

February 4, 2022

Submitted via CFTC Portal

Mr. Christopher J. Kirkpatrick
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20581

Re: DW SEF LLC – Amendment of Rule 205 (Regulatory Oversight Committee)

Dear Mr. Kirkpatrick:

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”), DW SEF LLC (“DW SEF”) hereby submits amendments to its Rulebook related to the above-captioned Rule. Specifically, the Rulebook has been amended as detailed below.

The Rulebook has been amended to clarify that the annual report prepared by the SEF’s Regulatory Oversight Committee pursuant to Rule 205(a)(v) is different from the Annual Compliance Report that is required to be submitted to the Commission under Rule 212(a)(xiii). Additionally, the amended Rule 205 now allows the annual report prepared by the SEF’s Regulatory Oversight Committee to be made orally, provided that the report is memorialized in Board minutes. The amendment will become effective on February 18, 2022, no fewer than ten business days from the date hereof.

In connection with this submission, DW SEF hereby notifies the Commission that:

1. DW SEF certifies that it has posted a notice of this pending certification with the Commission and a copy of this submission on DW SEF’s website, including a redline of Rule 205, which is attached hereto as Attachment A, and a copy of Rule 205, which is attached hereto as Attachment B;
2. DW SEF certifies that the Rule complies with the Act and the Commission’s regulations thereunder; and
3. No substantive opposing views with respect to the Rule were expressed to DW SEF by its governing board or committee members, members of DW SEF or market participants.

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Mr. Christopher J. Kirkpatrick
Commodity Futures Trading Commission
February 4, 2022

Should you have questions regarding this submission, please contact the undersigned at (646) 767-4923 or by email at Devi.Shanmugham@tradeweb.com.

Very truly yours,



Devi Shanmugham
DW SEF CCO

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Attachment A

Redline Version of Rule 205

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Attachment B

Amended Rule 205