

to determine whether the proposed rule 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 (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-BX-2025-028 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-2025-028. 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 (<https://www.sec.gov/rules/sro.shtml>). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-BX-2025-028 and should be submitted on or before December 26, 2025.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹²

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2025-21979 Filed 12-4-25; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-104291; File No. SR-BX-2025-029]

Self-Regulatory Organizations; Nasdaq BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend BX Equity 4, Rule 4702(b)(4)(C) To Specify That the "Time-in-Force" Order Attribute of "Immediate-or-Cancel" Is Not Available to Post-Only Orders Entered Through the CORE FIX protocol

December 2, 2025.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on November 24, 2025, 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 BX Equity 4, Rule 4702(b)(4)(C) to specify that the "Time-in-Force" Order Attribute of "Immediate-or-Cancel" is not available to Post-Only Orders entered through the CORE FIX protocol. The proposed amendment will not make any other substantive change to the rules.

The text of the proposed rule change is available on the Exchange's website at <https://listingcenter.nasdaq.com/rulebook/bx/rulefilings>, and at the principal office of the Exchange.

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's rules provide Participants five Order³ entry protocols: OUCH,⁴ RASH,⁵ FIX,⁶ FLITE,⁷ and CORE FIX.⁸ Due to differences in the technical designs and capabilities of these protocols, they offer market participants different functionalities and experiences with respect to order handling. That is, order handling behaviors on the Exchange vary, in certain circumstances, depending upon the particular protocol that a Participant chooses to utilize to enter its Orders in

³ The term "Order" means an instruction to trade a specified number of shares in a specified NMS stock submitted to the BX Equities Market by a customer. See BX Equity 1, Section 1(a)(11).

⁴ The OUCH Order entry protocol is a proprietary protocol that allows subscribers to quickly enter orders into the System and receive executions. OUCH accepts limit Orders from members, and if there are matching Orders, they will execute. Non-matching Orders are added to the Limit Order Book, a database of available limit Orders, where they are matched in price-time priority. OUCH only provides a method for members to send Orders and receive status updates on those Orders. See <https://www.nasdaqtrader.com/Trader.aspx?id=OUCH>.

⁵ RASH (Routing and Special Handling) is a proprietary protocol that allows participants to enter Orders, cancel existing Orders and receive executions while providing smart order routing and special handling features. RASH also allows participants to use advanced functionality, including discretion, random reserve, pegging and routing. See <https://www.nasdaqtrader.com/Trader.aspx?id=RASH>.

⁶ FIX is a vendor-neutral standard message protocol that defines an electronic message exchange for communicating securities transactions between two parties. The Exchange's FIX implementation acts like a router, converting incoming FIX messages into OUCH messages and back again. See <https://www.nasdaqtrader.com/Trader.aspx?id=FIX> and https://www.nasdaqtrader.com/content/ProductsServices/Trading/Protocols_quickref.pdf.

⁷ FIX Lite or "FLITE" is an Order entry protocol based on a subset of FIX. See <https://www.nasdaqtrader.com/Trader.aspx?id=FLITE> and https://www.nasdaqtrader.com/content/ProductsServices/Trading/Protocols_quickref.pdf.

⁸ CORE FIX is a proprietary order entry protocol that will allow participants to code for FIX, while enjoying the faster direct access to the Exchange that is offered by OUCH. The CORE FIX order entry protocol became effective on BX on September 5, 2025, but it has not yet become operative on the Exchange. See <https://www.nasdaqtrader.com/TraderNews.aspx?id=ETA2025-57> and Securities Exchange Act Release No. 103891 (Sept. 5, 2025), 90 FR 43705 (Sept. 10, 2025) (File No. SR-BX-2025-017) (Self-Regulatory Organizations; Nasdaq BX, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Add the CORE FIX Order Entry Protocol and To Amend Nasdaq BX Equity 4, Rules 4120, 4702, 4703, and 4757).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

¹² 17 CFR 200.30-3(a)(12).

connection with particular Order Types⁹ and Order Attributes.¹⁰

Currently, BX Equity 4, Rule 4702(b)(4)(C) specifies that a Post-Only Order with a Time-in-Force of Immediate-or-Cancel (“IOC”)¹¹ may not be entered through RASH or FIX. The Exchange proposes to amend this rule to specify that this provision also applies to orders entered through the CORE FIX protocol. In other words, a Post-Only Order with a Time-in-Force of IOC may not be entered through RASH, FIX, or CORE FIX.

The Exchange will announce the implementation date of the new CORE FIX Order Entry Protocol, including the functionality described in this filing, in an Equity Trader Alert at least 30 days prior to implementation. At present, the Exchange expects that the new CORE FIX functionality will be ready for implementation in the first quarter of 2026, although that time frame is subject to change.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,¹² in general, and furthers the objectives of Section 6(b)(5) of the Act,¹³ 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.

As a preliminary matter, the Exchange notes that this proposal is not novel. Earlier this year The Nasdaq Stock Market LLC made a similar change to its rulebook when it established CORE FIX on its equities market.¹⁴ The CORE FIX

functionality under Nasdaq Equity 4, Rule 4702(b)(4)(C)¹⁵ is substantially similar to the CORE FIX functionality proposed by BX in the present filing.

It is consistent with the Act to amend the rulebook to specify the functionality of the new CORE FIX order entry protocol. All that the current filing does is specify that Post-Only Orders with a Time-in-Force of IOC that are submitted through CORE FIX will be rejected, just as they are rejected when entered through RASH or FIX. Participants who wish to avail themselves of the Time-in-Force of IOC for Post-Only Orders may continue to do so by utilizing other order entry protocols for that purpose.

Finally, this proposal is consistent with the Act and is designed to promote just and equitable principles of trade because it ensures that the rulebook accurately reflects the functionality of the of Time-in-Force Order Attribute of IOC for Post-Only Orders. Specifying in the rulebook that this Order Attribute is not available for Post-Only Orders entered through CORE FIX will help market participants choose the most appropriate order entry protocol to achieve their trading objectives.

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. As a general principle, the proposed changes are reflective of the significant competition among exchanges and non-exchange venues for order flow. In this regard, a proposed change that amends and clarifies the Exchange’s Rules regarding its Order Types and Order Attributes is pro-competitive because it bolsters the efficiency, functionality, and overall attractiveness of the Exchange in an absolute sense and relative to its peers. Moreover, the proposed change will not unduly burden intra-market competition among various Exchange participants. Participants will experience no competitive impact from this proposal, as the change in this proposal will apply equally to all Participants, and Participants remain free to use other order entry protocols if they wish to continue to avail themselves of the Time-in-Force of IOC for Post-Only Orders.

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

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)(iii) of the Act¹⁶ and subparagraph (f)(6) of Rule 19b–4 thereunder.¹⁷

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 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 (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR–BX–2025–029 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–2025–029. This file

¹⁶ 15 U.S.C. 78s(b)(3)(A)(iii).

¹⁷ 17 CFR 240.19b–4(f)(6). In addition, Rule 19b–4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file 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.

⁹ An “Order Type” is a standardized set of instructions associated with an Order that define how it will behave with respect to pricing, execution, and/or posting to the Exchange Book when submitted to the System. See BX Equity 1, Section 1(a)(11). The “System,” which is another term for the Nasdaq BX Equities Market, is the automated system for order execution and trade reporting owned and operated by the Exchange. See Nasdaq BX Equity 1, Section 1(a)(6).

¹⁰ An “Order Attribute” is a further set of variable instructions that may be associated with an Order to further define how it will behave with respect to pricing, execution, and/or posting to the Exchange Book when submitted to the System. See BX Equity 1, Section 1(a)(11).

¹¹ An order with an IOC Order Attribute is to be executed in whole or in part upon receipt. Any portion not so executed is cancelled.

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(5).

¹⁴ See Securities Exchange Act Release No. 102661 (Mar. 13, 2025), 90 FR 12858 (Mar. 19, 2025) (File No. SR–NASDAQ–2025–027) (Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend Equity 4, Rules 4120, 4702 4703, and 4757) (“Nasdaq Filing”).

¹⁵ As amended in the Nasdaq Filing, this Nasdaq rule reads as follows: “The following Order Attributes may be assigned to a Post-Only Order . . . Time-in-Force; provided, however, that a Post-Only Order with a Time-in-Force of IOC may not be entered through CORE FIX, RASH, QIX, or FIX.”

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 (<https://www.sec.gov/rules/sro.shtml>). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR–BX–2025–029 and should be submitted on or before December 26, 2025.

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

Sherry R. Haywood,
Assistant Secretary.

[FR Doc. 2025–21987 Filed 12–4–25; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–104285; File No. SR–CboeBZX–2025–072]

Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Designation of a Longer Period for Commission Action on Proceedings To Determine Whether To Approve or Disapprove a Proposed Rule Change To Exempt Closed-End Management Investment Companies Registered Under the Investment Company Act of 1940 That Are Listed as of or After May 20, 2025 From the Annual Meeting of Shareholders Requirement Set Forth in Exchange Rule 14.10(f)

December 2, 2025.

On May 20, 2025, Cboe BZX Exchange, Inc. (“BZX” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 19b–4 thereunder,² a proposed rule change to exempt closed-end management investment companies registered under the Investment Company Act of 1940 (“1940 Act”)³ that are listed as of or after May 20, 2025 from the annual meeting of shareholders requirement set forth in Exchange Rule

14.10(f). The proposed rule change was published for comment in the **Federal Register** on June 6, 2025.⁴

On July 14, 2025, pursuant to Section 19(b)(2) of the Exchange Act,⁵ the Commission designated a longer period within which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether to disapprove the proposed rule change.⁶ On September 2, 2025, the Commission instituted proceedings under Section 19(b)(2)(B) of the Act⁷ to determine whether to approve or disapprove the proposed rule change.⁸

Section 19(b)(2) of the Act⁹ provides that, after instituting proceedings, the Commission shall issue an order approving or disapproving the proposed rule change no later than 180 days after the date of publication of notice of filing of the proposed rule change. The Commission may extend the period for issuing an order approving or disapproving the proposed rule change, however, by not more than 60 days if the Commission determines that a longer period is appropriate and publishes reasons for such determination. The proposed rule was published for comment in the **Federal Register** on June 6, 2025. The 180th day after publication of the proposed rule change is December 3, 2025. The Commission is extending the time period for approving or disapproving the proposed rule change for an additional 60 days.

The Commission finds that it is appropriate to designate a longer period within which to issue an order approving or disapproving the proposed rule change so that it has sufficient time to consider the proposed rule change and the issues raised therein. Accordingly, the Commission, pursuant to Section 19(b)(2) of the Act,¹⁰ designates February 1, 2026, as the date by which the Commission shall either approve or disapprove the proposed

rule change (File No. SR–CboeBZX–2025–072).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹¹

Sherry R. Haywood,
Assistant Secretary.

[FR Doc. 2025–21982 Filed 12–4–25; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–104293; File No. SR–NASDAQ–2025–095]

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Modify the Fee for Nasdaq WorkX

December 2, 2025.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b–4 thereunder,² notice is hereby given that on November 26, 2025, The Nasdaq Stock Market LLC (“Nasdaq” 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 amend the Exchange's fee at Equity 7, Section 115 to: (i) raise the fee for Nasdaq WorkX (“WorkX”); and (ii) clarify that this fee is calculated per user, per MPID,³ per month, as described further below.⁴

While these amendments are effective upon filing, the Exchange has designated the proposed amendments to be operative on December 1, 2025.

The text of the proposed rule change is available on the Exchange's website at <https://listingcenter.nasdaq.com/rulebook/nasdaq/rulefilings>, and at the principal office of the Exchange.

¹ 17 CFR 200.30–3(a)(57).

² 15 U.S.C. 78s(b)(1).

³ 17 CFR 240.19b–4.

⁴ MPID stands for “market participant identifier,” which is a unique four-letter mnemonic assigned to each participant in the Exchange. A participant may have one or more than one MPID. Equity 1, Section 1(a)(11).

⁵ On November 19, 2025, the Exchange filed SR–NASDAQ–2025–090. On November 24, 2025, the Exchange withdrew SR–NASDAQ–2025–090 and filed SR–NASDAQ–2025–092. On November 26, 2025, the Exchange withdrew SR–NASDAQ–2025–092 and filed this proposal.

⁴ See Securities Exchange Act Release No. 103166 (June 2, 2025), 90 FR 24172 (“Notice”). Comments on the proposed rule change are available at: <https://www.sec.gov/comments/sr-cboebzx-2025-072/sr-cboebzx2025072.htm>.

⁵ 15 U.S.C. 78s(b)(2).

⁶ See Securities Exchange Act Release No. 103452, 90 FR 33449 (July 17, 2025). The Commission designated September 4, 2025, as the date by which the Commission shall approve or disapprove, or institute proceedings to determine whether to disapprove, the proposed rule change.

⁷ 15 U.S.C. 78s(b)(2)(B).

⁸ See Securities Exchange Act Release No. 103824, 90 FR 42991 (Sept. 5, 2025).

⁹ 15 U.S.C. 78s(b)(2).

¹⁰ *Id.*

¹⁸ 17 CFR 200.30–3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b–4.

³ 15 U.S.C. 80a–1 *et seq.*