

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-49988; File No. SR-NYSE-2004-07)

July 8, 2004

Self-Regulatory Organizations; New York Stock Exchange, Inc.; Order Granting Approval to Proposed Rule Change and Amendment No. 1 Thereto Relating to the Listed Company Manual's Requirement that Companies Make Certain Paper Filings

On February 10, 2004, the New York Stock Exchange, Inc. ("NYSE" or "Exchange") filed with the Securities and Exchange Commission ("Commission" or "SEC"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² a proposed rule change to amend the NYSE Listed Company Manual to clarify that the Exchange will no longer require issuers to submit hard copies of Commission Form 8-K³ filings. Accordingly, the NYSE proposes only to require issuers to file, pursuant to the NYSE Listed Company Manual, hard copies of materials that are necessary to support a listing application and proxy materials. In addition, the NYSE proposes to amend the NYSE Listed Company Manual to require issuers to file paper versions of SEC Form 6-K⁴ that are not required to be filed through the Commission's Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") system. On May 10, 2004, NYSE submitted Amendment No. 1 to the proposed rule change.⁵

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 249.308.

⁴ 17 CFR 249.306.

⁵ See Letter from Darla C. Stuckey, Corporate Secretary, NYSE, to Nancy J. Sanow, Assistant Director, Division of Market Regulation ("Division"), Commission, dated May 7, 2004 ("Amendment No. 1"). Amendment No. 1 replaced and superceded the original filing in its entirety.

The proposed rule change, as amended, was published for comment in the Federal Register on May 24, 2004.⁶ The Commission received no comments on the proposal.

The Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange,⁷ and, in particular, the requirements of Section 6 of the Act⁸ and the rules and regulations thereunder. The Commission finds specifically that the proposed rule change is consistent with Section 6(b)(5) of the Act⁹ in that the proposal is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest.

The Commission believes that the proposal should streamline filing requirements and eliminate duplicative filings. The Commission notes that the Exchange currently accepts and accesses all materials filed by issuers with the Commission on the Commission's EDGAR system except materials necessary to support a listing application, proxy materials, and SEC Form 8-K¹⁰ filings.¹¹ Since the Exchange currently accepts

⁶ See Securities Exchange Act Release No. 49714 (May 17, 2004), 69 FR 29608.

⁷ In approving this proposed rule change, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

⁸ 15 U.S.C. 78f.

⁹ 15 U.S.C. 78f(b)(5).

¹⁰ 17 CFR 249.308.

¹¹ See NYSE Listed Company Manual, Section 204.00(B); see also Letter to NYSE from Ann M. Krauskopf, Special Counsel, Division of Corporation Finance, and Howard L. Kramer, Senior Associate Director, Division, Commission, dated July

and accesses other materials filed by issuers on the EDGAR system and has recently implemented a system that provides electronic notification that an issuer has filed a Form 8-K¹² or Form 6-K¹³ and flags and routes such filings to the appropriate NYSE representative, the Commission believes the Exchange will be able to continue to fulfill its regulatory responsibilities with regard to its issuers.

IT IS THEREFORE ORDERED, pursuant to Section 19(b)(2) of the Act¹⁴, that the proposed rule change (File No. SR-NYSE-2004-07), as amended, be, and hereby is, approved.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹⁵

Margaret H. McFarland
Deputy Secretary

22, 1998 (providing no-action relief from certain requirements to file paper copies).

¹² 17 CFR 249.308.

¹³ 17 CFR 249.306.

¹⁴ 15 U.S.C. 78s(b)(2).

¹⁵ 17 CFR 200.30-3(a)(12).