



February 14, 2013

VIA ELECTRONIC MAIL

Sauntia Warfield
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, DC 20581

Re: Rule Filing SR-OCC-2013-01 Rule Certification

Dear Ms. Warfield:

Enclosed is a copy of the above-referenced rule filing, which The Options Clearing Corporation (“OCC”) is submitting pursuant to the self-certification procedures of Commodity Futures Trading Commission (the “CFTC” or “Commission”) Regulation 40.6. The date of implementation of the rule is the later of 10 business days following receipt of the rule filing by the CFTC hereof or the date the proposed rule is approved by the Securities and Exchange Commission (the “SEC”) or otherwise becomes effective under the Securities Exchange Act of 1934 (the “Exchange Act”). This rule filing has been, or is concurrently being, submitted to the SEC under the Exchange Act.

In conformity with the requirements of Regulation 40.6(a)(7), OCC states the following:

Explanation and Analysis

The purpose of the proposed rule change is to make a technical correction in Interpretation and Policy .08 to Article VI, Section 11A that is related to OCC’s amendment of Section 11A in connection with equity options that are originally listed with a unit of trading of 10 shares (“mini options”), which was previously approved by the SEC. The proposed correction to the Interpretation and Policy would clarify that the same adjustment treatment thresholds that were added to Article VI, Section 11A(c)(ii), by approval of the mini options rule change, are also meant to extend to contracts overlying fund shares.

With the prior mini options rule change, Section 11A was amended to provide in subparagraph (c)(ii) of Section 11A that it is the general rule that no adjustment will be made for a cash dividend or distribution by the issuer of the underlying security if such dividend or distribution is less than \$.0125 per share, provided that if a contract is originally listed with a unit of trading larger than 100 shares the applicable threshold is \$12.50 per contract. Interpretation and Policy .08 to Section 11A specifically addresses the adjustment treatment of distributions on contracts overlying fund shares. At present, it does not expressly indicate that options on fund shares are subject to the same adjustment treatment thresholds that are set out in Article VI,

Section 11A(c)(ii) as a result of the mini options rule change. The proposed change would clarify that the adjustment thresholds are the same.

In connection with the mini options rule change, the Commission approved an amendment of the options disclosure document (“ODD”), Characteristics and Risks of Standardized Options, to reflect the adjustment thresholds specified in Article VI, Section 11A(c)(ii). Because the proposed change is consistent with those thresholds, no further supplementation of the ODD is necessary to accommodate this proposed rule change.

OCC reviewed the derivatives clearing organization (“DCO”) core principles (“Core Principles”) as set forth in the Commodity Exchange Act. During this review, OCC identified the following Core Principle as potentially being impacted:

Participant and Product Eligibility. OCC believes that the proposed change clarifies the applicability of its adjustment policy to contracts that are originally listed with a trading unit that is larger than 100 shares.

Additions are indicated by underlining and deletions are bracketed.

Opposing Views

No opposing views were expressed related to the rule amendments.

Notice of Pending Rule Certification

OCC hereby certifies that notice of this rule filing has been given to Clearing Members of OCC in compliance with Regulation 40.6(a)(2) by posting a copy of the submission on OCC’s website concurrently with the filing of this submission.

Certification

OCC hereby certifies that the attached rule filing complies with the Act and the CFTC’s regulations thereunder.

Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,


Stephen Szarmack

Enclosure



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Page 1 of * 15	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2013 - * 01	Amendment No. (req. for Amendments) <input type="text"/>
Filing by Options Clearing Corporation Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934			
Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>
		Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Rule			
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<input checked="" 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		Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934	
Section 805(e)(1) <input checked="" type="checkbox"/>	Section 805(e)(2) <input checked="" type="checkbox"/>	Section 3C(b)(2) <input checked="" type="checkbox"/>	
Exhibit 2 Sent As Paper Document <input checked="" type="checkbox"/>	Exhibit 3 Sent As Paper Document <input checked="" type="checkbox"/>		
Description			
Provide a brief description of the action (limit 250 characters, required when Initial is checked *).			
The purpose of the rule change is a technical correction to clarify the proper adjustment policy treatment for contracts overlying fund shares.			
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 * Stephen	Last Name * Szarmack		
Title * Vice President and Associate General Counsel			
E-mail * sszarmack@theocc.com			
Telephone * (312) 322-4802	Fax (312) 322-6280		
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 02/14/2013	Vice President and Associate General Counsel		
By Stephen Szarmack	Stephen Szarmack,		
(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

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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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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

Form 19b-4

Proposed Rule Change
by

THE OPTIONS CLEARING CORPORATION

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

Item 1. Text of the Proposed Rule Change

The Options Clearing Corporation (“OCC” or the “Corporation”) proposes to revise its By-Laws and Rules to make a further technical correction, in addition to the amendments included in a previously-approved rule change related to equity options with a unit of trading of less than 100 shares, to clarify the proper adjustment treatment for contracts overlying fund shares. Material proposed to be added is marked by underlining. Material proposed to be deleted is enclosed in bold brackets.

THE OPTIONS CLEARING CORPORATION**BY-LAWS**

* * *

ARTICLE VI**Clearance of Confirmed Trades**

* * *

SECTION 11A. [no change]

(a) – (j) [no change]

... Interpretations and Policies:

.01 - .07 [no change]

.08 Notwithstanding Interpretation and Policy .01 under Section 11A of Article VI of the By-Laws, (i) distributions of short-term or long-term capital gains in respect of fund shares by the issuer thereof shall not, as a general rule, be deemed to be “ordinary dividends or distributions” within the meaning of paragraph (c) of this Section 11A to the extent that (x) the fund tracks the performance of an index that underlies a class of index options or index futures, and the distribution on the funds shares includes or reflects a dividend or other distribution on a portfolio security that resulted in an adjustment of the index divisor; or (y) the distribution on the fund shares includes or reflects a dividend or other distribution on a portfolio security (I) that results in an adjustment of options or other fund shares pursuant to clause (ii)(x), or (II) that is not deemed an ordinary dividend or distribution under Interpretation .01 above. Adjustments of the terms of options on such fund shares for distributions described in clause (i) or (ii) above shall be made in accordance with paragraph (f) of Section 11A, unless the Securities Committee determines, on a case-by-case basis, not to adjust for such a distribution; provided, however, that no adjustment shall be made for any such distribution [where the amount of the adjustment

would be] that is less than \$.125 per fund share and provided that, in the case of a contract that is originally listed with a unit of trading larger than 100 shares the applicable threshold shall be \$12.50 per contract.

.09 - .10 [no change]

Item 2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Board of Directors of OCC at a meeting held on July 13, 2012.

Questions regarding the proposed rule change should be addressed to Stephen Szarmack, Vice President and Associate General Counsel, at (312) 322-4802.

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

The purpose of the proposed rule change is to make a technical correction in Interpretation and Policy .08 to Article VI, Section 11A that is related to OCC's amendment of Section 11A in connection with equity options that are originally listed with a unit of trading of 10 shares ("mini options"), which was previously approved by the Commission.¹ The proposed correction to the Interpretation and Policy would clarify that the same adjustment treatment thresholds that were added to Article VI, Section 11A(c)(ii), by approval of the mini options rule change, are also meant to extend to contracts overlying fund shares.

With the prior mini options rule change, Section 11A was amended to provide in subparagraph (c)(ii) of Section 11A that it is the general rule that no adjustment will be made for a cash dividend or distribution by the issuer of the underlying security if such dividend or

¹ Securities Exchange Act Release No. 34-68104 (October 25, 2012); 77 FR 65917 (October 31, 2012) (SR-OCC-2012-16) (Securities and Exchange Commission Order Granting Accelerated Approval of Proposed Rule Change To Accommodate Equity Options That Have a Unit of Trading of 10 Shares).

distribution is less than \$.0125 per share, provided that if a contract is originally listed with a unit of trading larger than 100 shares the applicable threshold is \$12.50 per contract. Interpretation and Policy .08 to Section 11A specifically addresses the adjustment treatment of distributions on contracts overlying fund shares. At present, it does not expressly indicate that options on fund shares are subject to the same adjustment treatment thresholds that are set out in Article VI, Section 11A(c)(ii) as a result of the mini options rule change. The proposed change would clarify that the adjustment thresholds are the same.

In connection with the mini options rule change, the Commission approved an amendment of the options disclosure document (“ODD”), Characteristics and Risks of Standardized Options, to reflect the adjustment thresholds specified in Article VI, Section 11A(c)(ii).² Because the proposed change is consistent with those thresholds, no further supplementation of the ODD is necessary to accommodate this proposed rule change.

* * *

OCC believes that the proposed rule change is consistent with Section 17A of the Securities Exchange Act of 1934 (“Act”)³ and the rules and regulations thereunder because the proposed modifications would clarify that the rules concerning adjustments of contracts overlying fund shares are meant to be consistent with the rules governing options on shares of common preferred stock to help ensure that the rules of OCC are designed to foster cooperation and coordination with persons engaged in the clearance and settlement of securities transactions and thereby promote the prompt and accurate clearance and settlement of securities transactions.⁴

² Securities Exchange Act Release No. 34-68368 (December 6, 2012); 77 FR 74043 (December 12, 2012) (SR-ODD-2012-02).

³ 15 U.S.C. 78q-1.

⁴ 15 U.S.C. 78q-1(b)(3)(F).

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

OCC does not believe that the proposed rule change would impose a burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

Item 5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

Written comments were not and are not intended to be solicited with respect to the proposed rule change and none have been received.

Item 6. Extension of Time Period for Commission Action

Not applicable.

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

(a) The proposed rule change is filed for immediate effectiveness pursuant to Section 19(b)(3)(A)(i) of the Act⁵ and Rule 19b-4(f)(1)⁶ thereunder. Notwithstanding the foregoing, OCC will delay its implementation of this rule change until it is deemed certified under Regulation § 40.6 of the Commodity Futures Trading Commission.

(b) Pursuant to Rule 19b-4(f)(1), a rule change may take effect upon filing if it constitutes a stated policy, practice, or interpretation with respect to the meaning, administration, or enforcement of an existing rule. OCC believes that the proposed rule change, which clarifies that Interpretation and Policy .08 is intended to conform to the text of governing Article VI, Section 11A(c)(ii), meets this standard.

⁵ 15 U.S.C. 78s(b)(3)(A)(i).

⁶ 17 CFR 240.19b-4(f)(1).

(c) Not applicable.

(d) Not applicable.

Item 8. Proposed Rule Change Based on Rules for Another Regulatory Organization or of the Commission

The proposed rule change is not based on a rule change of another self-regulatory organization.

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

Not applicable.

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

Not applicable.

Item 11. Exhibits

Exhibit 1A Completed notice of the proposed rule change for publication in the Federal Register.

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:  _____
Stephen M. Szarmack
Vice President and
Associate General Counsel

EXHIBIT 1A

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-_____ ; File No. SR-OCC-2013-01

February 14, 2013

Self-Regulatory Organizations; The Options Clearing Corporation; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Provide Clarifying Language to Conform Interpretive Guidance Concerning Options Overlying Fund Shares with OCC's By-Laws Governing Adjustments

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder² notice is hereby given that on February 14, 2013, The Options Clearing Corporation ("OCC") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II and III below, which Items have been prepared primarily by OCC. OCC filed the proposed rule change pursuant to Section 19(b)(3)(A)³ of the Act and Rule 19b-4(f)(1)⁴ thereunder.

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

OCC proposes to provide clarifying language to conform interpretive guidance concerning options on fund shares with certain By-Law provisions that govern adjustments.

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

In its filing with the Commission, OCC 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

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)(1).

Item IV below. OCC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of these statements.

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

The purpose of the proposed rule change is to make a technical correction in Interpretation and Policy .08 to Article VI, Section 11A that is related to OCC's amendment of Section 11A in connection with equity options that are originally listed with a unit of trading of 10 shares ("mini options"), which was previously approved by the Commission.⁵ The proposed correction to the Interpretation and Policy would clarify that the same adjustment treatment thresholds that were added to Article VI, Section 11A(c)(ii), by approval of the mini options rule change, are also meant to extend to contracts overlying fund shares.

With the prior mini options rule change, Section 11A was amended to provide in subparagraph (c)(ii) of Section 11A that it is the general rule that no adjustment will be made for a cash dividend or distribution by the issuer of the underlying security if such dividend or distribution is less than \$.0125 per share, provided that if a contract is originally listed with a unit of trading larger than 100 shares the applicable threshold is \$12.50 per contract. Interpretation and Policy .08 to Section 11A specifically addresses the adjustment treatment of distributions on contracts overlying fund shares. At present, it does not expressly indicate that options on fund shares are subject to the same adjustment treatment thresholds that are set out in Article VI, Section 11A(c)(ii) as a result of the mini options rule change. The proposed change would clarify that the adjustment thresholds are the same.

⁵ Securities Exchange Act Release No. 34-68104 (October 25, 2012); 77 FR 65917 (October 31, 2012) (SR-OCC-2012-16) (Securities and Exchange Commission Order Granting Accelerated Approval of Proposed Rule Change To Accommodate Equity Options That Have a Unit of Trading of 10 Shares).

In connection with the mini options rule change, the Commission approved an amendment of the options disclosure document (“ODD”), Characteristics and Risks of Standardized Options, to reflect the adjustment thresholds specified in Article VI, Section 11A(c)(ii).⁶ Because the proposed change is consistent with those thresholds, no further supplementation of the ODD is necessary to accommodate this proposed rule change.

OCC believes that the proposed rule change is consistent with Section 17A of the Act⁷ and the rules and regulations thereunder because the proposed modifications would clarify that the rules concerning adjustments of contracts overlying fund shares are meant to be consistent with the rules governing options on shares of common preferred stock to help ensure that the rules of OCC are designed to foster cooperation and coordination with persons engaged in the clearance and settlement of securities transactions and thereby promote the prompt and accurate clearance and settlement of securities transactions.⁸

(B) Self-Regulatory Organization’s Statement on Burden on Competition

OCC does not believe the proposed rule change would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

Written comments on the proposed rule change were not and are not intended to be solicited with respect to the proposed rule change and none have been received.

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

⁶ Securities Exchange Act Release No. 34-68368 (December 6, 2012); 77 FR 74043 (December 12, 2012) (SR-ODD-2012-02).

⁷ 15 U.S.C. 78q-1.

⁸ 15 U.S.C. 78q-1(b)(3)(F).

The foregoing rule change has become effective upon filing pursuant to Section 19(b)(3)(A)(i) of the Act and Rule 19b-4(f)(1) thereunder because it constitutes a stated policy, practice, or interpretation with respect to the meaning, administration, or enforcement of an existing rule. OCC will delay the implementation of the rule change until it is deemed certified under CFTC Regulation § 40.6. At any time within 60 days of the filing of such 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-OCC-2013-01 on the subject line.

Paper Comments:

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

All submissions should refer to File Number SR-OCC-2013-01. 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 Section, 100 F Street, N.E., Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal office of OCC and on OCC's website at

<http://www.theocc.com/about/publications/bylaws.jsp>

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-OCC-2013-01 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.⁹

⁹ 17 CFR 200.30-3(a)(12).

Kevin M. O'Neill
Deputy Secretary

Action as set forth recommended herein
APPROVED pursuant to authority delegated by
the Commission under Public Law 87-592.
For: Division of Trading and Markets

By: _____

Print Name: _____

Date: _____