

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-75646; File No. SR-MSRB-2015-07)

August 7, 2015

Self-Regulatory Organizations; Municipal Securities Rulemaking Board; Notice of Filing of a Proposed Rule Change Consisting of Revisions to the Content Outlines for the Municipal Fund Securities Limited Principal Qualification Examination, Municipal Securities Representative Qualification Examination and Municipal Securities Principal Qualification Examination and Revisions to the Selection Specifications for the Municipal Securities Principal Qualification Examination

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on July 31, 2015, the Municipal Securities Rulemaking Board (the “MSRB” or “Board”) filed with the Securities and Exchange Commission (the “SEC” or “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the MSRB. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The MSRB filed with the Commission proposed revisions to the content outlines for the Municipal Fund Securities Limited Principal Qualification Examination (Series 51), Municipal Securities Representative Qualification Examination (Series 52) and Municipal Securities Principal Qualification Examination (Series 53). As a result of changes to MSRB rules, revisions to the content outlines are necessary to more accurately indicate the current rule requirements and rule citations. Additionally, the MSRB is proposing revisions to the selection specifications

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

for the Series 53 qualification examination (collectively, the “proposed rule change”).³ The MSRB is not proposing any textual changes to its rules.

The text of the proposed rule change is available on the MSRB’s website at www.msrb.org/Rules-and-Interpretations/SEC-Filings/2015-Filings.aspx, at the MSRB’s principal office, and at the Commission’s Public Reference Room.

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

In its filing with the Commission, the MSRB included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The MSRB has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

Section 15B(b)(2)(A) of the Act⁴ authorizes the MSRB to prescribe for municipal securities brokers or municipal securities dealers and their associated persons standards of

³ The MSRB is also proposing changes to the question banks for the Series 51, Series 52 and Series 53 examinations, but based upon instructions from the Commission staff, the MSRB is submitting SR-MSRB-2015-07 for immediate effectiveness pursuant to Section 19(b)(3)(A)(i) of the Act and Rule 19b-4(f)(6) thereunder, and is not filing the question banks for Commission review. See letter to Diane G. Klinke, General Counsel, MSRB, from Belinda Blaine, Associate Director, Division of Market Regulation, SEC, dated July 24, 2000, attached as Exhibit 3d. The question banks are available for Commission review. The selection specifications for the Series 53 examination, Exhibit 3e, have been omitted and filed separately with the Commission for confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act.

⁴ 15 U.S.C. 78o-4(b)(2)(A).

training, experience, competence, and such other qualifications as the Board finds necessary or appropriate in the public interest or for the protection of investors and municipal entities or obligated persons. The MSRB has developed examinations that are designed to establish that persons associated with brokers, dealers and municipal securities dealers that effect transactions in municipal securities and municipal advisors who engage in municipal advisory activities have attained specified levels of competence and knowledge. The content outline for each examination serves as a guide to the subject matter tested on the examination and provides learning objectives associated with each subject matter to assist candidates in preparing for the examination. Each content outline also provides sample questions similar to the type of questions that may be found on the examination. The arrangement of the subject matter in the content outline reflects the various job functions performed within a broker, dealer or municipal securities dealer. The MSRB periodically reviews the content outline for each examination to determine whether revisions are necessary or appropriate in view of changes pertaining to the subject matter covered by the examination. Below is a summary of the proposed revisions to the Series 51, Series 52 and Series 53 content outlines.

The selection specifications for the Series 53 examination, which the MSRB has submitted under separate cover with a request for confidential treatment to the Commission's Secretary pursuant to Rule 24b-2 under the Act,⁵ describe additional confidential information regarding the Series 53 examination.

MUNICIPAL FUND SECURITIES LIMITED PRINCIPAL QUALIFICATION
EXAMINATION - SERIES 51

⁵ 17 CFR 240.24b-2.

The Municipal Fund Securities Limited Principal Qualification Examination is designed to determine whether an individual meets the MSRB's qualification standards for municipal fund securities limited principals applicable to the activities described in Rule G-3(b)(iv).⁶ To do this, the examination measures a candidate's knowledge of MSRB rules, rule interpretations and federal statutory provisions applicable to the activities listed above. It also measures the candidate's ability to apply these rules, interpretations and federal statutory provisions to given fact situations in the context of municipal fund securities activities. In addition to passing the Series 51 examination, to qualify as a municipal fund securities limited principal, a candidate

⁶ MSRB Rule G-3(b)(iv) states that the municipal fund securities limited principal has responsibility to oversee the municipal securities activities of a securities firm or bank dealer solely as such activities relate to transactions in municipal fund securities. In this capacity, the municipal fund securities limited principal manages, directs or supervises one or more of the following activities relating to municipal fund securities as described in Rule G-3(b)(i)(A)-(G):

(A) underwriting, trading or sales of municipal securities;

(B) financial advisory or consultant services for issuers in connection with the issuance of municipal securities;

(C) processing, clearance, and, in the case of brokers, dealers and municipal securities dealers other than bank dealers, safekeeping of municipal securities;

(D) research or investment advice with respect to municipal securities;

(E) any other activities which involve communication, directly or indirectly, with public investors in municipal securities;

(F) maintenance of records with respect to the activities described in subparagraphs (A) through (E); or

(G) training of municipal securities principals or municipal securities representatives;

provided, however, that the activities enumerated in subparagraphs (D) and (E) above shall be limited to such activities as they relate to the activities enumerated in subparagraphs (A) or (B) above.

must also have previously or concurrently qualified as a general securities principal or investment company/variable contracts limited principal. Candidates are allowed one and one-half hours to complete the Series 51 examination consisting of 60 multiple-choice questions.

As a result of recent changes to MSRB rules, revisions to the Series 51 content outline are necessary to indicate the current rule requirements and rule citations. A summary of the changes to the content outline for the Series 51 examination, detailed by major topic headings, is provided below:

Introduction

- Footnote 2 will be changed to footnote 3.
- The rule citation and quotation in footnote 3 regarding the “Confidentiality of Qualification Examinations” is being revised from “Rule G-3(e)” to “Rule G-3(f)” to conform to amendments to Rule G-3.

Part Three: General Supervision

Qualification and Registration

- The sub-topic “Registration with the MSRB and payment of initial fee and annual fee A-12; A-14” is being revised to “Registration requirements A-12(a)” to reflect that the relevant provision (which is now included in Rule A-12) is no longer included in Rule A-14, as amended.
- The rule citation and sub-topic “Notification to the MSRB of change in status, name or address A-15” is being revised to “Form A-12 updates and withdrawal A-12(j)” to conform to recent amendments of Rule A-12.

- The rule citation and sub-topic “Requirement to submit e-mail contact to MSRB G-40” is being revised to “Designated contacts A-12(f)” to conform to recent amendments of Rule A-12.

Associated persons

- The sub-topic “financial and operations principals G-3(d)(i) and (ii)” is being rescinded to reflect that this registration category is no longer referenced in Rule G-3.
- The sub-topic “municipal advisor representatives G-3(d)” and “municipal advisor principals G-3(e)” are being added to reflect the new registration category as referenced in Rule G-3.
- The sub-topic “Apprenticeship requirement G-3(a)(iii)” is being rescinded to reflect that, as amended, Rule G-3 no longer has this requirement.
- The sub-topic “Restrictions on apprentices G-3(a)(iii)(A)” is being rescinded to reflect that, as amended, Rule G-3 no longer has this requirement.

Supervisory responsibilities

- The rule citation for sub-topic “1. Responsible for municipal securities business and activities of associated persons” is being revised from “G-27(b)(i)” to “G-27(b)(ii)” to reflect the reorganization of Rule G-27, as amended.

Part Four: Fair Practice and Conflicts of Interest

Conduct of Business

- The rule citation for sub-topic “Prices and Commissions” is being revised from “G-30(b); G-18” to “G-30(b)” to reflect that the relevant requirements are included in Rule G-30, as amended.

- The rule citation for sub-topic “Advertising, 1. Definition” is being revised from “G-21(a)” to “G-21(a)(i)” to reflect the reorganization of Rule G-21, as amended.

Part Five: Sales Supervision

Opening Customer Accounts

- The rule citation for sub-topic “Requirement to obtain customer account information” is being revised from “G-19(a)” to “G-19” to reflect the reorganization of Rule G-19, as amended.
- The sub-topic “Transactions with employees and partners of other dealers G-28” is being revised to “Transactions with employees and partners of other municipal securities professionals G-28” to reflect the reorganization of Rule G-28, as amended.

Suitability

- The rule citation for sub-topic “Knowledge of customer” is being revised from “G-19(b)” to “G-19 [Supp. .04 and .06]” to reflect that the relevant requirements are included in paragraphs .04 and .06 of the Supplementary Material of Rule G-19, as amended.
- The rule citation for sub-topic “Suitability of recommendations” is being revised from “G-19(c)” to “G-19 [Supp. .05]” to reflect that the relevant requirements are included in paragraph .05 of the Supplementary Material of Rule G-19, as amended.

Improper Activities

- The title of topic “Improper Activities” is being revised to “Improper Use of Customer Assets.”
- The sub-topic and rule citation “Churning G-19(e)” are being revised to “Quantitative suitability G-19 [Supp. .05(c)]” to reflect that the relevant requirements are included in paragraph .05 of the Supplementary Material of Rule G-19, as amended.

Part Six: Underwriting and Disclosure Obligations

Disclosures to Customers

- The sub-topic and related rule citation “Material disclosures at time of trade G-17” are being revised to “Time of trade disclosure G-47” to reflect that the requirements are included in new Rule G-47.

Part Seven: Operations

Confirmation of Transactions

- The rule citation for sub-topic “Periodic statements” is being revised from “G-15(a)(viii)” to “G-15(a)(viii)(B)(1)” to reflect the reorganization of Rule G-15, as amended.

Sample Questions

- Sample question number 2 is being removed from the outline because the topic (apprenticeship) is no longer tested on the examination.

MUNICIPAL SECURITIES REPRESENTATIVE EXAMINATION - SERIES 52

The Municipal Securities Representative Qualification Examination is designed to determine whether an individual meets the MSRB’s qualification standards for municipal securities representatives by measuring a candidate’s knowledge of MSRB rules, rule interpretations and federal statutory provisions applicable to the activities listed in Rule G-3(a)(i).⁷ The Series 52 examination also measures a candidate’s ability to apply the rules and

⁷ MSRB Rule G-3(a)(i) states:

(A) The term "municipal securities representative" means a natural person associated with a broker, dealer or municipal securities dealer, other than a person whose functions are solely clerical or ministerial, whose activities include one or more of the following:

(1) underwriting, trading or sales of municipal securities;

interpretations to given fact situations in the context of a representative's municipal securities activities. Candidates are allowed three and one-half hours to complete the examination consisting of 115 multiple-choice questions.

As a result of recent changes to MSRB rules, revisions to the Series 52 content outline are necessary to indicate the current rule requirements and rule citations. A summary of the changes to the content outline for the Series 52 examination, detailed by major topic headings, is provided below:

Introduction:

- The rule citation and quote in the "Confidentiality" section is being revised from "Rule G-3(e)" to "Rule G-3(f)" and added as footnote 2, to conform to amendments to Rule G-3.

Part Four: Federal Legal Considerations

III. MSRB Rules

- The rule citation "Professional Qualifications (G-2 through G-7)" is being revised to "Standards of Professional Qualification and Professional Qualification Requirements (G-2 through G-3)" to conform to the current titles of the Rules, as amended.

(2) financial advisory or consultant services for issuers in connection with the issuance of municipal securities;

(3) research or investment advice with respect to municipal securities; or

(4) any other activities which involve communication, directly or indirectly, with public investors in municipal securities;

provided, however, that the activities enumerated in subparagraphs (3) and (4) above shall be limited to such activities as they relate to the activities enumerated in subparagraphs (1) and (2) above.

- The rule citation “Recordkeeping (G-8)” is being revised to “Books and Records to be Made by Brokers, Dealers, Municipal Securities Dealers, and Municipal Advisors (G-8)” to conform to the current title of Rule G-8, as amended.
- The rule citation “Preservation of Records (G-9)” is being added, to reflect the relevant requirements included in Rule G-9.
- The rule citation “Investor Brochure (G-10)” is being revised to “Delivery of Investor Brochure (G-10)” to conform to the current title of Rule G-10.
- The rule citation “New Issue Syndicate Practices (G-11)” is being revised to “Primary Offering Practices (G-11)” to conform to the current title of Rule G-11.
- The rule citation “Conduct of Municipal Securities Activities (G-17)” is being revised to “Conduct of Municipal Securities and Municipal Advisory Activities (G-17)” to conform to the current title of Rule G-17, as amended.
- The rule citation “Execution of Transactions (G-18)” is being revised to “Best Execution (G-18)” to conform to the current title of Rule G-18, as amended.
- The rule citation “Suitability of Recommendations and Transactions; Discretionary Accounts (G-19)” is being revised to “Suitability of Recommendations and Transactions (G-19)” to conform to the current title of Rule G-19, as amended.
- The rule citation “Disclosure of Control Relationships (G-22)” is being revised to “Control Relationships (G-22)” to conform to the current title of Rule G-22, as amended.
- The rule citation “Transactions with Employees of Other Municipal Securities Professionals (G-28)” is being revised to “Transactions with Employees and Partners of Other Municipal Securities Professionals (G-28)” to conform to the current title of Rule G-28, as amended.

- The rule citation “Calculations (G-33)” is being added to reflect the requirements included in Rule G-33.
- The rule citation “Broker’s Broker (G-43)” is being added to reflect the requirements included in Rule G-43.
- The rule citation “Time of Trade Disclosure (G-47)” is being added to reflect the requirements included in Rule G-47.
- The rule citation “Transactions with Sophisticated Municipal Market Professionals (G-48)” is being added to reflect the relevant requirements included in Rule G-48, as amended.

MUNICIPAL SECURITIES PRINCIPAL EXAMINATION - SERIES 53

The Municipal Securities Principal Qualification Examination (Series 53) is designed to determine whether an individual meets the Board’s qualification standards for municipal securities principals. The Series 53 examination measures a candidate’s knowledge of Board rules, rule interpretations and federal statutory provisions applicable to municipal securities activities. It also measures an individual’s ability to apply these rules and interpretations to given fact situations. Candidates are allowed three hours to complete the examination consisting of 100 multiple-choice questions.⁸

⁸ MSRB Rule G-3(b)(i) states:

(i) Definition. The term "municipal securities principal" means a natural person (other than a municipal securities sales principal), associated with a broker, dealer or municipal securities dealer who is directly engaged in the management, direction or supervision of one or more of the following activities:

(A) underwriting, trading or sales of municipal securities;

The selection specifications for the Series 53 examination, which the MSRB has submitted under separate cover with a request for confidential treatment to the Commission's Secretary pursuant to Rule 24b-2 under the Act,⁹ describe additional confidential information regarding the Series 53 examination. Due to the changes in the selection specifications the weighting for 5 of the 6 topic areas of the Series 53 content outline have changed. The first topic area, Federal Regulation, remains the same at 4% of the exam. The second topic area, General Supervision, is 23% of the exam. The third topic area, Sales Supervision, is 25% of the exam. The fourth topic area, Origination and Syndication, is 23% of the exam. The fifth topic area, Trading, is 10% of the exam. The sixth topic area, Operations, is 15% of the exam.

(B) financial advisory or consultant services for issuers in connection with the issuance of municipal securities;

(C) processing, clearance, and, in the case of brokers, dealers and municipal securities dealers other than bank dealers, safekeeping of municipal securities;

(D) research or investment advice with respect to municipal securities;

(E) any other activities which involve communication, directly or indirectly, with public investors in municipal securities;

(F) maintenance of records with respect to the activities described in subparagraphs (A) through (E); or

(G) training of municipal securities principals or municipal securities representatives;

provided, however, that the activities enumerated in subparagraphs (D) and (E) above shall be limited to such activities as they relate to the activities enumerated in subparagraphs (A) or (B) above.

⁹ 17 CFR 240.24b-2.

As a result of recent changes to MSRB rules, revisions to the Series 53 content outline are necessary to indicate the current rule requirements and rule citations. A summary of the changes to the content outline for the Series 53 examination, detailed by major topic headings, is provided below:

Introduction

- The rule citation and quotation in footnote 2 regarding “Confidentiality” is being revised from “Rule G-3(e)” to “Rule G-3(f)” to conform to amendments to Rule G-3.

Part One: Federal Regulations

Rules of the Securities and Exchange Commission

- The rule citation “Dodd-Frank Wall Street Financial Reform and Consumer Protection Act” is being added to reflect the current status of federal securities law.

Part Two: General Supervision

Definitional Rules

- The rule citation “Associated person D-11” is being added to reflect the requirements included in Rule D-11, as amended.
- The rule citation “Sophisticated Municipal Market Professional (SMMP) D-15” is being added to reflect the requirements included in Rule D-15, as amended.

Qualification and Registration

- The rule citation “Registration with the MSRB and payment of initial fee A-12” is being revised to “Registration A-12” to conform to amendments to Rule A-12.
- The topic “MSRB annual fee A-14” is being removed to reflect that the relevant provision of Rule A-14 is now included in Rule A-12, as amended.

- The rule citation “Assessments for Municipal Advisor Professionals A-11” is being added to reflect the new requirement in Rule A-11.
- The topic “Electronic mail contacts G-40” is being removed because Rule G-40 has been rescinded.
- The rule citation “Notification to the MSRB of change in status, name or address A-15” is being removed to reflect that the relevant provision of Rule A-15 is now included in Rule A-12, as amended.
- The rule citation “Limited representative – investment company and variable contracts products G-3(a)(i)(C)” is being added to reflect the requirements included in Rule G-3, as amended.
- The rule citation “Municipal advisor representative G-3(d)” is being added to reflect the requirements included in Rule G-3, as amended.
- The rule citation “Municipal advisor principal G-3(e)” is being added to reflect the requirements included in Rule G-3, as amended.
- The topic “financial and operations principals G-3d(i) and (ii)” is being removed to reflect the rescission of the requirement in Rule G-3d(i) and (ii), as amended.
- The rule citation “Continuing education requirements G-3(h)” is being revised to “Continuing education requirements G-3(i)” to reflect the reorganization of Rule G-3, as amended.
- The rule citation “Confidentiality of qualification examinations G-3(e)” is being revised to “Confidentiality of qualification examinations G-3(f)” to reflect the reorganization of Rule G-3, as amended.

- The topic “Apprenticeship requirement G-3(a)(iii)” is being removed to reflect the rescission of the requirement.

Supervisory Responsibilities

- The rule citation “Responsibility for municipal securities business and activities of associated persons G-27(b)(i)” is being revised to “Responsibility for municipal securities business and activities of associated persons G-27(b)” to reflect the reorganization of Rule G-27.
- The topic and rule citation “Internal inspections G-27(d)” is being added to reflect the requirements included in Rule G-27.
- The topic area “Definition G-22(a)” is being revised to “Definition of control relationship G-22(a)” to provide clarity to the title of the topic area.
- The topic area “Definitions G-20(e)” is being revised to “Definitions of ‘non-cash compensation’, ‘cash compensation’, ‘offeror’ and ‘primary offering’ G-20(e)” to provide clarity to the title of the topic area.
- The topic area “Prohibition from engaging in municipal securities business” is being revised to “Political contributions and prohibition from engaging in municipal securities business” to provide clarity to the title of the topic area.
- The topic area “Definitions G-37(g)” is being revised to “Definitions including ‘municipal finance professional,’ ‘municipal securities businesses’ and ‘issuer official’ G-37(g)” to provide clarity to the title of the topic area.
- The topic area “Period of prohibition G-37(b)” is being revised to “Ban on municipal securities business; de minimis exemption G-37(b)” to conform to the title of Rule G-37.

- The topic area and rule citation “Prohibition on Soliciting and Coordinating Contributions G-37(c)” is being added to reflect the requirements included in Rule G-37.
- The topic area “Definitions G-21(a)” is being revised to “Definitions; General standard for advertisements G-21(a)(iii)” to provide clarity to the title of the topic area.

Part Three: Sales Supervision

Opening Customer Accounts

- The rule citation “Requirement to obtain customer account information G-19(a)” is being revised to “Requirement to obtain customer account information G-19” to reflect the reorganization of Rule G-19, as amended.
- The topic area “Transactions with employees and partners of other dealers” is being revised to “Transactions with employees and partners of other municipal securities professionals” to provide clarity to the title of the topic area.
- The topic area “Exemption for municipal fund securities G-28(c)” is being added to reflect the relevant requirements included in Rule G-28.

Communications with Customers

- The topic area and rule citation “Restrictions on apprentices G-3(a)(iii)(A)” is being removed to reflect the rescission of the requirement in Rule G-3, as amended.
- The topic area and rule citation “Tape recording of conversations G-27(c)(ii)” is being added to reflect the requirements included in Rule G-27.

Suitability

- The rule citation for topic area “Knowledge of customer G-19(b)” is being revised to “Knowledge of customer G-19 [Supp. .04]” to reflect that the relevant requirements are included in paragraph .04 of the Supplementary Material of Rule G-19, as amended.

- The rule citation for topic area “Suitability of recommendations G-19(c)” is being revised to “Suitability of recommendations and transactions G-19” to reflect that the relevant requirements are included in Rule G-19, as amended.
- The topic area and rule citation “Time of trade disclosure G-47” is being added to reflect the requirements included in Rule G-47.
- The topic area and rule citation “Sophisticated Municipal Market Professionals (SMMP) G-48” is being added to reflect the requirements included in Rule G-48, as amended.
- The section header “Improper Activities” is being revised to “Supervisory Concerns” to provide clarity to the title of the section.
- The topic area and rule citation “Churning G-19(e)” is being revised to “Quantitative Suitability G-19 [Supp. .05]” to reflect that the relevant requirements are included in paragraph .05 of the Supplementary Material of Rule G-19, as amended.
- The topic area “Prohibition against soliciting and coordinating political contributions G-37(c) and (d)” is being revised to “Prohibition against soliciting and coordinating political contributions; and circumvention of rule, G-37(c) and (d)” to reflect that the relevant requirements are included in Rule G-37.

Discretionary Accounts

- The topic area and rule citation “Suitability G-19(d)” is being moved to the suitability section in Part three of the content outline.
- The topic area and rule citation “Written supervisory procedures G-27(c)(i)” is being revised to “Approval of transactions G-27(c)(i)(G)(2)” to reflect the reorganization of Rule G-27.

Customer Complaints

- The rule citation for topic area “Review by a principal G-27(c)(ii)” is being revised to “Review by a principal G-27(c)(i)(B)” to reflect the reorganization of Rule G-27.

Part Four: Orientation and Syndication

New Issue Syndicate Practices

- The topic area and rule citation “Retail order period and required disclosures G-11(k)” are being added to reflect the requirements included in Rule G-11.
- The topic area “Definitions A-13(f)” is being revised to “Definition of primary offering A-13(f)” to provide clarity to the title of the topic area.

Part Five: Trading

Execution of Transactions

- The topic area “Transactions as agent G-18” is being revised to “Best execution G-18” to reflect the requirements included in Rule G-18.
- The topic area “Prices and Commissions” is being added to reflect the requirements included in Rule G-30.
- The topic area and rule citation “Principal transactions G-30(a)” is being moved from section two regarding general supervision to section five regarding trading.
- The topic area and rule citation “Agency transactions G-30(b)” is being moved from section two regarding general supervision to section five regarding trading.
- The topic area and rule citation “Time of trade disclosure G-47” is being added to reflect the requirements included in Rule G-47, as amended.

Reports of Sales or Purchases

- The topic area “Definitions G-14, RTRS Procedures, Sect. (d)” is being revised to “Definitions relating to reporting requirements for specific types of transactions” to provide clarity to the title of the topic area.

2. Statutory Basis

The MSRB believes that the proposed rule change is consistent with the provisions of Section 15B(b)(2)(A) of the Act,¹⁰ which authorizes the MSRB to prescribe for municipal securities brokers or municipal securities dealers and their associated persons standards of training, experience, competence, and such other qualifications as the Board finds necessary or appropriate in the public interest or for the protection of investors and municipal entities or obligated persons. Section 15B(b)(2)(A) of the Act¹¹ also provides that the Board may appropriately classify municipal securities brokers, municipal securities dealers, and municipal advisors and persons associated with municipal securities brokers, municipal securities dealers and municipal advisors and require persons in any such class to pass tests prescribed by the Board.

The MSRB believes that the proposed revisions to the content outline for the Series 51, Series 52, and Series 53 examinations and changes to the selection specifications for the Series 53 examination are consistent with the provisions of Section 15B(b)(2)(A) of the Act¹² in that the revisions will ensure that certain key concepts and rules are tested on each of the examinations in order to test the competency of individuals seeking to qualify as a municipal

¹⁰ 15 U.S.C. 78o-4(b)(2)(A).

¹¹ Id.

¹² Id.

fund securities limited principal, municipal securities representative and municipal securities principal with respect to their knowledge of MSRB rules and the municipal securities market.

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

The MSRB does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The updated Series 51, Series 52, and Series 53 content outlines align with the functions and associated tasks currently performed by municipal fund securities limited principals, municipal securities representatives, and municipal securities principals and tests knowledge of the most current laws, rules, and regulations and skills relevant to those functions and associated tasks. As such, the proposed rule change would make the examinations more efficient and effective.

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

Written comments were neither solicited nor received on the proposed rule change.

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

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act¹³ and Rule 19b-4(f)(6) thereunder.¹⁴ The examination content outlines for the Series 51, Series 52 and Series 53 examinations and the Series 52 selection specifications will become operative on August 31, 2015.

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f)(6).

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-MSRB-2015-07 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549.

All submissions should refer to File Number SR-MSRB-2015-07. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for

website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549 on official business days between the hours of 10:00 am and 3:00 pm. Copies of the filing also will be available for inspection and copying at the principal office of the MSRB. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-MSRB-2015-07 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, pursuant to delegated authority.¹⁵

Jill M. Peterson

Assistant Secretary

¹⁵ 17 CFR 200.30-3(a)(12).