operative for 30 days after the date of its filing. However, Rule 19b–4(f)(6) [12] permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the 30-day operative delay, noting that doing so would immediately provide Participants with the option of having their Post-Only Orders returned under certain circumstances, as set forth in this proposal. The Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest.[13] Therefore, the Commission designates the proposal operative upon filing.

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.

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 email to *rule-comments@sec.gov*. Please include File Number SR–NASDAQ–2012–089 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–NASDAQ–2012–089. This file number should be included on the subject line if email 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 Internet Web site (*http://www.sec.gov/rules/sro.shtml*). Copies of the 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 Web site 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 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. 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–NASDAQ–2012–089 and should be submitted on or before August 23, 2012.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[14]

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2012–18893 Filed 8–1–12; 8:45 am]

BILLING CODE 8011–01–P

[12] 17 CFR 240.19b–4(f)(6).

[13] For purposes only of waiving the 30-day operative delay, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. *See* 15 U.S.C. 78c(f).

[14] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–67529; File No. SR–NYSE–2012–30]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the New York Stock Exchange LLC Price List To Establish Pricing for the Retail Liquidity Program

July 27, 2012.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act") [1] and Rule 19b–4 thereunder,[2] notice is hereby given that on July 18, 2012, New York Stock Exchange LLC ("NYSE" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II and III below, which Items have been prepared by the Exchange. 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 Exchange proposes to amend its Price List to establish pricing for the Retail Liquidity Program. The text of the proposed rule change is available on the Exchange's Web site at *www.nyse.com,* at the principal office of the Exchange, and at the Commission's Public Reference Room.

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 self-regulatory organization 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 those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

The Exchange proposes to amend its Price List to establish pricing for the Retail Liquidity Program, which has been approved by the Commission to operate for one year as a pilot program.[3] The Exchange proposes to implement the fee changes on August 1, 2012. The Retail Liquidity Program is designed to attract additional retail order flow to the Exchange for NYSE-listed securities while also providing the potential for price improvement to such order flow.

Two new classes of market participants were created under the Retail Liquidity Program: (1) Retail Member Organizations ("RMOs"),[4] which are eligible to submit certain retail order flow ("Retail Orders") [5] to

[1] 15 U.S.C.78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 67347 (July 3, 2012), 77 FR 40673 (July 10, 2012) (SR–NYSE–2011–55).

[4] "RMO" is defined in NYSE Rule 107C(a)(2) as a member organization (or a division thereof) that has been approved by the Exchange to submit Retail Orders.

[5] "Retail Order" is defined in NYSE Rule 107C(a)(3) as an agency order that originates from a natural person and is submitted to the Exchange by an RMO, provided that no change is made to the terms of the order with respect to price or side of market and the order does not originate from a trading algorithm or any other computerized methodology. A Retail Order is an Immediate or Cancel Order and must operate in accordance with NYSE Rule 107C(k). A Retail Order may be an odd lot, round lot or a partial round lot ("PRL").

the Exchange, and (2) Retail Liquidity Providers (''RLPs''),[6] which are required to provide potential price improvement for Retail Orders in the form of non-displayed interest (''Retail Price Improvement Orders'' or ''RPIs'')[7] that is better than the best protected bid (''PBB'') or the best protected offer (''PBO'') (together, the ''PBBO'').[8] Member organizations other than RLPs are also permitted, but not required, to submit RPIs.

In proposing the Retail Liquidity Program, the Exchange stated that it would submit a separate proposal to amend its Price List in connection with the Retail Liquidity Program.[9] Accordingly, the Exchange proposes to adopt the following pricing:[10]

- RPIs of RLPs will be free if executed against Retail Orders. The Exchange notes that, as provided under NYSE Rule 107(C)(f)(3), the percentage requirement thereunder is not applicable in the first two calendar months that a member organization operates as an RLP. Instead, the percentage requirement takes effect on the first day of the third consecutive calendar month that the member organization operates as an RLP. The Exchange proposes that, during the first two calendar months that a member organization operates as an RLP, the RLP's RPIs will be free if executed against Retail Orders, regardless of the percentage of the trading day at which the RLP maintains an RPI that is priced better than the PBBO. Thereafter, this proposed rate would only be applicable if the RLP satisfies the percentage requirement of NYSE Rule 107(C)(f). An RLP that does not satisfy the percentage requirement of NYSE Rule 107(C)(f) would be charged the $0.0003 per share rate described below for non-RLP member organizations.[11]
- RPIs of non-RLP member organizations will be charged $0.0003 per share if executed against Retail Orders; provided, however, that RPIs of non-RLP member organizations that execute an average daily volume (''ADV'')[12] during the month of at least 500,000 shares of RPIs will be free if executed against Retail Orders.
- Retail Orders of RMOs will receive a credit of $0.0005 per share if executed against RPIs of RLPs and other member organizations. The Exchange notes that an RMO submitting a Retail Order could choose one of three ways for the Retail Order to interact with available contra-side interest. First, a Type 1-designated Retail Order could interact only with available contra-side RPIs. These Type 1-designated Retail Orders would not interact with other available contra-side interest in Exchange systems or route to other markets. Portions of a Type 1-designated Retail Order that are not executed would be cancelled. Second, a Type 2-designated Retail Order could interact first with available contra-side RPIs and any remaining portion would be executed as a non-routable Regulation NMS-compliant Immediate or Cancel Order, which would sweep the Exchange's Book without being routed to other markets, and any remaining portion would be cancelled. Finally, a Type 3-designated Retail Order could interact first with available contra-side RPIs and any remaining portion would be executed as a routable NYSE Immediate or Cancel Order, which would sweep the Exchange's Book and be routed to other markets, and any remaining portion would be cancelled. A Retail Order that executes against the Book will be charged according to the standard rate applicable to non-Retail Orders, which is currently $0.0023 per share (or $0.0022 per share if the RMO has satisfied the liquidity thresholds applicable to such rate, as described in the Price List). Also, the standard routing fee (i.e., $0.0030 per share) would apply to a Retail Order that is routed away from the Exchange and executed on another market.

The Exchange proposes that the pricing described herein be applicable, unless otherwise amended at a later date, for so long as the Retail Liquidity Program is in effect. Because the Retail Liquidity Program has been approved to operate as a one-year pilot program, the Exchange anticipates that it will periodically review this pricing to seek to ensure that it contributes to the goal of the Retail Liquidity Program, which is designed to attract additional retail order flow to the Exchange for NYSE-listed securities while also providing the potential for price improvement to such order flow.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Securities Exchange Act of 1934 (the ''Act''),[13] in general, and furthers the objectives of Section 6(b)(4) of the Act,[14] in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

The Exchange believes that the proposed rule change is reasonable, equitable and not unfairly discriminatory because it would establish pricing designed to increase competition among execution venues, encourage additional liquidity and offer the potential for price improvement to retail investors. The Exchange notes that a significant percentage of the orders of individual investors are executed over-the-counter.[15]

The Exchange believes that the $0.0005 credit proposed herein for executions of RMOs against RPIs is reasonable, equitable and not unfairly discriminatory because it will create a financial incentive to bring additional

[6] ''RLP'' is defined in NYSE Rule 107C(a)(1) as a member organization that is approved by the Exchange to act as such and that is required to submit Retail Price Improvement in accordance with NYSE Rule 107C.

[7] ''RPI'' is defined in NYSE Rule 107C(a)(4) and consists of non-displayed interest in NYSE-listed securities that is priced better than the PBB or PBO, as such terms are defined in Regulation NMS Rule 600(b)(57), by at least $0.001 and that is identified as such. Exchange systems will monitor whether RPI buy or sell interest, adjusted by any offset and subject to the ceiling or floor price, is eligible to interact with incoming Retail Orders. An RPI remains non-displayed in its entirety (the buy or sell interest, the offset, and the ceiling or floor). An RLP may only enter an RPI for securities to which it is assigned as RLP. An RPI may be an odd lot, round lot or a PRL.

[8] The terms ''protected bid'' and ''protected offer'' have the same meaning as defined in Regulation NMS Rule 600(b)(57). The PBB is the best-priced protected bid and the PBO is the best-priced protected offer. Generally, the PBB and PBO and the national best bid (''NBB'') and national best offer (''NBO''), respectively, will be the same. However, a market center is not required to route to the NBB or NBO if that market center is subject to an exception under Regulation NMS Rule 611(b)(1) or if such NBB or NBO is otherwise not available for an automatic execution. In such case, the PBB or PBO would be the best-priced protected bid or offer to which a market center must route interest pursuant to Regulation NMS Rule 611.

[9] Securities Exchange Act Release No. 65672 (November 2, 2011), 76 FR 69788 (November 9, 2011) (SR–NYSE–2011–55).

[10] The Exchange notes that participation in the Retail Liquidity Program is optional and, accordingly, the pricing proposed herein would not apply to a member organization that does not choose to participate.

[11] The Exchange notes that the RPI executions of a member organization disqualified from acting as an RLP would thereafter be subject to the transaction pricing applicable to non-RLP member organizations.

[12] ADV calculations exclude early closing days.

[13] 15 U.S.C. 78f(b).

[14] 15 U.S.C. 78f(b)(4).

[15] *See* Concept Release on Equity Market Structure, Securities Exchange Act Release No. 61358 (January 14, 2010), 75 FR 3594 (January 21, 2010) (noting that dark pools and internalizing broker-dealers executed approximately 25.4% of share volume in September 2009). See also Mary L. Schapiro, Strengthening Our Equity Market Structure (Speech at the Economic Club of New York, Sept. 7, 2010) (available on the Commission's Web site). In her speech, Chairman Schapiro noted that nearly 30 percent of volume in U.S.-listed equities was executed in venues that do not display their liquidity or make it generally available to the public and the percentage was increasing nearly every month.

retail order flow to a public market. The Exchange also believes applying standard non-Retail Order rates to Retail Orders that execute against the Book or that are routed away from the Exchange and executed on another market is reasonable, equitable and not unfairly discriminatory because these are the rates that would apply to such orders, but for the Retail Order designation. The Exchange also believes that not charging RLPs that satisfy the percentage requirement of NYSE Rule 107(C)(f) for their executions of RPIs is reasonable, equitable and not unfairly discriminatory because it will incentivize member organizations to become RLPs and therefore could result in greater price improvement for Retail Orders. Similarly, the Exchange believes that not charging non-RLP member organizations that execute an ADV of at least 500,000 shares of RPIs during the month for their executions of RPIs is reasonable, equitable and not unfairly discriminatory because it will incentivize such non-RLPs to submit RPIs for interaction with Retail Orders. Conversely, the Exchange believes that charging RLPs and non-RLP member organizations that do not satisfy the percentage requirements of NYSE Rule 107(C)(f) and the 500,000 share ADV threshold, respectively, is reasonable, equitable and not unfairly discriminatory because it will incentivize RLPs and non-RLPs to submit RPIs and, therefore, contribute to robust amounts of RPI liquidity being available for interaction with the Retail Orders submitted by RMOs.

While the Exchange believes that markets and price discovery optimally function through the interactions of diverse flow types, it also believes that growth in internalization has required differentiation of retail order flow from other order flow types. The pricing proposed herein, like the Retail Liquidity Program itself, is not designed to permit unfair discrimination, but instead to promote a competitive process around retail executions such that retail investors would receive better prices than they currently do through bilateral internalization arrangements. The Exchange believes that the transparency and competitiveness of operating a program such as the Retail Liquidity Program on an exchange market, and the pricing related thereto, would result in better prices for retail investors.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

No written comments were solicited or received with respect to the proposed rule change.

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

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A) [16] of the Act and subparagraph (f)(2) of Rule 19b–4 [17] thereunder, because it establishes a due, fee, or other charge imposed by NYSE.

At any time within 60 days of the filing of such 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.

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 email to *rule-comments@sec.gov.* Please include File Number SR–NYSE–2012–30 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–NYSE–2012–30. This file number should be included on the subject line if email 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 Internet Web site (*http://www.sec.gov/rules/sro.shtml*). Copies of the 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 Web site 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 a.m. and 3 p.m. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. 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 publicly available. All submissions should refer to File Number SR–NYSE–2012–30 and should be submitted on or before August 23, 2012.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[18]

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2012–18894 Filed 8–1–12; 8:45 am]

BILLING CODE 8011–01–P

[16] 15 U.S.C. 78s(b)(3)(A).

[17] 17 CFR 240.19b–4(f)(2).

[18] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–67517; File No. SR–BX–2012–057]

Self-Regulatory Organizations; NASDAQ OMX BX, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Modify the Post-Only Order Type on BX Options

July 27, 2012.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on July 24, 2012, NASDAQ OMX BX, Inc. (''BX'' or the ''Exchange'') filed with the Securities and Exchange Commission (''Commission'') a proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.