

the self-regulatory organization consents, the Commission will:

- (A) By order approve or disapprove the proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change should be 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](mailto:rule-comments@sec.gov). Please include File Number SR-BatsBZX-2016-61 on the subject line.

##### *Paper Comments*

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

All submissions should refer to File Number SR-BatsBZX-2016-61. 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 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-BatsBZX-2016-61 and should be

submitted on or before November 22, 2016.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>20</sup>

**Brent J. Fields,**

*Secretary.*

[FR Doc. 2016-26300 Filed 10-31-16; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-79158; File No. SR-NASDAQ-2016-131]

### Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing of Proposed Rule Change To Enhance the Reopening Auction Process Following a Trading Halt Declared Pursuant to the Plan To Address Extraordinary Market Volatility

October 26, 2016.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on October 13, 2016, The Nasdaq Stock Market LLC ("Nasdaq" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the 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.

#### I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend Rule 4120 to enhance the reopening auction process following a trading halt declared pursuant to the Plan to Address Extraordinary Market Volatility Pursuant to Rule 608 of Regulation NMS under the Act (the "Limit Up-Limit Down Plan" or "Plan").<sup>3</sup> The Exchange also proposes to amend Rule 4753 ("Nasdaq Halt Cross") to include the proposed new terms Auction Reference Prices and Auction Collars in the definition of Order Imbalance Indicator for purposes of the reopening process after Trading Pauses initiated under Rule 4120(a)(12), and to amend Rule 11890 ("Clearly Erroneous Transactions") to provide that a member

<sup>20</sup> 17 CFR 200.30-3(a)(12).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> See Securities Exchange Act Release No. 67091 (May 31, 2012), 77 FR 33498 (June 6, 2012) (the "Limit Up-Limit Down Release").

cannot request a review of an execution arising from a Halt Auction as a clearly erroneous execution.

The text of the proposed rule change is available on the Exchange's Web site at <http://nasdaq.cchwallstreet.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 Exchange 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 these 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 aspects of such statements.

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

###### 1. Purpose

###### Background

The Exchange, together with the Bats BZX Exchange, Inc., Bats BYX Exchange, Inc., Bats EDGA Exchange, Inc., Bats EDGX Exchange, Inc., Chicago Stock Exchange, Inc., the Financial Industry Regulatory Authority, Inc. ("FINRA"), Investors Exchange LLC, National Stock Exchange, Inc., NASDAQ BX, Inc., NASDAQ PHLX LLC, New York Stock Exchange LLC ("NYSE"), NYSE Arca, Inc. ("NYSE Arca"), and NYSE MKT LLC ("NYSE MKT") (collectively with the Exchange, the "Participants") are parties to the Plan to Address Extraordinary Market Volatility Pursuant to Rule 608 of Regulation NMS under the Securities Exchange Act of 1934. The Participants initially filed the Plan with the Commission on April 5, 2011, which was published for notice and comment.<sup>4</sup> On May 24, 2012, the Participants filed an amendment to the Plan and the Plan, as amended, was approved by the Commission on May 31, 2012.<sup>5</sup> The Participants filed a second amendment to the Plan, which was immediately

<sup>4</sup> See Securities Exchange Act Release No. 64547 (May 25, 2011), 76 FR 31647 (June 1, 2011) (File No. 4-631).

<sup>5</sup> See Securities Exchange Act Release No. 67091 (May 31, 2012), 77 FR 33498 (June 6, 2012) (File No. 4-631) ("Approval Order").

effective on January 23, 2013.<sup>6</sup> On February 19, 2013, the Participants filed a third amendment to the Plan, which the Commission approved on April 3, 2013.<sup>7</sup> The Participants filed a fourth amendment to the Plan, which was immediately effective on July 18, 2013.<sup>8</sup> On July 18, 2013, the Participants filed a fifth amendment to the Plan, which the Commission approved on September 26, 2013.<sup>9</sup> The Participants filed a sixth amendment to the Plan, which was immediately effective on December 3, 2013.<sup>10</sup> On February 24, 2014, the Participants filed a seventh amendment to the Plan, which the Commission approved on April 3, 2014.<sup>11</sup> On December 24, 2014, the Participants filed an eighth amendment to the Plan, which the Commission approved on February 19, 2015.<sup>12</sup> On July 31, 2015, the Participants filed a ninth amendment to the Plan to extend the pilot through April 22, 2016, and remove Chicago Board Options Exchange as a Plan Participant, which the Commission approved on October 22, 2015.<sup>13</sup> On February 19, 2016, the Participants filed a tenth amendment to the Plan to extend the pilot through April 21, 2017 and make one modification to the Plan, which the Commission approved on April 21, 2016.<sup>14</sup> On August 1, 2016, the Investors Exchange LLC filed an amendment to the Plan to be added to the roster of Participants.<sup>15</sup>

By letter dated September 16, 2016, the Participants filed a twelfth amendment to the Plan ("Amendment

12") to provide that a Trading Pause<sup>16</sup> will continue until the Primary Listing Exchange has reopened trading using its established reopening procedures, even if such reopening is more than 10 minutes after the beginning of a Trading Pause, and to require that trading centers may not resume trading in an NMS Stock following a Trading Pause without Price Bands in such NMS Stock.<sup>17</sup> Specifically, the Participants propose to amend the Plan to provide that a Trading Pause will continue until the Primary Listing Exchange has reopened trading using its established reopening procedures and reports a Reopening Price. The Participants further propose in Amendment 12 to the Plan to eliminate the current allowance for a trading center to resume trading in an NMS Stock following a Trading Pause if the Primary Listing Exchange has not reported a Reopening Price within ten minutes after the declaration of a Trading Pause. In addition, to preclude potential scenarios when trading may resume without Price Bands, the Participants propose to amend the Plan to provide that a trading center may not resume trading in an NMS Stock following a Trading Pause without Price Bands in such NMS Stock. To address potential scenarios in which there is no Reopening Price from the Primary Listing Exchange to use to calculate Price Bands, the Participants propose to make related amendments to the Plan to address when trading may resume if the Primary Listing Exchange is unable to reopen due to a systems or technology issue and how the Reference Price would be determined in such a scenario or if the Primary Listing Exchange reopens trading on a zero bid or zero quote, or both.

In conjunction with filing Amendment 12 to the Plan, each Primary Listing Exchange committed to file rule changes with the Commission under Section 19(b) of the Exchange Act to amend its respective trading practice for automated reopenings following a Trading Pause consistent with a standardized approach agreed to by Participants that would allow for extensions of a Trading Pause if equilibrium cannot be met for a Reopening Price within specified parameters. Accordingly, the Exchange is proposing to adopt changes to its rules, as described below, to implement the reopening procedures agreed upon by the Participants.

## Proposal

As a Primary Listing Exchange, Nasdaq is proposing to amend Rule 4120 to make the following changes: (i) Clarify that the Exchange has an obligation to notify the Processor immediately upon becoming aware that it is unable to reopen trading due to a systems or technology issue; (ii) delete rule text concerning phased implementation of the Plan, which has since been fully implemented; (iii) only resume trading after a Trading Pause initiated by another exchange upon receiving Price Bands from the Processor; (iv) adopt new procedures for reopening securities following a Trading Pause; and (v) amend Rule 11890, Clearly Erroneous Executions, to not allow a member to request a review of an execution arising from a Halt Auction as a clearly erroneous execution.

First, the Operating Committee has proposed in Amendment 12 to the Plan to require the Primary Listing Exchange to notify the Processor immediately upon becoming aware that it is unable to reopen trading due to a systems or technology issue. Pursuant to the proposal, trading centers may not resume trading in an NMS Stock following a Trading Pause without Price Bands in such NMS Stock. Thus, under the proposed Amendment 12, a trading center may resume trading only if there are Price Bands. Moreover, the Participants proposed in Amendment 12 to require that a Trading Pause will not end until the Primary Listing Exchange reports a Reopening Price. The Participants propose in Amendment 12 to allow trading centers to resume trading an NMS Stock in the absence of a Reopening Price only if: (i) The Primary Listing Exchange notifies the Processor that it is unable to reopen trading due to a systems or technology issue *and* (ii) the Processor has disseminated Price Bands based on a Reference Price. The Exchange is proposing to adopt this requirement to make it clear that the Exchange, acting as a Primary Listing Exchange for an NMS Stock, will notify the Processor immediately upon becoming aware that it is unable to reopen trading due to a systems or technology issue.

Second, the Exchange is proposing to delete rule text concerning phased implementation of the Plan, which has since been fully implemented. Currently, Rule 4120(a)(12)(G) describes how different Tier NMS Stocks are handled during Phase 1 of the Plan. Given that the Plan is fully implemented, the Exchange is proposing to delete the text under Rule

<sup>6</sup> See Securities Exchange Act Release No. 68953 (February 20, 2013), 78 FR 13113 (February 26, 2013) (File No. 4-631).

<sup>7</sup> See Securities Exchange Act Release No. 69287 (April 3, 2013), 78 FR 21483 (April 10, 2013) (File No. 4-631).

<sup>8</sup> See Securities Exchange Act Release No. 70273 (August 27, 2013), 78 FR 54321 (September 3, 2013) (File No. 4-631).

<sup>9</sup> See Securities Exchange Act Release No. 70530 (September 26, 2013), 78 FR 60937 (October 2, 2013) (File No. 4-631).

<sup>10</sup> See Securities Exchange Act Release No. 71247 (January 7, 2014), 79 FR 2204 (January 13, 2014) (File No. 4-631).

<sup>11</sup> See Securities Exchange Act Release No. 71851 (April 3, 2014), 79 FR 19687 (April 9, 2014) (File No. 4-631).

<sup>12</sup> See Securities Exchange Act Release No. 74323 (February 19, 2015), 80 FR 10169 (February 25, 2015) (File No. 4-631).

<sup>13</sup> See Securities Exchange Act Release No. 76244 (October 22, 2015), 80 FR 66099 (October 28, 2015) (File No. 4-631).

<sup>14</sup> See Securities Exchange Act Release No. 77679 (April 21, 2016), 81 FR 24908 (April 27, 2016) (File No. 4-631).

<sup>15</sup> See Securities Exchange Act Release No. 78703 (August 26, 2016), 81 FR 60397 (September 1, 2016) (File No. 4-631).

<sup>16</sup> Unless otherwise specified, the terms used herein have the same meaning as set forth in the Plan.

<sup>17</sup> See letter from Elizabeth K. King, General Counsel, NYSE, to Brent J. Fields, Secretary, Commission, dated September 16, 2016.

4120(a)(12)(G) that concerns phases the Plan's implementation that have concluded.

Third, the Exchange is proposing to adopt the requirement of Amendment 12 of the Plan, as discussed above, to only resume trading after a Trading Pause initiated by another exchange upon receiving Price Bands from the Processor. As noted above, Amendment 12 proposes to prohibit trading centers from resuming trading in an NMS Stock following a Trading Pause without Price Bands in such NMS Stock. The Participants believe that if a Primary Listing Exchange is unable to reopen trading due to a systems or technology issue, trading should be permitted to resume in that NMS Stock.

Fourth, the Exchange is proposing to adopt new procedures for reopening securities following a Trading Pause. Each of the Participants that are Primary Listing Exchanges are adopting uniform processes for reopening NMS Stocks for which they are the Primary Listing Exchange following a Trading Pause. Currently, Rule 4120(a)(12)(H) provides the process by which the Exchange will resume trading after a Trading Pause. Specifically, the rule provides that at the end of a Trading Pause the Exchange shall reopen the security in a manner similar to the procedures set forth in Rule 4753. Rule 4753 provides the Nasdaq Halt Cross process by which a security that is subject to a trading halt is released from the halt to resume trading. Rule 4120(a)(12)(H) further provides that, following a Trading Pause that is triggered at or after 3:50 p.m. a stock shall reopen via a LULD Closing Cross pursuant to Rule 4754(b)(6),<sup>18</sup> which provides LULD-specific Closing Cross procedures following a Trading Pause.<sup>19</sup>

The Exchange is proposing a new process for resuming trading after a Trading Pause under proposed Rule 4120(c)(10) that will provide for an initial auction period and two additional auction periods with widening collars should the security fail to conclude each auction period. For any such security listed on Nasdaq, prior to terminating the pause, there will be a 5-minute "Initial Display Only Period" during which market participants may enter quotations and

orders in that security in Nasdaq systems, and during which Nasdaq will establish the "Auction Reference Price." The Auction Reference Price is determined by, for a Limit Down triggered pause, the Lower Band price of the LULD Band in place at the time the trading pause was triggered; or for a Limit Up triggered pause, the Upper Band price of the LULD Band in place at the time the trading pause was triggered. During the Initial Display Only Period, Nasdaq will also determine the upper and lower "Auction Collar" prices, which are calculated in the following manner:

- For a Limit Down triggered pause, the lower Auction Collar price is derived by subtracting 5% of the Auction Reference Price, rounded to the nearest minimum price increment,<sup>20</sup> or in the case of securities priced \$3<sup>21</sup> or less, \$0.15, from the Auction Reference Price, and the upper Auction Collar price is the Upper Band price on the LULD Band in place at the time the trading pause was triggered.

- For a Limit Up triggered pause, the upper Auction Collar price is derived by adding 5% of the Auction Reference Price, rounded to the nearest minimum price increment, or in the case of securities priced \$3 or less, \$0.15, from the Auction Reference Price, and the lower Auction Collar price is the Lower Band price of the LULD Band in place at the time the trading pause was triggered.

At the conclusion of the Initial Display Only Period, the security will be released for trading unless, at the end of an Initial Display Only Period, Nasdaq detects an order imbalance in the security. In that case, Nasdaq will extend the Display Only Period for an additional 5-minute period ("Extended Display Only Period"), and the Auction Collar prices will be adjusted as follows:

- If the Display Only Period is extended because the calculated price at which the security would be released for trading is below the lower Auction Collar price or all sell market orders would not be executed in the cross, then

the new lower Auction Collar price is derived by subtracting 5% of the initial Auction Reference Price, which was rounded to the nearest minimum price increment, or in the case of securities priced \$3 or less, \$0.15, from the previous lower Auction Collar price, and the upper Auction Collar price will not be changed.

- If the Display Only Period is extended because the calculated price at which the security would be released for trading is above the upper Auction Collar price or all buy market orders would not be executed in the cross, then the new upper Auction Collar price is derived by adding 5% of the initial Auction Reference Price, which was rounded to the nearest minimum price increment, or in the case of securities priced \$3 or less, \$0.15, to the previous upper Auction Collar price, and the lower Auction Collar price will not be changed.

At the conclusion of the Extended Display Only Period, the security will be released for trading unless, at the end of the Extended Display Only Period, Nasdaq detects an order imbalance in the security. In that case, Nasdaq will further extend the Display Only Period, continuing to adjust the Auction Collar prices every five minutes in the manner described in the bullet above until the security is released for trading. Nasdaq shall release the security for trading at the first point there is no order imbalance.

For purposes of the process under Rule 4120(c)(10), upon completion of the cross calculation an order imbalance shall be established as follows:

- The calculated price at which the security would be released for trading is above (below) the upper (lower) Auction Collar price calculated under paragraphs (A), (B), or (C) of Rule 4120(c)(10); or

- All market orders would not be executed in the cross.

Thus, if there is an imbalance of market orders, or if the Reopening Price would be outside of specified Auction Collar thresholds, as described above, the Trading Pause would be extended an additional five minutes in order to provide additional time to attract offsetting liquidity. If at the end of such extension, market orders still cannot be satisfied within Auction Collar thresholds or if the reopening auction would be priced outside of the applicable Auction Collar thresholds, Nasdaq would extend the Trading Pause an additional five minutes. With each such extension, the Participants have agreed that it would be appropriate to widen the price collar threshold on the

<sup>20</sup> The term "minimum price increment" means \$0.01 in the case of a System Security priced at \$1 or more per share, and \$0.0001 in the case of a System Security priced at less than \$1 per share. See Rule 4701(k). Thus, if adding 5% of the initial Auction Reference Price to the Auction Collar would result in a tenth of a penny, the Exchange would round down to the nearest penny when the calculation results in one to four tenths of a penny and the Exchange would round up to the nearest penny when the calculation results in five to nine tenths of a penny.

<sup>21</sup> The Exchange determines the price of a security based on the security's prior day closing price. The security retains its classification as either greater or less than \$3 for the remainder of the trading day, and it is not adjusted intra-day.

<sup>18</sup> Rule 4754(b)(6) provides the closing process to be followed when a Trading Pause is triggered at or after 3:50 p.m. and before 4 p.m.

<sup>19</sup> Rule 4120(c)(7)(A) describes the 5-minute Display Only Period, which must occur prior to the release of a security from a halt arising under Rule 4120(a)(1), (4), (5), (6), (9), (10), or (11), or (12)(F). In light of the proposed new process, the Exchange is eliminating reference to Rule 4120(a)(12)(F) from the rule.

side of the market on which there is buying or selling pressure by the same amount as the Initial Display Only Period.

The Exchange is also amending Rule 4120(a)(12)(H) to harmonize rule text concerning Trading Pauses in the last ten minutes of regular trading hours. As noted above, following a Trading Pause that is triggered at or after 3:50 p.m. a stock shall reopen via a LULD Closing Cross pursuant to Rule 4754(b)(6). In Amendment 12, the Participants are adding clarifying text to Section VII(C) stating that the requirement to attempt to execute a closing transaction instead of reopening trading applies to Trading Pauses *in existence* at 3:50 p.m. Accordingly, the Exchange is proposing to amend Rule 4120(a)(12)(H) to reflect the Plan amendment. The Exchange is also proposing new Rule 4120(a)(10)(D) to also reflect that a Trading Pause in existence at 3:50 p.m. will reopen via a LULD Closing Cross pursuant to Rule 4754(b)(6) instead of the proposed reopening procedures.

The Exchange is proposing to add new Rule 4753(a)(3)(F) to make it clear that, for purposes of the reopening process after a Trading Pause pursuant to Rule 4120(a)(12), the Exchange will disseminate the Auction Reference Price and Auction Collar prices during the reopening process as part of the Order Imbalance Indicator described under Rule 4753(a)(3), which is a message disseminated by electronic means containing information about Eligible Interest<sup>22</sup> and the price at which such interest would execute at the time of dissemination.

Last, the Participants have agreed that the proposed new procedures for reopening trading following a Trading Pause would eliminate the need to evaluate whether a transaction in such reopening auction would be clearly erroneous. Specifically, the Participants believe that the proposed standardized procedures for reopening trading following a Trading Pause incorporates a methodology that allows for widened collars, which may result in a reopening price away from prior trading prices, but which reopening price would be a result of a measured and transparent process that eliminates the potential that such trade would be considered erroneous. Accordingly, the Exchange proposes to amend Rule 11890 to preclude members from requesting a review of a Halt Auction conducted pursuant to Rule

4120(c)(10) as a clearly erroneous execution.

#### Implementation Date

The Exchange proposes to implement the proposed rule change following the Commission's approval of Amendment 12. The Exchange will announce the implementation date via a notice to be issued after the Commission's approval of this proposed rule change.

#### 2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,<sup>23</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>24</sup> in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest. The Exchange believes that the proposed rule change, together with the proposed amendments to the Plan, are necessary or appropriate in the public interest, for the protection of investors and the maintenance of fair and orderly markets, to remove impediments to and perfect the mechanisms of, a national market system, or otherwise in furtherance of the purposes of the Act.

The Exchange believes the proposed changes would remove impediments to and perfect the mechanism of a free and open market and a national market system, and in general, to protect investors and the public interest, because they are designed, together with the proposed amendments to the Plan, to address the issues experienced on August 24, 2015 by reducing the number of repeat Trading Pauses in a single NMS Stock. The proposed Plan amendments are an essential component to Participants' goal of more standardized processes across Primary Listing Exchanges in reopening trading following a Trading Pause, and facilitates the production of an equilibrium Reopening Price by centralizing the reopening process through the Primary Listing Exchange, which would also improve the accuracy of the reopening Price Bands. The proposed Plan amendments support this initiative by requiring trading centers to wait to resume trading following Trading Pause until there is a Reopening Price.

This proposed rule change further supports this initiative by proposing uniform trading practices for reopening trading following a Trading Pause. The

Exchange believes that the proposed standardized approach for how the Primary Listing Exchanges would conduct certain aspects of an automated reopening following a Trading Pause would remove impediments to and perfect the mechanism of a free and open market and a national market system because it would provide certainty for market participants regarding how a security would reopen following a Trading Pause, regardless of the listing exchange. The Exchange further believes that the proposed changes would remove impediments to and perfect the mechanism of a free and open market and a national market system and protect investors and the public interest because the goal of the proposed changes is to ensure that all market order interest could be satisfied in an automated reopening auction while at the same time reducing the potential for multiple Trading Pauses in a single security due to a large order imbalance.

The Exchange also believes that the standardized proposal to extend a Trading Pause an additional five minutes would remove impediments to and perfect the mechanism of a free and open market and a national market system because it would provide additional time to attract offsetting liquidity. If at the end of such extension, market orders still cannot be satisfied within price collar thresholds or if the reopening auction would be priced outside of the applicable price collar thresholds, the Primary Listing Exchange would extend the Trading Pause an additional five minutes, which the Exchange believes would further protect investors and the public interest by reducing the potential for significant price disparity in post-auction trading, which could otherwise trigger another Trading Pause. With each such extension, the Exchange believes that widening the price collar threshold on the side of the market on which there is buying or selling pressure would remove impediments to and perfect the mechanism of a free and open market and a national market system because it would provide additional time to attract offsetting interest while at the same time addressing that an imbalance may not be resolved within the prior auction collars.

With respect to price collar thresholds, the Exchange believes that using the price of the limit state that preceded the Trading Pause, *i.e.*, either the Lower or Upper Price Band price, would better reflect the most recent price of the security and therefore should be used as the reference price for determining the auction collars for such

<sup>22</sup> "Eligible Interest" is defined as any quotation or any order that has been entered into the system and designated with a time-in-force that would allow the order to be in force at the time of the Halt Cross. See Rule 4753(a)(5).

<sup>23</sup> 15 U.S.C. 78f(b).

<sup>24</sup> 15 U.S.C. 78f(b)(5).

Halt Auction. The Exchange believes that widening auction collars only in the direction of the imbalance would address issues relating to the concept of mean reversion, which would protect investors and the public interest by reducing the potential for wide price swings following a Halt Auction.

Finally, the Exchange believes that precluding a member from requesting a review of an execution arising from a Halt Auction as clearly erroneous execution would remove impediments to and perfect the mechanism of a free and open market and a national market system because the proposed new procedures for reopening trading following a Trading Pause would obviate the need to evaluate whether a transaction in such reopening auction would be clearly erroneous. Specifically, the Exchange believes that the proposed standardized procedures for reopening trading following a Trading Pause incorporates a methodology that allows for widened collars, which may result in a reopening price away from prior trading prices, but which reopening price would be a result of a measured and transparent process that eliminates the potential that such trade would be considered erroneous.

#### *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 not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change is not designed to address any competitive issues, but rather, to achieve the Participants' goal of more standardized processes across Primary Listing Exchanges in reopening trading following a Trading Pause, and facilitates the production of an equilibrium reopening price by centralizing the reopening process through the Primary Listing Exchange, which would also improve the accuracy of the reopening Price Bands. The Exchange believes that the proposed rule change reduces the burden on competition for market participants because it promotes a transparent and consistent process for reopening trading following a Trading Pause regardless of where a security may be listed. The Exchange further believes that the proposed rule change would not impose any burden on competition because it is designed to increase transparency surrounding the Exchange's Trading Halt Auction process while also increasing the ability for offsetting interest to participate in an auction, which would assist in achieving pricing equilibrium in such an auction.

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

No written comments were either solicited or received.

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

Within 45 days of the date of publication of this notice in the **Federal Register** or within such longer period up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (A) By order approve or disapprove the proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change should be 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](mailto:rule-comments@sec.gov). Please include File Number SR-NASDAQ-2016-131 on the subject line.

##### *Paper Comments*

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-1090.
- All submissions should refer to File Number SR-NASDAQ-2016-131. 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 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-2016-131 and should be submitted on or before November 22, 2016.

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

**Brent J. Fields,**  
*Secretary.*

[FR Doc. 2016-26298 Filed 10-31-16; 8:45 am]

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## **SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-79167; File Nos. SR-FICC-2016-006; SR-NSCC-2016-004]

### **Self-Regulatory Organizations; Fixed Income Clearing Corporation; National Securities Clearing Corporation; Order Granting Approval of Proposed Rule Changes To Describe the Backtesting Charge and the Holiday Charge That May Be Imposed on Members**

October 26, 2016.

On September 2, 2016, Fixed Income Clearing Corporation ("FICC") and National Securities Clearing Corporation ("NSCC," collectively "Clearing Agencies") filed with the Securities and Exchange Commission ("Commission") proposed rule changes SR-FICC-2016-006 and SR-NSCC-2016-004, respectively, pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 19b-4 thereunder.<sup>2</sup> The proposed rule changes were published for comment in the **Federal Register** on September 15, 2016.<sup>3</sup> The Commission did not receive any comment letters on the proposed rule changes. For the reasons discussed

<sup>25</sup> 17 CFR 200.30-3(a)(12).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> See Securities Exchange Act Release Nos. 78807 (September 9, 2016), 81 FR 63538 (September 15, 2016) (SR-FICC-2016-006); 78808 (September 9, 2016), 81 FR 63511 (September 15, 2016) (SR-NSCC-2016-004) ("Notices").