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For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁹

Sherry R. Haywood,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-104461; File No. SR-CboeBZX-2025-165]

Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Exchange Rule 11.9(c)(8) To Clarify Pegged Order Operation and To Align BZX Rule 11.9(c)(8) With the Corresponding Rule of Its Affiliate Exchanges, Cboe EDGA Exchange, Inc. ("EDGA") and Cboe EDGX Exchange, Inc. ("EDGX")

December 18, 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 December 16, 2025, Cboe BZX Exchange, Inc. (the "Exchange" or "BZX") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Exchange filed the proposal as a "non-controversial" proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act³ and Rule 19b-4(f)(6) thereunder.⁴ 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

Cboe BZX Exchange, Inc. ("BZX" or the "Exchange") is filing with the

Securities and Exchange Commission (the "Commission") a proposed rule change to amend Rule 11.9(c)(8) to clarify Pegged Order operation and to align BZX Rule 11.9(c)(8) with the corresponding rule of its affiliate exchanges, Cboe EDGA Exchange, Inc. ("EDGA") and Cboe EDGX Exchange, Inc. ("EDGX"). The text of the proposed rule changes is in Exhibit 5.

The text of the proposed rule change is also available on the Commission's website (<https://www.sec.gov/rules/sro.shtml>), the Exchange's website (https://www.cboe.com/us/equities/regulation/rule_filings/bzx/), 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 proposes to amend Rule 11.9(c)(8) to clarify Pegged Order operation and to align BZX Rules with the rules of its affiliate exchanges in order to provide consistency amongst the Exchange and its affiliates. The Exchange notes that the proposed rule text is based on EDGA/EDGX Rule 11.6(j) and is different only to the extent necessary to conform to the Exchange's current rules.⁵ The proposed amendment does not propose to implement new or unique functionality that has not been previously filed with the Commission or is not available on EDGA or EDGX.

By way of background, Exchange Rule 11.9, Orders and Modifiers, lists and describes the types of orders Users⁶

⁵ To the extent a proposed rule change is based on existing EDGA and EDGX Rules, the language of the EDGA, EDGX, and Exchange Rules may differ to extent necessary to conform with existing Exchange rule text or to account for details or descriptions included in the Exchange Rules but not currently included in EDGA and EDGX Rules based on the current structure of such rules.

⁶ See Exchange Rule 1.5(cc). A "User" is defined as "any Member or Sponsored Participant who is

may enter into the System,⁷ including Pegged Orders as described in Exchange Rule 11.9(c)(8). A Pegged Order⁸ is a limit order that after entry into the System, the price of the order is automatically adjusted by the System in response to changes in the NBBO.⁹ A Pegged Order will peg to the NBB or NBO or a certain amount away from the NBB¹⁰ or NBO,¹¹ as described in Exchange Rules 11.9(c)(8)(A) and 11.9(c)(8)(B). Pegged Orders are not eligible for routing pursuant to Exchange Rule 11.13(b).¹² A new time stamp is created for a Pegged Order each time it is automatically adjusted.¹³

A Pegged Order may be a Primary Pegged Order or a Market Pegged Order.¹⁴ A Primary Pegged Order will have its price pegged by the System to the NBB, for a buy order, or the NBO for a sell order.¹⁵ A User may, but is not required to, specify that such order's price will offset the inside quote on the same side of the market by an amount set by the User (the "Primary Offset Amount").¹⁶ A Primary Pegged Order is eligible to be displayed or non-displayed, however, the Primary Offset Amount for a displayed Primary Pegged Order must result in the price of such order being inferior to or equal to the inside quote on the same side of the market.¹⁷ A displayed Primary Pegged Order with a Primary Offset Amount shall only include a time-in-force of RHO,¹⁸ or if entered during Regular

authorized to obtain access to the System pursuant to Rule 11.3.

⁷ See Exchange Rule 1.5(aa). The "System" is defined as "the electronic communications and trading facility designated by the Board through which securities orders of Users are consolidated for ranking, execution and, when applicable, routing away."

⁸ See Rule 11.9(c)(8).

⁹ See Rule 1.5(o). The term "NBBO" shall mean the national best bid or offer.

¹⁰ See Rule 1.5(o). The term "NBB" shall mean the national best bid.

¹¹ See Rule 1.5(o). The term "NBO" shall mean the national best offer.

¹² See Rule 11.9(c)(8).

¹³ *Id.*

¹⁴ *Id.*

¹⁵ See Rule 11.9(c)(8)(A).

¹⁶ *Id.*

¹⁷ *Id.*

¹⁸ See Rule 11.9(b)(7). A time-in-force of Regular Hours Only ("RHO") may be applied to a limit or market order that is designated for execution only during Regular Trading Hours, which includes the Opening Auction, the Closing Auction, and IPO/Halt Auctions for BZX listed securities and the Opening Process for non-BZX-listed securities (as such terms are defined in Rule 11.23 and 11.24). Any portion of a market RHO order will be cancelled immediately following any auction in which it is not executed.

¹ 17 CFR 200.30-3(a)(12).

² 15 U.S.C. 78s(b)(1).

³ 17 CFR 240.19b-4.

⁴ 15 U.S.C. 78s(b)(3)(A)(iii).

⁵ 17 CFR 240.19b-4(f)(6).

Trading Hours,¹⁹ a time-in-force of Day.²⁰

A Market Pegged Order has its price pegged by the System to the NBB, for a sell order, or the NBO, for a buy order.²¹ A User entering a Market Pegged Order can specify that such order's price will offset the inside quote on the contra side of the market by an amount set by the User (the "Offset Amount").²² A Market Pegged Order is not eligible to be displayed on the Exchange.²³

Now, the Exchange proposes to amend the description of a Pegged Order under Rule 11.9(c)(8) to align with EDGA/EDGX Rule 11.6(j) and to clarify that a Pegged Order will not be eligible for execution where the NBB or NBO, as applicable, is no longer available. Further, the proposed rule text will provide that a new timestamp is created for an order that has been ineligible for execution and again becomes eligible for execution because the NBB or NBO it is pegged to becomes available.

Currently, when the NBB or NBO becomes unavailable, a Pegged Order is cancelled back to the User. As proposed, instead of being cancelled back to the User, a Pegged Order will remain on the BZX Book. When the NBB or NBO that the Pegged Order is pegged to becomes available again, the order will receive a new time stamp and be eligible for execution. The proposed rule change provides additional detail with regard to the operation of Pegged Orders when the NBB or NBO, as applicable, is unavailable, that is currently not included in Exchange Rule 11.9(c). This proposed rule change does not propose to implement new or unique functionality that has not been previously filed with the Commission or is not available on EDGA or EDGX.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the "Act") and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.²⁴ Specifically,

¹⁹ See Rule 1.5(w). The term "Regular Trading Hours" means the time between 9:30 a.m. and 4:00 p.m. Eastern Time.

²⁰ See Rule 11.8(b)(2). A time-in-force of Day may be applied to a limit order to buy or sell, which, if not executed, expires at the end of Regular Trading Hours. Any Day Order entered into the System before the opening of business on the Exchange as determined pursuant to Rule 11.1, or after the closing of Regular Trading Hours, will be rejected.

²¹ See Rule 11.9(c)(8)(B).

²² *Id.*

²³ *Id.*

²⁴ 15 U.S.C. 78f(b).

the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)²⁵ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, 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. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)²⁶ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The proposed rule change is designed to support the principles of Section 11A(a)(1)²⁷ of the Act in that it seeks to assure fair competition among brokers and dealers and among exchange markets.

The proposed rule change is intended to more thoroughly describe Pegged Order operation and to align BZX Rules with the rules of its affiliate exchanges in order to provide consistent offerings amongst the Exchange and its affiliates, which the Exchange believes is designed to remove impediments to and perfect the mechanism of a free and open market and a national market system, thereby protecting investors and the public interest. Consistency amongst the rules of the Exchange and its affiliates, in turn, will promote rule compliance for Users of the Exchange that are also participants on EDGA and/or EDGX. The proposed rule change does not propose to implement new or unique functionality that has not been previously filed with the Commission or is not described in the rules of its affiliate exchanges. By aligning BZX Rules with the rules of EDGA and EDGX, the Exchange believes the proposed rule change will remove impediments to the mechanism of a free and open market and protect investors by providing investors with increased transparency regarding rules that reflect the behavior of Pegged Order on the Exchange when the NBB or NBO, as applicable, becomes unavailable. As a result, the Exchange's proposal will promote just and equitable principles of trade and remove impediments to and perfect the mechanism of a free and open market and a national market

system. Additionally, the proposal does not permit unfair discrimination among customers, brokers, or dealers because the proposed Pegged Order behavior will apply to all Users equally in that any User's Pegged Order will become non-executable in the event that the NBB or NBO, as applicable, becomes unavailable and a Pegged Order will receive a new timestamp when the NBB or NBO becomes available and the order again becomes eligible for execution.

As described above, the proposed amendment is designed to ensure clarity in the Exchange's rulebook with respect to the operation of Pegged Orders in the event that the NBB or NBO, as applicable, becomes unavailable. The Exchange notes that the proposed amendment is based on EDGA/EDGX Rule 11.6(j) and is different only to the extent necessary to conform to the Exchange's current rules. Thus, the proposed amendment to Rule 11.9(c)(8) is directly targeted at removing impediments to and perfecting the mechanism of a free and open market and national market system, as well as to assure fair competition among brokers and dealers and among exchange markets.

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 Exchange notes that the proposed amendment to clarify Pegged Order behavior will provide consistent offerings amongst the Exchange and its affiliates. The Exchange does not believe the proposed change will have any impact on intermarket competition as the proposal is not being made for competitive reasons, but rather to align the text of BZX Rule 11.9(c)(8) with the corresponding rule text of its affiliate exchanges. In addition, the Exchange believes the proposed rule change will benefit all Users in that Users will have a more complete understanding of Pegged Order behavior when the NBB or NBO, as applicable, becomes unavailable. The proposed rule change will apply equally to all Users of Pegged Orders.

The Exchange does not believe that the proposed amendments will impose any burden on intra-market competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange provides services in a highly competitive market in which participants may avail themselves of a wide variety of order types and order operations offered by self-regulatory

²⁵ 15 U.S.C. 78f(b)(5).

²⁶ *Id.*

²⁷ 15 U.S.C. 78k-1(a)(1).

organizations, other broker-dealers, market participants' own proprietary routing systems, and service bureaus. In such an environment, more detailed descriptions of the types of orders Users may enter into the System, such as the changes proposed in this rule filing do not burden competition, because they can succeed in attracting order flow to the Exchange only if they offer investors higher quality and better value than services offered by others. The Exchange reiterates that the proposed rule change to clarify Pegged Order behavior is being proposed in an effort to add consistency to offerings across the Exchange and its affiliates.

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

The Exchange neither solicited nor received comments on 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:

- A. significantly affect the protection of investors or the public interest;
- B. impose any significant burden on competition; and

C. 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 Act²⁸ and Rule 19b-4(f)(6)²⁹ thereunder. 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 will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-CboeBZX-2025-165 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-CboeBZX-2025-165. 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-CboeBZX-2025-165 and should be submitted on or before January 13, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.³⁰

Sherry R. Haywood,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-104450; File No. SR-NASDAQ-2025-068]

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing of Amendment No. 1 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment No. 1, To Modify Certain Initial Listing Requirements

December 18, 2025.

I. Introduction

On September 4, 2025, the Nasdaq Stock Market LLC ("Exchange" or "Nasdaq") filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the

Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² a proposed rule change to modify certain initial and continued listing requirements in Nasdaq Listing Rules 5405, 5505, 5810, and 5815. The proposed rule change was published for comment in the *Federal Register* on September 19, 2025.³ On September 25, 2025, pursuant to Section 19(b)(2) of the Act,⁴ the Commission designated a longer period within which to take action on the proposed rule change.⁵ On December 11, 2025, the Exchange filed Amendment No. 1 to the proposed rule change, which superseded the original proposed rule change in its entirety.⁶ The Commission is publishing this notice to solicit comments on the proposed rule change, as modified by Amendment No. 1, from interested persons and is approving the proposed rule change, as modified by Amendment No. 1, on an accelerated basis.

II. Description of the Proposed Rule Change, as Modified by Amendment No. 1⁷

Nasdaq Listing Rules require that a company applying for initial listing on the Exchange must have a minimum Market Value of Unrestricted Publicly Held Shares ("MVUPHS").⁸ For initial

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 103982 (Sept. 16, 2025), 90 FR 45280 ("Notice"). Comments received on the Notice are available at: <https://www.sec.gov/comments/sr-nasdaq-2025-068/srnasdaq2025068.htm>.

⁴ 15 U.S.C. 78s(b)(2).

⁵ See Securities Exchange Act Release No. 104057, 90 FR 47028 (Sept. 30, 2025). The Commission designated December 18, 2025, as the date by which the Commission shall approve, disapprove, or institute proceedings to determine whether to disapprove the proposed rule change. *See id.*

⁶ Amendment No. 1 to the proposed rule change revised the proposal by: (1) removing the proposed modifications to Nasdaq Rules 5810 and 5815 that would have accelerated suspension and delisting of any company that becomes non-compliant with certain quantitative listing requirements and has a market value of listed securities of less than \$5 million for a period of 10 consecutive business days ("Accelerated Suspension and Delisting Proposal"); (2) providing additional description and support for certain aspects of the proposal; and (3) making other technical and non-substantive changes for readability. The full text of Amendment No. 1 can be found on the Commission's website at: <https://www.sec.gov/comments/sr-nasdaq-2025-068/srnasdaq2025068-683867-2114774.pdf>.

⁷ All capitalized terms not otherwise defined in this order shall have the meanings set forth in the Nasdaq Listing Rules.

⁸ Unrestricted Publicly Held Shares are shares that are not held by an officer, director, or 10% shareholder of the company and which are not subject to resale restrictions of any kind. *See* Nasdaq Rule 5005(a)(46). *See also* Nasdaq Rules 5005(a)(23), 5005(a)(35), 5005(a)(38), and 5005(a)(47) for the definitions of "Market Value," "Publicly Held Shares," "Restricted Securities,"

²⁸ 15 U.S.C. 78s(b)(3)(A).

²⁹ 17 CFR 240.19b-4(f)(6).

³⁰ 17 CFR 200.30-3(a)(12).