

**SECURITIES AND EXCHANGE COMMISSION**

[Release Nos. 33–9365; 34–68019; File No. 265–28]

**Investor Advisory Committee**

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Notice of Telephonic Meeting of Securities and Exchange Commission Investor Advisory Committee.

**SUMMARY:** The Securities and Exchange Commission Investor Advisory Committee, established pursuant to Section 911 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, is providing notice that it will hold a telephonic meeting on Friday, October 12, 2012. The meeting will begin at 12:00 p.m. (EDT) and end at 1:00 p.m. and will be open to the public via telephone at 1–866–606–4717, participant code 3877211. Persons needing special accommodations to take part because of a disability should notify the contact person listed below. The public is invited to submit written statements to the Committee. The agenda for the meeting includes discussion of and voting on a recommendation from the Investor as Purchaser subcommittee regarding the Jumpstart Our Business Startups Act (JOBS Act) requirements on general solicitation and general advertising in Rule 506 private placements.

**DATES:** Written statements should be received on or before October 12, 2012.

**ADDRESSES:** Written statements may be submitted by any of the following methods:

*Electronic Statements*

- Use the Commission's Internet submission form (<http://www.sec.gov/rules/other.shtml>); or
- Send an email message to [rules-comments@sec.gov](mailto:rules-comments@sec.gov). Please include File No. 265–28 on the subject line; or

*Paper Statements*

- Send paper statements in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, Stop 1090, 100 F Street NE., Washington, DC 20549–1090.

All submissions should refer to File No. 265–28. This file number should be included on the subject line if email is used. To help us process and review your statement more efficiently, please use only one method.

Statements also will be available for Web site viewing and printing in the Commission's Public Reference Room, 100 F Street NE., Room 1580,

Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. All statements received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

**FOR FURTHER INFORMATION CONTACT:** M. Owen Donley, Chief Counsel, at (202) 551–6322, Office of Investor Education and Advocacy, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549.

Dated: October 9, 2012.

**Elizabeth M. Murphy,**  
*Secretary.*

[FR Doc. 2012–25219 Filed 10–12–12; 8:45 am]

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**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34–68011; File No. SR–NYSE–2012–49]

**Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Proposed Rule Change, as Modified by Amendment No. 1, Amending Sections 303A.00, 303A.02(a) and 303A.05 of the Exchange's Listed Company Manual To Comply With the Requirements of Securities and Exchange Commission Rule 10C–1**

October 9, 2012.

Pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 (the “Act”)<sup>2</sup> and Rule 19b–4 thereunder,<sup>3</sup> notice is hereby given that on September 25, 2012, New York Stock Exchange LLC (“NYSE” or the “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II and III below, which filing was amended and replaced in its entirety by Amendment No. 1 thereto on October 1, 2012, and which Items have been prepared by the Exchange. 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 the Substance of the Proposed Rule Change**

The Exchange proposes to amend Sections 303A.00, 303A.02(a) and 303A.05 of the Exchange's Listed Company Manual (the “Manual”) to

comply with the requirements of Securities and Exchange Commission (“Commission” or “SEC”) Rule 10C–1.<sup>4</sup> The text of the proposed rule change is available on the Exchange's Web site at [www.nyse.com](http://www.nyse.com), at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the self-regulatory organization 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 those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

**1. Purpose**

This Amendment No. 1 to SR–NYSE–2012–49 (the “filing”) amends and replaces in its entirety the Filing as originally submitted on September 25, 2012. Amendment No. 1 corrects a single error in the rule text in Exhibit 5 as originally filed. The error was in Section 303A.00 under the heading “Transition Periods for Compensation Committee Requirements.”

The Exchange proposes to amend Sections 303A.00, 303A.02(a) and 303A.05 of the Manual to comply with the requirements of SEC Rule 10C–1.

The proposed changes to Sections 303A.00, 303A.02(a) and 303A.05 will not become operative until July 1, 2013. Consequently, the existing text of these sections will remain in the Manual until June 30, 2013 and will be removed immediately thereafter.<sup>5</sup> Upon approval of this filing, the amended provisions of those sections will be included in the Manual with introductory text indicating that the revised text does not become operative until July 1, 2013.

Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”)<sup>6</sup> added Section 10C to the Securities Exchange Act of 1934.<sup>7</sup> Section 10C

<sup>4</sup> 17 CFR 240.10C–1.

<sup>5</sup> The Commission notes that the Exchange will have to comply with Section 19(b) of the Act.

<sup>6</sup> Public Law 111–203, 124 Stat. 1900 (2010).

<sup>7</sup> 15 U.S.C. 78j–3.

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

<sup>2</sup> 15 U.S.C. 78a.

<sup>3</sup> 17 CFR 240.19b–4.