meet the definition of "capital acquisition broker" (CAB) and that elect to be governed under this rule set. CABs are firms that engage in a limited range of activities, essentially advising companies and private equity funds on capital raising and corporate restructuring, and acting as placement agents for sales of unregistered securities to institutional investors under limited conditions. Firms that elect to be governed under the CAB rule set are not permitted, among other things, to carry or maintain customer accounts, handle customers' funds or securities, accept customers' trading orders, or engage in proprietary trading or market-making.

The CAB rules became effective on April 14, 2017. In order to provide new CAB applicants with lead time to apply for FINRA membership and obtain the necessary qualifications and registrations, CAB Rules 101-125 became effective



on January 3, 2017. FINRA began accepting applications for firms that are not broker-dealers but wish to register as CABs, for existing member firms requesting to elect CAB status, and for CAB associated person registration and qualification, on January 3, 2017.

- [FINRA Regulatory Notice 16-37 \(October 2016\)](#): SEC Approves FINRA's Capital Acquisition Broker (CAB) Rules
- [FINRA Topic Page: Small Firms](#)

### **Contingency Offerings**

FINRA's review of securities offering documents has revealed instances in which broker-dealers have not complied with the contingency offering requirements of Rules 10b-9 and 15c2-4 under the Securities Exchange Act of 1934 (SEA). FINRA is publishing Regulatory Notice 16-08 to provide guidance regarding the requirements of SEA Rules 10b-9 and 15c2-4 and to remind broker-dealers of their responsibility to have procedures reasonably designed to achieve compliance with these rules.

- [FINRA Regulatory Notice 16-08 \(February 2016\)](#): Private Placements and Public Offerings Subject to a Contingency

### **Electronic Filing Depository**

The North American Securities Administrators Association (NASAA) developed the online Electronic Filing Depository (EFD) to enhance the efficiency of the regulatory filing process for certain exempt securities offerings. The EFD online system allow issuers to submit Form D for a Regulation D, Rule 506 offering to state securities regulators and pay related fees. The EFD website also enables the public to search and view free of charge Form D filings made with state securities regulators.

- EFD is available at <https://www.efdnasaa.org>

### **FINRA Topic Page**

- [FINRA Topic Page: Private Placements](#)



## **Public Offerings**

### **Contingency Offerings**

FINRA's review of securities offering documents has revealed instances in which broker-dealers have not complied with the contingency offering requirements of Rules 10b-9 and 15c2-4 under the Securities Exchange Act of 1934 (SEA). FINRA is publishing Regulatory Notice 16-08 to provide guidance regarding the requirements of SEA Rules 10b-9 and 15c2-4 and to remind broker-dealers of their responsibility to have procedures reasonably designed to achieve compliance with these rules.

- [FINRA Regulatory Notice 16-08 \(February 2016\)](#): Private Placements and Public Offerings Subject to a Contingency

### **Regulation A Offerings**

FINRA issued guidance regarding the FINRA filing requirements and review procedures that apply to firms that participate in Regulation A+ offerings. Specifically, FINRA's Corporate Financing Rules require firms that participate in Regulation A+ offerings to file with FINRA information specified in the rules. FINRA's Communications with the Public Rule and its Suitability Rule also apply to a firm's participation in these offerings. FINRA also reminds firms that communications with the public concerning a Regulation A+ offering of direct participation program securities must be filed with FINRA.

- [FINRA Regulatory Notice 15-32 \(September 2015\)](#): FINRA Filing Requirements and Review of Regulation A Offerings

## **FINRA Topic Page**

- [FINRA Topic Page: Public Offerings](#)

## **Supervision**

### **Accounts At Other Broker-Dealers And Financial Institutions**

The SEC has approved FINRA's proposed rule change to adopt a new, consolidated rule governing accounts opened or established by associated persons at firms other than the firm at which they are employed. The new rule—FINRA Rule 3210 (Accounts At Other Broker-Dealers and Financial Institutions)—helps facilitate effective oversight of such accounts. Rule 3210 became effective on April 3, 2017.



- [FINRA Regulatory Notice 16-22 \(June 2016\)](#): SEC Approves Consolidated FINRA Rule 3210 (Accounts At Other Broker-Dealers and Financial Institutions)

## **Insider Trading**

FINRA Rule 3110 (Supervision) includes a provision to help firms comply with their obligation under Section 15(g) of the Securities Exchange Act of 1934 to have policies and procedures in place reasonably designed to prevent potential insider trading. Rule 3110(d) requires that firms include in their supervisory procedures a process for reviewing securities transactions in certain types of accounts that is reasonably designed to identify trades that may violate insider trading prohibitions. When implementing these policies and procedures, firms may take a risk-based approach to monitoring transactions that takes into account their specific business models. Rule 3110 became effective on December 1, 2014.

- [FINRA Regulatory Notice 14-10 \(March 2014\)](#): SEC Approves New Supervision Rules
- [SEC Enforcement Actions: Insider Trading Cases](#)
- [SEC Staff Summary Report on Examinations of Information Barriers: Broker-Dealer Practices Under Section 15\(g\) of the Securities Exchange Act of 1934 \(September 27, 2012\)](#)
- [SEC Fast Answers: Insider Trading](#)

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## **MARGIN**

### **General**

#### **Covered Agency Transactions**

The SEC has approved FINRA's rule change amending FINRA Rule 4210 to establish margin requirements for Covered Agency Transactions. Covered Agency Transactions include (1) To Be Announced (TBA) transactions, inclusive of adjustable rate mortgage (ARM) transactions, (2) Specified Pool Transactions and (3) transactions in Collateralized Mortgage Obligations (CMOs), issued in conformity with a program of an agency or Government-Sponsored Enterprise (GSE), with forward settlement dates, as discussed more fully in Regulatory Notice 16-31. The rule change becomes effective in two phases: (1) the amendments relating to the risk limit determination requirements became effective on December 15, 2016; and (2) all other amendments pursuant to the rule change go into effect on December 15, 2017.



- [FINRA Regulatory Notice 16-31 \(August 2016\)](#): SEC Approves Amendments to FINRA Rule 4210 (Margin Requirements) to Establish Margin Requirements for Covered Agency Transactions

## **FINRA Topic Page**

- [FINRA Topic Page: Margin Accounts and Requirements](#)

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## **MUNICIPAL SECURITIES**

### **General**

#### **(NEW) Two-Day Settlement Cycle for Municipal Securities Transactions**

The MSRB announced September 5, 2017 as the effective date of amendments to MSRB Rules G-12, on uniform practice, and G-15, on confirmation, clearance, settlement and other uniform practice requirements with respect to transactions with customers, to define regular-way settlement for municipal securities transactions as occurring on a two-day settlement cycle (“T+2”). The SEC approved the MSRB’s proposal to make these rule amendments and other technical amendments on April 29, 2016. The migration to T+2 settlement is expected to provide significant benefits to the financial industry broadly, including the mitigation of counterparty risk, a decrease in margin requirements for members of the National Securities Clearing Corporation, a reduction in pro-cyclical margin and liquidity demands especially during periods of market volatility, and an increase in global settlement harmonization by aligning the U.S. markets with other major markets, such as the European Union.

- [MSRB Regulatory Notice 2017-07 \(March 28, 2017\)](#): MSRB Announces Date of Transition to a Two-Day Settlement Cycle for Municipal Securities Transactions

The MSRB received approval from the SEC on April 29, 2016 to amend MSRB Rules G-12, on uniform practice, and G-15 on confirmation, clearance, settlement and other uniform practice requirements with respect to transactions with customers, to define regular-way settlement for municipal securities transactions as occurring on a two-day settlement cycle (“T+2”) and technical conforming amendments.



- [MSRB Regulatory Notice 2016-15 \(May 2, 2016\)](#): MSRB to Amend Rules to Define Two-Day Settlement Cycle

### **(NEW) Designation Information Regarding Mandatory Participation In Business Continuity And Disaster Recovery Testing**

Regulation Systems Compliance and Integrity (Regulation SCI) was adopted by the SEC and requires the MSRB, as an SCI entity, to, among other things, require certain brokers, dealers, municipal securities dealers and municipal advisors registered with the MSRB (MSRB Registrants) to participate in the testing of the operation of the MSRB's business continuity and disaster recovery plans, at least once every 12 months. To facilitate this Regulation SCI requirement, the MSRB adopted Rule A-18, on mandatory participation in business continuity and disaster recovery testing, on November 2, 2015.

Under Rule A-18, the MSRB designates as Participants in the mandatory functional and performance testing of the operation of the MSRB's BC/DR Plans those MSRB Registrants whose submissions of data to the MSRB, taken as a whole, account for a meaningful percentage of the MSRB's data submission volume required to be provided by MSRB Registrants, measured during an established time period.

- [MSRB Regulatory Notice 2017-06 \(March 7, 2017\)](#): Designation Information Regarding Mandatory Participation in Business Continuity and Disaster Recovery Testing
- [MSRB Regulatory Notice 2016-04 \(January 2016\)](#): Designation Information Regarding Mandatory Participation in Business Continuity and Disaster Recovery Testing

### **Extension Of MSRB's Customer Complaint And Related Recordkeeping Rules To Municipal Advisors And The Modernization Of Those Rules**

On January 13, 2017, the MSRB received approval from the SEC of a proposed rule change consisting of: (i) amendments to MSRB Rule G-10, on delivery of investor brochure; Rule G-8, on books and records to be made by brokers, dealers, and municipal securities dealers and municipal advisors; and Rule G-9, on preservation of records; and (ii) an MSRB notice regarding electronic delivery and receipt of information by municipal advisors under Rule G-32, on disclosures in connection with primary offerings (amendments). The adoption of the amendments represents another milestone in the MSRB's development of a comprehensive regulatory framework for municipal advisors in the exercise of the



rulemaking granted to the MSRB by the Dodd-Frank Act. In addition, the adoption of the amendments furthers the MSRB's mandate to protect investors, municipal entities, obligated persons and the public interest by modernizing the MSRB's customer complaint and related recordkeeping rules. The amendments will become effective on October 13, 2017.

- [MSRB Regulatory Notice 2017-03 \(January 18, 2017\)](#): SEC Approves Extension of MSRB's Customer Complaint and Related Recordkeeping Rules to Municipal Advisors and the Modernization of Those Rules

### **New Disclosure Requirements Under MSRB Rule G-15 And Prevailing Market Price Guidance Pursuant To Rule G-30**

On November 17, 2016, the MSRB received approval from the SEC for a proposed rule change to MSRB Rule G-15 on confirmation, clearance, settlement and other uniform practice requirements with respect to customer transactions, and Rule G-30, on prices and commissions, to require brokers, dealers and municipal securities dealers (collectively, dealers) to disclose mark-ups and mark-downs (collectively, mark-ups unless the context requires otherwise) to retail customers on certain principal transactions and to provide dealers guidance on prevailing market price for the purpose of determining mark-ups and other Rule G-30 determinations. The MSRB believes requiring dealers to disclose their mark-ups on retail customer confirmations would provide meaningful and useful pricing information to retail investors and may result in lower transaction costs for such investors. The MSRB also believes that additional guidance on establishing the prevailing market price and determining markups would promote consistent compliance by dealers with their existing fair pricing obligations under MSRB rules and would support effective compliance with amendments to Rule G-15. The new disclosure requirements and prevailing market price guidance will become effective on May 14, 2018.

- [MSRB Regulatory Notice 2016-28 \(November 29, 2016\)](#): New Disclosure Requirements Under MSRB Rule G-15 and Prevailing Market Price Guidance Pursuant to Rule G-30 Effective May 14, 2018

### **Interpretive Notice Regarding Rule G-47, On Time Of Trade Disclosure**

MSRB Rule G-47, on time of trade disclosure, requires brokers, dealers and municipal securities dealers (collectively, "dealers") to disclose to their customers, at or prior to the time of trade, all material information known about the transaction, as well as material information about the municipal security that is reasonably accessible to the market. The MSRB has previously provided interpretive guidance, now codified in supplementary material to Rule G-47, on



specific types of information that is material where specific scenarios occur and requires time of trade disclosure. Rule G-47, however, emphasizes that this list of specific disclosures is not exhaustive, and that other information may be material to a customer and required to be disclosed. The MSRB published Regulatory Notice 2016-27 to state its interpretation that the fact that a municipal security bears market discount is material information that must be disclosed to a customer under MSRB Rule G-47.

- [MSRB Regulatory Notice 2016-27 \(November 22, 2016\)](#): Interpretive Notice Regarding Rule G-47, On Time Of Trade Disclosure

### **Political Contributions And Prohibitions On Municipal Securities Business**

The amendments to MSRB Rule G-37, on political contributions and prohibitions on municipal securities business, and related amendments to MSRB Rules G-8, on books and records, and G-9, on preservation of records, and Forms G-37 and G-37x became effective on August 17, 2016. Amended Rule G-37 extends the core standards under Rule G-37 to municipal advisors, their political contributions and the provision of municipal advisory business. The amendments are specifically designed to address potential “pay-to-play” practices by municipal advisors consistently with the MSRB’s existing regulation of dealers.

- [MSRB Regulatory Notice 2016-06 \(February 17, 2016\)](#): Amendments to MSRB Rule G-37 on Political Contributions and Prohibitions on Municipal Securities Business and Related Amendments are Deemed Approved Under the Securities Exchange Act of 1934

Effective August 17, 2016, the amendments to Rule G-37 extend the core standards under Rule G-37 to municipal advisors, their political contributions and the provision of municipal advisory business. The amendments are designed to address potential “pay-to-play” practices by municipal advisors consistently with the MSRB’s existing regulation of dealers.

- [MSRB Regulatory Notice 2016-18 \(August 4, 2016\)](#): MSRB Files Amendment to Rule G-37 to Clarify its Application to Contributions before August 17, 2016

### **Direct Purchases And Bank Loans As Alternatives To Public Financing In The Municipal Securities Market**

FINRA and the MSRB are providing guidance to remind firms of their obligations in connection with privately placing municipal securities directly with a single purchaser and of the use of bank loans in the municipal securities market.



- [MSRB Regulatory Notice 2016-12 \(April 4, 2016\)](#): Direct Purchases and Bank Loans as Alternatives to Public Financing in the Municipal Securities Market
- [FINRA Regulatory Notice 16-10 \(April 2016\)](#): Direct Purchases and Bank Loans as Alternatives to Public Financing in the Municipal Securities Market

### **Best Execution Rule**

In light of the increasingly automated market for equity securities and standardized options, and recent advances in trading technology and communications in the fixed income markets, FINRA reiterates the best execution obligations that apply when firms receive, handle, route or execute customer orders in equities, options and fixed income securities. FINRA reminds firms of their obligations, as previously articulated by the SEC and FINRA, to regularly and rigorously examine execution quality likely to be obtained from the different markets trading a security.

- [FINRA Regulatory Notice 15-46 \(November 2015\)](#): Guidance on Best Execution Obligations in Equity, Options and Fixed Income Markets

The MSRB published the implementation guidance, which provides answers to frequently asked questions about the best-execution rule and the SMMP exemption. Accordingly, the effective date for Rule G-18 and the related amendments was March 21, 2016.

- [MSRB Regulatory Notice 2015-23 \(November 20, 2015\)](#): MSRB Provides Implementation Guidance on MSRB Rule G-18, on Best Execution
- [Implementation Guidance on MSRB Rule G-18, on Best Execution \(November 20, 2015\)](#)

### **Guidance Relating To Firm Short Positions And Fails-To-Receive In Municipal Securities**

FINRA issued guidance to remind firms engaging in municipal securities transactions that their written supervisory procedures should identify the process for detecting, resolving and preventing the consequences of firm short positions and fails-to-receive in municipal securities, as well as the controls for ensuring that communications with customers regarding municipal securities transactions, including the tax status of interest payments, are not false or misleading. FINRA examinations have found that, as a result of trading errors and inadequate firm controls, some customers who purchased tax-exempt municipal securities have been paid substitute interest, which is not tax-exempt under the Internal Revenue Code.



- [FINRA Regulatory Notice 15-27 \(July 2015\)](#): Guidance Relating to Firm Short Positions and Fails-to-Receive in Municipal Securities

## **Registration**

### **(New) Application of MSRB Rules to Solicitor Municipal Advisors**

In MSRB Regulatory Notice 2017-08, the MSRB: (i) summarizes several of the most important MSRB rules applicable to municipal advisors that undertake the solicitation of a municipal entity or obligated person and includes references to various provisions of the Securities Exchange Act of 1934 (the “Exchange Act”) and Exchange Act rules adopted by the SEC that are applicable to the registration of such municipal advisors with the SEC; (ii) sets forth an exhaustive list of all the general MSRB rules applicable to such municipal advisors as well as the key administrative and definitional MSRB rules applicable to them; and (iii) refers to various MSRB and/or SEC resources for additional information on the content summarized herein and, more generally, to select additional resources that may be of interest to all municipal advisors. Because much of the content of this Notice applies to municipal advisors generally, this guidance may be useful to non-solicitor municipal advisors as well.

- [MSRB Regulatory Notice 2017-08 \(May 4, 2017\)](#): Application of MSRB Rules to Solicitor Municipal Advisors

### **Municipal Advisor Representative Qualification Examination (Series 50)**

The MSRB will make available the permanent Municipal Advisor Representative Qualification Examination (Series 50) test beginning September 12, 2016. As provided for under MSRB Rule G-3, municipal advisor representatives are required to take and pass the Series 50 in order to engage in municipal advisory activities. To facilitate the transition to the new exam requirement, the MSRB is providing a one year grace period, ending on September 12, 2017, during which individuals will be able to take the exam while continuing to engage in municipal advisory activities. The score required to pass the Series 50 Exam is 71 percent.

- [MSRB Regulatory Notice 2016-16 \(May 31, 2016\)](#): MSRB to Launch Permanent Series 50 Exam September 12, 2016

Periodic reviews of the content of the MSRB’s qualification examinations are required to determine whether revisions are necessary or appropriate in view of changes to the laws, rules and regulations pertaining to the subject matter of the qualification examination. The content outline for the Series 50 has been amended to reflect changes to the laws, rules and regulations covered by the



examination and, among other things, incorporate the functions and associated tasks performed by a municipal advisor representative.

- [MSRB Regulatory Notice 2016-17 \(June 15, 2016\)](#): MSRB Revises Content Outline for the Municipal Advisor Qualification Examination

### **MSRB Rule G-3 Regarding Continuing Education**

Effective January 1, 2015, MSRB Rule G-3, on professional qualification requirements, requires certain persons registered with brokers, dealers and municipal securities dealers (collectively, dealers) to participate in annual firm training on municipal securities matters. Dealers must complete the training by December 31, 2015, and each year thereafter.

The rule amendments provide greater specificity regarding the MSRB's Firm Element continuing education requirements by requiring dealers to conduct annual municipal securities training for registered persons who regularly engage in or supervise municipal securities activities. The rule specifically requires dealers to train certain individuals annually on municipal securities issues. Dealers have the flexibility to determine which of their registered representatives regularly engage in, and which of their registered principals regularly supervise, municipal securities activities. The methodology for determining who should be trained must be documented in the annual written training plan, so it may be reviewed by the appropriate examining authority.

- [MSRB Regulatory Notice 2014-17 \(October 17, 2014\)](#): SEC Approves Amendments to MSRB Rule G-3 regarding Continuing Education

### **MSRB Registration**

MSRB registrants, including broker-dealers and municipal advisors, are reminded that revised MSRB Rule A-12 was implemented in May 2014 as a single registration rule, combining certain requirements of former Rules A-12, A-15, and G-40 as well as existing Rule G-14, and establishing new Form A-12. Firms are required to provide information for several new contact persons in addition to a primary regulatory contact (i.e., master account administrator, billing contact, compliance contact and primary data quality contact) on Form A-12. Firms are reminded that, similar to FINRA Rule 4517, MSRB Rule A-12 requires MSRB registrants to review, update and affirm the information on Form A-12 during the first 17 business days of each calendar year. Rule A-12 also imposes a late fee on regulated entities that fail to pay MSRB assessments (such as annual registration fees, underwriting and other fees required by Rule A-13) in a timely manner.



- [MSRB Regulatory Notice 2014-05 \(February 27, 2014\)](#): SEC Approves New Consolidated Registration Rule and Registration Form for Dealers and Municipal Advisors
- [FAQs on MSRB Registration: Rule A-12 \(August 2014\)](#)

## **Reporting**

### **MSRB Rule G-14 And Real-Time Transaction Reporting System**

The MSRB amended MSRB Rule G-14 effective July 18, 2016. Rule G-14 requires brokers, dealers and municipal securities dealers to report all executed transactions in most municipal securities to the MSRB's Real-Time Transaction Reporting System (RTRS) within 15 minutes of the time of trade, with limited exceptions. RTRS serves the dual objectives of price transparency and market surveillance. The MSRB makes transaction data for transparency purposes available to the general public through the Electronic Municipal Market Access (EMMA<sup>®</sup>) website at no cost, and disseminates such data through paid subscription services to market data vendors, institutional market participants and others that subscribe to the data feed.

- [MSRB Regulatory Notice 2016-19 \(August 9, 2016\)](#): MSRB Provides Guidance on MSRB Rule G-14, on Reports of Sales or Purchases of Municipal Securities
- [MSRB Regulatory Notice 2016-09 \(March 2, 2016\)](#): MSRB Revises Effective Date for Amendments to MSRB Rule G-14, on Transaction Reporting
- [MSRB Regulatory Notice 2015-07 \(May 26, 2015\)](#): SEC Approves Amendments to MSRB Rule G-14 and Real-Time Transaction Reporting System

### **Bank Loan Disclosure Advisory**

In January 2015, the MSRB published a market advisory to alert municipal market participants of the importance of voluntary disclosure of bank loans. The MSRB stated that as part of its charge to promote a fair and efficient municipal securities market, it is aware that the use of bank loans and direct-purchase debt as financing alternatives to public offerings in the municipal securities market for funding capital improvement projects or refunding outstanding bonds is increasing. The MSRB is concerned that a bank loan could impair the rights of existing bondholders, including its impact on the seniority status of existing bondholders, or its impact on the credit or liquidity profile of an issuer. The MSRB believes that informing the market of the incurrence of a bank loan and its terms is beneficial to the continued fairness and efficiency of the municipal securities market.



The MSRB previously issued Notices 2011-37 and 2011-52 regarding bank loans which discussed, among other things, that certain financings that are called “bank loans” may, in fact, be municipal securities.

- [MSRB Regulatory Notice 2015-03 \(January 29, 2015\)](#): Bank Loan Disclosure Market Advisory
- [MSRB Notice 2011-37 \(August 3, 2011\)](#): Financial Advisors, Private Placements, and Bank Loans
- [MSRB Notice 2011-52 \(September 12, 2011\)](#): Potential Applicability of MSRB Rules to Certain “Direct Purchases” and “Bank Loans”

## **Supervision**

### **MSRB Revises Content Outline For The General Securities Sales Supervisor Qualification Examination**

The revisions to the content outline for the General Securities Sales Supervisor Qualification Examination (Series 9/10) were implemented on March 7, 2016. The content outline for the Series 9/10 was amended to reflect changes to the laws, rules and regulations covered by the examination and, among other things, incorporate the functions and associated tasks performed by a Municipal Securities Sales Principal.

- [MSRB Regulatory Notice 2016-05 \(January 28, 2016\)](#): MSRB Revises Content Outline for the General Securities Sales Supervisor Qualifications Examination

### **MSRB Rule G-44 On Supervisory And Compliance Obligations Of Municipal Advisors, And Amendments To MSRB Rules G-8 And G-9**

The SEC approved the first dedicated rule for municipal advisors, MSRB Rule G-44, on supervisory and compliance obligations of municipal advisors, and related amendments to MSRB Rule G-8, on books and records to be made by brokers, dealers and municipal securities dealers, and MSRB Rule G-9, on preservation of records. The rule amendments became effective on April 23, 2015, except for Rule G-44(d), which became effective on April 23, 2016.

- [MSRB Regulatory Notice 2014-19 \(October 24, 2014\)](#): SEC Approves MSRB Rule G-44 on Supervisory and Compliance Obligations of Municipal Advisors, and Amendments to MSRB Rules G-8 and G-9

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## **MUTUAL FUNDS**

### **Suitability**

#### **FINRA Topic Page**

- [FINRA Topic Page: Mutual Funds](#)

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## **OPTIONS**

### **General**

#### **Submission Of Subordination Agreements**

In accordance with Appendix D of the Securities Exchange Act of 1934 (“SEA”) Rule 15c3-1, every broker or dealer registered pursuant to SEA Section 15 that enters into a proposed subordination agreement or secured demand note agreement must file such agreements with the firm’s designated examining authority (“DEA”) for review and approval, unless otherwise exempt. Effective April 1, 2016, Trading Permit Holders for whom CBOE or C2 Options Exchange is the Designated Examining Authority (“DEA”) will be required to electronically submit requests for approval of proposed subordination loan agreements and secured demand note agreements, including any renewals or amendments of existing agreements, to CBOE or C2 via the FINRA Firm Gateway platform. This submission method will replace the current submission of subordination agreement approval requests (which is via hardcopy or email to DMFRNotification@cboe.com). CBOE and C2 will no longer accept requests filed in hardcopy or email.

- [CBOE Regulatory Circular RG16-063/C2 Regulatory Circular RG16-017 \(March 29, 2016\)](#): Submission of Subordination Agreements

#### **Exchange Liability**

CBOE and C2 submitted rule filings to amend CBOE and C2 rules governing Exchange liability and payments to Trading Permit Holders (TPHs) in connection with certain types of losses that TPHs may allege arose out of business conducted on or through the Exchange or in connection with the use of the Exchange’s facilities.



Among other things, CBOE Rule 6.7 (Exchange Liability Disclaimers and Limitations) and C2 Rule 6.42 (Disclaimers and Limitations) have been amended to establish: (i) a minimum threshold amount for all compensation requests and (ii) notification and submission deadlines for compensation requests. The proposed changes became effective on July 1, 2015.

- [CBOE Regulatory Circular RG15-096/C2 Regulatory Circular RG15-027 \(June 30, 2015\)](#): Exchange Liability

### **Tied To Stock Order Marking And Reporting Requirements**

The SEC approved the adoption of CBOE Rules 6.53(y), 6.77(e) and 15.2A that require each TPH to, on the business day following order execution date, report to the CBOE certain information regarding the executed stock or convertible security legs of Qualified Contingent Cross orders, stock-options orders and other Tied to Stock Orders that the TPH executed on CBOE that trading day.

CBOE Regulatory Circular RG15-056 previously announced the implementation date for the tied to stock marking requirement as July 1, 2015 (see also SR-CBOE-2015-004). That circular also announced the postponement of the reporting requirement for tied to stock orders under CBOE Rule 15.2A. CBOE Regulatory Circular RG15-093 (i) confirms the July 1, 2015 implementation date of the tied to stock marking requirement only with respect to orders sent to CBOE for non-electronic processing (i.e., orders received and systematized by floor brokers handling orders on the CBOE trading floor), (ii) delays for six to 18 months the implementation date of the tied to stock marking requirement with respect to all other orders (i.e., orders submitted to the Exchange for electronic processing), and (iii) confirms that the implementation date for the reporting requirement has been delayed 12 to 18 months (except for Qualified Contingent Cross orders).

- [CBOE Regulatory Circular RG15-093 \(June 19, 2015\)](#): Updates to CBOE Rules 6.53(y) and 15.2A and TPH Information Session (This circular updates RG15-056)
- [CBOE Regulatory Circular RG15-056 \(April 7, 2015\)](#): Tied to Stock Orders New Implementation Date for Order Marking Requirement Proposed Postponement of the Implementation of Reporting Requirement (This circular updates RG15-018)
- [CBOE Regulatory Circular RG15-018 \(February 11, 2015\)](#): Delayed Implementation of Tied to Stock Order Marking and Reporting Requirements
- [CBOE Regulatory Circular RG14-171 \(December 10, 2014\)](#): Implementation Date for the Tied to Stock Order Marking and Reporting Requirements



## **Supervision**

### **CBOE Rule 6.79 – Floor Broker Practices**

Effective May 30, 2015, new CBOE Rule 6.79 replaces CBOE Regulatory Circular RG95-49 (Floor Brokerage Practices). CBOE Rule 6.79 sets forth requirements for floor brokers related to the liquidation or reduction of error account positions, erroneously executed orders, lost or misplaced market orders, legging multi-part orders, print-throughs, stopping orders, and documentation of errors and record keeping requirements. Regulatory Circular RG15-088 highlights particular provisions of CBOE Rule 6.79. Please see CBOE Rule 6.79 and SR-CBOE-2015-030 for a complete description of the requirements of CBOE Rule 6.79.

If moving a client's position into the floor broker's error account requires the broker to make a change in Continuous Trade Match (CTM) to the series; quantity; buy or sell; premium price; or the origin code from "C" to any other origin code, the floor broker must follow the procedures set forth in CBOE Rule 6.67 (CBOE Trade Match System) and CBOE Regulatory Circular RG15-072 (Procedures Related to Rule 6.67).

- [CBOE Regulatory Circular RG15-088 \(May 29, 2015\)](#): New Rule 6.79 – Floor Broker Practices

### **Trade Nullification And Adjustment Of Options Transactions Including Obvious Errors**

Effective May 8, 2015, CBOE Rule 6.25 was replaced in its entirety by revised Rule 6.25 (See SR-CBOE-2015-039). RG15-074 highlights particular provisions of revised Rule 6.25. Please see revised CBOE Rule 6.25 and SR-CBOE-2015-039 for a complete description of the requirements of Rule 6.25 (Nullification and Adjustment of Options Transactions including Obvious Errors).

Unless otherwise directed by the CBOE Help Desk, TPHs should not update a trade record in the CTM system pursuant to CBOE Rule 6.25. TPHs directed by the help desk to change a trade record in CTM pursuant to CBOE Rule 6.25 do not need to follow the procedures set forth in CBOE Rule 6.67 or CBOE Regulatory Circular RG15-072. TPHs have the option to use the [CBOE Change Notification Form](#) to notify CBOE of a mutually agreed nullification or price adjustment.

- [CBOE Regulatory Circular RG15-074 \(May 6, 2015\)](#): Rule 6.25 - Nullification and Adjustment of Options Transactions Including Obvious Errors (Effective May 8, 2015, this circular replaced CBOE Regulatory Circular RG14-141)



## **Trading**

### **(New) Modified HOSS Opening Procedures and Special Opening Quotation and Settlement Methodology for Volatility Index Option Contracts**

CBOE is reissuing this circular in connection with a change to the strategy order cut-off time being made CBOE. The strategy order cut-off time changed from 8:15 a.m. to 8:20 a.m. (Chicago time) on February 8, 2017. This change will apply to all expirations for all volatility index derivatives going forward. This change is reflected in the reissued circular. In addition, other changes have been made throughout this circular.

- [CBOE Regulatory Circular RG17-019 \(February 6, 2017\)](#): Modified HOSS Opening Procedures and Special Opening Quotation and Settlement Methodology for Volatility Index Options Contracts

### **(New) Change to Strategy Order Cut-Off Time from 8:15 a.m. (CT) to 8:20 a.m. (CT) EFFECTIVE for February 8, 2017 Weekly VIX Derivatives Expiration EFFECTIVE for February 15, 2017 Standard VIX and RVX Derivatives Expiration**

CBOE changed the strategy order cut-off time for all CBOE option series used to calculate the settlement values for volatility index derivatives on their expiration dates. Per CBOE Rule 6.2B.01, CBOE changed the strategy order cut off time from 8:15 a.m. (Chicago time) to 8:20 a.m. (Chicago time). This change went into effect for the Wednesday, February 8, 2017 weekly VIX derivatives expiration and went into effect for the February 15, 2017 standard VIX and RVX derivatives expiration. This change will also apply to all expirations for volatility index derivatives going forward. A strategy order is an order related to positions in, or a trading strategy involving, volatility index options or futures.

- [CBOE Regulatory Circular RG17-006 \(January 19, 2017\)](#): Change to Strategy Order Cut-Off Time from 8:15 a.m. (CT) to 8:20 a.m. (CT) EFFECTIVE for February 8, 2017 Weekly VIX Derivatives Expiration EFFECTIVE for February 15, 2017 Standard VIX and RVX Derivatives Expiration

### **Extended Trading Hours Session Pre-Open Order Entry Time Extension**

The CBOE announced that beginning July 28, 2015, pre-open order entry availability for the Extended Trading Hours (ETH) session would begin at 4 p.m. on the previous trading day for Tuesday through Friday ETH sessions. The trading hours for the ETH session were not affected by this change.



- [CBOE Regulatory Circular RG15-103 \(July 13, 2015\)](#): Extended Trading Hours (ETH) Session Pre-Open Order Entry Time Extension

### **Amended Order Ticket Requirements For Complex Orders With More Than 12 Legs**

CBOE Rule 6.53.02 requires a complex order of 12 legs or less (one leg of which may be for an underlying security or security future, as applicable) to be entered on a single order ticket at time of systemization. CBOE Rule 24.20.01 similarly requires that an SPX Combo Order of 12 legs or less to be entered on a single order ticket at time of systemization. In accordance with CBOE Rules 6.53.02 and 24.20.01, CBOE has determined that it will permit complex orders and SPX Combo Orders of more than 12 legs to be split across multiple order tickets provided that the TPH representing the order:

- Includes 12 legs on one of the order tickets (e.g., a 13-leg order cannot have 7 legs on one ticket and 6 legs on another ticket; rather, one ticket must have 12 legs and the other ticket must have 1 leg); and
- Identifies for CBOE the order tickets that are part of the same complex order in the following form and manner: TPHs must identify for CBOE each related order ticket by completing the 12+ Leg Order Submission Form (located at <https://www.cboe.org/members/GeneralInfo/>) and emailing it to [12legs@cboe.com](mailto:12legs@cboe.com) by 12:00 pm Central Time on the next trading day following order entry.

As previously announced, mandatory compliance with the aforementioned order ticket and submission form requirements went into effect beginning for trade date June 1, 2015.

- [CBOE Regulatory Circular RG15-092 \(June 17, 2015\)](#): Amended Order Ticket Requirements for Complex Orders with More than 12 Legs (This circular updates CBOE Regulatory Circular RG15-067)

### **Prearranged Trades**

CBOE restates its policy concerning prearranged trading. TPHs are cautioned that any purchase or sale, transaction or series of transactions, coupled with an agreement, arrangement or understanding, directly or indirectly to reverse such transaction, which is not done for a legitimate economic purpose or without subjecting the transactions to market risk, violates CBOE rules and may be inconsistent with various provisions of the SEA and rules thereunder. All



transactions must be effected in accordance with applicable trading rules, subject to risk of the market, and reported for dissemination.

- [CBOE Regulatory Circular RG15-111 \(August 4, 2015\)](#): Prearranged Trades

### **Transactions Below \$1 Per Option Contract**

The SEC issued a notice of filing and immediate effectiveness of a rule change by CBOE to extend a pilot procedure in CBOE Rule 6.54 (Accommodation Liquidations (Cabinet Trades)) that allows transactions to take place in open outcry at a price of at least \$0 but less than \$1 per contract through January 5, 2017.

- [Self-Regulatory Organizations; Chicago Board Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Rule 6.54](#)

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## **REGISTRATION AND DISCLOSURE**

### **Background Checks**

#### **Background Checks On Registration Applicants**

The SEC approved FINRA Rule 3110(e) (Responsibility of Member to Investigate Applicants for Registration) to replace NASD Rule 3010(e) (Qualifications Investigated) relating to background checks on registration. Rule 3110(e) is based in part on substantially similar provisions in NASD Rule 3010(e) and Incorporated NYSE Rule 345.11 (Investigation and Records), and includes new provisions relating to the verification of information in the Form U4 (Uniform Application for Securities Industry Registration or Transfer). The SEC also approved Rule 3110.15 (Temporary Program to Address Underreported Form U4 Information), which establishes a temporary program that will issue a refund to members of Late Disclosure Fees assessed for the late filing of responses to Form U4 Question 14M, subject to specified conditions. Rule 3110(e) became effective on July 1, 2015. Rule 3110.15 became retroactively effective on April 24, 2014, and automatically sunset on December 1, 2015.

- [FINRA Regulatory Notice 15-05 \(March 2015\)](#): SEC Approves Consolidated FINRA Rule Regarding Background Checks on Registration Applicants



## **BrokerCheck / CRD**

### **Member Websites Must Include A Readily Apparent Reference And Hyperlink To BrokerCheck**

The SEC approved amendments to FINRA Rule 2210 (Communications with the Public) to require each of a member firm's websites to include a readily apparent reference and hyperlink to BrokerCheck on (1) the initial Web page that the firm intends to be viewed by retail investors, and (2) any other Web page that includes a professional profile of one or more registered persons who conduct business with retail investors. The rule amendments became effective June 6, 2016.

- [FINRA Regulatory Notice 15-50 \(December 2015\)](#): SEC Approves Rule Requiring Members' Websites to Include a Readily apparent Reference and Hyperlink to BrokerCheck

### **Changes To Reduce The Waiting Period For The Release Of Information Reported On Form U5**

The SEC approved a change to FINRA Rule 8312 (FINRA BrokerCheck Disclosure) to reduce the waiting period from 15 days to three business days for the release of certain information reported on the Form U5 (Uniform Termination Notice for Securities Industry Registration) through BrokerCheck. The effective date was December 12, 2015.

- [FINRA Regulatory Notice 15-49 \(December 2015\)](#): SEC Approves Changes to Reduce the Waiting Period for the Release of Information Reported on Form U5 through BrokerCheck

### **BrokerCheck Disclosure**

The SEC approved two rule changes related to FINRA Rule 8312 (FINRA BrokerCheck Disclosure). First, the SEC approved amendments to permanently make publicly available in BrokerCheck information about former associated persons of a FINRA member firm who were registered on or after August 16, 1999, and who have been the subject of an investment-related civil action brought by a state or foreign financial regulatory authority that was dismissed pursuant to a settlement agreement. Second, the SEC approved amendments to include in BrokerCheck information about member firms and their associated persons of any registered national securities exchange that uses the CRD for registration purposes. Both rule changes became effective on June 23, 2014.



- [FINRA Regulatory Notice 14-08 \(February 2014\)](#): SEC Approves Changes to Expand the Categories of Civil Judicial Disclosure Permanently Included in BrokerCheck and to Include in BrokerCheck Information About Member Firms and Their Associated Persons of Any Registered National Securities Exchange That Uses the CRD System for Registration Purposes

### **Expungement Of Information From CRD**

FINRA Rules 12805 and 13805, which cover the expungement of customer dispute information under FINRA Rule 2080 (Obtaining an Order of Expungement of Customer Dispute Information from the CRD System), establish procedures that arbitrators must follow before recommending expungement of information related to arbitration cases from a broker's CRD record. The procedures are intended to ensure that arbitrators recommend expungement only when they find and document one of the narrow grounds specified in FINRA Rule 2080. In October 2013, FINRA published expanded expungement guidance to arbitrators and parties as a reminder of the criteria for recommending expungement of customer dispute information. The guidance provides arbitrators with best practice tools to use, in addition to the requirements outlined in FINRA Rules 12805, 13805, 2080 and 2081, when considering expungement requests. FINRA periodically updates this guidance, which was recently updated in 2015.

- [Notice to Arbitrators and Parties on Expanded Expungement Guidance \(Updated September 2015\)](#)

### **Prohibited Conditions Relating To Expungement Of Customer Dispute Information**

The SEC approved FINRA Rule 2081 (Prohibited Conditions Relating to Expungement of Customer Dispute Information) to prohibit member firms and associated persons from conditioning or seeking to condition settlement of a dispute with a customer on, or to otherwise compensate the customer for, the customer's agreement to consent to, or not to oppose, the firm's or associated person's request to expunge such customer dispute information from the Central Registration Depository (CRD®). The rule became effective on July 30, 2014.

- [FINRA Regulatory Notice 14-31 \(July 2014\)](#): SEC Approves FINRA Rule 2081 Regarding Prohibited Conditions Relating to Expungement of Customer Dispute Information



## **General**

### **Web Delivery Of The Continuing Education Regulatory Element Program**

The SEC approved amendments to FINRA rules to provide a Web-based delivery method for completing the Regulatory Element of the Continuing Education (CE) requirements, and to establish the fee for it. The amendments became effective on October 1, 2015.

- [FINRA Regulatory Notice 15-28 \(August 2015\)](#): SEC Approves Amendments Relating to Web-based Delivery of the Regulatory Element

As announced in Regulatory Notice 15-28, as part of the transition to CE Online, FINRA is phasing out test center delivery of the Regulatory Element of Continuing Education (CE). This change became effective on July 1, 2016. As of that date, the option to complete the Regulatory Element at a Pearson VUE or a Prometric testing center will no longer be available, and participants with an open Regulatory Element window must complete their session using the FINRA CE Online System® with the exception of participants who, pursuant to the Americans with Disabilities Act (ADA), may need accommodations in completing their CE session due to a disability.

- [FINRA Information Notice – 5/16/16 \(May 16, 2016\)](#): Elimination of Continuing Education Delivery at Testing Centers

## **Qualifications Exams**

### **Qualification And Registration Of Associated Persons Relating To Algorithmic Trading**

The SEC approved an amendment to NASD Rule 1032(f) that expands the scope of persons required to register as a Securities Trader. Specifically, beginning January 30, 2017, each associated person who is primarily responsible for the design, development or significant modification of an algorithmic trading strategy relating to equity, preferred or convertible debt securities, or who is responsible for the day-to-day supervision or direction of such activities, must pass the Series 57 exam and register as a Securities Trader.

- [FINRA Regulatory Notice 16-21 \(June 2016\)](#): SEC Approves Rule to Require Registration of Associated Persons Involved in the Design, Development or Significant Modification of Algorithmic Trading Strategies.



## **Securities Trader Registration And Qualification Examination**

The SEC recently approved FINRA's proposal to establish a registration category and qualification examination requirement for Securities Traders and Securities Trader Principals. Regulatory Notice 15-45 provides firms with information regarding the Securities Trader registration category and qualification examination (Series 57), Securities Trader Principal registration category, Series 57 examination fee and implementation of the new registration categories. In addition, the Notice provides firms with information regarding the Regulatory Element Continuing Education (CE) Program for Securities Traders. Candidates for the Series 57 examination will be able to schedule and take the examination beginning on January 4, 2016.

- [FINRA Regulatory Notice 15-45 \(November 2015\)](#): FINRA Announces Approval of and Implementation Date for Securities Trader and Securities Trader Principal Registration Categories and Related Qualification Examination, Fee and Continuing Education Requirements
- [Series 57 Test Outline](#)

## **FINRA Revises Examination Programs**

FINRA periodically reviews the content of qualification examinations to determine whether revisions are necessary or appropriate in view of changes—including changes to the laws, rules and regulations—pertaining to the subject matter covered by the examinations.

Based on this review process, FINRA has revised the Registered Options Principal (Series 4) examination program. The changes are reflected in the Series 4 content outline on FINRA's website and will appear in Series 4 examinations administered on or after September 28, 2015.

- [FINRA Regulatory Notice 15-29 \(August 2015\)](#): FINRA Revises the Series 4 Examination Program

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## **REPORTING**

### **(New) Consolidated Audit Trail (CAT)**

SEC Rule 613 requires FINRA and the national securities exchanges to jointly submit a National Market System (NMS) plan detailing how they would develop, implement and maintain a consolidated audit trail that collects and accurately identifies every order, cancellation, modification and trade execution for all exchange-listed equities and options across all U.S. markets. FINRA is working



with the exchanges to develop an NMS plan that meets the requirements of Rule 613.

- [FINRA Rule 6800](#): Consolidated Audit Trail

### **(New) The National Securities Exchanges and FINRA Issue Joint Guidance on Clock Synchronization and Certification Requirements Under the CAT NMS Plan**

On November 15, 2016, the SEC approved the National Market System Plan Governing the Consolidated Audit Trail (Plan). The Plan, as modified by an exemptive order issued by the SEC, includes synchronization and certification requirements with regard to business clocks that capture time in milliseconds.

- [Finra Regulatory Notice 17-09 \(March 2017\)](#): The National Securities Exchanges and FINRA Issue Joint Guidance on Clock Synchronization and Certification Requirements Under the CAT NMS Plan

### **Trade Reporting**

#### **Expiration Date Of FINRA Rule 0180 (Application Of Rules To Security-Based Swaps) Extended for Limited Period**

The expiration date of FINRA Rule 0180 (Application of Rules to Security-Based Swaps) has been extended to February 12, 2018. FINRA Rule 0180 temporarily limits, with certain exceptions, the application of FINRA rules with respect to security-based swaps.

- [Securities Exchange Act Release No. 79752 \(January 6, 2017\), 82 FR 3824 \(January 12, 2017\) \(File No. SR-FINRA-2016-001\)](#): Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Extend the Expiration Date of FINRA Rule 0180 (Application of Rules to Security-Based Swaps)

#### **Rule Change To Require Reporting Of Transactions In U.S. Treasury Securities To The Trade Reporting And Compliance Engine (TRACE)**

Beginning July 10, 2017, FINRA member firms must begin reporting transactions in U.S. Treasury Securities to FINRA via TRACE. Regulatory Notice 16-39 describes the scope of the term “U.S. Treasury securities” for purposes of the new reporting requirement; the specific transactions in U.S. Treasury securities that are reportable and those that are exempt from the reporting requirement; and the information that must be reported to TRACE when reporting transactions in U.S. Treasury securities, including a new trade indicator and two new



modifiers. FINRA is publishing technical specifications concurrently with this Notice, which are [available on FINRA's website](#). At this time, FINRA will not disseminate information on transactions in U.S. Treasury securities and will not charge transaction-level fees on transactions in U.S. Treasury securities reported to TRACE.

- [FINRA Regulatory Notice 16-39 \(October 2016\)](#): SEC Approves Rule Change to Require Reporting of Transactions in U.S. Treasury Securities to the Trade Reporting and Compliance Engine (TRACE).

### **Amendments To Disseminate Collateralized Mortgage Obligation (CMO) Transactions And To Reduce The Reporting Time For CMO Transactions.**

The SEC approved amendments to the Trade Reporting and Compliance Engine (TRACE) rules and dissemination protocols to provide for dissemination of transactions in collateralized mortgage obligations (CMOs), to reduce the time frame for reporting transactions in CMOs executed after issuance, and to simplify the reporting requirements for transactions in CMOs executed prior to issuance. These amendments became effective March 20, 2017.

- [FINRA Regulatory Notice 16-38 \(October 2016\)](#): SEC Approves Amendments to Disseminate Collateralized Mortgage Obligation (CMO) Transactions and to Reduce the Reporting Time for CMO Transactions

### **Exemption From Trade Reporting Obligation For Certain Transactions On Alternative Trading Systems**

On July 18, 2016, FINRA Rule 6732 (Exemption from Trade Reporting Obligation for Certain Transactions on an Alternative Trading System) became effective. Rule 6732 provides FINRA staff with the authority to grant a member alternative trading system (ATS) an exemption from the TRACE trade reporting obligations of Rule 6730 (Transaction Reporting) for transactions occurring on an ATS that meet specified conditions.

- [FINRA Regulatory Notice 16-15 \(April 2016\)](#): Exemption from Trade Reporting Obligation for Certain Transactions on Alternative Trading Systems

### **Alternative Trading Systems (ATSs)**

Beginning October 3, 2016, FINRA will expand its alternative trading system (ATS) transparency initiative to publish monthly information on block-size trades occurring on ATSs. The data is available free of charge on FINRA's website.



- [FINRA Regulatory Notice 16-14 \(April 2016\)](#): FINRA Announces Implementation Date for Publication of ATS Block-Size Trade Data

### **Amendments To Require Firms To Identify Transactions With Non-Member Affiliates In TRACE Trade Reports**

The SEC approved an amendment to the Trade Reporting and Compliance Engine (TRACE) rules to permit FINRA to implement a new contra-party type for use by firms in identifying transactions with non-member affiliates. The amendment also requires firms to separately identify transactions with non-member affiliates that occur within the same day, at the same price and in the same security as a trade with another contra-party. The amendment became effective on November 2, 2015.

- [FINRA Regulatory Notice 15-14 \(May 2015\)](#): SEC Approves Amendments to Require Firms to Identify Transactions with Non-Member Affiliates in TRACE Trade Reports

### **Interpretation To Clarify The Classification And Trade Reporting Of Certain “Hybrid” Securities To FINRA**

Regulatory Notice 14-23 provides additional information on how trades in certain securities that have both debt- and equity-like features (hybrid securities) must be reported to FINRA. Specifically, the SEC approved an interpretation regarding the appropriate trade reporting facility to which firms should report transactions in the following three types of hybrid securities: (1) unlisted depository shares having a liquidation preference of \$1,000 or more; (2) unlisted non-convertible, preferred securities having a liquidation preference of \$1,000 or more; and (3) unlisted capital trust securities (also referred to as trust preferred securities) (together, “covered hybrid securities”).

In accordance with this interpretation, on June 16, 2014, firms will be required to report transactions in covered hybrid securities to the Trade Reporting and Compliance Engine (TRACE). However, firms may request the set-up of a new hybrid security for trade reporting purposes in accordance with this interpretation prior to that date.

- [FINRA Regulatory Notice 14-23 \(May 2014\)](#): FINRA Issues an Interpretation to Clarify the Classification and Trade Reporting of Certain “Hybrid” Securities to FINRA

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## **RESEARCH**

### **General**

#### **FINRA Topic Page**

- [FINRA Topic Page: Research Analysts](#)

#### **FAQs About FINRA's Research Conflict Of Interest Rules**

- [FINRA Research Rules Frequently Asked Questions \(FAQ\)](#)

#### **Podcasts**

- Research Conflicts Rules – Part 1  
[Listen Now/Download](#) | 9 min. 08 sec.
- Research Conflicts Rules – Part 2  
[Listen Now/Download](#) | 11 min. 12 sec.

### **Research Analysts**

#### **Debt Research**

Rule 2242 (Debt Research Analysts and Debt Research Reports) has been amended to clarify the application of the rule in four respects: (1) The consent requirement for institutional debt research reports distributed to non-U.S. investors by non-U.S. affiliates of members; (2) the consent requirement for institutional debt research reports distributed to specified persons for informational purposes unrelated to investing in debt securities; (3) the scope of the institutional debt research report exemption when distributing third-party debt research reports to eligible institutional investors; and (4) the disclosure requirements for debt research analysts in public appearances. The implementation date was July 16, 2016.

- [Securities Exchange Act Release No. 77963 \(June 1, 2016\), 81 FR 36628 \(June 7, 2016\) \(File No. SR-FINRA-2016-017\)](#): Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend FINRA Rule 2242 (Debt Research Analysts and Debt Research Reports)

The SEC approved the adoption of FINRA Rule 2242 (Debt Research Analysts and Debt Research Reports) to address conflicts of interest relating to the



publication and distribution of debt research reports. Rule 2242 became effective on February 22, 2016.

- [FINRA Regulatory Notice 15-31 \(August 2015\)](#): SEC Approves Rule to Address Conflicts of Interest Relating to the Publication and Distribution of Debt Research Reports.

### **Equity Research**

The SEC approved the adoption of FINRA Rule 2241 (Research Analysts and Research Reports), a consolidated rule to address conflicts of interest relating to the publication and distribution of equity research reports. Provisions of Rule 2241 became effective either on September 25, 2015 or December 24, 2015.

- [FINRA Regulatory Notice 15-30 \(August 2015\)](#): SEC Approves Consolidated Rule to Address Conflicts of Interest Relating to the Publication and Distribution of Equity Research Reports

### **Supervision**

#### **Insider Trading**

FINRA Rule 3110 (Supervision) includes a provision to help firms comply with their obligation under Section 15(g) of the Securities Exchange Act of 1934 to have policies and procedures in place reasonably designed to prevent potential insider trading. Rule 3110(d) requires that firms include in their supervisory procedures a process for reviewing securities transactions in certain types of accounts that is reasonably designed to identify trades that may violate insider trading prohibitions. When implementing these policies and procedures, firms may take a risk-based approach to monitoring transactions that takes into account their specific business models. Rule 3110 became effective on December 1, 2014.

- [FINRA Regulatory Notice 14-10 \(March 2014\)](#): SEC Approves New Supervision Rules
- [SEC Staff Summary Report on Examinations of Information Barriers](#): Broker-Dealer Practices Under Section 15(g) of the SEA (September 2012)
- [SEC Enforcement Actions](#): Insider Trading Cases

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## **SENIOR INVESTORS**

### **General**

#### **(New) SEC Approves Rules Relating To Financial Exploitation Of Seniors**

The SEC approved: (1) the adoption of new FINRA Rule 2165 (Financial Exploitation of Specified Adults) to permit members to place temporary holds on disbursements of funds or securities from the accounts of specified customers where there is a reasonable belief of financial exploitation of these customers; and (2) amendments to FINRA Rule 4512 (Customer Account Information) to require members to make reasonable efforts to obtain the name of and contact information for a trusted contact person for a customer's account. New Rule 2165 and the amendments to Rule 4512 become effective February 5, 2018

- [FINRA Regulatory Notice 17-11 \(March 2017\)](#): SEC Approves Rules Relating to Financial Exploitation of Seniors

### **Resources**

[FINRA Securities Helpline for Seniors](#): In 2015, FINRA launched the toll-free FINRA Securities Helpline for Seniors™ to provide older investors with a supportive place to get assistance from knowledgeable FINRA staff related to concerns they have with their brokerage accounts and investments. Senior investors can call FINRA's new toll-free FINRA Securities Helpline for Seniors to get neutral, knowledgeable assistance with:

- Understanding how to review investment portfolios or account statements;
- Concerns about the handling of a brokerage account; and
- Investor tools and resources from FINRA, including BrokerCheck

1-844-57-HELPS (1-844-574-3577)  
Monday – Friday  
9 A.M. To 5 P.M. EST

#### **FINRA Topic Page: Senior Investors**

- FINRA Topic Page: [Senior Investors](#)



## **Suitability**

### **Guidance On Firm Responsibilities For Sales Of Pension Income Stream Products**

Pension income stream products typically involve an up-front lump sum payment to a pensioner in exchange for the rights to the pensioner's future pension income payments. Regulatory Notice 16-12 discusses the characteristics of and investor protection issues presented by pension income stream products, as well as the legal status of these products. In addition, the Notice addresses the responsibilities of firms in supervising the sale of pension income stream products.

- [FINRA Regulatory Notice 16-12 \(April 2016\)](#): FINRA Provides Guidance on Firm Responsibilities for Sales of Pension Income Stream Products

### **FINRA Policies On The Use Of Senior Designations**

FINRA is published Regulatory Notice 11-52 to remind firms of their supervisory obligations regarding the use of certifications and designations that imply expertise, certification, training or specialty in advising senior investors (senior designations). The Notice also outlines findings from a survey of firms and highlights sound practices used by firms with respect to senior designations.

- [FINRA Regulatory Notice 11-52 \(November 2011\)](#): FINRA Reminds Firms of Their Obligations Regarding the Supervision of Registered Persons Using Senior Designations

### **Podcasts**

- Senior Designations – Part 1  
[Listen/Download Now](#) | 4 min. 50 sec.
- Senior Designations – Part 2  
[Listen/Download Now](#) | 6 min. 40 sec.

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## **TRADING**

### **General**

#### **(New) SEC Adopts T+2 Settlement Cycle for Securities Transactions**

On March 22, 2017, the SEC adopted an amendment to Rule 15c6-1(a) under the Securities Exchange Act of 1934 to shorten by one business day the standard settlement cycle for most broker-dealer securities transactions from three business days after the trade date (T+3), to two business days after the trade date (T+2). September 5, 2017 is the compliance date by which the transition to a T+2 settlement cycle should be completed.

- [Securities Transaction Settlement Cycle, Securities Exchange Act Release No. 34-80295 \(March 22, 2017\), 82 FR 15564 \(March 29, 2017\)](#)

#### **(New) SEC Approves Amendments To FINRA Rules To Conform To T+2 Settlement Cycle**

On February 9, 2017, the SEC approved amendments to FINRA rules to conform to the SEC's amendment to Rule 15c6-1(a) under the Securities Exchange Act of 1934 to shorten the standard settlement cycle for most broker-dealer transactions from three business days after the trade date (T+3) to two business days after the trade date (T+2) and the industry-led initiative to shorten the settlement cycle from T+3 to T+2. The amendments become effective on September 5, 2017.

- [FINRA Regulatory Notice 17-19 \(May 2017\)](#): SEC Approves Amendments to FINRA Rules to Conform to the Shortened Standard Settlement Cycle for Most Broker-Dealer Transactions From Three Business Days (T+3) to Two Business Days After the Trade Date (T+2)

#### **(New) Regulation T And SEA Rule 15c3-3 Extension Of Time Requests Under A T+2 Settlement Cycle**

FINRA is updating the Regulatory Extension (REX) system to enable firms to file extension of time requests under a shortened settlement cycle. The SEC has amended Rule 15c6-1(a) under the Securities Exchange Act of 1934 to shorten the standard settlement cycle for most broker-dealer transactions from T+3 to T+2. Firms may file such requests beginning September 11, 2017, via the batch file process and by completing the currently available online request form that is accessible by logging in to the REX system via the FINRA Firm Gateway.



- [FINRA Regulatory Notice 17-12 \(April 2017\)](#): Regulation T and SEA Rule 15c3-3 Extension of Time Requests under a T+2 Settlement Cycle

### **Stop Orders**

FINRA encourages firms to review their practices regarding stop (or stoploss) orders, with an emphasis on educating investors regarding the risks and benefits of stop orders and special considerations around the use of stop orders during volatile market conditions. To accomplish this, firms should consider, among other things, providing targeted training to registered representatives regarding the risks associated with stop orders and, where appropriate, making alternative recommendations to meet customer objectives. Firms that allow customers to enter stop orders directly online should ensure that they prominently provide clear and comprehensive disclosures to customers at the time of order entry. Firms should also consider implementing systemic safeguards around the use of stop orders.

- [FINRA Regulatory Notice 16-19 \(May 2016\)](#): FINRA Issues Guidance Regarding the Use of Stop Orders During Volatile Market Conditions

### **Best Execution Rule**

In light of the increasingly automated market for equity securities and standardized options, and recent advances in trading technology and communications in the fixed income markets, FINRA reiterates the best execution obligations that apply when firms receive, handle, route or execute customer orders in equities, options and fixed income securities. FINRA reminds firms of their obligations, as previously articulated by the SEC and FINRA, to regularly and rigorously examine execution quality likely to be obtained from the different markets trading a security.

- [FINRA Regulatory Notice 15-46 \(November 2015\)](#): Guidance on Best Execution Obligations in Equity, Options and Fixed Income Markets

### **SEC Issued An Order Approving The National Market System (NMS) Plan To Implement A Tick Size Pilot Program By The National Securities Exchanges And FINRA**

On May 6, 2015, the SEC issued an order approving the NMS Plan to implement a Tick Size Pilot Program by the National Securities Exchanges and FINRA. The order approved the NMS Plan for a two-year period and will officially commence on October 3, 2016. The Tick Size Pilot is a data-driven test to evaluate whether or not widening the tick size for securities of smaller capitalization companies would impact trading, liquidity and market quality of those securities. The pilot will



consist of a control group and three test groups, with each test group having approximately 400 securities.

- Visit [FINRA Tick Size Pilot Program](#) for more information

### **Limit Up/Limit Down Plan Program**

On May 31, 2012, the SEC approved the [NMS Plan to Address Extraordinary Market Volatility \(Plan\)](#), which was filed by FINRA and the other self-regulatory organizations and is designed to address the type of sudden price movements that the market experienced on the afternoon of May 6, 2010. The Plan provides for a market-wide limit up and limit down (LULD) mechanism to prevent trades in NMS stocks from occurring outside of specified price bands, coupled with trading pauses to accommodate more fundamental price moves. The Plan is designed, among other things, to protect investors and promote fair and orderly markets.

- [FINRA Alert on Limit Up/Limit Down \(LULD\) Plan](#)
  - [FINRA Regulatory Notice 16-26 \(July 2016\)](#): FINRA Adopts Amendments Relating to the Regulation NMS Plans to Address Extraordinary Market Volatility
  - [FINRA Regulatory Notice 13-12 \(March 2013\)](#): FINRA Adopts Amendments Relating to Regulation NMS Plan to Address Extraordinary Market Volatility
- FINRA has published [two charts](#) to assist members in identifying the types of transactions that are excluded from the price bands under the LULD Plan and [FAQs](#) to provide guidance on LULD

### **Supervision**

#### **Equity Trading Initiatives: Supervision and Control Practices for Algorithmic Trading Strategies**

As algorithmic trading strategies, including high frequency trading strategies, have grown to compose a substantial portion of activity on U.S. securities markets, the potential for these strategies to adversely impact market and firm stability has likewise grown. Although a reasonable supervision and control program may not foresee every potential failure or prevent every undesirable consequence, in an effort to reduce the future occurrence of such potential issues, FINRA is providing guidance on effective supervision and control practices for member firms and market participants that use algorithmic strategies. These effective practices are focused on five general areas: General Risk Assessment and Response; Software/Code Development and Implementation; Software Testing and System Validation; Trading Systems; and Compliance.



- [FINRA Regulatory Notice 15-09 \(March 2015\)](#): Guidance on Effective Supervision and Control Practices for Firms Engaging in Algorithmic Trading Strategies

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## **VARIABLE ANNUITIES**

### **Supervision**

#### **Pension Income Stream Products**

Pension income stream products typically involve an up-front lump sum payment to a pensioner in exchange for the rights to the pensioner's future pension income payments. Regulatory Notice 16-12 discusses the characteristics of and investor protection issues presented by pension income stream products, as well as the legal status of these products. In addition, the Notice addresses the responsibilities of firms in supervising the sale of pension income stream products.

- [FINRA Regulatory Notice 16-12 \(April 2016\)](#): FINRA Provides Guidance on Firm Responsibilities for Sales of Pension Income Stream Products

#### **FINRA And SEC Issue Investor Alert On Pension Or Settlement Income Streams**

- [SEC Investor Bulletin: Pension or Settlement Income Streams—What You Need to Know Before Buying or Selling Them](#)



## **More Information and Resources**

For more information you may visit the [cecouncil.com](http://cecouncil.com) website and/or contact CE Council member organizations:

<b>Regulatory Organization</b>	<b>Website</b>
Chicago Board Options Exchange	<a href="http://www.cboe.com">www.cboe.com</a>
Financial Industry Regulatory Authority	<a href="http://www.finra.org">www.finra.org</a>
Municipal Securities Rulemaking Board	<a href="http://www.msrb.org">www.msrb.org</a>
North American Securities Administrators Association	<a href="http://www.nasaa.org">www.nasaa.org</a>
U.S. Securities and Exchange Commission	<a href="http://www.sec.gov">www.sec.gov</a>