

B. Self-Regulatory Organization's Statement on Burden on Competition

The NASD does not believe that the proposed rule change will result in 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 were neither solicited nor received.

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

Within 35 days of the date of publication of this notice in the **Federal Register** or within such longer period (i) As the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the NASD consents, the Commission will:

A. By order approve such proposed rule change, or

B. institute proceedings to determine whether the proposed rule change should be disapproved.

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. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-0609. Comments may also be submitted electronically at the following e-mail address: rule-comments@sec.gov. All comment letters should refer to File No. SR-NASD-2003-183. 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, comments should be sent in hardcopy or by e-mail but not by both methods. 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 inspection and copying in the Commission's Public Reference Room. Copies of such filing will also be

available for inspection and copying at the principal office of the NASD. All submissions should refer to File No. SR-NASD-2003-183 and should be submitted by January 21, 2004.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁸

Jill M. Peterson,

Assistant Secretary.

[FR Doc. 03-32180 Filed 12-30-03; 8:45 am]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-48989; File No. SR-NASD-00-04]

Self-Regulatory Organizations; Order Approving Proposed Rule Change and Notice of Filing and Order Granting Accelerated Approval to Amendments Nos. 6, 7, 8, 9, and 10 by the National Association of Securities Dealers, Inc. Relating to Its Corporate Financing Rule

December 23, 2003.

I. Introduction

On January 21, 2000, the National Association of Securities Dealers, Inc. ("NASD") filed with the Securities and Exchange Commission ("Commission" or "SEC"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4 thereunder,² a proposed rule change amending NASD Conduct Rule 2710. NASD filed Amendments Nos. 1,³ 2,⁴ and 3⁵ to the proposed rule change on March 6, 2000, March 21, 2000, and March 30, 2000, respectively. The proposed rule change was published for comment in the **Federal Register** on April 11, 2000.⁶ The Commission received 14 comments.⁷ NASD filed Amendment

No. 4 on December 11, 2000.⁸ NASD filed Amendment No. 5 on February 4, 2001,⁹ which was published for comment in the **Federal Register** on March 14, 2001.¹⁰ The Commission received eight comments.¹¹ NASD filed Amendment Nos. 6,¹² 7,¹³ 8,¹⁴ 9,¹⁵ and 10¹⁶ on November 19, 2001, and April

⁸ Amendment No. 4, filed December 11, 2000, amends the original filing as modified by Amendment Nos. 1, 2, and 3 in response to comments.

⁹ NASD submitted a new Form 19b-4, which replaced and superseded all previous versions of the proposed rule change in their entirety.

¹⁰ See Securities Exchange Act Release No. 44044 (March 6, 2001), 66 FR 14949.

¹¹ These comments, and the amendments proposed by NASD Regulation in response, are summarized in Section III. of this order.

¹² NASD submitted a new Form 19b-4, which replaced and superseded all previous versions of the proposed rule change in their entirety.

¹³ Letter from Gary L. Goldsholle, Associate General Counsel, NASD Regulation, to Katherine A. England, Assistant Director, Division, Commission, dated April 3, 2002 ("Amendment No. 7"). Amendment No. 7 makes certain technical corrections to the rule text as it appears in Amendment No. 6, such as correcting the numbering of certain paragraphs in the rule text. As such, it is not subject to notice and comment.

¹⁴ Letter from Gary L. Goldsholle, Associate General Counsel, NASD, to Katherine A. England, Assistant Director, Division, Commission, dated April 11, 2003 ("Amendment No. 8"). Among other things, Amendment No. 8: (i) Amends the definition of "item of value" in proposed Rule 2710(c)(3)(B) to exclude derivative instruments and certain other transactions; (ii) amends proposed NASD Rule 2710(a) to define "fair price;" (iii) modifies the requirement in proposed NASD Rule 2710(b)(6)(A)(iv) such that information initially filed in connection with debt securities and derivative instruments acquired or entered into for a "fair price" may be limited to a brief description of the transaction and a representation that the transaction was, or, if the pricing terms have not been set will, be entered into for a "fair price;" (iv) amends the lock-up requirements in proposed Rule 2710(g)(2) to exempt certain debt securities and derivative instruments; and (v) changes references in the rules from "the Association" to "NASD."

¹⁵ Letter from Therese Woods, Deputy Director, Corporate Financing, NASD, to Katherine A. England, Assistant Director, Division, Commission, dated April 25, 2003 ("Amendment No. 9"). Amendment No. 9 makes technical corrections to the proposed rule text and amends proposed Rule 2710(b)(6)(A)(iv)(b) to state: "information initially filed in connection with debt securities and derivative instruments acquired or entered into for 'fair price' as defined in subsection (a)(9), but not excluded from items of value under subsection (c)(3)(B)(vi) or (vii), may be limited to a brief description of the transaction (additional information may be required in the review process) and a representation by the member that a registered principal or senior manager on behalf of the member has determined that the transaction was (or if the pricing terms have not been set) will be entered into at a fair price as defined in subsection (a)(9);".

¹⁶ Letter from Therese Woods, Deputy Director, Corporate Financing, NASD, to Katherine A. England, Assistant Director, Division, Commission, dated May 28, 2003 ("Amendment No. 10"). First, Amendment No. 10 makes technical corrections to the proposed rule text and revises the definition of "fair price" in proposed Rule 2710(a)(9) to include a cross reference to subsection (e)(5) and to clarify

⁸ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ Letter from Suzanne E. Rothwell, Chief Counsel, Corporate Financing, NASD Regulation, Inc. ("NASD Regulation"), to Katherine A. England, Assistant Director, Division of Market Regulation ("Division"), Commission, dated March 3, 2000 ("Amendment No. 1").

⁴ Letter from Suzanne E. Rothwell, Chief Counsel, Corporate Financing, NASD Regulation, to Katherine A. England, Assistant Director, Division, Commission, dated March 20, 2000 ("Amendment No. 2").

⁵ Letter from Suzanne E. Rothwell, Chief Counsel, Corporate Financing, NASD Regulation, to Katherine A. England, Assistant Director, Division, Commission, dated March 29, 2000 ("Amendment No. 3").

⁶ See Securities Exchange Act Release No. 42619 (April 4, 2000), 65 FR 19409 ("initial notice").

⁷ These comments, and NASD Regulation's response, are discussed in the release cited in footnote 9.