

A proposed rule change filed pursuant to Rule 19b-4(f)(6) under the Act²¹ normally does not become operative for 30 days after the date of its filing. However, Rule 19b-4(f)(6)(iii)²² 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 so that the proposal may become operative immediately upon filing. The Exchange stated that waiver of the operative delay will permit the Exchange to list and trade certain ETF options on the same basis as other options markets.²³ Moreover, the Exchange has represented that the reorganizational changes are non-substantive and would assist market participants by providing a clearer rule. The Commission believes the waiver of the operative delay is consistent with the protection of investors and the public interest. Therefore, the Commission hereby waives the operative delay and designates the proposal operative upon filing.²⁴

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. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule change should be approved or disapproved.

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-CBOE-2015-052 on the subject line.

of filing of the proposed rule change, or such shorter time as designated by the Commission.

²¹ 17 CFR 240.19b-4(f)(6).

²² 17 CFR 240.19b-4(f)(6)(iii).

²³ See *supra* note 18.

²⁴ For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

Paper Comments

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-1090.

All submissions should refer to File Number SR-CBOE-2015-052. 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 10:00 a.m. and 3:00 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 available publicly. All submissions should refer to File Number SR-CBOE-2015-052, and should be submitted on or before July 22, 2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²⁵

Robert W. Errett,

Deputy Secretary.

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²⁵ 17 CFR 200.30-3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-75301; File No. SR-NYSEMKT-2015-44]

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Amending the Members' Schedule as Defined in the Amended and Restated Limited Liability Company Agreement of NYSE Amex Options LLC Dated as of May 14, 2014 in Order to Reflect Changes to the Capital Structure of the Company

June 25, 2015.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the "Act")² and Rule 19b-4 thereunder,³ notice is hereby given that on June 17, 2015, NYSE MKT LLC (the "Exchange" or "NYSE MKT") filed with the Securities and Exchange Commission (the "Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. 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 the Members' Schedule (as defined in the Amended and Restated Limited Liability Company Agreement of NYSE Amex Options LLC (the "Company") dated as of May 14, 2014 (the "LLC Agreement")) in order to reflect changes to the capital structure of the Company based on two transactions (such amendment, the "Proposed Rule Change"). The first transaction involved the issuance of Annual Incentive Shares (as defined below) to the Founding Firms (as defined below) consistent with the formula set forth in Section 2.1 of that certain Amended and Restated Members Agreement, dated as of May 14, 2014, by and among the Company, NYSE MKT, NYSE Holdings LLC (formerly known as NYSE Euronext) ("NYSE Holdings"), NYSE Market (DE), Inc. (formerly known as NYSE Market, Inc.) ("NYSE Market (DE)"), Banc of America Strategic Investments Corporation ("BAML"), Barclays Electronic Commerce Holdings Inc. ("Barclays"), Citadel Securities LLC ("Citadel"), Citigroup Financial Strategies, Inc. ("Citigroup"), Goldman,

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

Sachs & Co. (“Goldman Sachs”), Datek Online Management Corp. (“TD Ameritrade”) and UBS Americas Inc. (“UBS”) (collectively, excluding the Company, NYSE MKT, NYSE Holdings and NYSE Market (DE), the “Founding Firms”) (the “Members Agreement”). The second transaction will involve the transfer of Interests (as defined in the LLC Agreement) by the Founding Firms to NYSE Market (DE), an affiliate of the Exchange, as soon as reasonably practicable following June 15, 2015 pursuant to Article XI of the LLC Agreement and Section 3.1 of the Members Agreement. 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 the Members’ Schedule as set forth herein. The amendment reflects changes to the capital structure of the Company due to (i) the issuance of Annual Incentive Shares to the Founding Firms pursuant to Section 2.1 of the Members Agreement and (ii) the transfer of Interests by the Founding Firms to NYSE Market (DE) pursuant to Article XI of the LLC Agreement and Section 3.1 of the Members Agreement.

Issuance of Annual Incentive Shares

Pursuant to Section 2.1 of the Members Agreement, each year until this year (unless extended by the board of directors of the Company), the Company must issue a number of Class B Common Interests (as defined in the LLC Agreement) equal to thirty percent (30%) of the then-outstanding Class B Common Interests as Annual Incentive Shares. These Annual Incentive Shares

are allocated among the Members (as defined in the LLC Agreement) holding Class B Common Interests (such Members, the “Class B Members”) based on each Class B Member’s contribution to the volume of the Exchange relative to such Class B Member’s Individual Target (as defined in the Members Agreement). The Annual Incentive Shares may change the relative economic and voting rights among the Class B Members but have no effect on the relative economic and voting rights as between Members holding Class A Common Interests (as defined in the LLC Agreement) and Class B Members.

Effective February 28, 2015, the Company issued 10,545,600 Annual Incentive Shares in the aggregate to the Founding Firms (the “Issuance of Annual Incentive Shares”). Five of the Founding Firms did not achieve their Individual Targets, which reduced the five Founding Firms’ economic and voting interests in the Company relative to the other Founding Firms. In addition, because only two Founding Firms exceeded their Individual Targets, 1,030,900 unallocated Reallocation Shares (as defined in the Members Agreement) were included in an Unearned Class B Shares Pool (as defined in the Members Agreement). In accordance with Section 2.2 of the Members Agreement, the board of directors of the Company allocated such Class B Shares between those two Founding Firms that exceeded their Individual Targets, effective February 28, 2015. The Exchange proposes to amend the Members’ Schedule as set forth in Exhibit 5A attached hereto⁴ (marked against the Members’ Schedule in effect prior to such issuance) to reflect the issuance of Annual Incentive Shares, including the allocation of the Reallocation Shares included in the Unearned Class B Shares Pool.

Founding Firm Transfer

Pursuant to Article XI of the LLC Agreement and Section 3.1 of the Members Agreement, a Member may transfer Interests to a third party or to another Member *in accordance with the conditions and limitations set forth therein*. The Exchange is filing this Proposed Rule Change, in part, to provide notice that the Founding Firms collectively intend to transfer an aggregate equity interest [sic] 16.0000% in the Company to NYSE Market (DE), an affiliate of the Exchange (the “Founding Firm Transfer”). Upon consummation of the Founding Firm Transfer and the acquisition by NYSE

Market (DE) of the Class B Common Interests transferred by the Founding Firms, such Class B Common Interests will automatically convert into an appropriate number of Class A Common Interests.

Immediately following the Founding Firm Transfer, NYSE MKT will own an equity interest of 47.2000% in the Company, NYSE Market (DE) will own an equity interest of 52.8000%, and the Founding Firms, collectively, will no longer have an equity interest in the Company. *The Exchange proposes, upon consummation of the Founding Firm Transfer, to amend the Members’ Schedule as set forth in Exhibit 5B attached hereto⁵ (marked against the Members’ Schedule following the Issuance of Annual Incentive Shares) to reflect the Founding Firm Transfer.*

2. Statutory Basis

The Proposed Rule Change is consistent with Section 6(b)⁶ of the Act,⁷ in general, and furthers the objectives of Section 6(b)(1)⁸ of the Act, which requires a national securities exchange to be so organized and have the capacity to carry out the purposes of the Act and to comply, and to enforce compliance by its members and persons associated with its members, with the provisions of the Act, the rules and regulations promulgated thereunder and the rules of the Exchange. The Proposed Rule Change does not modify the Company’s trading or compliance rules and preserves the existing mechanisms for ensuring the Exchange’s and the Company’s compliance with the Act, the rules and regulations promulgated thereunder and the rules of the Exchange. The Proposed Rule Change also retains NYSE MKT’s regulatory control over the Company and the provisions specifically designed to ensure the independence of its self-regulatory function and to ensure that any regulatory determinations by NYSE MKT, as the Company’s SRO, are controlling with respect to the actions and decisions of the Company.

Additionally, the Proposed Rule Change continues to require the Company, its Members and its directors to comply with the federal securities laws and the rules and regulations promulgated thereunder and to engage in conduct that fosters and does not interfere with the Exchange’s or the Company’s ability to carry out its

⁵ The Commission notes that Exhibit 5B is attached to the filing, not to this Notice.

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78.

⁸ 15 U.S.C. 78f(b)(1).

⁴ The Commission notes that Exhibit 5A is attached to the filing, not to this Notice.

respective responsibilities under the Act.

The Proposed Rule Change is also consistent with, and furthers the objectives of, Section 6(b)(5)⁹ of the Act, in that it preserves all of NYSE MKT's existing rules and mechanisms to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanisms of a free and open market and a national market system and, in general, to protect investors and the public interest.

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

The Exchange does not believe that the Proposed Rule Change will have any impact on competition. The Proposed Rule Change solely relates to changes in the equity interests among the Members of the Company pursuant to provisions of the LLC Agreement and Members Agreement that have been previously filed and approved by the Commission. In addition, neither the Issuance of Annual Incentive Shares nor the Founding Firm Transfer implicates the Commission's policies with respect to permissible ownership. Furthermore, because the Proposed Rule Change does not affect the availability or pricing of any goods or services, the Proposed Rule Change will not affect competition either between the Exchange and others that provide the same goods and services as the Exchange or among market participants.

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 Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act¹⁰ and Rule 19b-4(f)(6) thereunder.¹¹ Because the

proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative prior to 30 days from the date on which it was filed, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6)(iii) thereunder.

A proposed rule change filed under Rule 19b-4(f)(6)¹² normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),¹³ the Commission may 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 so that the proposal may become operative immediately upon filing. The Exchange stated that an immediate operative date is necessary to permit the efficient consummation of both the Issuance of Annual Incentive Shares and the Founding Firm Transfer. According to the Exchange, accomplishing the Founding Firm Transfer requires that the Members have certainty as to the amount of Common Interests owned by each, which in turn requires timely consummation of the Issuance of Annual Incentive Shares. The Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest because such waiver would allow the Company to consummate the Issuance of Annual Incentive Shares and the Founding Firm Transfer in an efficient and predictable manner. Accordingly, the Commission hereby grants the Exchange's request and designates the proposal operative upon filing.¹⁴

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. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B)¹⁵ of the Act to

determine whether the proposed rule change should be approved or disapproved.

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-NYSEMKT-2015-44 on the subject line.

Paper Comments

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-1090.

All submissions should refer to File Number SR-NYSEMKT-2015-44. 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 10:00 a.m. and 3:00 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-NYSEMKT-2015-44 and should be submitted on or before July 22, 2015.

⁹ 15 U.S.C. 78f(b)(5).

¹⁰ 15 U.S.C. 78s(b)(3)(A)(iii).

¹¹ 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires the Exchange to give the Commission written notice of the Exchange's intent to file the proposed rule change, along with a brief description and text of 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 Exchange has satisfied this requirement.

¹² 17 CFR 240.19b-4(f)(6).

¹³ 17 CFR 240.19b-4(f)(6)(iii).

¹⁴ 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).

¹⁵ 15 U.S.C. 78s(b)(2)(B).

¹⁶ 17 CFR 200.30-3(a)(12).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁶

Robert W. Errett,

Deputy Secretary.

[FR Doc. 2015-16089 Filed 6-30-15; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-75291; File No. SR-BX-2015-015]

Self-Regulatory Organizations; NASDAQ OMX BX Inc.; Notice of Filing of Amendment No. 1 and Order Granting Accelerated Approval of Proposed Rule Change, as Modified by Amendment No. 1, To Amend and Restate Certain Rules That Govern the NASDAQ OMX BX Equities Market

June 24, 2015.

I. Introduction

On March 20, 2015, NASDAQ OMX BX, Inc. (“BX” or the “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² a proposed rule change to amend and restate certain BX rules that govern the NASDAQ OMX BX Equities Market in order to provide a clearer and more detailed description of certain aspects of its functionality. The proposed rule change was published for comment in the **Federal Register** on April 6, 2015.³ The Commission received no comment letters regarding the proposed rule change. On May 12, 2015, the Commission extended to July 5, 2015, the time period in which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether the proposed rule change should be disapproved.⁴ On June 22, 2015, the Exchange filed Amendment No. 1 to the proposed rule change.⁵ This order approves the proposed rule change, as amended, on an accelerated basis.

II. Description of the Amended Proposal

The Exchange proposes to amend and restate certain rules governing the NASDAQ OMX BX Equities Market in order to provide additional detail and clarity regarding its order type functionality.⁶ This proposed rule change is a response to Chair White’s request that each equities exchange conduct a comprehensive review of the operation of each of the order types that it offers to members.⁷

While the Exchange believes that its current rules and other public disclosures provide a comprehensive description of the operation of the NASDAQ OMX BX Equities Market and are sufficient for members and the investing public to have an accurate understanding of its market structure, it also acknowledges that a restatement of certain rules will further clarify the operation of its system.⁸ For instance, BX believes that adding examples of order type operation to its rules will promote greater understanding of the Exchange’s market structure.⁹ In addition, BX asserts that certain functionality previously described as an “order type” is more precisely characterized as an attribute that may be added to a particular order.¹⁰ Accordingly, this proposed rule change distinguishes between “Order Types” and “Order Attributes,” and provides descriptions of the Order Attributes that may be attached to particular Order Types.¹¹

Currently, BX Rule 4751 sets forth most of the rules governing NASDAQ OMX BX Equities Market Order Types and Order Attributes, as well as other defined terms that pertain to trading securities on the NASDAQ OMX BX Equities Market.¹² BX proposes to restate and amend Rule 4751 as new Rule 4701.¹³ BX also proposes to amend the definitions pertaining to Order Types and Order Attributes and to relocate them from Rule 4751 to new Rules 4702 (Order Types) and 4703 (Order Attributes), respectively.¹⁴ In addition, BX proposes to delete Rule 4755 as the information contained

therein is superseded by proposed Rules 4702 and 4703.¹⁵ Lastly, BX proposes certain conforming and technical changes to Rules 4756, 4757, and 4780.¹⁶

BX represents that, except where specifically stated otherwise, all proposed rules are restatements of existing rules and are not intended to reflect substantive changes to rule text or the operation of the NASDAQ OMX BX Equities Market.¹⁷ Proposed Rule 4702 related to Order Types contains definitions and descriptions of Price to Comply Orders, Price to Display Orders (referred to as “Price to Comply Post Orders” in current Rule 4751),¹⁸ Non-Displayed Orders, Post-Only Orders, Retail Price Improving Orders, and Retail Orders. Proposed Rule 4703 related to Order Attributes contains definitions and descriptions of time-in-force (“TIF”) modifiers, order size, order price, pegging, minimum quantity, routing, discretion, reserve size, attribution, intermarket sweep order designation, and display.¹⁹

In Amendment No. 1, the Exchange proposes to add language further explaining the operation of the following order types: Post-Only Orders, orders with a TIF of IOC, including Routable Orders and Post-Only Orders; orders with Midpoint Pegging, Primary Pegging or Market Pegging; and orders designated with both Pegging and Routing attributes.²⁰ For example, the Exchange states that for Order Types that list both Pegging and Routing as possible Order Attributes, the two Order Attributes may be combined since Pegging serves to establish the price of the order, while Routing establishes the market center(s) to which the system’s routing functionality may direct a routed order if liquidity is available at that price.²¹ The Exchange also proposes to add further specification regarding the availability of certain order types only through certain communication protocols by stating that a Post-Only Order with a TIF of IOC may not be entered through the RASH or FIX protocols.²² In addition, the Exchange proposes to add language stating that one or more Order

⁶ See Notice 80 FR at 18473.

⁷ See *id.*; see also Mary Jo White, Chair, Commission, Speech at the Sandler O’Neill & Partners, L.P. Global Exchange and Brokerage Conference (June 5, 2014), available at <http://www.sec.gov/News/Speech/Detail/Speech/1370542004312>.

⁸ See Notice, 80 FR at 18474.

⁹ *Id.*

¹⁰ *Id.*

¹¹ *Id.*

¹² See Rule 4751.

¹³ See proposed Rule 4701.

¹⁴ See proposed Rules 4702 and 4703.

¹⁵ See Rule 4755.

¹⁶ BX states that, in subsequent proposed rule changes, it plans to restate the remainder of its Rules numbered 4752 through 4780 so that they appear sequentially following Rule 4703. See Notice, 80 FR at 18474.

¹⁷ See Notice, 80 FR at 18474.

¹⁸ See Notice, 80 FR at 18477 n.29.

¹⁹ The Notice contains additional details related to proposed Rules 4702 and 4703. See Notice, 80 FR at 18473–90.

²⁰ See Amendment No. 1.

²¹ *Id.*

²² *Id.*

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 74617 (March 31, 2015), 80 FR 18473 (“Notice”).

⁴ See Securities Exchange Act Release No. 74934, 80 FR 28325 (May 18, 2015).

⁵ In Amendment No. 1, the Exchange proposed to correct typographical errors in the original filing, further improve the clarity of certain rule language, and include additional explanation with regard to the purpose of the proposed rule change.