



June 10, 2013

VIA ELECTRONIC MAIL

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

Re: Rule Filing SR-OCC-2013-09; Amendment No. 1 Rule Certification

Dear Ms. Jurgens:

On June 4, 2013, pursuant to the self-certification procedures of Commodity Futures Trading Commission Regulation 40.6, The Options Clearing Corporation submitted Rule Filing SR-OCC-2013-09. Attached hereto is a partial amendment to Exhibit 3A of such filing, which corrects an administrative oversight related to a sentence reference.

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

Sincerely,

A handwritten signature in black ink that reads "Stephen Szarmack". The signature is written in a cursive, flowing style.

Stephen Szarmack

Enclosure
OCC-2013-09 Amendment No. 1

PARTIAL AMENDMENT

The Options Clearing Corporation (“OCC” or the “Corporation”) hereby submits this partial amendment, constituting Amendment No.1, to its rule filing SR-OCC-2013-09, in which OCC proposes to separate the powers and duties currently combined in the office of OCC’s Chairman into two offices, Executive Chairman and President, and create an additional directorship to be occupied by the President. This partial amendment is being filed to correct an administrative oversight related to a sentence reference. Material proposed to be added to the rule filing as originally submitted is marked by double underlining and deletions are bracketed.

Amendment to Exhibit 3A.

**FIFTH CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
THE OPTIONS CLEARING CORPORATION**

The Options Clearing Corporation (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY THAT:**

FIRST: The Board of Directors of the Corporation, at a meeting duly held, adopted resolutions proposing the following amendment to the Restated Certificate of Incorporation of the Corporation:

RESOLVED, that the Restated Certificate of Incorporation of the Corporation be amended by:

(i) deleting the term “Management Director” in the second sentence of the second paragraph of Article IV thereof and inserting in lieu thereof the term “Management Directors”;

(ii) deleting the phrase “one Management Director” in the first sentence of Article V thereof and inserting in lieu thereof the phrase “two Management Directors”; and

(iii) deleting the phrase “The Management Director” at the beginning of the [sixth] seventh sentence of Article V thereof and inserting in lieu thereof the phrase “Each Management Director”.

[No changes to remainder of Exhibit 3A (Fifth Certificate of Amendment of Restated Certificate of Incorporation of The Options Clearing Corporation)]