



December 2, 2024

VIA ELECTRONIC DELIVERY

Ms. Vanessa A. Countryman
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

RE: Notice of an Application of the New York Stock Exchange LLC for an Exemption Pursuant to Section 36 of the Securities Exchange Act of 1934 and Request for Comment; Release No. 34–101468; File No. S7–2024– 07 (Oct. 29, 2024)

Dear Ms. Countryman:

Virtu Financial, Inc. (“Virtu”)¹ respectfully submits this letter in response to the above-referenced notice (the “Notice”)² issued by the Securities and Exchange Commission (“SEC” or “Commission”) soliciting comment on an application filed by the New York Stock Exchange LLC (“NYSE” or “Exchange”) seeking to amend an exemption granted to NYSE in 2006 (the “2006 Exemption”) allowing NYSE’s members, brokers and dealers to trade debt securities not registered under the Exchange Act on the NYSE’s Automated Bond System, now known as *NYSE Bonds*, subject to certain conditions.

Specifically, one of the conditions of the 2006 Exemption provided that the issuer of the debt securities, or the issuer’s parent if the issuer is a wholly-owned subsidiary, must have at least one class of common or preferred equity securities that is (i) registered under Section 12(b) of the Exchange Act and (ii) listed on the NYSE. The NYSE’s application seeks to amend the 2006 Exemption by revising the condition that the class of listed common or preferred equity securities be listed on the NYSE, and instead allow trading of covered debt securities if they have a class of common or preferred equity securities listed on *any registered national securities exchange*, not only the NYSE.

¹ Virtu is a leading financial firm that leverages cutting edge technology to deliver liquidity to the global markets and innovative, transparent trading solutions to its clients. Virtu operates as a market maker across numerous exchanges in the U.S. and is a member of all U.S. registered stock exchanges. Virtu’s market structure expertise, broad diversification, and execution technology enables it to provide competitive bids and offers in over 25,000 securities, at over 235 venues, in 36 countries worldwide.

² Release No. 34–101468; File No. S7–2024– 07 (Oct. 29, 2024), available at <https://www.federalregister.gov/documents/2024/11/04/2024-25558/notice-of-an-application-of-the-new-york-stock-exchange-llc-for-an-exemption-pursuant-to-section-36>.

NYSE asserts that the 2006 Exemption puts the NYSE at a competitive disadvantage compared to Alternative Trading Systems (“ATSS”), which are permitted to trade any corporate bond that is currently available to trade in the secondary market. NYSE further asserts that expanding the population of debt securities that can trade on NYSE bonds will enhance transparency, price discovery, and competition in the marketplace.

Virtu broadly supports innovation and enhancements to transparency and fairness that enhance liquidity to the benefit of all marketplace participants. We believe that allowing a greater proportion of debt securities to trade on NYSE bonds as contemplated by the application will benefit investors and the marketplace, as long as the Commission’s approval of NYSE’s application does not result in the imposition of prohibitions or restrictions on those same debt securities being traded on other market centers.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Thomas M. Merritt", with a stylized flourish at the end.

Thomas M. Merritt
Deputy General Counsel

cc: The Honorable Gary Gensler, Chair
The Honorable Hester M. Peirce, Commissioner
The Honorable Caroline A. Crenshaw, Commissioner
The Honorable Mark T. Uyeda, Commissioner
The Honorable Jaime E. Lizarraga, Commissioner
Dr. Haoxiang Zhu, Director, Division of Trading and Markets