

Required fields are shown with yellow backgrounds and asterisks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

Filing by Long-Term Stock Exchange, Inc.

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * Amendment * Withdrawal Section 19(b)(2) * Section 19(b)(3)(A) * Section 19(b)(3)(B) *

Rule

Pilot Extension of Time Period for Commission Action *

 19b-4(f)(1) 19b-4(f)(4)
 19b-4(f)(2) 19b-4(f)(5)
 19b-4(f)(3) 19b-4(f)(6)

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 806(e)(1) * Section 806(e)(2) * Section 3C(b)(2) *



Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Long-Term Stock Exchange is filing with the SEC a proposed rule change to establish an annual membership fee.

Contact Information

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * Gary Last Name * Goldsholle
Title * Chief Regulatory Officer
E-mail * gary@longtermstockexchange.com
Telephone * (202) 580-5752 Fax

Signature

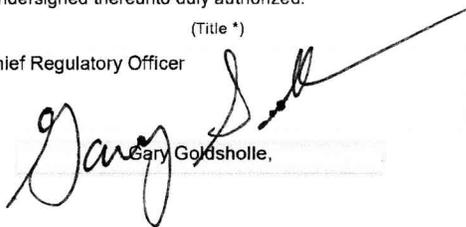
Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

(Title *)

Date 02/10/2020
By Gary Goldsholle

Chief Regulatory Officer


Gary Goldsholle,

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF website.

Form 19b-4 Information *

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *

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Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

Add Remove View

Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

Add Remove View

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² Long-Term Stock Exchange, Inc. (“LTSE” or the “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to establish an Annual Membership Fee. The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act,³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposed rule change effective upon filing with the Commission.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1. The text of the proposed rule change is attached as Exhibit 5.

(b) The Exchange does not believe that the proposed rule change will have any direct effect, or any significant indirect effect, on any other Exchange rule in effect at the time of this filing.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

Senior management has approved the proposed rule change pursuant to authority delegated to it by the Board of the Exchange. No further action is required under the Exchange’s governing documents. Therefore, the Exchange’s internal procedures with respect to the proposed rule change are complete.

The person on the Exchange staff prepared to respond to questions and comments on the proposed rule change is:

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(2).

Gary L. Goldsholle
Chief Regulatory Officer
Long-Term Stock Exchange, Inc.
(202) 580-5752

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

(a) Purpose

The Exchange is proposing to establish an Annual Membership Fee for Members⁵ of the Exchange of \$10,000. The Annual Membership Fee is proposed to be assessed on a calendar-year basis and will be due on or before December 31 of the prior year. For example, the Annual Membership Fee for calendar year 2021 will be due on or before December 31, 2020.

However, if a Member is pending a voluntary termination of rights as a Member pursuant to Rule 2.190 prior to the date any Annual Membership Fee for a given year will be due (i.e., December 31) and the Member does not utilize the facilities of the Exchange while such voluntary termination of rights is pending, then the Member will not be obligated to pay the Annual Membership Fee for the upcoming calendar year. The Exchange believes this to be appropriate because there is ordinarily a 30-day waiting period before such resignation shall take effect.

The Annual Membership Fee for a firm that becomes a Member during a calendar year is proposed to be prorated (starting with the next calendar month) based upon the date the firm becomes a Member. For example, if a firm is approved as a Member on July 15, the prorated

⁵ The term "Member" means any registered broker or dealer that has been admitted to membership in the Exchange. A Member has the status of a Member of the Exchange as that term is defined in Section 3(a)(3) of the Act. Membership may be granted to a sole proprietor, partnership, corporation, limited liability company, or other organization that is a registered broker or dealer pursuant to Section 15 of the Act, and which has been approved by the Exchange. See LTSE Rule 1.160(w).

Annual Membership Fee assessed on such new Member would cover the months of August through December, i.e., five months at \$833 for a total of \$4,165. Any Annual Membership Fees that are paid are proposed to be non-refundable.

As an inducement for firms to become Members of the Exchange as the Exchange completes the build-out of its trading platform and finalizes compliance with the conditions set forth in the Exchange's approval order,⁶ the Exchange proposes to waive the 2020 Annual Membership Fee for any firm that submits its completed membership application prior to the commencement of trading operations. Additional information regarding the Exchange's readiness to commence trading operations and the anticipated start of trading will be announced on its Web site at www.longtermstockexchange.com.

The Exchange does not presently contemplate proposing any application fees, trading fees, trading rights or trading permit fees, or so-called "headcount" fees.

(b) Statutory Basis

The Exchange believes the proposed rule change is consistent with the requirements of Section 6(b) of the Act⁷ in general, and furthers the objectives of Section 6(b)(4) of the Act⁸ in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its Members and other persons using its facilities. The Exchange also believes that the proposed rule change is consistent with the requirements of Section 6(b)(5) of the Act⁹ because the proposed rule change is designed to promote just and equitable principles of trade, to

⁶ See Securities Exchange Act Release No. 34-85828 (May 10, 2019), 84 FR 21841 (May 15, 2019) (File No. 10-234).

⁷ 15 U.S.C. 78f(b).

⁸ 15 U.S.C. 78f(b)(4).

⁹ 15 U.S.C. 78f(b)(5).

foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, 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 and is not designed to permit unfair discrimination between customer, issuers, brokers, and dealers.

The Exchange believes that the proposed Annual Membership Fee is reasonable because it is a de minimis expense in relation to the costs of operating a broker-dealer that routes and executes orders across the trading venues that comprise the national market system. The Exchange is offering a novel trading model – the Very Simply Market (“VSM”)¹⁰ – in which all orders would be fully displayed and all trades would occur at displayed prices, thus dispensing with both the need for midpoint executions (e.g., traders accessing non-displayed prices) and complex order types. The Exchange believes that the VSM also would appeal to market makers and other firms who, by virtue of the simple nature of the market, would be able to easily and effectively manage their quoting behavior. In view of these offerings, the Exchange believes that there is value in becoming a Member of the Exchange and that the proposed Annual Membership Fee is reasonable. Moreover, insofar as the Annual Membership Fee is an “all-in” fee (i.e., LTSE does not charge – nor does LTSE presently contemplate charging – application fees, trading fees, trading rights fees, or trading permit fees), the Annual Membership Fee is lower than other national securities exchanges that charge such fees.¹¹ The Exchange also does not

¹⁰ See Securities Exchange Act Release No. 34-87221 (October 3, 2019), 84 FR 54195 (October 9, 2019) (SR-LTSE-2019-02).

¹¹ For example, NYSE’s annual trading license fee for member organizations ranges from \$25,000 to \$50,000 based on the number of trading licenses. See “Price List 2020,” New York Stock Exchange at 39 (last updated January 2, 2020), https://www.nyse.com/publicdocs/nyse/markets/nyse/NYSE_Price_List.pdf. Nasdaq’s annual membership fee is \$3,000 plus a monthly \$1,250 trading rights fee (totaling

charge – nor does it presently contemplate charging – so-called “headcount fees,” e.g., fees charged for each Form U-4 filed for registration of a representative or a principal or the transfer or re-licensing of such personnel,¹² further highlighting the reasonableness of the proposed Annual Membership Fee. The proposed Annual Membership Fee might be seen as relatively more reasonable for a Member that conducts more trading on LTSE, but the Exchange believes that the clarity and convenience of a fixed fee – in contrast to variable fees based on trading volume or the number or type of connections to the exchange – as well the amount of the fee, makes the proposed rule change reasonable.

The Exchange believes that the proposed Annual Membership Fee is not unfairly discriminatory because it would be assessed equally across all Members or firms that seek to become Members. The Exchange believes that the proposed Annual Membership Fee is not unfairly discriminatory because no broker-dealer is required to become a member of the Exchange.¹³ The vigorous competition among national securities exchanges provides many alternatives for firms to voluntarily decide whether membership in LTSE is appropriate and worthwhile, and no broker-dealer is required to become a member of the Exchange.¹⁴

\$18,000 per year). See “NASDAQ Membership Fees,” Nasdaq, <http://nasdaqtrader.com/Trader.aspx?id=PriceListTrading2#membership>. See also Securities Exchange Act Release No. 34-81133 (July 12, 2017), 82 FR 32904 (July 18, 2017) (SR-NASDAQ-2017-065) (discussing the reasonableness of NASDAQ’s fees).

¹² See, e.g., “NASDAQ Membership Fees,” supra note 11 (\$55 for each Form U-4 filed for the registration of a Representative or Principal, and \$55 for each Form U-4 filed for the transfer or re-licensing of a Representative or Principal).

¹³ For example, NYSE National lists only 52 firms in its membership directory, as compared to 148 firms listed as members of NYSE. Compare “NYSE National Membership,” <https://www.nyse.com/markets/nyse-national/membership> (last visited January 23, 2020), with “NYSE Membership,” <https://www.nyse.com/markets/nyse/membership> (last visited January 23, 2020).

¹⁴ Neither the trade-through requirements under Regulation NMS nor broker-dealers’ best execution obligations require a broker-dealer to become a member of every exchange.

The Exchange further believes that the proposed fees would be an equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities, and are not unfairly discriminatory. As the Commission noted in its Concept Release Concerning Self-Regulation:

The Commission to date has not issued detailed rules specifying proper funding levels of [self-regulatory organization (“SRO”)] regulatory programs, or how costs should be allocated among the various SRO constituencies. Rather, the Commission has examined the SROs to determine whether they are complying with their statutory responsibilities. This approach was developed in response to the diverse characteristics and roles of the various SROs and the markets they operate. The mechanics of SRO funding, including the amount of revenue that is spent on regulation and how that amount is allocated among various regulatory operations, is related to the type of market that an SRO is operating. . . . Thus, each SRO and its financial structure is, to a certain extent, unique. While this uniqueness can result in different levels of SRO funding across markets, it also is a reflection of one of the primary underpinnings of the National Market System. Specifically, by fostering an environment in which diverse markets with diverse business models compete within a unified National Market System, investors and market participants benefit.¹⁵

¹⁵ Securities Exchange Act Release No. 34-50700 (November 22, 2004), 69 FR 71255, 71267-68 (December 8, 2004) (File No. S7-40-04).

The Exchange's proposed funding model relies primarily on issuers, who would pay listing fees,¹⁶ and Members, who would pay annual membership fees. Thus, the proposed rule change has broker-dealers sharing in the costs of operating the Exchange. Over time, the Exchange can assess whether the apportionment of fees among its various constituencies, but the approach outlined in the proposed rule change aligns with a new exchange that is seeking to attract members amidst a highly competitive landscape. Indeed, for this reason, the Exchange proposes to waive the Annual Membership Fee for calendar year 2020 for any firm submitting a completed membership application before the Exchange commences trading operations. While this incentive to attract members will reduce revenue from broker-dealer memberships in the short run, the Exchange believes that these incentives will encourage firms to consider becoming members and better position the Exchange for the long term.

Effective regulation is central to the proper functioning of the securities markets. Recognizing the importance of such efforts, Congress decided to require national securities exchanges to register with the Commission as self-regulatory organizations to carry out the purposes of the Act. The Exchange therefore believes that it is critical to ensure that regulation is appropriately funded. The Annual Membership Fee is expected to provide a source of funding towards the Exchange's total regulatory costs.

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

In accordance with Section 6(b)(8) of the Act,¹⁷ the Exchange believes that the proposed rule change would not impose any burden on intermarket or intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Instead, the Exchange

¹⁶ See SR-LTSE-2020-03 (filed January 30, 2020) (on file with Commission).

¹⁷ 15 U.S.C. 78f(b)(8).

believes that the proposed rule change would promote and enhance intermarket competition by supporting the funding and operation of a national securities exchange that is focused principally on uniting bold ideas with patient capital and for companies and investors who measure success over years and decades, not financial quarters.¹⁸ In this regard, the Exchange believes that there is broad acknowledgment that the number of new companies accessing the U.S. public capital markets is decreasing and has been for some time.¹⁹ For example, the Commission's recent proposal on Amending the "Accredited Investor" Definition acknowledges this problem, but focuses instead on bringing more investors into the private markets.²⁰ The Exchange believes that its entry as a national securities exchange will help reinvigorate the public capital markets,²¹

¹⁸ See Lananh Nguyen, "Silicon Valley Exchange Says Wall Street Needs to Slow Down," Bloomberg (December 19, 2019), <https://www.bloomberg.com/news/articles/2019-12-19/long-term-stock-exchange-says-wall-street-needs-to-slow-down?sref=CDdNJ6yd>; Laurence Dodds, "One Man's Quest to Challenge Wall Street with a New Silicon Valley Stock Exchange," The Telegraph (November 7, 2019), <https://www.telegraph.co.uk/technology/2019/11/07/one-mans-quest-challenge-wall-street-new-silicon-valley-stock/>.

¹⁹ See Richard Henderson, "The Incredible Shrinking Stock Market," Financial Times (June 26, 2019), <https://www.ft.com/content/0c9c0b64-9760-11e9-9573-ee5cbb98ed36>; Speech, Rick A. Fleming, "Enhancing the Demand for IPOs", NASAA 2017 Public Policy Conference (May 9, 2017), available at <https://www.sec.gov/news/speech/fleming-enhancing-demand-ipos-050917>.

²⁰ Amending the "Accredited Investor" Definition, Proposed Rule, Release Nos. 33-10734, 34-87784, 85 FR 2574, 2605 (January 15, 2020) (File No. S7-25-19) ("[T]he high-growth stage of the lifecycle of many issuers occurs while they remain private. Thus, investors that do not qualify for accredited investor status may not be able to participate in the high-growth stage of these issuers because it often occurs before they engage in registered offerings. Allowing more investors to invest in unregistered offerings of private firms thus may allow them to participate in the high-growth stages of these firms.") (footnote omitted).

²¹ See Order Approving Proposed Rule Change To Adopt Rule 14.425, Which Would Require Companies Listed on the Exchange To Develop and Publish Certain Long-Term Policies, Securities Exchange Act Release No. 34-86722 (August 21, 2019), 84 FR 44952 (August 27, 2019) (SR-LTSE-2019-01).

and in turn, promote intermarket competition given the wide number of venues in which a listed company's stock can trade.

The Exchange also believes that the proposed costs of membership will not impose an unnecessary or inappropriate burden on intermarket competition given the highly competitive market for execution venues, which includes not only the 13 other equities exchanges, but also off-exchange venues, including over 30 alternative trading systems trading NMS stocks.²² The Exchange believes that the proposed rule change also will not burden intermarket competition given the many choices firms have regarding the national securities exchanges in which they choose to become members.²³ As noted above, neither the trade-through requirements under Regulation NMS nor broker-dealers' best execution obligations require a broker-dealer to become a member of every exchange.

Additionally, the Exchange believes that the Annual Membership Fee would not be an inappropriate burden on intramarket competition in particular, as it would be applied equally to all Members.

5. 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.

6. Extension of Time Period for Commission Action

Not applicable.

²² See "NMS Stock ATs," U.S. Securities and Exchange Commission, <https://www.sec.gov/divisions/marketreg/form-ats-n-filings.htm#ats-n>.

²³ See supra note 13.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2) or Section 19(b)(7)(D)

The proposed rule change is filed for immediate effectiveness pursuant to Section 19(b)(3)(A) of Act²⁴ and Rule 19b-4(f)(2)²⁵ thereunder. At any time within 60 days of the filing of such 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. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B) of the Act to determine whether the proposed rule change should be approved or disapproved.²⁶

8. Proposed Rule Change Based on the Rules of Another Self-Regulatory Organization or of the Commission

Not applicable.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

Exhibit 1 – Form of Notice of the Proposed Rule Change for Publication in the Federal Register.

Exhibit 5 – Text of Proposed Rule Change

²⁴ 15 U.S.C. 78s(b)(3)(A).

²⁵ 17 CFR 240.19b-4(f)(2).

²⁶ 15 U.S.C. 78s(b)(2)(B).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34- ; File No. SR-LTSE-2020-04]

[Date]

Self-Regulatory Organizations; Long-Term Stock Exchange; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to the Annual Membership Fee

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 February [X], 2020, Long-Term Stock Exchange (“LTSE” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by the self-regulatory organization. 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

LTSE proposes a rule change to establish an Annual Membership Fee.

The text of the proposed rule change is available at the Exchange’s website at <https://longtermstockexchange.com/>, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

II. Self-Regulatory Organization’s Statement on the Purpose of, and 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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization 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 on the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange is proposing to establish an Annual Membership Fee for Members³ of the Exchange of \$10,000. The Annual Membership Fee is proposed to be assessed on a calendar-year basis and will be due on or before December 31 of the prior year. For example, the Annual Membership Fee for calendar year 2021 will be due on or before December 31, 2020.

However, if a Member is pending a voluntary termination of rights as a Member pursuant to Rule 2.190 prior to the date any Annual Membership Fee for a given year will be due (i.e., December 31) and the Member does not utilize the facilities of the Exchange while such voluntary termination of rights is pending, then the Member will not be obligated to pay the Annual Membership Fee for the upcoming calendar year. The Exchange believes this to be appropriate because there is ordinarily a 30-day waiting period before such resignation shall take effect.

The Annual Membership Fee for a firm that becomes a Member during a calendar year is proposed to be prorated (starting with the next calendar month) based upon the date the firm becomes a Member. For example, if a firm is approved as a Member on July 15, the prorated

³ The term "Member" means any registered broker or dealer that has been admitted to membership in the Exchange. A Member has the status of a Member of the Exchange as that term is defined in Section 3(a)(3) of the Act. Membership may be granted to a sole proprietor, partnership, corporation, limited liability company, or other organization that is a registered broker or dealer pursuant to Section 15 of the Act, and which has been approved by the Exchange. See LTSE Rule 1.160(w).

Annual Membership Fee assessed on such new Member would cover the months of August through December, i.e., five months at \$833 for a total of \$4,165. Any Annual Membership Fees that are paid are proposed to be non-refundable.

As an inducement for firms to become Members of the Exchange as the Exchange completes the build-out of its trading platform and finalizes compliance with the conditions set forth in the Exchange's approval order,⁴ the Exchange proposes to waive the 2020 Annual Membership Fee for any firm that submits its completed membership application prior to the commencement of trading operations. Additional information regarding the Exchange's readiness to commence trading operations and the anticipated start of trading will be announced on its Web site at www.longtermstockexchange.com.

The Exchange does not presently contemplate proposing any application fees, trading fees, trading rights or trading permit fees, or so-called "headcount" fees.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the requirements of Section 6(b) of the Act⁵ in general, and furthers the objectives of Section 6(b)(4) of the Act⁶ in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its Members and other persons using its facilities. The Exchange also believes that the proposed rule change is consistent with the requirements of Section 6(b)(5) of the Act⁷ because the proposed rule change is designed to promote just and equitable principles of trade, to

⁴ See Securities Exchange Act Release No. 34-85828 (May 10, 2019), 84 FR 21841 (May 15, 2019) (File No. 10-234).

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(4).

⁷ 15 U.S.C. 78f(b)(5).

foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, 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 and is not designed to permit unfair discrimination between customer, issuers, brokers, and dealers.

The Exchange believes that the proposed Annual Membership Fee is reasonable because it is a de minimis expense in relation to the costs of operating a broker-dealer that routes and executes orders across the trading venues that comprise the national market system. The Exchange is offering a novel trading model – the Very Simply Market (“VSM”)⁸ – in which all orders would be fully displayed and all trades would occur at displayed prices, thus dispensing with both the need for midpoint executions (e.g., traders accessing non-displayed prices) and complex order types. The Exchange believes that the VSM also would appeal to market makers and other firms who, by virtue of the simple nature of the market, would be able to easily and effectively manage their quoting behavior. In view of these offerings, the Exchange believes that there is value in becoming a Member of the Exchange and that the proposed Annual Membership Fee is reasonable. Moreover, insofar as the Annual Membership Fee is an “all-in” fee (i.e., LTSE does not charge – nor does LTSE presently contemplate charging – application fees, trading fees, trading rights fees, or trading permit fees), the Annual Membership Fee is lower than other national securities exchanges that charge such fees.⁹ The Exchange also does not

⁸ See Securities Exchange Act Release No. 34-87221 (October 3, 2019), 84 FR 54195 (October 9, 2019) (SR-LTSE-2019-02).

⁹ For example, NYSE’s annual trading license fee for member organizations ranges from \$25,000 to \$50,000 based on the number of trading licenses. See “Price List 2020,” New York Stock Exchange at 39 (last updated January 2, 2020), https://www.nyse.com/publicdocs/nyse/markets/nyse/NYSE_Price_List.pdf. Nasdaq’s annual membership fee is \$3,000 plus a monthly \$1,250 trading rights fee (totaling

charge – nor does it presently contemplate charging – so-called “headcount fees,” e.g., fees charged for each Form U-4 filed for registration of a representative or a principal or the transfer or re-licensing of such personnel,¹⁰ further highlighting the reasonableness of the proposed Annual Membership Fee. The proposed Annual Membership Fee might be seen as relatively more reasonable for a Member that conducts more trading on LTSE, but the Exchange believes that the clarity and convenience of a fixed fee – in contrast to fees based on trading volume or the number or type of connections to the exchange – as well the amount of the fee, makes the proposed rule change reasonable.

The Exchange believes that the proposed Annual Membership Fee is not unfairly discriminatory because it would be assessed equally across all Members or firms that seek to become Members. The Exchange believes that the proposed Annual Membership Fee is not unfairly discriminatory because no broker-dealer is required to become a member of the Exchange.¹¹ The vigorous competition among national securities exchanges provides many alternatives for firms to voluntarily decide whether membership in LTSE is appropriate and worthwhile, and no broker-dealer is required to become a member of the Exchange.¹²

\$18,000 per year). See “NASDAQ Membership Fees,” Nasdaq, <http://nasdaqtrader.com/Trader.aspx?id=PriceListTrading2#membership>. See also Securities Exchange Act Release No. 34-81133 (July 12, 2017), 82 FR 32904 (July 18, 2017) (SR-NASDAQ-2017-065) (discussing the reasonableness of NASDAQ’s fees).

¹⁰ See, e.g., “NASDAQ Membership Fees,” supra note 9 (\$55 for each Form U-4 filed for the registration of a Representative or Principal, and \$55 for each Form U-4 filed for the transfer or re-licensing of a Representative or Principal).

¹¹ For example, NYSE National lists only 52 firms in its membership directory, as compared to 148 firms listed as members of NYSE. Compare “NYSE National Membership,” <https://www.nyse.com/markets/nyse-national/membership> (last visited January 23, 2020), with “NYSE Membership,” <https://www.nyse.com/markets/nyse/membership> (last visited January 23, 2020).

¹² Neither the trade-through requirements under Regulation NMS nor broker-dealers’ best execution obligations require a broker-dealer to become a member of every exchange.

The Exchange further believes that the proposed fees would be an equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities, and are not unfairly discriminatory. As the Commission noted in its Concept Release Concerning Self-Regulation:

The Commission to date has not issued detailed rules specifying proper funding levels of [self-regulatory organization (“SRO”)] regulatory programs, or how costs should be allocated among the various SRO constituencies. Rather, the Commission has examined the SROs to determine whether they are complying with their statutory responsibilities. This approach was developed in response to the diverse characteristics and roles of the various SROs and the markets they operate. The mechanics of SRO funding, including the amount of revenue that is spent on regulation and how that amount is allocated among various regulatory operations, is related to the type of market that an SRO is operating. . . . Thus, each SRO and its financial structure is, to a certain extent, unique. While this uniqueness can result in different levels of SRO funding across markets, it also is a reflection of one of the primary underpinnings of the National Market System. Specifically, by fostering an environment in which diverse markets with diverse business models compete within a unified National Market System, investors and market participants benefit.¹³

¹³ Securities Exchange Act Release No. 34-50700 (November 22, 2004), 69 FR 71255, 71267-68 (December 8, 2004) (File No. S7-40-04).

The Exchange's proposed funding model relies primarily on issuers, who would pay listing fees,¹⁴ and Members, who would pay annual membership fees. Thus, the proposed rule change has broker-dealers sharing in the costs of operating the Exchange. Over time, the Exchange can assess whether the apportionment of fees among its various constituencies, but the approach outlined in the proposed rule change aligns with a new exchange that is seeking to attract members amidst a highly competitive landscape. Indeed, for this reason, the Exchange proposes to waive the Annual Membership Fee for calendar year 2020 for any firm submitting a completed membership application before the Exchange commences trading operations. While this incentive to attract members will reduce revenue from broker-dealer memberships in the short run, the Exchange believes that these incentives will encourage firms to consider becoming members and better position the Exchange for the long term.

Effective regulation is central to the proper functioning of the securities markets. Recognizing the importance of such efforts, Congress decided to require national securities exchanges to register with the Commission as self-regulatory organizations to carry out the purposes of the Act. The Exchange therefore believes that it is critical to ensure that regulation is appropriately funded. The Annual Membership Fee is expected to provide a source of funding towards the Exchange's total regulatory costs.

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

In accordance with Section 6(b)(8) of the Act,¹⁵ the Exchange believes that the proposed rule change would not impose any burden on intermarket or intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Instead, the Exchange

¹⁴ See SR-LTSE-2020-03 (filed January 30, 2020) (on file with Commission).

¹⁵ 15 U.S.C. 78f(b)(8).

believes that the proposed rule change would promote and enhance intermarket competition by supporting the funding and operation of a national securities exchange that is focused principally on uniting bold ideas with patient capital and for companies and investors who measure success over years and decades, not financial quarters.¹⁶ In this regard, the Exchange believes that there is broad acknowledgment that the number of new companies accessing the U.S. public capital markets is decreasing and has been for some time.¹⁷ For example, the Commission's recent proposal on Amending the "Accredited Investor" Definition acknowledges this problem, but focuses instead on bringing more investors into the private markets.¹⁸ The Exchange believes that its entry as a national securities exchange will help reinvigorate the public capital markets,¹⁹

¹⁶ See Lananh Nguyen, "Silicon Valley Exchange Says Wall Street Needs to Slow Down," Bloomberg (December 19, 2019), <https://www.bloomberg.com/news/articles/2019-12-19/long-term-stock-exchange-says-wall-street-needs-to-slow-down?sref=CDdNJ6yd>; Laurence Dodds, "One Man's Quest to Challenge Wall Street with a New Silicon Valley Stock Exchange," The Telegraph (November 7, 2019), <https://www.telegraph.co.uk/technology/2019/11/07/one-mans-quest-challenge-wall-street-new-silicon-valley-stock/>.

¹⁷ See Richard Henderson, "The Incredible Shrinking Stock Market," Financial Times (June 26, 2019), <https://www.ft.com/content/0c9c0b64-9760-11e9-9573-ee5cbb98ed36>; Speech, Rick A. Fleming, "Enhancing the Demand for IPOs", NASAA 2017 Public Policy Conference (May 9, 2017), available at <https://www.sec.gov/news/speech/fleming-enhancing-demand-ipos-050917>.

¹⁸ Amending the "Accredited Investor" Definition, Proposed Rule, Release Nos. 33-10734, 34-87784, 85 FR 2574, 2605 (January 15, 2020) (File No. S7-25-19) ("[T]he high-growth stage of the lifecycle of many issuers occurs while they remain private. Thus, investors that do not qualify for accredited investor status may not be able to participate in the high-growth stage of these issuers because it often occurs before they engage in registered offerings. Allowing more investors to invest in unregistered offerings of private firms thus may allow them to participate in the high-growth stages of these firms.") (footnote omitted).

¹⁹ See Order Approving Proposed Rule Change To Adopt Rule 14.425, Which Would Require Companies Listed on the Exchange To Develop and Publish Certain Long-Term Policies, Securities Exchange Act Release No. 34-86722 (August 21, 2019), 84 FR 44952 (August 27, 2019) (SR-LTSE-2019-01).

and in turn, promote intermarket competition given the wide number of venues in which a listed company's stock can trade.

The Exchange also believes that the proposed costs of membership will not impose an unnecessary or inappropriate burden on intermarket competition given the highly competitive market for execution venues, which includes not only the 13 other equities exchanges, but also off-exchange venues, including over 30 alternative trading systems trading NMS stocks.²⁰ The Exchange believes that the proposed rule change also will not burden intermarket competition given the many choices firms have regarding the national securities exchanges in which they choose to become members.²¹ As noted above, neither the trade-through requirements under Regulation NMS nor broker-dealers' best execution obligations require a broker-dealer to become a member of every exchange.

Additionally, the Exchange believes that the Annual Membership Fee would not be an inappropriate burden on intramarket competition in particular, as it would be applied equally to all Members.

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.

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

The foregoing proposal has become effective pursuant to section 19(b)(3)(A) of the Act,²² and Rule 19b-4(f)(2)²³ thereunder. At any time within 60 days of the filing of such

²⁰ See "NMS Stock ATs," U.S. Securities and Exchange Commission, <https://www.sec.gov/divisions/marketreg/form-ats-n-filings.htm#ats-n>.

²¹ See supra note 11.

²² 15 U.S.C. 78s(b)(3)(A).

²³ 17 CFR 240.19b-4(f)(2).

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. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

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-LTSE-2020-04 on the subject line.

Paper Comments:

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

All submissions should refer to File Number SR-LTSE-2020-04. 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 LTSE and on its Internet website at <https://longtermstockexchange.com/>.

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-LTSE-2020-04 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²⁴

²⁴ 17 CFR 200.30-3(a)(12).

EXHIBIT 5 – TEXT OF PROPOSED RULE CHANGE

Proposed new language is underlined; proposed deletions are [bracketed]

CHAPTER 15. DUES, FEES, ASSESSMENTS, AND OTHER CHARGES; EFFECTIVE DATE

Rule 15.110. No change.

Rule 15.120. No change.

Rule 15.200 Schedule of Fees

(a) Annual Membership Fee \$10,000/year

- (1) The Annual Membership Fee shall be assessed on a calendar year basis, with the fee for each upcoming year due by December 31.
- (2) If a firm is admitted as a Member during a calendar year, the Annual Membership Fee shall be prorated (starting with the next calendar month) based upon the date the firm becomes a Member.
- (3) If a Member is pending a voluntary termination of rights as a Member pursuant to Rule 2.190 prior to the date any Annual Membership Fee is assessed (i.e., December 31) and the Member does not utilize the facilities of the Exchange while such voluntary termination of rights is pending, then the Member will not be obligated to pay the Annual Membership Fee for the upcoming calendar year.
- (4) The Annual Membership Fee shall be waived for calendar year 2020 for any firm submitting a completed membership application before the Exchange commences trading operations.

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