

mechanism of, a free and open market and a national market system. The proposed rule amendments would also provide internal consistency within Exchange rules and operate to protect investors and the investing public by making the Exchange rules easier to navigate and comprehend.

#### *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. The proposed rule change adds price protection mechanisms for option orders of all ATP Holders submitted to the Exchange to help further prevent potentially erroneous executions, which benefits all market participants. The Price Checks apply in same manner to all ATP Holders that submit orders that are subject to the Price Checks. The Exchange believes the proposed rule change would provide market participants with additional protection from anomalous or erroneous executions.

The Exchange does not believe that the proposed enhancement to the existing price protections would impose a burden on competing options exchanges. Rather, it provides ATP Holders with the opportunity to avail themselves of similar protections that are currently available on the Exchange for Market Maker quotes and on another exchange for orders.<sup>25</sup>

Finally, the Exchange does not believe that the proposed clarifications to Limit Order Filter would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act as these changes are not intended to address any competitive issues and would instead add more specificity, clarity and transparency regarding this functionality.

#### *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**

Because the foregoing 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 for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act<sup>26</sup> and Rule 19b-4(f)(6) thereunder.<sup>27</sup>

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](mailto:rule-comments@sec.gov). Please include File Number SR-NYSEAMER-2019-19 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-NYSEAMER-2019-19. 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 website (<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 website 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. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-NYSEAMER-2019-19 and should be submitted on or before June 19, 2019.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>28</sup>

**Eduardo A. Aleman,**

*Deputy Secretary.*

[FR Doc. 2019-11236 Filed 5-28-19; 8:45 am]

**BILLING CODE 8011-01-P**

## **SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-85912; File No. SR-BX-2019-013]

### **Self-Regulatory Organizations; Nasdaq BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the Exchange's Transaction Fees and Credits at Equity 7, Section 118(a)**

May 22, 2019.

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 May 10, 2019, Nasdaq BX, Inc. ("BX" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "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 the Exchange's transaction fees and credits at Equity 7, Section 118(a), as described further below.

The text of the proposed rule change is available on the Exchange's website at <http://nasdaqbx.cchwallstreet.com/>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

<sup>28</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>26</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>27</sup> 17 CFR 240.19b-4(f)(6).

<sup>25</sup> See *supra* nn. 8, 11, 15, 19-20, 24.

## 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

The Exchange operates on the "taker-maker" model, whereby it pays credits to members that take liquidity and charges fees to members that provide liquidity. Currently, the Exchange has a schedule, at Equity 7, Section 118(a), which consists of several different credits that it provides for orders in securities priced at \$1 or more per share that access liquidity on the Exchange and several different charges that it assesses for orders in such securities that add liquidity on the Exchange. With limited exceptions, the Exchange's system of credits and charges presently applies to orders in securities in all Tapes.

The purpose of the proposed rule change is to amend the Exchange's schedule of fees and credits with the objective of increasing net incentives for members to remove liquidity from the Exchange in securities in Tape B, where the Exchange has seen less activity than it has in Tape A and C securities.

#### Tape B Credits

The Exchange proposes to achieve its objective of increasing removal activity in securities in Tape B, in part, by establishing a new series of credits for orders in securities in Tape B that remove liquidity from the Exchange ("Tape B Credits"). As is explained below, the proposed Tape B Credits will apply in lieu of most of the existing generally applicable liquidity removal credits. The existing credits will continue to apply, but only as to orders in securities in Tapes A and C (the "Tape A and C Credits"). The proposed Tape B Credits will generally be higher than the Tape A and C Credits, which again the Exchange proposes as a means of targeting an increase in liquidity removal activity in securities in Tape B.

The availability of the proposed Tape B Credits will also be tied to the level of a member's liquidity adding activity in Tape B securities as a means of incentivizing liquidity adding activity even as the Exchange proposes to increase its charges for orders that add liquidity in Tape B.

Specifically, the Exchange proposes to adopt the following Tape B Credits:

- \$0.0026 per share executed for orders that access liquidity in securities in Tape B (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with a Non-displayed price) entered by a member that adds liquidity in Tape B securities equal to or exceeding 0.025% of total Consolidated Volume<sup>3</sup> during a month; and
- \$0.0024 per share executed for orders that access liquidity in securities in Tape B (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with a Non-displayed price) entered by a member that adds liquidity equal to or exceeding an average daily volume of 50,000 shares during a month.

The Exchange also proposes to eliminate the following two existing credits, which apply specifically to orders in securities in Tape B, insofar as the Exchange will replace these existing credits with the higher proposed Tape B Credits:

- \$0.0019 per share executed for orders that access liquidity in securities in Tape B (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with a Non-displayed price) entered by a member that: (i) Accesses liquidity equal to or exceeding 0.15% of total Consolidated Volume during a month; and (ii) accesses 20% more liquidity as a percentage of Consolidated Volume than the member accessed in December 2018; and
- \$0.0019 per share executed for orders that access liquidity in securities in Tape B (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with a Non-displayed price) entered by a member that, during a given month: (i) Has a total volume (accessing and adding liquidity) equal to or exceeding 0.40%

<sup>3</sup> Pursuant to Equity 7, Section 118(a), the term "Consolidated Volume" means the total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during a month in equity securities, excluding executed orders with a size of less than one round lot.

of total Consolidated Volume during that month; (ii) has a total volume that is at least 20% greater (as a percentage of Consolidated Volume) than its total volume in December 2018; and (iii) of the 20% or more increase in total volume described in (ii) herein, at least 30% is attributable to adding liquidity.

Lastly, as noted above, the proposed Tape B Credits will not supplant all of the existing credits. Instead, the Exchange proposes that the following existing credits will continue to apply to orders in securities in Tape B (as well as to orders in Tapes A and C):

- \$0.0000 per share executed for an order that receives price improvement and executes against an order with a Non-displayed price; and
- \$0.0000 per share executed for an order with Midpoint pegging that removes liquidity.

#### Change to Tape A and C Credit

Additionally, the Exchange proposes to amend its existing \$0.0001 per share executed "catch-all" credit that applies to "all other orders" that remove liquidity from the Exchange. The Exchange proposes to amend the credit so that it applies to an order in securities in Tapes A and C (excluding an order with midpoint pegging and excluding an order that receives price improvement and execute against an order with a non-displayed price) that remove liquidity from the Exchange that are entered by a member that adds at least an average daily volume of 50,000 shares to the Exchange during a month. The Exchange proposes these changes to incentivize members to engage in meaningful liquidity adding activity during a month.

#### New Fee for Removing Liquidity From the Exchange

As explained above, the Exchange presently operates on the taker-maker model, such that it currently does not charge a fee for executions on the Exchange of orders that remove liquidity from the Exchange. However, the Exchange now proposes to establish such a fee for members that do not add a meaningful amount of liquidity to the Exchange during a month. The purpose of the fee is to help ensure that, as the Exchange seeks to establish new Tape B Credits to incentivize liquidity removal in Tape B securities, and also seeks to offset the costs of those Tape B Credits by increasing fees for adding Tape B liquidity, the Exchange continues to provide incentives to members to add meaningful amounts of liquidity to the Exchange each month.

Specifically, the Exchange proposes to charge a fee of \$0.0003 per share

executed for an order in securities in any Tape (excluding an order with midpoint pegging and excluding an order that receives price improvement and execute against an order with a non-displayed price) that removes liquidity from the Exchange and that is entered by a member that does not add at least an average daily volume of 50,000 shares to the Exchange during a month. The fee would apply unless a member's liquidity adding activity on the Exchange qualifies it for a liquidity removal credit.

As an example of the operation of the proposed liquidity removal fee, a member that adds an average daily volume of 49,000 shares in any Tape to the Exchange would pay a \$0.0003 fee per share executed for all of its orders that remove liquidity from the Exchange during that month. If in the subsequent month, however, the member increases its average daily volume of shares added to the Exchange to 50,000 shares, then it would no longer pay that \$0.0003 fee, but it would instead qualify for the \$0.0001 per share executed credit on its orders in securities in Tapes A and C that remove liquidity from the Exchange and the \$0.0024 per share executed credit on its orders in securities in Tape B that remove liquidity from the Exchange during that month (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with a Non-displayed price).

#### Tape B Charges

As a means of offsetting the costs of providing the Tape B Credits, the Exchange proposes to establish a new series of charges for displayed and non-displayed orders in securities in Tape B that add liquidity to the Exchange ("Tape B Charges"). As is explained below, the proposed Tape B Charges will apply in lieu of most of the existing generally applicable liquidity adding charges. The existing charges will continue to apply, but only as to orders in securities in Tapes A and C (the "Tape A and C Charges"). The proposed Tape B Charges are similarly structured to the existing Tape A and C Charges, which are also tied to liquidity adding activity, except that the Tape B charges will generally be higher than the Tape A and C Charges. Again, the Exchange proposes higher Tape B Charges as a means of offsetting the costs of its efforts to increase liquidity removal activity in securities in Tape B. However, relative to each other, the new displayed order charges will be lower for members that add higher volumes of Tape B liquidity during a month.

Specifically, the Exchange proposes to adopt the following Tape B Charges:

- \$0.0026 per share executed for a displayed order in securities in Tape B entered by a member that adds Tape B liquidity equal to or exceeding 0.025% total Consolidated Volume during a month;
- \$0.0028 per share executed for a displayed order in securities in Tape B entered by a member that adds Tape B liquidity that is less than 0.025% total Consolidated Volume during a month; and
- \$0.0028 per share executed for a non-displayed order in securities in Tape B (other than orders with Midpoint pegging) entered by a member that adds Tape B liquidity equal to or exceeding 0.025% total Consolidated Volume during a month.

Lastly, as noted above, the proposed Tape B Charges will not supplant all of the existing charges. Instead, the Exchange proposes that following existing charges will continue to apply to orders in securities in Tape B (as well as to orders in Tapes A and C):

- \$0.0005 per share executed for an order with Midpoint pegging entered by a member that adds 0.02% of total Consolidated Volume of non-displayed liquidity excluding a buy (sell) order that receives an execution price that is lower (higher) than the midpoint of the NBBO;
- \$0.0015 per share executed for an order with Midpoint pegging entered by entered by other member excluding a buy (sell) order that receives an execution price that is lower (higher) than the midpoint of the NBBO;
- \$0.0024 per share executed for a buy (sell) order with Midpoint pegging that receives an execution price that is lower (higher) than the midpoint of the NBBO;
- \$0.0030 per share executed for all other non-displayed orders; and
- charges for BSTG, BSCN, BMOP, BTFY, BCRT, BDRK, and BCST orders that execute in a venue other than the Nasdaq BX Equities System.

#### Change to Tape A & C Charge

The Exchange presently charges a \$0.0017 per share executed fee for displayed orders entered by a member that adds liquidity equal to or exceeding 0.15% of total Consolidated Volume during a month as well as a \$0.0014 per share executed fee for displayed orders entered by a member that adds liquidity equal to or exceeding 0.25% of total Consolidated Volume during a month.<sup>4</sup> The Exchange proposes to increase the

level of total Consolidated Volume that triggers the \$0.0014 per share executed fee from 0.25% to 0.35%. The Exchange believes that increasing the volume threshold for a member to qualify for the lower \$0.0014 per share executed fee would incentivize firms to add additional liquidity to the Exchange.

#### Reorganization of Schedule

To effectuate the foregoing changes in a way that is readily comprehensible to members, the Exchange proposes to reorganize and re-format Equity 7, Section 118(a). Specifically, the Exchange proposes to indicate in a chart the applicability of each credit and charge to securities in Tapes A, B, and C. Where a credit or charge does not apply to securities in a particular Tape, the chart will so indicate with the term "N/A."

The Exchange also proposes to re-format and emphasize in bold type the headings for the credits and fees that comprise the schedule so that members can distinguish these sections more easily. Finally, the Exchange proposes to insert a new heading—"Other charges for entering orders in the Nasdaq BX Equities System"—that will apply to charges for BSTG, BSCN, BMOP, BTFY, BCRT, BDRK, and BCST orders that execute in a venue other than the Nasdaq BX Equities System.

#### 2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,<sup>5</sup> in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,<sup>6</sup> in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, while adopting a series of steps to improve the current market model, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system "has been remarkably successful in promoting market competition in its

<sup>4</sup> Going forward, these charges will apply only to securities in Tapes A and C.

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

<sup>6</sup> 15 U.S.C. 78f(b)(4) and (5).

broader forms that are most important to investors and listed companies.”<sup>7</sup>

Likewise, in *NetCoalition v. Securities and Exchange Commission*<sup>8</sup> (“NetCoalition”) the D.C. Circuit upheld the Commission’s use of a market-based approach in evaluating the fairness of market data fees against a challenge claiming that Congress mandated a cost-based approach.<sup>9</sup> As the court emphasized, the Commission “intended in Regulation NMS that ‘market forces, rather than regulatory requirements’ play a role in determining the market data . . . to be made available to investors and at what cost.”<sup>10</sup>

Further, “[n]o one disputes that competition for order flow is ‘fierce.’ . . . As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market share percentages for granted’ because ‘no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers’ . . . .”<sup>11</sup> Although the court and the SEC were discussing the cash equities markets, the Exchange believes that these views apply with equal force to the options markets.

#### Tape B Credits and Charges

The Exchange believes that it is reasonable to establish a new system of Tape B Credits and Tape B Charges, which will largely supplant the schedule of credits and charges that applies presently to orders in Tape B securities. The Exchange has designed this new system of Tape B Credits and Tape B Charges to provide new incentives to members to increase their liquidity removal activity in Tape B securities, while also maintaining significant levels of liquidity adding activity on the Exchange.

The Exchange believes that the proposed Tape B Credits are reasonable because they are structured similarly to existing liquidity removal credits in that they apply only when members achieve certain thresholds of participation on the Exchange. Increased participation on the Exchange will help to improve

transparency and price discovery and will enhance execution opportunities for members on the Exchange. In particular, it is reasonable for the Exchange to propose to tie the availability of Tape B Credits to a member achieving certain thresholds of liquidity addition, rather than certain levels of liquidity removal (as is the case with existing credits), because the Exchange seeks to ensure that as it provides higher removal credits for orders in securities in Tape B, it also maintains adequate incentives for members to continue to add liquidity to the Exchange.

Moreover, the Exchange believes that it is reasonable, equitable, and not unfairly discriminatory to propose higher credits to members that remove Tape B liquidity than it does to members that remove liquidity in securities in Tapes A and C because the Exchange has experienced less activity in Tape B securities relative to Tapes A and C securities and it wishes to specifically target increased activity with respect to Tape B securities.

The Exchange believes that its proposals are equitable and not unfairly discriminatory because they will apply to all similarly situated member firms. That is, any member may qualify for receipt of the higher credits by achieving the requisite volume of liquidity adding activity during a month.<sup>12</sup> Moreover, the proposed change is equitable because it will incentivize members to engage in market-improving behavior.

Likewise, the Exchange believes it is reasonable, equitable, and not unfairly discriminatory to establish new charges for displayed and non-displayed orders in securities in Tape B entered by members that add liquidity to the Exchange. The Exchange formulated the Tape B Charges similarly to the existing Tape A and C Charges in that they trigger when members add liquidity equal to or exceeding certain threshold volumes. Moreover, it is equitable and not unfairly discriminatory for the Exchange to charge higher fees to members that add Tape B liquidity than it does to members that add liquidity in securities in Tapes A and C because these new Tape B Charges will help the Exchange to specifically offset the costs of the new, higher Tape B Credits. The Exchange notes that it will also offset

<sup>12</sup> Additionally, the Exchange believes that it is reasonable and equitable for it to eliminate its two existing \$0.0019 per share executed credits for orders in Tape B securities entered by members that increase their levels of participation on the Exchange over time because these credits will be replaced by substantially higher Tape B Credits that will be easier for members to achieve.

some of the added costs of the Tape B Charges by tying the availability of the Tape B Credits to members that achieve or maintain certain monthly levels of liquidity adding activity.

The Exchange also believes that these proposals are not unfairly discriminatory because they will apply to all similarly situated member firms. Any member will be entitled to receive the new credits or incur the new fees if they add certain minimum levels of liquidity in a month. Conversely, any member may avoid imposition of the new fees by reducing or avoiding liquidity-adding activity.

#### Liquidity Removal Fee

The Exchange believes it is reasonable to charge its members a fee for removing liquidity from the Exchange even though the Exchange otherwise operates on a taker-maker model. Although the concept of a liquidity removal fee is new to the Exchange, it is not novel on taker-maker exchanges. Indeed, the Exchange notes that the proposed fee is similar to a liquidity removal fee that NYSE National recently imposed on its members.<sup>13</sup>

Additionally, the Exchange believes that the proposed fee is reasonable because it is intended to incentivize members that engage primarily in liquidity removal activity on the Exchange to also maintain a meaningful level of liquidity adding activity as well. In particular, the Exchange believes that its members would seek to avoid incurring the proposed fee, and instead qualify for a liquidity removal credit, by increasing the extent to which it adds liquidity to the Exchange.

The Exchange believes that the proposed fee is equitable and not unfairly discriminatory because it would apply to all similarly situated members and because any member may avoid imposition of the fee by adding the requisite level of liquidity to the Exchange during a month.<sup>14</sup>

#### Changes to Tape A and C Fees and Charges

The Exchange believes that it is reasonable to amend its existing \$0.0001 per share executed “catch-all” credit so that it applies only to orders in

<sup>7</sup> Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) (“Regulation NMS Adopting Release”).

<sup>8</sup> *NetCoalition v. SEC*, 615 F.3d 525 (D.C. Cir. 2010).

<sup>9</sup> See *NetCoalition*, at 534–535.

<sup>10</sup> *Id.* at 537.

<sup>11</sup> *Id.* at 539 (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782–83 (December 9, 2008) (SR–NYSEArca–2006–21)).

<sup>13</sup> See Securities Exchange Act Release No. 34–85674 (Apr. 17, 2019); 84 FR 16903 (Apr. 23, 2019) (SR–NYSENAT–2019–09) (imposing fee for ETP Holders that remove liquidity from the Exchange unless a better tiered credit or fee applies).

<sup>14</sup> Relatedly, the Exchange believes that it is reasonable to amend its existing \$0.0001 per share executed catch all credit so that it applies (i) only to orders in securities in Tapes A and C and (ii) only to members that add at least an average daily volume of 50,000 shares to the Exchange in a month.

securities in Tapes A and C that remove liquidity from the Exchange and only to the extent that members add at least an average daily volume of 50,000 shares to the Exchange during a month. The Exchange intends for the proposed change to parallel the new \$0.0024 per share executed catch-all credit that it proposes for orders that remove liquidity in Tape B securities entered by members that add at least an average daily volume of 50,000 shares to the Exchange during a month. The Exchange intends for both of these credits to incentivize members to engage in a meaningful baseline volume of liquidity adding activity during a month. As noted above, the Exchange believes that it is equitable and non-discriminatory for the Exchange to provide a higher catch-all remove credit to orders in Tape B securities than it does to orders in Tapes A and C securities as a means of targeting an increase in Tape B removal activity. The proposed change is equitable and non-discriminatory because the amended credit will be available to all similarly situated members and any member may qualify for the amended credit by satisfying its liquidity addition criteria. Moreover, the proposed change is equitable because it will incentivize members to engage in market-improving behavior.

The Exchange believes that it is reasonable to increase the total Consolidated Volume threshold necessary to trigger its existing \$0.0014 per share executed fee that the Exchange charges for a displayed order (going forward, in securities in Tapes A and C only) that adds liquidity entered by a member that adds liquidity equal to or exceeding 0.25% of total Consolidated Volume during a month. The proposed increase in qualifying total Consolidated Volume will increase member incentives to add liquidity to the Exchange. The Exchange notes that the fee remains unchanged and therefore continues to be reasonable. The Exchange believes that increase to the total Consolidated Volume requirement is an equitable allocation and is not unfairly discriminatory because the Exchange will apply the same fee to all similarly situated members. Any member may choose to avoid the fee by adding less than the level of Consolidated Volume that will trigger it. Moreover, the proposed change is equitable because it will incentivize members to engage in market-improving behavior.

#### Reorganization of Schedule

The Exchange believes that it is reasonable to reorganize and re-format

Equity 7, Section 118(a) so that it implements the foregoing changes in a manner that is readily comprehensible to readers. The Exchange believes that the proposed reorganization is equitable and non-discriminatory in that the proposal changes will render the fee schedule easier to read and understand for all members.

#### *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. In terms of inter-market competition, the Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges and with alternative trading systems that have been exempted from compliance with the statutory standards applicable to exchanges. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited.

In this instance, the proposed changes to the Exchange's charges assessed and credits available to member firms for execution of securities in Tape B do not impose a burden on competition because the Exchange's execution services are completely voluntary and subject to extensive competition both from other exchanges and from off-exchange venues.

The Exchange intends for the proposed changes, in the aggregate, to increase member incentives to remove Tape B liquidity from the Exchange while maintaining adequate incentives for members to continue to add meaningful levels of liquidity to the Exchange. The Exchange proposes to achieve these objectives by adding a new system of Tape B Credits that are significantly higher than the credits presently available to members with orders that remove Tape B liquidity from the Exchange. It also intends to establish new and higher Tape B Charges to offset the costs of the new Tape B Credits, but it proposes to offset the costs of the new Tape B Charges, in part, by tying the availability of the new

Tape B Credits to members adding certain threshold volumes of liquidity to the Exchange.

The Exchange's efforts to incentivize market-improving activity are not limited to orders in securities in Tape B. Indeed, the Exchange proposes to modify the \$0.001 "catch-all" credit applicable to orders that remove liquidity in securities in Tapes A and C so that it is available only to firms that also make meaningful contributions to liquidity on the Exchange, and it proposes to establish a liquidity removal fee for orders in securities in all Tapes for members that fail to make baseline contributions to liquidity. Finally, the Exchange proposes to increase the total Consolidated Volume threshold that triggers a \$0.0014 per share executed fee for a displayed order in securities in Tapes A and C entered by a member that adds liquidity to the Exchange.

In the aggregate, all of these changes are procompetitive and reflective of the Exchange's efforts to make it an attractive and vibrant venue to market participants.

In sum, if the changes proposed herein are unattractive to market participants, it is likely that the Exchange will lose market share as a result. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of members or competing order execution venues to maintain their competitive standing in the financial markets.

#### *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**

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act.<sup>15</sup>

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: (i) Necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) 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 should be approved or disapproved.

<sup>15</sup> 15 U.S.C. 78s(b)(3)(A)(ii).

#### 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-BX-2019-013 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-BX-2019-013. 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 website (<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 website 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. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-BX-2019-013 and should be submitted on or before June 19, 2019.

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

**Eduardo A. Aleman,**

*Deputy Secretary.*

[FR Doc. 2019-11106 Filed 5-28-19; 8:45 am]

**BILLING CODE 8011-01-P**

#### SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-85911; File No. SR-FINRA-2019-008]

#### Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Designation of a Longer Period for Commission Action on a Proposed Rule Change To Establish a Corporate Bond New Issue Reference Data Service

May 22, 2019.

On March 27, 2019, Financial Industry Regulatory Authority, Inc. ("FINRA") filed with the Securities and Exchange Commission ("Commission"), 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> a proposed rule change to establish a new issue reference data service for corporate bonds. The proposed rule change was published for comment in the **Federal Register** on April 8, 2019.<sup>3</sup> The Commission has received eleven comment letters on the proposal.<sup>4</sup>

Section 19(b)(2) of the Act<sup>5</sup> provides that within 45 days of the publication of notice of the filing of a proposed rule change, or within such longer period up to 90 days as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding, or as to which the self-regulatory organization consents,

<sup>16</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 Exchange Act Release No. 85488 (April 2, 2019), 84 FR 13977.

<sup>4</sup> See Letters from: (1) Cathy Scott, Director, Fixed Income Forum, on behalf of The Credit Roundtable, dated April 29, 2019; (2) Salman Banaei, Executive Director, IHS Markit, dated April 29, 2019; (3) David R. Burton, Senior Fellow in Economic Policy, The Heritage Foundation, dated April 29, 2019; (4) Tom Quaadman, Executive Vice President, U.S. Chamber of Commerce, dated April 29, 2019; (5) Lynn Martin, President and COO, ICE Data Services, dated April 29, 2019; (6) Tyler Gellasch, Executive Director, Healthy Markets Association, dated April 29, 2019; (7) Greg Babyak, Global Head of Regulatory Affairs, Bloomberg L.P., dated April 29, 2019; (8) Marshall Nicholson and Thomas S. Vales, ICE Bonds dated April 29, 2019; (9) Christopher B. Killian, Managing Director, SIFMA, dated April 29, 2019; (10) Larry Tabb, TABB Group, dated May 15, 2019; and (11) Larry Harris, Fred V. Keenan Chair in Finance, U.S.C. Marshall School of Business, dated May 17, 2019.

<sup>5</sup> 15 U.S.C. 78s(b)(2).

the Commission shall either approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether the proposed rule change should be disapproved. The 45th day after publication of the notice for this proposed rule change is May 23, 2019. The Commission is extending this 45-day time period.

The Commission finds it appropriate to designate a longer period within which to take action on the proposed rule change so that it has sufficient time to consider this proposed rule change and the comments received. Accordingly, the Commission, pursuant to Section 19(b)(2) of the Act,<sup>6</sup> designates July 7, 2019, as the date by which the Commission shall either approve or disapprove, or institute proceedings to determine whether to disapprove, the proposed rule change (File No. SR-FINRA-2019-008).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>7</sup>

**Eduardo A. Aleman,**

*Deputy Secretary.*

[FR Doc. 2019-11100 Filed 5-28-19; 8:45 am]

**BILLING CODE 8011-01-P**

#### SECURITIES AND EXCHANGE COMMISSION

##### Sunshine Act Meetings

**TIME AND DATE:** Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Public Law 94-409, the Securities and Exchange Commission will hold an Open Meeting on Wednesday, June 5, 2019, at 10:00 a.m.

**PLACE:** The meeting will be held in Auditorium LL-002 at the Commission's headquarters, 100 F Street NE, Washington, DC 20549.

**STATUS:** This meeting will begin at 10:00 a.m. (ET) and will be open to the public. Seating will be on a first-come, first-served basis. Visitors will be subject to security checks. The meeting will be webcast on the Commission's website at [www.sec.gov](http://www.sec.gov).

**MATTERS TO BE CONSIDERED:** The subject matters of the Open Meeting will be the Commission's consideration of:

1. Whether to adopt a new rule to establish a standard of conduct for broker-dealers and natural persons who are associated persons of a broker-dealer when making a recommendation to a retail customer of any securities

<sup>6</sup> *Id.*

<sup>7</sup> 17 CFR 200.30-3(a)(31).