

## OMB APPROVAL

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Expires: August 31, 2011  
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hours per response.....38

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of \* 10

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

File No.\* SR - 2011 - \* 01  
Amendment No. (req. for Amendments \*)

Proposed Rule Change by Municipal Securities Rulemaking Board  
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial \* ☒ Amendment \* ☐ Withdrawal ☐

Section 19(b)(2) \* ☐ Section 19(b)(3)(A) \* ☒ Section 19(b)(3)(B) \* ☐

## Rule

Pilot ☐ Extension of Time Period  
for Commission Action \* ☐ Date Expires \*

☐ 19b-4(f)(1) ☐ 19b-4(f)(4)  
☐ 19b-4(f)(2) ☐ 19b-4(f)(5)  
☐ 19b-4(f)(3) ☒ 19b-4(f)(6)

Exhibit 2 Sent As Paper Document ☐

Exhibit 3 Sent As Paper Document ☐

**Description**

Provide a brief description of the proposed rule change (limit 250 characters, required when Initial is checked \*).

Proposed rule change consisting of an Amended and Restated Articles of Incorporation

**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 proposed rule change.

First Name \* Lawrence Last Name \* Sandor  
Title \* Senior Associate General Counsel  
E-mail \* lsandor@msrb.org  
Telephone \* (703) 797-6600 Fax (703) 797-6700

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934,

Municipal Securities Rulemaking Board

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized officer.

Date 02/18/2011

By Ronald W. Smith  
(Name \*)

Corporate Secretary

(Title \*)

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.

Ronald Smith, rsmith@msrb.org

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

**Form 19b-4 Information (required)**

Add

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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 (required)**

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

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Exhibit Sent As Paper Document

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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 3 - Form, Report, or Questionnaire**

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Exhibit Sent As Paper Document

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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 4 - Marked Copies**

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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**

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

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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.

**1. Text of Proposed Rule Change**

- (a) The Municipal Securities Rulemaking Board ("MSRB" or "Board") is hereby filing with the Securities and Exchange Commission ("Commission" or "SEC") a proposed rule change consisting of an Amended and Restated Articles of Incorporation. The proposed rule change is set forth below, with underlining indicating additions and brackets indicating deletions.

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MUNICIPAL SECURITIES RULEMAKING BOARD**

1 – 4. No change.

**5. Directors, Terms of Office.**

(a) No change.

(b) **Terms of Office.** Directors shall be elected by the Board and shall serve staggered terms, with eleven Directors elected for fiscal year 2011 serving two year terms, five Directors elected for fiscal year [2009] 2012 serving three year terms, and five Directors elected for fiscal year 2010 serving three year terms, as provided by the Corporation's By-Laws.

6 – 9. No change.

The effective date of this Amended and Restated Articles of Incorporation shall be \_\_\_\_\_, 2011.

IN WITNESS THEREOF, I have signed my name this \_\_\_\_ day of \_\_\_\_\_, 2011.

MUNICIPAL SECURITIES RULEMAKING BOARD

By: \_\_\_\_\_  
Lynnette Kelly Hotchkiss  
President  
Municipal Securities Rulemaking Board

\* \* \* \* \*

(b) Not applicable.

(c) Not applicable.

## **2. Procedures of the Self-Regulatory Organization**

The proposed rule change was adopted by the Board on January 13, 2011. Questions concerning this filing may be directed to Lawrence P. Sandor, Senior Associate General Counsel, at (703) 797-6600.

## **3. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change**

### **(a) Purpose**

The purpose of the proposed rule change is to make changes to the Articles of Incorporation as are necessary and appropriate in order to comply with Section 15B of the Securities Exchange Act of 1934, 15 U.S.C. § 78o-4, as amended by the Dodd-Frank Wall Street Reform and Consumer Protection Act, Pub. L. No. 111-203, § 975, 124 Stat. 1376 (2010) (the "Dodd-Frank Act"), and MSRB transitional Rule A-3(i). The MSRB established transitional Rule A-3(i) in order to comply with the Dodd-Frank Act. The transitional rule sets forth a two-year transitional period, commencing on October 1, 2010 and concluding on September 30, 2012. During this transitional period, the MSRB will maintain a Board of Directors of 21 members, including 11 public members and 10 members representing MSRB-regulated entities. The proposed amendments to the Articles of Incorporation provide that the new Board of Director class that will commence service on October 1, 2011, shall consist of five members who will serve three-year terms.

### **(b) Statutory Basis**

The MSRB believes that the proposed rule change is consistent with Section 15B(b) of the Securities Exchange Act of 1934 (the "Act"), as amended by the Dodd-Frank Act, in that it conforms the Articles of Incorporation of the Board to the requirements of the Dodd-Frank Act, and to MSRB transitional Rule A-3(i).

## **4. Self-Regulatory Organization's Statement on Burden on Competition**

The Board does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act, since the proposed rule change simply amends the Articles of Incorporation of the Board to comply with the requirements of the Dodd-Frank Act, and solely concerns the administration of the organization.

**5. Self-Regulatory Organization's Statement on Comments Received on the Proposed Rule Change by Members, Participants, or Others.**

Written comments were neither solicited nor received on the proposed rule change.

**6. Extension of Time Period of Commission Action**

Not applicable.

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

The proposed rule change is to take effect upon filing pursuant to Section 19(b)(3)(A)(iii) of the Act and Rule 19(b)-4(f)(6) thereunder, with an operative date more than 30 days after notice of filing of the proposed rule change or such shorter time as the Commission may designate consistent with the protection of investors and the public interest. The proposed rule change does not significantly affect the protection of investors or the public interest and does not impose any significant burden on competition. The MSRB provided the required written notice of its intention to file the proposed rule change to the Commission on February 10, 2011 and the proposed rule change will become operative on April 1, 2011, which is more than 30 days after the filing of the proposed rule change.

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

Not applicable.

**9. Exhibits**

1. Federal Register Notice

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION  
(RELEASE NO. 34- ; File No. SR-MSRB-2011-01)

Self-Regulatory Organizations; Municipal Securities Rulemaking Board; Notice of Filing and Immediate Effectiveness of Amended and Restated Articles of Incorporation of Municipal Securities Rulemaking Board

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“the Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on February 18, 2011, the Municipal Securities Rulemaking Board (“Board” or “MSRB”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the MSRB. The MSRB has filed the proposal as a “non-controversial” rule change pursuant to Section 19(b)(3)(A)(iii),<sup>3</sup> and Rule 19b-4(f)(6) thereunder,<sup>4</sup> which renders the proposal effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The MSRB is filing with the SEC a proposed rule change consisting of an Amended and Restated Articles of Incorporation.

The text of the proposed rule change is available on the MSRB’s website at [www.msrb.org/Rules-and-Interpretations/SEC-Filings/2011-Filings.aspx](http://www.msrb.org/Rules-and-Interpretations/SEC-Filings/2011-Filings.aspx), at the MSRB’s principal office, and at the Commission’s Public Reference Room.

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>4</sup> 17 CFR 240.19b-4(f)(6).

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the MSRB 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 below. The Board has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of the proposed rule change is to make changes to the Articles of Incorporation as are necessary and appropriate in order to comply with Section 15B of the Securities Exchange Act of 1934, 15 U.S.C. § 78o-4, as amended by the Dodd-Frank Wall Street Reform and Consumer Protection Act, Pub. L. No. 111-203, § 975, 124 Stat. 1376 (2010) (the "Dodd-Frank Act"), and MSRB transitional Rule A-3(i). The MSRB established transitional Rule A-3(i) in order to comply with the Dodd-Frank Act. The transitional rule sets forth a two-year transitional period, commencing on October 1, 2010 and concluding on September 30, 2012. During this transitional period, the MSRB will maintain a Board of Directors of 21 members, including 11 public members and 10 members representing MSRB-regulated entities. The proposed amendments to the Articles of Incorporation provide that the new Board of Director class that will commence service on October 1, 2011, shall consist of five members who will serve three-year terms.

2. Statutory Basis

The MSRB believes that the proposed rule change is consistent with Section 15B(b) of the Securities Exchange Act of 1934 (the “Act”),<sup>5</sup> as amended by the Dodd-Frank Act, in that it conforms the Articles of Incorporation of the Board to the requirements of the Dodd-Frank Act and MSRB transitional Rule A-3(i).

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

The MSRB does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act, since the proposed rule change simply amends the Articles of Incorporation of the Board to comply with the requirements of the Dodd-Frank Act and MSRB transitional Rule A-3(i), and solely concerns the administration of the organization.

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 on the proposed rule change.

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

The MSRB represented that the proposed rule change qualifies for immediate effectiveness pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>6</sup> because it: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) does not become operative for 30 days after filing or such shorter time as the Commission may designate consistent with the protection of investors and the public interest.<sup>7</sup> The MSRB provided the required written notice of its intention to file

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<sup>5</sup> 15 U.S.C. 78o-4(b).

<sup>6</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>7</sup> In addition, Rule 19b-4(f)(6)(iii) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission.



the proposed rule change to the Commission on February 10, 2011, and the proposed rule change will become operative on April 1, 2011, which is more than 30 days after the filing of the proposed rule change.

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.<sup>8</sup>

#### 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 Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-MSRB-2011-01 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-MSRB-2011-01. 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 website (<http://www.sec.gov/rules/sro.shtml>). Copies of the

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<sup>8</sup> See Section 19(b)(3)(C) of the Act, 15 U.S.C. 78s(b)(3)(C).

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 Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. Copies of such filing also will be available for inspection and copying at the MSRB's offices. 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-MSRB-2011-01 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.<sup>9</sup>

Elizabeth M. Murphy  
Secretary

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<sup>9</sup> 17 CFR 200.30-3(a)(12).