



January 7, 2015

VIA CFTC PORTAL

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-2015-01 Rule Certification

Dear Secretary Jurgens:

Pursuant to Section 5c(c)(1) of the Commodity Exchange Act, as amended (“Act”), and Commodity Futures Trading Commission Regulation (“CFTC”) 40.6, enclosed is a copy of the above-referenced rule filing submitted by The Options Clearing Corporation (“OCC”). The date of implementation of the rule is at least 10 business days following receipt of the rule filing by the CFTC 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 this proposed rule change is to provide OCC with administrative flexibility with respect to setting the date of the annual meeting of OCC’s stockholders. As background, a corporation incorporated under the laws of the State of Delaware, such as OCC, must hold an annual meeting of its stockholders.¹ Currently, Article II, Section 1 of OCC’s By-Laws provides that the date of the annual meeting of OCC’s stockholders shall be the fourth Tuesday in April of each year. OCC desires to adopt a less prescriptive definition of when the annual meeting of stockholders shall occur (consistent with the laws of the State of Delaware) to, for example, permit the meeting to coincide with a meeting of its Board of Directors. OCC therefore is proposing to amend Article II, Section 1 of its By-Laws to provide that the annual meeting of OCC’s stockholders shall be a date no later than April 30th of each year as determined by OCC’s Board of Directors. OCC believes that by providing it with the administrative flexibility to hold the annual meeting of its stockholders on a date before April 30th of each year, OCC will be able to function in a more efficient manner by, for example, scheduling the annual

¹ 8 Del. C. 1953, §211.

Melissa Jurgens
January 7, 2015
Page 2

meeting of stockholders to coincide with a meeting of OCC's Board of Directors so that, for those directors first elected at such annual meeting of stockholders, they may participate at such meeting of the Board of Directors. The proposed rule change will not affect clearing members, or other users of OCC's services.

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 Principles as potentially being impacted:

Public Information. OCC believes that by implementing the proposed rule change it will be better able to provide market participants with information to identify and evaluate OCC's governance structure because new Directors will be able to participate in Board meetings sooner since the annual meeting may now coincide with a meeting of the Board of Directors. Also, the proposed rule change will be posted on OCC's public website thereby providing the public with relevant information regarding the administration of OCC.

Opposing Views

No opposing views were expressed related to the rule amendments.

Notice of Pending Rule Certification

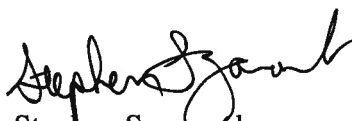
OCC hereby certifies that notice of this rule filing has been given to Clearing Members of OCC in compliance with Regulation 40.6(a)(2) by posting a copy of the submission on OCC's website concurrently with the filing of this submission.

Certification

OCC hereby certifies that the rule set forth at Item 1 of the enclosed 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
Vice President & Associate General Counsel

Enclosure

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 17

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No.* SR - 2015 - * 01

Amendment No. (req. for Amendments *)

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"/>
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Rule

Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<input 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 checked="" 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 806(e)(1) *

Section 806(e)(2) *

Section 3C(b)(2) *

Exhibit 2 Sent As Paper Document

Exhibit 3 Sent As Paper Document

Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

This proposed rule change concerns the date of the annual meeting of The Options Clearing Corporation's stockholders.

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 01/07/2015

Assistant Secretary

By Scott Kalish

(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.

Persona Not Validated - 1393861263956,

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information *

Add Remove View

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 *

Add Remove View

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 *

Add Remove View

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, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

Add Remove View

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 Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

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 Sent As Paper Document

Exhibit 4 - Marked Copies

Add Remove View

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

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item 1 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

Add Remove View

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

This proposed rule change by The Options Clearing Corporation (“OCC”) would provide OCC with flexibility with respect to setting the date for the annual meeting of OCC’s stockholders. Material proposed to be added to OCC’s By-Laws as currently in effect is marked by underlining and material proposed to be deleted is enclosed in bold brackets.

THE OPTIONS CLEARING CORPORATION

BY-LAWS

* * *

ARTICLE II

Meetings of Stock Holders

Annual Meeting

SECTION 1. The annual meeting shall be held in Chicago, Illinois (or such other place as may be fixed from time to time by the Board of Directors) on [the fourth Tuesday in April of each year, unless such day is a legal holiday, in which event the annual meeting shall be held on the next day which is not a legal holiday] a date not later than April 30 of each year as determined by the Board of Directors. The exact time and place of each annual meeting shall be determined by the Board of Directors at least 30 days prior to such meeting.

* * *

Item 2. Procedures of the Self-Regulatory Organization

The proposed change was approved for filing with the Commission by the Board of Directors of OCC at a meeting held on December 9, 2014.

Questions 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

A. Purpose

The purpose of this proposed rule change is to provide OCC with administrative flexibility with respect to setting the date of the annual meeting of OCC's stockholders. As background, a corporation incorporated under the laws of the State of Delaware, such as OCC, must hold an annual meeting of its stockholders.¹ Currently, Article II, Section 1 of OCC's By-Laws provides that the date of the annual meeting of OCC's stockholders shall be the fourth Tuesday in April of each year. OCC desires to adopt a less prescriptive definition of when the annual meeting of stockholders shall occur (consistent with the laws of the State of Delaware) to, for example, permit the meeting to coincide with a meeting of its Board of Directors. OCC therefore is proposing to amend Article II, Section 1 of its By-Laws to provide that the annual meeting of OCC's stockholders shall be a date no later than April 30th of each year as determined by OCC's Board of Directors. OCC believes that by providing it with the administrative flexibility to hold the annual meeting of its stockholders on a date before April 30th of each year, OCC will be able to function in a more efficient manner by, for example, scheduling the annual meeting of stockholders to coincide with a meeting of OCC's Board of Directors so that, for those directors first elected at such annual meeting of stockholders, they may participate at such meeting of the Board of Directors. The proposed rule change will not affect clearing members, or other users of OCC's services.

¹ 8 Del. C. 1953, §211.

B. Statutory Basis

OCC believes that the proposed rule change is consistent with Section 17A(b)(3)(C) of the Securities Exchange Act of 1934, as amended (the “Act”),² since the proposed rule change is ministerial in nature and does not affect the fair representation of its stockholders in the administration of OCC’s affairs, nor does it affect the ability of OCC’s clearing members to participate in the selection of OCC’s Board of Directors, since OCC is not proposing to change the provisions of Article III, Section 5 of its By-Laws, which provides the means by which clearing members may participate in the selection of OCC’s Board of Directors. In addition, OCC believes that the proposed rule change is consistent with Section 17A(b)(3)(F) of the Act³ because it is designed to protect investors and the public interest. By permitting the annual meeting of OCC’s stockholders to be held on an earlier date, any newly elected directors would be able to participate in the first meeting of OCC’s Board of Directors thereby better ensuring that the persons sitting on OCC’s Board of Directors are most suited to serve OCC in a given year, which, in turn, provides for better protection of investors and is in the public interest. The proposed rule change is not inconsistent with the existing By-Laws or Rules of OCC, including any By-Laws proposed to be amended.

² 15 U.S.C. 78q-1(b)(3)(C).

³ 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 any burden on competition.⁴ Changes to the rules of a clearing agency may have an impact on the participants in a clearing agency and the markets that the clearing agency serves. This proposed rule change affects OCC in that it amends the By-Law prescribing the date on which the annual meeting of OCC's stockholders shall occur. The proposed modifications would not unfairly inhibit access to OCC's services or disadvantage or favor any particular user in relationship to another user because they relate to the administration of OCC and would not impose any burden on clearing members or other OCC participants.

For the foregoing reasons, OCC believes that the proposed rule change is in the public interest, would be consistent with the requirements of the Act applicable to clearing agencies and would not impose a burden on competition.

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

OCC does not consent to an extension of the time period for Commission action on the proposed rule change.

⁴ 15 U.S.C. 78q-1(b)(3)(I).

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

Pursuant to Section 19(b)(3)(A)⁵ of the Act and Rule 19b-4(f)(3),⁶ the proposed rule change is filed for immediate effectiveness because the proposed rule change solely concerns the administration of OCC. As discussed above, an annual meeting of OCC's stockholders is required pursuant to the laws of the State of Delaware and the determination of the date of such meeting is administrative in nature. In addition, the proposed rule change will not affect clearing members, or other users of OCC's services. At any time within 60 days of the filing of this rule change, the Commission summarily may temporarily suspend the 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.⁷

Item 8. Proposed Rule Change Based on Rule of Another Self-Regulatory Organization or of the Commission

Not applicable.

⁵ 15 U.S.C. 78s(b)(3)(A).

⁶ 17 CFR 240.19b-4(f)(3).

⁷ Notwithstanding the foregoing, implementation of this rule change will be delayed until this rule change is deemed certified under Commodity Futures Trading Commission Regulation §40.6.

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 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 caused this filing to be signed on its behalf by the undersigned hereunto duly authorized.

THE OPTIONS CLEARING CORPORATION

By:  _____
Stephen Szarmack
Vice President and Associate General Counsel

EXHIBIT 1A

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-[_____]; File No. SR-OCC-2015-01)

January 7, 2015

Self-Regulatory Organizations; The Options Clearing Corporation; Notice of Filing of Proposed Rule Change Concerning the Date of the Annual Meeting of The Options Clearing Corporation's Stockholders

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 January 7, 2015, 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. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Clearing Agency's Statement of the Terms of Substance of the Proposed Rule Change

This proposed rule change would provide OCC with flexibility with respect to setting the date for the annual meeting of OCC's stockholders.

II. Clearing Agency'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 Item IV

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

(A) Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of this proposed rule change is to provide OCC with administrative flexibility with respect to setting the date of the annual meeting of OCC's stockholders. As background, a corporation incorporated under the laws of the State of Delaware, such as OCC, must hold an annual meeting of its stockholders.³ Currently, Article II, Section 1 of OCC's By-Laws provides that the date of the annual meeting of OCC's stockholders shall be the fourth Tuesday in April of each year. OCC desires to adopt a less prescriptive definition of when the annual meeting of stockholders shall occur (consistent with the laws of the State of Delaware) to, for example, permit the meeting to coincide with a meeting of its Board of Directors. OCC therefore is proposing to amend Article II, Section 1 of its By-Laws to provide that the annual meeting of OCC's stockholders shall be a date no later than April 30th of each year as determined by OCC's Board of Directors. OCC believes that by providing it with the administrative flexibility to hold the annual meeting of its stockholders on a date before April 30th of each year, OCC will be able to function in a more efficient manner by, for example, scheduling the annual meeting of stockholders to coincide with a meeting of OCC's Board of Directors so that, for those directors first elected at such annual meeting of stockholders, they may participate at such meeting of the Board of Directors. The proposed rule change will not affect clearing members, or other users of OCC's services.

³ 8 Del. C. 1953, §211.

2. Statutory Basis

OCC believes that the proposed rule change is consistent with Section 17A(b)(3)(C) of the Securities Exchange Act of 1934, as amended (the “Act”),⁴ since the proposed rule change is ministerial in nature and does not affect the fair representation of its stockholders in the administration of OCC’s affairs, nor does it affect the ability of OCC’s clearing members to participate in the selection of OCC’s Board of Directors, since OCC is not proposing to change the provisions of Article III, Section 5 of its By-Laws, which provides the means by which clearing members may participate in the selection of OCC’s Board of Directors. In addition, OCC believes that the proposed rule change is consistent with Section 17A(b)(3)(F) of the Act⁵ because it is designed to protect investors and the public interest. By permitting the annual meeting of OCC’s stockholders to be held on an earlier date, any newly elected directors would be able to participate in the first meeting of OCC’s Board of Directors thereby better ensuring that the persons sitting on OCC’s Board of Directors are most suited to serve OCC in a given year, which, in turn, provides for better protection of investors and is in the public interest. The proposed rule change is not inconsistent with the existing By-Laws or Rules of OCC, including any By-Laws proposed to be amended.

(B) Clearing Agency’s Statement on Burden on Competition

OCC does not believe that the proposed rule change would impose any burden on competition.⁶ Changes to the rules of a clearing agency may have an impact on the participants

⁴ 15 U.S.C. 78q-1(b)(3)(C).

⁵ 15 U.S.C. 78q-1(b)(3)(F).

⁶ 15 U.S.C. 78q-1(b)(3)(I).

in a clearing agency and the markets that the clearing agency serves. This proposed rule change affects OCC in that it amends the By-Law prescribing the date on which the annual meeting of OCC's stockholders shall occur. The proposed modifications would not unfairly inhibit access to OCC's services or disadvantage or favor any particular user in relationship to another user because they relate to the administration of OCC and would not impose any burden on clearing members or other OCC participants.

For the foregoing reasons, OCC believes that the proposed rule change is in the public interest, would be consistent with the requirements of the Act applicable to clearing agencies and would not impose a burden on competition.

(C) Clearing Agency'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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and paragraph (f) of Rule 19b-4 thereunder. At any time within 60 days of the filing of the proposed 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 Commissions 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-2015-01 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-2015-01. 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/components/docs/legal/rules_and_bylaws/sr_occ_15_01.pdf

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-2015-01 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.⁷

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: _____

⁷ 17 CFR 200.30-3(a)(12).