The Institute of
Internal Auditors
Elevating Impact

August 26, 2026

Ms. Vanessa A. Countryman
Secretary
U.S. Securities and Exchange Commission
100 F Street NE
Washington, D.C. 20549-1090

Re: SEC Release No. 34-106128; File No. SR-NYSE-2026-37
REQUEST FOR EXTENSION OF THE COMMENT PERIOD — PROPOSED RULE CHANGE TO AMEND SECTIONS 303A.00 AND 303A.07 OF THE NYSE LISTED COMPANY MANUAL

Dear Ms. Countryman:

The Institute of Internal Auditors ("The IIA") respectfully requests that the Securities and Exchange Commission (the "Commission") extend the period for public comment on the above-referenced proposed rule change (the "Proposal"), by which New York Stock Exchange LLC ("NYSE" or the "Exchange") would extend, from one year to five years, the transition period within which a newly listed company must establish the internal audit function required by Section 303A.07 of the NYSE Listed Company Manual. Comments are currently due on or before September 8, 2026 — twenty-one days after publication of the notice in the Federal Register. The IIA requests that the Commission extend the comment period by at least thirty days, to October 8, 2026.

Established in 1941, The IIA is a professional association recognized throughout the world as the internal audit profession's leader in standards, certifications, education, research, and technical guidance, and is the steward of the International Professional Practices Framework®. The IIA serves more than 265,000 global members, including over 75,000 in North America, and has awarded more than 200,000 Certified Internal Auditor® certifications worldwide.

An extension is warranted for three reasons. *First*, the Proposal is a significant change to the corporate governance framework applicable to companies entering the U.S. public markets, and it directly affects a broad and varied community of stakeholders: consumer and investor advocacy groups, professional associations, newly listed and prospective issuers, the investors, audit committees and boards of directors, and the assurance professionals who serve them. Twenty-one days is not sufficient for that community to evaluate the Proposal and participate meaningfully in the Commission's process, even more so when the Exchange acknowledged not soliciting stakeholder feedback for its filing.

Second, the Proposal itself contains no supporting data or analysis: it identifies no population of affected issuers, quantifies no burden associated with the current one-year period, and offers no assessment of the investor-protection consequences of a five-year transition. Its factual predicate consists of a statement that unnamed issuers have expressed concern.[1] Because the filing supplies no evidentiary record, the burden of developing one — practitioner experience establishing internal audit functions at newly listed companies, data on internal control outcomes at newly public issuers, and the perspectives of investors, audit committees, and the broader stakeholder universe — falls to commenters. Assembling evidence of that quality takes more than three weeks, and the Commission's consideration of the Proposal will be better informed for having it.

Third, an extension imposes no meaningful cost. The Exchange Act expressly permits the Commission to designate a longer period for its own action on a proposed rule change,[2] and the Commission has regularly granted comment period extensions where the significance of a proposal and the breadth of affected stakeholders warranted fuller participation. No urgency attends this filing: the current one-year requirement has been in place for more than a decade, and the Exchange identifies no extenuating circumstance requiring resolution on a compressed schedule.

The IIA intends to submit substantive comments on the Proposal. We make this request so that the many other stakeholders with relevant experience and evidence — including the investors whose protection Section 6(b)(5) of the Exchange Act makes the touchstone of the Commission's review — have a genuine opportunity to be heard.

The IIA welcomes the opportunity to discuss this request with you. For additional information or to discuss The IIA's comments further, please contact Ramón A. Correa, Director for U.S. Advocacy, at Ramon.Correa@TheIIA.org.

Sincerely,

Anthony J. Pugliese, CIA, CPA, CGMA, CAE
President and Chief Executive Officer
The Institute of Internal Auditors

cc: The Honorable Paul S. Atkins, Chairman, U.S. Securities and Exchange Commission

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[1] Notice, 91 Fed. Reg. at 53,448. The Exchange neither solicited nor received written comments before filing. Id. at 53,449.

[2] 15 U.S.C. § 78s(b)(2)(A)(ii).