

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="7"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2016"/> - * <input type="text" value="014"/> Amendment No. (req. for Amendments *) <input type="text" value="1"/>
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Filing by Options Clearing Corporation  
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input type="checkbox"/>	Amendment * <input checked="" type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input checked="" type="checkbox"/>	Section 19(b)(3)(A) * <input type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/> Extension of Time Period for Commission Action * <input type="checkbox"/> Date Expires * <input type="text"/>			Rule <input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(4) <input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(5) <input type="checkbox"/> 19b-4(f)(3) <input type="checkbox"/> 19b-4(f)(6)		

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Section 806(e)(1) * <input type="checkbox"/> Section 806(e)(2) * <input type="checkbox"/>	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) * <input type="checkbox"/>
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Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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**Description**  
Provide a brief description of the action (limit 250 characters, required when Initial is checked \*).

**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 \*  Last Name \*   
 Title \*   
 E-mail \*   
 Telephone \*  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    
 By

(Name \*)

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 \***

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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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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, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

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

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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**

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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**

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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**

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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.

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Form 19b-4

Proposed Rule Change

by

THE OPTIONS CLEARING CORPORATION

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

The Options Clearing Corporation (“OCC”) hereby submits this partial amendment, constituting Amendment No. 1, to its proposed rule change SR-OCC-2016-014, in which OCC proposes to amend OCC’s By-Laws and Rules to address the implementation of Section 871(m) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder as they will apply to listed options transactions (“Initial Filing”). Such Section 871(m) regulations are currently scheduled to become effective with regard to listed options transactions on January 1, 2017 (i.e., the Section 871(m) Effective Date). OCC is filing this partial amendment to adjust the date by which each FFI Clearing Member (currently, each OCC Canadian Clearing Member) would need to demonstrate to OCC that it is a Qualified Intermediary Assuming Primary Withholding Responsibility, a Qualified Derivatives Dealer, and FACTA Compliant, as such terms are defined in the Initial Filing, to allow additional time for the Internal Revenue Service to finalize the form necessary to demonstrate compliance prior to the proposed rule change taking effect.

Under the Initial Filing, FFI Clearing Members would need to demonstrate to OCC that they have such statuses by the Section 871(m) Implementation Date, which is defined in the Initial Filing as December 1, 2016, or, if later, the date that is 30 days before the Section 871(m) Effective Date. As noted in the Initial Filing, such Clearing Members have already submitted documentation to OCC demonstrating that they are Qualified Intermediaries Assuming Primary Withholding Responsibility and FACTA Compliant. They have not, however, submitted documentation demonstrating that they are Qualified Derivatives Dealers because the Internal Revenue Service has not yet finalized the form they would need to submit to OCC to demonstrate such status. Accordingly, OCC proposes to amend the definition of Section 871(m) Implementation Date in Item 1 on page 6 of the Initial Filing to read as follows:

(2) The term “Section 871(m) Implementation Date” means such date on or after December 1, 2016 as the Corporation may designate in an Information Memo issued to its Clearing Members.

OCC also proposes to amend the last sentence of the carryover paragraphs on pages 24 and 51 of the Initial Filing to read as follows:

Finally, “Section 871(m) Implementation Date” would mean such date on or after December 1, 2016 as the Corporation may designate in an Information Memo issued to its Clearing Members.

Finally, OCC proposes to amend the footnotes to these sentences (footnote 22 on page 24 and footnote 25 on page 51) as follows:

Although withholding with regard to Dividend Equivalent payments to non-U.S. clearing members currently is scheduled take effect beginning January 1, 2017, the proposed amendments to the By-Laws and Rules would require existing non-U.S. clearing members to provide documentation demonstrating their compliance with the

requirements of Rule 310(d) at such time as OCC may designate in an Information Memo issued to its Clearing Members. While OCC is subject to the IRS' timing of when it will adopt the final QDD form, OCC to the extent possible will issue the Information Memorandum prior to the Section 871(m) Effective Date to give OCC sufficient time to review the documentation as it relates to Qualified Derivatives Dealer status.

A marked copy of the changes to the rule text proposed in this amendment against the version of the rule text in the Initial Filing is attached as Exhibit 4.

The partial amendment would not change the purpose of or statutory basis for the proposed rule change. All other representations in the Initial Filing remain as stated therein and no other changes are being made.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, The Options Clearing Corporation has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

**THE OPTIONS CLEARING CORPORATION**

**By:** \_\_\_\_\_

**Justin Byrne**  
**Vice President, Regulatory Filings**

**EXHIBIT 4**

Additions underscored

Deletions [bracketed]

New text double underscored

New deletions [~~bracketed in strike-through~~]

**THE OPTIONS CLEARING CORPORATION**

**BY-LAWS**

\* \* \*

**ARTICLE I**

**DEFINITIONS**

\* \* \*

**Definitions**

\* \* \*

**Section 871(m) Implementation Date**

(2) The term “Section 871(m) Implementation Date” means [December 1, 2016, or, if later, the date that is 30 days before the Section 871(m) Effective Date-]such date on or after December 1, 2016 as the Corporation may designate in an Information Memo issued to its Clearing Members.

\* \* \*