

INSTRUCTIONS FOR FORM 13H

Submission of the Form. All submissions on Form 13H must be filed electronically through the Commission's Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") system. For more information on filing through EDGAR, including instructions on how to obtain access to and file electronically through EDGAR, see the EDGAR Filer Manual (available on the Commission's website at: <http://www.sec.gov/info/edgar.shtml>).

Definitions. The term "Securities Affiliate" means an affiliate of the large trader that exercises investment discretion over NMS securities.

The term "affiliate" means any person that directly or indirectly controls, is under common control with, or is controlled by the large trader.

The term "bank" means a national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank or association, credit union, or foreign bank.

The term "executive officer" means "policy-making officer" and otherwise is interpreted in accordance with Rule 16a-1(f) under the Exchange Act.

Type of Filing. Indicate the type of Form 13H filing by checking the appropriate box at the top of the cover page to Form 13H. All filings must include a valid digital signature.

If the filing is an “Initial Filing,” indicate whether it is a voluntary filing. Voluntary filings are submitted regardless of whether the aggregate number of transactions effected reached the identifying activity level. For voluntary filings, the large trader must input the date on which it submits its voluntary filing. For non-voluntary filings, the large trader must input the first date on which the aggregate number of transactions effected reached the identifying activity level. A non-voluntary “Initial Filing” must be submitted promptly after first effecting an aggregate number of transactions equal to or greater than the identifying activity level.

If the filing is an “Annual Filing,” input the applicable calendar year.

An “Amended Filing” must be filed promptly following the end of the calendar quarter in which any of the information contained in a Form 13H filing becomes inaccurate for any reason. A large trader must file an “Amended Filing” when, for example, it changes its name, business address, organization type (e.g., the large trader partnership reincorporates as a limited liability company), or regulatory status (e.g., a hedge fund registers under the Investment Company Act), or when its organizational chart changes in a manner relevant under Item 4(a) (e.g., it adds or removes a Securities Affiliate).

If the filing is for “Inactive Status,” input the date that the large trader qualified for Inactive Status. A large trader that has not effected aggregate transactions at any time during the previous full calendar year in an aggregate amount equal to or greater than the identifying activity level may file for Inactive Status. A large trader shall become inactive, and exempt from the filing

and self-identification requirements upon filing for Inactive Status until the identifying activity level is reached again.

If the filing is for “Reactivated Status,” indicate the date that the aggregate number of transactions again reached or exceeded the identifying activity level. A filing for “Reactivated Status” must be submitted promptly after effecting an aggregate number of transactions -- subsequent to filing for “Inactive Status” -- equal to or greater than the identifying activity level. In addition, a person may voluntarily elect to file for Reactivated Status prior to effecting aggregate transactions that are equal to or greater than the identifying activity threshold. For such voluntarily filings for “Reactivated Status,” the date of the voluntarily filing should be entered rather than the date that the aggregate number of transactions again reached or exceeded the identifying activity level.

If the filing is a “Termination Filing,” indicate the date on which the large trader ceased operation. For example, when one large trader merges into another large trader, resulting in only one surviving entity, the non-surviving large trader should specify the effective date of the merger in its Termination Filing.

The Form also requires that a large trader input its Taxpayer Identification Number. The Form further requires a large trader to input its business and mailing addresses. If those addresses are the same, for the mailing address field, the large trader may either input its address again or input “same.”

The Form must be filed by a natural person who is authorized to submit it on behalf of the large trader. The Commission may require the large trader to provide descriptive or clarifying information about the information disclosed in the Form 13H, and will contact the Authorized Person to provide such information.

To amend the name, phone number, and email address of the large trader, the large trader must modify its EDGAR profile. Thereafter, changes will automatically be reflected in the Form 13H.

Item 1. Businesses of the Large Trader. Item 1 of the Form requires the large trader to specify, from among the enumerated choices, the types of business engaged in by the large trader, by checking as many as are applicable. Select “Other” to indicate a financial entity not included in any of the enumerated categories and enter a short description for each such entity. In addition, select “Other” if the large trader is an individual and input his or her occupation.

A large trader also is required, for itself and each of its Securities Affiliates, to describe the nature of its operations, including a general description of its trading strategies. As an example, the following would be an appropriate description: “Registered market-maker on [SRO], authorized participant for a number of ETFs based on foreign indices, and proprietary trading focusing on statistical arbitrage.”

Item 2. Securities and Exchange Commission Filings. The large trader must indicate whether it or any of its Securities Affiliates files forms with the Commission. If it checks “Yes,” the large

trader must input the names of the filing entities and, for each of them, input the form(s) they file and the applicable CIK number.

Item 3. CFTC Registration and Foreign Regulators.

Item 3(a) requires the large trader to indicate whether it or any of its affiliates is registered with the Commodity Futures Trading Commission in any capacity, including as a “registered trader” pursuant to Sections 4i and 9 of the Commodity Exchange Act. If it checks “Yes,” the large trader must input the name of each such entity and the registration number for each such entity.

Item 3(b) requires the large trader to indicate whether it or any of its Securities Affiliates is regulated by a foreign regulator. Unlike Item 3(a), Item 3(b) applies only to the large trader and its Securities Affiliates. If it checks “Yes,” the large trader must input the name of each such regulated entity and its primary foreign regulator.

Item 4. Organization Information.

To comply with Item 4(a), the large trader must attach an organizational chart that depicts the organization of the large trader. At a minimum, the chart must include the large trader, its parent company (if applicable), all Securities Affiliates, and all entities identified in Item 3(a) of the Form (if any) (collectively, “Item 4 Affiliates”).

Item 4(b) requires that a large trader provide information about the Item 4 Affiliates.

Specifically, the large trader must input the names of Item 4 Affiliates and, for each one of them,

also input the following information: MPID(s); a brief description of its business, and its relationship to the large trader.

Item 4(c) requires that a large trader identify all affiliates that file a separate Form 13H. Those affiliates will have a different LTID.

Item 4(d) permits a large trader to assign LTID suffixes to one or more of its Securities Affiliates. A suffix should have no more than three characters, all of which must be numbers; no letters or special characters may be used. The same suffix may not be assigned to more than one affiliate using the same LTID.

Item 5. Governance of the Large Trader.

Item 5 captures basic information about the large trader organization. All terms have the meanings generally ascribed to them in the United States. If a foreign organization type has no comparable corporate form, check “Other” and input the organization type. A large trader who is a natural person must check “Individual.”

Item 6. List of Broker-Dealers at Which the Large Trader or Its Securities Affiliates Has an Account.

Item 6 requires that a large trader identify each broker-dealer at which the large trader and any Securities Affiliate has an account. Additionally, for each such broker-dealer, the large trader must indicate the type(s) of services provided. The large trader must check as many of the following that apply: Prime Broker; Executing Broker; Clearing Broker.

Paperwork Reduction Act Disclosures. This collection of information has been reviewed by OMB in accordance with the clearance requirements of 44 U.S.C. 3507. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

The Securities Exchange Act of 1934 authorizes the SEC to collect the information on Form 13H from large traders. See 15 U.S.C. 78m(h) and 78w(a). Responses to this collection are mandatory, pursuant to Section 13(h) of the Exchange Act and Rule 13h-1 thereunder. The Commission will treat as confidential the information collected pursuant to this Form in a manner consistent with Section 13(h)(7) of the Exchange Act, which sets forth a few limited exceptions. The applicable Privacy Act system of records is SEC-1 and the routine use of the records are set forth at 40 FR 39255 (August 27, 1975) and 41 FR 5318 (February 5, 1976).

The Form is filed annually by every large trader within 45 days after the end of each full calendar year. Amendments to the Form must be filed promptly following the end of a calendar quarter in the event that any of the information contained in a Form 13H filing becomes inaccurate for any reason.

The Commission will use the information collected pursuant to this Form 13H to identify significant market participants, i.e., large traders. Form 13H will allow the Commission to collect background information about large traders, which will contribute to the agency's ability to conduct investigations and enforcement matters. The Commission estimates that the average burden to respond to the Form 13H will be 18 hours. Any member of the public may direct to the Commission any comments concerning the accuracy of this burden estimate and any suggestions for reducing this burden.