



August 29, 2013

Elizabeth M. Murphy
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-0609

Re: File No. SR-MSRB-2013-05, Notice of Filing of a Proposed Rule Change to Amend MSRB Rules G-8, G-11 and G-32 to Include Provisions Specifically Tailored for Retail Order Periods

Dear Secretary Murphy:

The Securities Industry and Financial Markets Association (“SIFMA”)¹ and Government Finance Officers Association’s (“GFOA”) Governmental Debt Management Committee appreciate this opportunity to send a supplemental comment letter² on the Securities and Exchange Commission’s (the “SEC’s”) request for comment on the proposed rule changes (the “Proposal”) filed by the Municipal Securities Rulemaking Board (the “MSRB”) to MSRB Rules G-8, G-11 and G-32 to include provisions specifically tailored for retail order periods.

It is our understanding that an amendment to the aforementioned Proposal has been sent to the SEC by the MSRB for your consideration, and we are concerned that this amended Proposal may be currently under consideration for immediate effectiveness without public input. Section 19(b) of the Securities Exchange Act of 1934, as

¹ The Securities Industry and Financial Markets Association (SIFMA) brings together the shared interests of hundreds of securities firms, banks and asset managers. SIFMA’s mission is to support a strong financial industry, investor opportunity, capital formation, job creation and economic growth, while building trust and confidence in the financial markets. SIFMA, with offices in New York and Washington, D.C., is the U.S. regional member of the Global Financial Markets Association (GFMA). For more information, visit www.sifma.org.

² See Letter from David Cohen, SIFMA, to Elizabeth M. Murphy, SEC, dated July 18, 2013 (response to SEC File No. SR-MSRB-2013-05) available at <http://www.sifma.org/issues/item.aspx?id=8589944461> [and Letter from Dustin McDonald, GFOA, Elizabeth M. Murphy, SEC, dated July 18, 2013 (response to SEC File No. SR-MSRB-2013-05) available at <http://www.sec.gov/comments/sr-msrb-2013-05/msrb201305-1.pdf>.

amended, (the “Act”) sets forth filing procedures for self-regulatory organizations including the MSRB, and specifically states, “the Commission shall give interested persons an opportunity to submit written data, views, and arguments concerning such proposed rule change.”³ We understand that in certain limited circumstances, a proposed rule change shall take effect upon filing with the SEC. The relevant circumstances include cases where the proposed rule changes constitute a stated policy, practice, or interpretation with respect to an existing rule.⁴ Alternatively, a proposed rule change may qualify for immediate effectiveness upon filing as a “non-controversial” rule change in accordance with Section 19(b)(3)(A) of the Act⁵ and Rule 19b-4(f)(6) thereunder.⁶

We encourage the SEC to ensure that an appropriate course of action is followed for this amended Proposal, and strongly suggest that it be published with an opportunity for the public to comment. As you know from previous comment letters on this matter, there are aspects of the proposed rule that are controversial, and we believe those sections have undergone significant and material amendment by the MSRB that substantially impact numerous entities in the municipal securities market, including broker dealers and issuers. Accordingly, the grounds for immediate effectiveness described above are not satisfied here. Therefore, we ask that the amended Proposal should not be summarily approved for immediate effectiveness, but instead be resubmitted for public comment.

³ 15 U.S.C. 78s(b).

⁴ *See id.*


⁵ 15 U.S.C. 78s(b)(3)(A).

⁶ 17 CFR 240.19b-4(f)(6).

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We would be pleased to discuss any of these comments in greater detail, or to provide any other assistance that would be helpful. If you have any questions, please do not hesitate to contact Leslie Norwood at (212) 313-1130 or Dustin McDonald at (202) 393-8020.

Sincerely yours,



Leslie M. Norwood
Managing Director and
Associate General Counsel,
SIFMA



Dustin McDonald
Director,
Federal Liaison Center,
GFOA

cc: ***Securities and Exchange Commission***
John Ramsay, Acting Director, Division of Trading and Markets
John Cross, Director, Office of Municipal Securities
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