United States Securities and Exchange Commission

**FORM 13H**

**Large Trader Registration**

**Information Required of Large Traders Pursuant To Section 13(h) of the Securities Exchange Act of 1934 and Rules Thereunder**

[ ] INITIAL FILING: Date identifying transactions first effected (mm/dd/yyyy)

Voluntary filing? [ ] no [ ] yes Date of voluntary filing

[

] ANNUAL FILING:

Calendar year ending

[

[

] AMENDED FILING

] INACTIVE STATUS: Date commencing Inactive Status (mm/dd/yyyy)

[

] TERMINATION FILING: Effective date (mm/dd/yyyy)

[

] REACTIVATED STATUS: Date identifying transactions first effected, post-Inactive Status

(mm/dd/yyyy)

Name of Large Trader Filing This Form

LTID

Taxpayer Identification Number

Business Address of the Large Trader (Street, City, State, Zip, Country)

Mailing Address of the Large Trader (Street, City, State, Zip, Country)

Telephone No. ( ) - Facsimile No. ( ) - Email

The Form and the schedules thereto must be submitted by a natural person who is authorized to make this submission on behalf of the large trader.

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**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

OMB APPROVAL

OMB Number: 3235-0682

Expires: June 30, 2024 Estimated average burden

hours per response 18

Name of Authorized Person (First, Middle Initial, Last)

Title of Authorized Person

Relationship to Large Trader

Business Address of Authorized Person (Street, City, State, Zip, Country)

Authorized Person’s Telephone No. ( ) - Facsimile No. ( ) -

Authorized Person’s Email

**ATTENTION**

Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15

U.S.C. 78ff(a). Intentional misstatements or omissions of facts may result in civil fines and other sanctions pursuant

to the Securities Exchange Act of 1934.

The authorized person signing this form represents that all information contained in the form, schedules, and

continuation sheets is true, correct, and complete. It is understood that all information whether contained in the form,

schedules, or continuation sheets, is considered an integral part of this form and that any amendment represents that

all unamended information remains true, correct, and complete.

Signature of Person Authorized to Submit this Form

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FORM 13H

INFORMATION REQUIRED OF ALL LARGE TRADERS

ITEM 1. BUSINESSES OF THE LARGE TRADER (check as many as applicable)

(a)

Businesses engaged in by the large trader and any of the large trader’s affiliates (check as many as

applicable)

[

[

[

[

] Broker or Dealer

] Government Securities Broker or Dealer

] Municipal Securities Broker or Dealer

] Investment Adviser

[ ] to Registered Investment Companies

[ ] to Hedge Funds or other Funds not registered under the Investment Company Act

] Futures Commission Merchant

] Commodity Pool Operator

[

[

[

[

[

[

] Bank Holding Company

] Non-Bank Holding Company

] Bank

] Pension Trustee

] Non-Pension Trustee

] Insurance Company

[

[

[

] Other (specify)

(b) Describe the nature of the business of the large trader including a description for each Securities Affiliate:

ITEM 2. SECURITIES AND EXCHANGE COMMISSION FILINGS

Does the large trader or any of its Securities Affiliates file any other forms with the Commission?

[ ] Yes

[ ] No

If yes, specify the entity and the forms filed:

Entity

Form(s) Filed

CIK Number

ITEM 3. CFTC REGISTRATION AND FOREIGN REGULATORS

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(a)

Is the large trader or any of its affiliates registered with the Commodity Futures Trading Commission in any capacity, including as a “registered trader” pursuant to sections 4i and 9 of the Commodity Exchange Act?

[ ] Yes

[ ] No

If yes, identify each entity and specify the registration number:

Entity

Registration Number

(b)

Is the large trader or any of its Securities Affiliates regulated by a foreign regulator?

[ ] Yes

[ ] No

If yes, identify each entity and its primary foreign regulator(s):

Entity

Primary Foreign Regulator

ITEM 4. ORGANIZATION INFORMATION

(a) Attach an Organizational Chart that identifies the large trader, its parent company (if applicable), all Securities Affiliates, and all entities identified in Item 3(a).

(b) Provide the following information on all Securities Affiliates and all entities identified in Item 3(a):

Entity

MPID(s)

Description of Business

Relationship to the Large Trader

(c) If any affiliates file separately, identify each entity:

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Entity

LTID

Suffix (if any)

(d) If any affiliates have been assigned an LTID suffix, identify such entities and their corresponding suffixes:

Entity

Suffix

ITEM 5. GOVERNANCE OF THE LARGE TRADER

(a)

STATUS OF THE LARGE TRADER (check as many as apply)

[

] Individual

[ ] Partnership

[ ] Limited Partnership [ ] Corporation

[ ] Other (specify)

[

[

] Trustee

] Limited Liability Company

(b) Complete the following for each general partner, and in the case of limited partnerships, each limited partner that is the owner of more than a 10 percent financial interest in the accounts of the large trader:

Name

Status (check one for each)

[

[

[

[

[

[

[

] General Partner

] General Partner

] General Partner

] General Partner

] General Partner

] General Partner

] General Partner

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] Limited Partner

] Limited Partner

] Limited Partner

] Limited Partner

] Limited Partner

] Limited Partner

] Limited Partner

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(c) Complete the following for each executive officer, director, or trustee of a large trader corporation or trustee:

Name

Status (check one for each)

[

[

[

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] Executive Officer

] Executive Officer

] Executive Officer

] Executive Officer

] Executive Officer

] Executive Officer

] Executive Officer

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] Director

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] Trustee

] Trustee

] Trustee

] Trustee

] Trustee

] Trustee

] Trustee

(d) Jurisdiction in which the large trader entity is incorporated or organized:

(state and country)

ITEM 6.

LIST OF BROKER-DEALERS AT WHICH THE LARGE TRADER OR ITS SECURITIES AFFILIATES HAS AN ACCOUNT

Identify each broker-dealer at which the large trader or any of its Securities Affiliates has an account and the types of services provided.

Name of Broker-Dealer

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[

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] Prime Broker

] Prime Broker

] Prime Broker

] Prime Broker

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INSTRUCTIONS FOR FORM 13H

**Submission of the Form**. All submissions on Form 13H must be filed electronically through the

Commission’s Electronic Data Gathering, Analysis, and Retrieval (“EDGAR”) system. For

more information on filing through EDGAR, including instructions on how to obtain access to

and file electronically through EDGAR, see the EDGAR Filer Manual (available on the

Commission’s website at: [http://www.sec.gov/info/edgar.shtml).](http://www.sec.gov/info/edgar.shtml))

**Definitions.** The term “Securities Affiliate” means an affiliate of the large trader that exercises

investment discretion over NMS securities.

The term “affiliate” means any person that directly or indirectly controls, is under common

control with, or is controlled by the large trader.

The term “bank” means a national bank, state member bank of the Federal Reserve System, state

non-member bank, savings bank or association, credit union, or foreign bank.

The term “executive officer” means “policy-making officer” and otherwise is interpreted in

accordance with Rule 16a-1(f) under the Exchange Act.

**Type of Filing.** Indicate the type of Form 13H filing by checking the appropriate box at the top

of the cover page to Form 13H. All filings must include a valid digital signature.

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If the filing is an “Initial Filing,” indicate whether it is a voluntary filing. Voluntary filings are

submitted regardless of whether the aggregate number of transactions effected reached the

identifying activity level. For voluntary filings, the large trader must input the date on which it

submits its voluntary filing. For non-voluntary filings, the large trader must input the first date

on which the aggregate number of transactions effected reached the identifying activity level. A

non-voluntary “Initial Filing” must be submitted promptly after first effecting an aggregate

number of transactions equal to or greater than the identifying activity level.

If the filing is an “Annual Filing,” input the applicable calendar year.

An “Amended Filing” must be filed promptly following the end of the calendar quarter in which

any of the information contained in a Form 13H filing becomes inaccurate for any reason. A

large trader must file an “Amended Filing” when, for example, it changes its name, business

address, organization type (e.g., the large trader partnership reincorporates as a limited liability

company), or regulatory status (e.g., a hedge fund registers under the Investment Company Act),

or when its organizational chart changes in a manner relevant under Item 4(a) (e.g., it adds or

removes a Securities Affiliate).

If the filing is for “Inactive Status,” input the date that the large trader qualified for Inactive

Status. A large trader that has not effected aggregate transactions at any time during the previous

full calendar year in an aggregate amount equal to or greater than the identifying activity level

may file for Inactive Status. A large trader shall become inactive, and exempt from the filing

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and self-identification requirements upon filing for Inactive Status until the identifying activity

level is reached again.

If the filing is for “Reactivated Status,” indicate the date that the aggregate number of

transactions again reached or exceeded the identifying activity level. A filing for “Reactivated

Status” must be submitted promptly after effecting an aggregate number of transactions --

subsequent to filing for “Inactive Status” -- equal to or greater than the identifying activity level.

In addition, a person may voluntarily elect to file for Reactivated Status prior to effecting

aggregate transactions that are equal to or greater than the identifying activity threshold. For

such voluntarily filings for “Reactivated Status,” the date of the voluntarily filing should be

entered rather than the date that the aggregate number of transactions again reached or exceeded

the identifying activity level.

If the filing is a “Termination Filing,” indicate the date on which the large trader ceased

operation. For example, when one large trader merges into another large trader, resulting in only

one surviving entity, the non-surviving large trader should specify the effective date of the

merger in its Termination Filing.

The Form also requires that a large trader input its Taxpayer Identification Number. The Form

further requires a large trader to input its business and mailing addresses. If those addresses are

the same, for the mailing address field, the large trader may either input its address again or input

“same.”

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The Form must be filed by a natural person who is authorized to submit it on behalf of the large

trader. The Commission may require the large trader to provide descriptive or clarifying

information about the information disclosed in the Form 13H, and will contact the Authorized

Person to provide such information.

To amend the name, phone number, and email address of the large trader, the large trader must

modify its EDGAR profile. Thereafter, changes will automatically be reflected in the Form 13H.

**Item 1.** Businesses of the Large Trader. Item 1 of the Form requires the large trader to specify,

from among the enumerated choices, the types of business engaged in by the large trader, by

checking as many as are applicable. Select “Other” to indicate a financial entity not included in

any of the enumerated categories and enter a short description for each such entity. In addition,

select “Other” if the large trader is an individual and input his or her occupation.

A large trader also is required, for itself and each of its Securities Affiliates, to describe the

nature of its operations, including a general description of its trading strategies. As an example,

the following would be an appropriate description: “Registered market-maker on [SRO],

authorized participant for a number of ETFs based on foreign indices, and proprietary trading

focusing on statistical arbitrage.”

**Item 2.** Securities and Exchange Commission Filings. The large trader must indicate whether it

or any of its Securities Affiliates files forms with the Commission. If it checks “Yes,” the large

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trader must input the names of the filing entities and, for each of them, input the form(s) they file

and the applicable CIK number.

**Item 3.** CFTC Registration and Foreign Regulators.

Item 3(a) requires the large trader to indicate whether it or any of its affiliates is registered with

the Commodity Futures Trading Commission in any capacity, including as a “registered trader”

pursuant to Sections 4i and 9 of the Commodity Exchange Act. If it checks “Yes,” the large

trader must input the name of each such entity and the registration number for each such entity.

Item 3(b) requires the large trader to indicate whether it or any of its Securities Affiliates is

regulated by a foreign regulator. Unlike Item 3(a), Item 3(b) applies only to the large trader and

its Securities Affiliates. If it checks “Yes,” the large trader must input the name of each such

regulated entity and its primary foreign regulator.

**Item 4.** Organization Information.

To comply with Item 4(a), the large trader must attach an organizational chart that depicts the

organization of the large trader. At a minimum, the chart must include the large trader, its parent

company (if applicable), all Securities Affiliates, and all entities identified in Item 3(a) of the

Form (if any) (collectively, “Item 4 Affiliates”).

Item 4(b) requires that a large trader provide information about the Item 4 Affiliates.

Specifically, the large trader must input the names of Item 4 Affiliates and, for each one of them,

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also input the following information: MPID(s); a brief description of its business, and its

relationship to the large trader.

Item 4(c) requires that a large trader identify all affiliates that file a separate Form 13H. Those

affiliates will have a different LTID.

Item 4(d) permits a large trader to assign LTID suffixes to one or more of its Securities

Affiliates. A suffix should have no more than three characters, all of which must be numbers; no

letters or special characters may be used. The same suffix may not be assigned to more than one

affiliate using the same LTID.

**Item 5.** Governance of the Large Trader.

Item 5 captures basic information about the large trader organization. All terms have the

meanings generally ascribed to them in the United States. If a foreign organization type has no

comparable corporate form, check “Other” and input the organization type. A large trader who

is a natural person must check “Individual.”

**Item 6.** List of Broker-Dealers at Which the Large Trader or Its Securities Affiliates Has an

Account.

Item 6 requires that a large trader identify each broker-dealer at which the large trader and any

Securities Affiliate has an account. Additionally, for each such broker-dealer, the large trader

must indicate the type(s) of services provided. The large trader must check as many of the

following that apply: Prime Broker; Executing Broker; Clearing Broker.

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**Paperwork Reduction Act Disclosures**. This collection of information has been reviewed by

OMB in accordance with the clearance requirements of 44 U.S.C. 3507. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information un- less it displays a currently valid control number.

The Securities Exchange Act of 1934 authorizes the SEC to collect the information on Form

13H from large traders. See 15 U.S.C. 78m(h) and 78w(a). Responses to this collection are mandatory, pursuant to Section 13(h) of the Exchange Act and Rule 13h-1 thereunder. The Commission will treat as confidential the information collected pursuant to this Form in a man- ner consistent with Section 13(h)(7) of the Exchange Act, which sets forth a few limited excep- tions. The applicable Privacy Act system of records is SEC-1 and the routine use of the records are set forth at 40 FR 39255 (August 27, 1975) and 41 FR 5318 (February 5, 1976).

The Form is filed annually by every large trader within 45 days after the end of each full cal-

endar year. Amendments to the Form must be filed promptly following the end of a calendar quarter in the event that any of the information contained in a Form 13H filing becomes inaccu- rate for any reason.

The Commission will use the information collected pursuant to this Form 13H to identify sig-

nificant market participants, i.e., large traders. Form 13H will allow the Commission to collect background information about large traders, which will contribute to the agency’s ability to conduct investigations and enforcement matters. The Commission estimates that the average burden to respond to the Form 13H will be 18 hours. Any member of the public may direct to the Commission any comments concerning the accuracy of this burden estimate and any sug- gestions for reducing this burden.

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