

September 26, 2016

Submitted via CFTC Portal

Division of Market Oversight  
U.S. Commodity Futures Trading Commission  
Three Lafayette Centre  
1155 21st Street, N.W.  
Washington, D.C. 20581

Re: ICAP SEF (US) LLC – Regulation 40.6 Rule Certification – Amendment to ICAP-2016-R-9

Ladies and Gentlemen:

**This submission replaces ICAP-2016-R-9, which was filed on September 23, 2016.** The effect of the submission is to (1) leave in place the previously certified amendments to Rules 309, 401, 405, 406 and 407, (2) amend the previously certified amendments to Rule 309 and (3) amend Rule 801(1) as follows:

1. Pursuant to Section 5c(c) of the Commodity Exchange Act (the “Act”) and Section 40.6(a) of the regulations of the Commodity Futures Trading Commission (the “Commission”), ICAP SEF (US) LLC (“ICAP SEF”) hereby notifies the Commission that it has amended its Rulebook, specifically Rules 309, 401, 405, 406 and 407. The Rulebook has been amended to remove reference to LCH.Clearnet LLC, which no longer clears swaps executed on ICAP SEF, to revise Rules 401 and 405 at the request of the Commission, and to add certain additional disruptive trading practices and other general offenses that are expressly prohibited by ICAP SEF.
2. This submission amends submission ICAP-2016-R-9 by replacing the deleted reference to LCH.Clearnet LLC with reference to ASX Clear (Futures) Pty Limited (“ASX”), a clearing organization exempt from registration with the Commission pursuant to an Order of Exemption issued January 28, 2016. ICAP SEF has entered into a clearing agreement with ASX with respect to certain interest rate swaps denominated in AUD and NZD.
3. This submission amends Rule 801(1) by adding reference to ASX to Rule 801(1) in the relevant interest rate swap specifications.

A concise explanation and analysis of the amendments to the Rulebook and their compliance with applicable provisions of the Act and the Commission’s regulations thereunder is attached hereto as Exhibit A. A clean copy of the amended Rulebook exclusive of confidential Chapter 9 is attached hereto as Exhibit B and a copy of the Rulebook exclusive of confidential Chapter 9 marked to show changes against the version submitted to the Commission in ICAP-2016-R-6 is attached hereto as Exhibit C and a copy of the Rulebook exclusive of confidential Chapter 9 marked to show changes against the version submitted to the Commission in ICAP-2016-R-9 is attached hereto as Exhibit D.

The amendments, which were originally submitted on September 23, 2016, will become effective on October 10, 2016. ICAP SEF certifies that the amendments comply with the requirements of the Commodity Exchange Act and the rules and regulations promulgated thereunder. ICAP SEF has reviewed the swap execution facility core principles (“Core Principles”) as set forth in the Commodity Exchange Act and has determined that the amendments impact the Core Principles identified in Exhibit A.

ICAP SEF is not aware of any substantive opposing views expressed with respect to this filing and certifies that, concurrent with this filing, a copy of this submission was posted on the ICAP SEF website and may be accessed at: <http://www.icap.com/what-we-do/global-broking/sef.aspx>.

Please contact the undersigned at (212) 341-9193 with any questions regarding this matter.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Gregory Compa". The signature is fluid and cursive, with the first name "Gregory" being more prominent than the last name "Compa".

Gregory Compa  
Chief Compliance Officer

ICAP SEF (US) LLC  
1100 Plaza Five  
Jersey City, NJ 07311

## **Exhibit A**

### *Explanation and Analysis*

1. Rule 309 has been amended to remove reference to LCH.Clearnet LLC, which no longer clears swaps executed on ICAP SEF, and to add reference to ASX, which will clear interest rate swaps executed on the SEF that are denominated in AUD and NZD. Additionally, Rule 801(1), which contains the specifications for the relevant interest rate swaps, has been amended to refer to ASX as the clearing organization for such swaps.

The amendments are consistent with Core Principle 7.

2. At the request of the Commission following its recent analysis of disruptive trading/fraud and manipulation provisions contained in all registered SEF rulebooks, Rule 401 has been revised to clarify that the Rule prohibits making, or attempting to make, untrue or misleading statements and engaging, or attempting to engage, in any manipulative device or artifice, in addition to the existing prohibitions.

The amendments are consistent with Core Principle 2.

3. At the request of the Commission following its recent analysis of disruptive trading/fraud and manipulation provisions contained in all registered SEF rulebooks, Rule 405 has been revised to clarify that attempted manipulation of the price of Contracts is also prohibited, in addition to actual manipulation of such prices.

The amendments are consistent with Core Principle 2.

4. The SEF has determined to reorganize and enhance the offenses previously listed in Rules 406 and 407 to provide greater clarity and guidance to Participants. Rule 406 has been replaced with a new Rule governing disruptive trading practices. Rule 406 now sets forth with specificity types of disruptive trading practices that are prohibited, and existing Rule 402(c), which also governed certain types of disruptive trading practices, has been moved to Rule 406(b) so all such conduct is governed by the same Rule. The previous Rule 406 has been moved to revised Rule 407 and included as part of an expanded list of general offenses. These general offenses are now more closely aligned with trading standard violations traditionally prohibited on designated contract markets.

The amendments are consistent with Core Principle 2 and Commission Regulation 37.203.