SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–68608; File No. SR–BX–2013–002]

Self-Regulatory Organizations; NASDAQ OMX BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating To Routing Fee

January 9, 2013.

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 January 2, 2013, NASDAQ OMX 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 Chapter XV, Section 2 entitled ''BX Options Market—Fees and Rebates'' to amend various fees for routing options to away markets.

The text of the proposed rule change is provided in *Exhibit 5.* The text of the proposed rule change is also available on the Exchange's Web site at *http://nasdaqomxbx.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 the Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of this filing is to recoup costs that the Exchange incurs for routing and executing certain orders in equity options to away markets. The Exchange proposes to amend Routing Fees for the following away markets: BATS Exchange, Inc. (''BATS''), BOX Options Exchange LLC (''BOX''), the Chicago Board Exchange Incorporated (''CBOE''), the International Securities Exchange LLC (''ISE''), the NASDAQ Options Market LLC (''NOM''), NYSE ARCA, Inc. (''NYSE Arca'') and NASDAQ OMX PHLX LLC (''Phlx''). These away markets amended their transaction fees and the Exchange desires to amend its Routing Fees to reflect the amended transaction cost for routing to these away markets. In addition, the Exchange proposes to adopt Routing Fees when routing orders to Miami International Securities Exchange, LLC (''MIAX'').

BX Options Rules at Chapter XV, Section 2(4) included the following fees for routing Customer, Firm, Market Maker, Broker-Dealer and Professional orders:

Exchange	Customer	Firm/Market maker/Broker-dealer	Professional
BATS (Penny Pilot)	$0.55	$0.55	$0.55
BOX	$0.11	$0.55	$0.11
CBOE	$0.11	$0.55	$0.31
CBOE orders greater than 99 contracts in ETFs, ETNs and HOLDRS)	$0.29	N/A	$0.31
C2	$0.55	$0.55	$0.55
ISE (Standard)	$0.11	$0.55	$0.29
ISE (Select Symbols)	$0.35	$0.55	$0.39
NOM	$0.55	$0.55	$0.55
NYSE Arca (Penny Pilot)	$0.55	$0.55	$0.55
NYSE Amex	$0.11	$0.55	$0.31
PHLX (for all options other than PHLX Select Symbols)	$0.11	$0.55	$0.36
PHLX Select Symbols	$0.50	$0.55	$0.55

BX currently recoups clearing and transaction charges incurred by the Exchange as well as certain other costs incurred by the Exchange when routing to away markets, such as administrative and technical costs associated with operating the order router, membership fees at away markets, and technical costs associated with routing.[3] For example, BX incurs costs related to the Nasdaq Options Services LLC (''NOS''), a member of the Exchange and the Exchange's exclusive order router.[4] Each time NOS routes an order to an away market, NOS is charged a clearing fee [5] and, in the case of certain exchanges, a transaction fee is also charged in certain symbols, which fees are passed through to the Exchange. The Exchange proposes to recoup a portion of the above costs along with the away market's routing fee when routing to an away market. The Exchange is proposing to amend various away market fees to account for amendments to fees to remove liquidity at those markets. The Exchange currently assesses an $0.11 per contract fixed routing fee in addition to the away market's transaction fee.

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] In addition to membership fees and transaction fees, the Exchange also incurs an Options Regulatory Fee (''ORF'') when it routes to an away market that assesses an ORF.

[4] *See* BX Rules at Chapter VI, Section 11(e) (Order Routing).

[5] The Options Clearing Corporation (''OCC'') assesses $0.01 per contract side.

BATS assesses the following fees for removing liquidity from the BATS Options order book in all other securities, or Non-Penny Pilot Securities: $0.84 per contract for a Professional, Firm or Market Maker order and $0.75 per contract for a Customer order.[6] The Exchange is proposing to adopt a new category of Routing Fees entitled ''BATS (Non-Penny Pilot)'' and assess the following Routing Fees: $0.94 per contract for a Firm/Market Maker/Broker-Dealer and $0.86 per contract for a Customer.[7]

BOX amended its Professional fees to assess a Professional non-auction transaction fee of $0.20 per contact.[8] The Exchange is proposing to increase the BOX Professional Routing Fee from $0.11 to $0.31 per contract.[9]

CBOE amended its fees in Select Symbols to assess a Professional transaction fee of $0.30 per contract.[10] The Exchange is proposing to increase the CBOE Professional Routing Fee from $0.31 to $0.41 per contract.[11] In addition, the Exchange is proposing to amend the Professional Routing Fee for CBOE orders greater than 99 contracts in ETFs, ETNs and HOLDRs of $0.31 per contract to ''N/A.'' The Exchange noted a $0.31 per contract fee, which is the same fee for the Professional CBOE Routing Fee, at the time that the Exchange created the CBOE orders greater than 99 contracts Routing Fee category. This was an error because the Routing Fees for CBOE orders greater than 99 contracts only apply to Customer orders and not Professional orders. The Exchange has never assessed the Professional Routing Fee for CBOE orders greater than 99 contracts on a Professional because it was only able to route Customer orders over 99 contracts to CBOE in this category. The Exchange proposes to amend the fee rate to display ''N/A'' because a Professional would not qualify for this category. Additionally, the Exchange proposes to update the title of the Routing Fee to ''CBOE orders greater than 99 contracts in ETFs and ETNs'' to remove the HOLDRs product, which is no longer listed on CBOE.

ISE amended its Professional Customer Non-Select Symbols or ''Standard'' fee to $0.20 per contract.[12] The Exchange is proposing to increase the ISE (Standard) Professional Routing Fee from $0.29 to $0.31 per contract.[13] Additionally, ISE amended its Professional Customer taker fee in Select Symbols to $0.33 per contract.[14] The Exchange is proposing to increase the ISE (Select Symbols) Professional Routing Fee from $0.39 to $0.44 per contract.[15]

The Exchange proposes to rename the ''NOM'' Routing Fees as ''NOM (Penny Pilot)'' and adopt a new category of NOM Routing Fees entitled ''NOM (Non-Penny Pilot).'' NOM assesses the following Non-Penny Pilot Fees for Removing Liquidity: $0.82 per contract for a Customer and NOM Market Maker and $0.89 per contract for a Professional, Firm and Non-NOM Market Maker.[16] The Exchange is proposing to adopt NOM Non-Penny Pilot Routing Fees as follows: $0.93 per contract for a Customer and $0.94 per contract for a Firm/Market Maker/Broker-Dealer and Professional.[17]

NYSE Arca assesses the following take liquidity fees: $0.79 per contact for a Customer and $0.85 per contract for a Firm and Broker-Dealer.[18] The Exchange is proposing to adopt new Routing Fees for NYSE Arca entitled ''NYSE Arca (Non-Penny Pilot)'' Routing Fees as follows: $0.90 per contract for a Customer and Professional and $0.94 for a Firm/Market Maker/Broker-Dealer Routing Fees.[19]

Phlx recently amended its fees in Select Symbols to assess no Customer Fee to Remove Liquidity.[20] The Exchange is proposing to decrease the Phlx Select Symbols Customer Routing Fee from $0.50 to $0.11 per contract.[21]

MIAX recently filed to adopt transaction fees, which included the following fees applicable to all classes of options: $0.00 for a Priority Customer, $0.45 for a Non-MIAX Market Maker, $0.45 for a Broker-Dealer and $0.25 per contract for a Public Customer other than a Priority Customer.[22] The Exchange is proposing to adopt MIAX Routing Fees, entitled ''MIAX,'' as follows: $0.11 per contract for a Customer and $0.36 for a Professional and $0.55 per contract for a Firm/Market Maker/Broker-Dealer.[23]

The Exchange is not proposing to otherwise amend other Routing Fees not specifically mentioned. As with all fees, the Exchange may adjust these Routing Fees in response to competitive conditions by filing a new proposed rule change.

2. Statutory Basis

BX believes that the proposed rule changes are consistent with the provisions of Section 6 of the Act,[24] in general, and with Section 6(b)(4) of the Act,[25] in particular, in that they provide for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which BX operates or controls.

The Exchange's amendments to the BATS, BOX, CBOE, ISE, NOM, NYSE Arca and Phlx Routing fees as well as the adoption of MIAX Routing Fees are reasonable because these fees are designed to recoup costs that are incurred by the Exchange when routing certain orders to these away markets on behalf of members. Each destination market's transaction charge varies and

[6] *See* BATS BZX Exchange Fee Schedule.

[7] The Exchange computed the BATS Non-Penny Pilot Routing Fees by adding an $0.11 per contract fixed fee to the away market's transaction fee. The Exchange proposes to cap the Firm/Market Maker/Broker-Dealer and Professional BATS Routing Fees at $0.94 per contract similar to NYSE Arca and BX Options Routing Fees.

[8] *See* BOX Options Exchange Fee Schedule.

[9] The Exchange computed the BOX Professional Routing Fee by adding an $0.11 per contract fixed fee to the away market's transaction fee.

[10] *See* CBOE's Fees Schedule.

[11] The Exchange computed the CBOE Professional Routing Fee by adding an $0.11 per contract fixed fee to the away market's transaction fee.

[12] *See* ISE's Fee Schedule.

[13] The Exchange computed the ISE (Standard) Professional Routing Fee by adding an $0.11 per contract fixed fee to the away market's transaction fee.

[14] *See* ISE's Fee Schedule.

[15] The Exchange computed the ISE (Select Symbols) Professional Routing Fee by adding an $0.11 per contract fixed fee to the away market's transaction fee.

[16] *See* NASDAQ Stock Market LLC Rules at Chapter XV, Section 2.

[17] The Exchange computed the NOM Non-Penny Pilot Customer Routing Fee by adding an $0.11 per contract fixed fee to the away market's transaction fee. With respect to the Firm/Market Maker/Broker-Dealer and Professional Routing Fees, the Exchange determined to cap the fees at $0.94 per contract. The Exchange similarly capped Routing Fees for BATS and NYSE Arca.

[18] *See* NYSE ARCA General Options and Trading Permit (OTP) Fees.

[19] The Exchange computed the NYSE Arca Non-Penny Pilot Customer and Professional Routing Fees by adding an $0.11 per contract fixed fee to the away market's transaction fee. Because NYSE Arca does not have a Professional category, Professional orders would be routed as Customer to NYSE Arca. In light of this, the Professional Routing Fee was computed the same as the Customer Routing Fee. With respect to the Firm/Market Maker/Broker-Dealer Routing Fees, the Exchange added an $0.11 per contract fixed fee to the away market's transaction fee and determined to cap the Routing Fees at $0.94 per contract similar to BATS and BX Options.

[20] *See* SR–Phlx–2013–01 (not yet published). Phlx lists its Select Symbols in Section I of its Pricing Schedule.

[21] The Exchange is proposing to assess the $0.11 per contract fixed fee as there is no transaction fee when routing a Customer order to Phlx in Select Symbols.

[22] *See* MIAX's Fee Schedule.

[23] The Exchange computed the MIAX Customer and Professional Routing Fees by adding an $0.11 per contract fixed fee to the away market's transaction fee. With respect to the Firm, Market Maker and Broker-Dealer Routing Fees, the Exchange determined to cap the fees at $0.55 per contract similar to other Routing Fees.

[24] 15 U.S.C. 78f.

[25] 15 U.S.C. 78f(b)(4).

there is a standard clearing charge for each transaction incurred by the Exchange along with other administrative and technical costs [26] that are incurred by the Exchange. The Exchange believes that the proposed Routing Fees would enable the Exchange to recover the respective remove fee assessed to each market participant by the away market, plus clearing and other administrative and technical fees for the execution of orders routed to BX and executed on these away markets.

The Exchange also believes that the amended Routing Fees are equitable and not unfairly discriminatory because these fees would be uniformly applied to all market participant orders that are routed to the respective away market to cover the cost to route the order. The Exchange applied a similar methodology in calculating the routing fees for each market participant by adding not more than a $0.11 per contract fee to the away market's remove fee to determine the NOM Routing Fees.[27]

The Exchange believes that the technical amendments to the titles of the Routing Fees are reasonable, equitable and not unfairly discriminatory as the amendments add clarity to the fee categories.

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

BX 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 Exchange believes that the rule change would allow the Exchange to recoup its costs when routing orders designated as available for routing by the market participant. Today, other options exchanges also assess similar fees to recoup costs incurred by the Exchange to route orders to away markets. Further, a BX Options Participant may designate an order as not available for routing to avoid Routing Fees.[28] For these reasons, the Exchange does not believe that the proposed fees impose a burden on competition.

[26] The Exchange utilizes the NOS a member of the Exchange and the Exchange's exclusive order router to route orders in options listed and open for trading on the BX to destination markets. *See* Securities Exchange Act Release No. 67256 (June 26, 2012) 77 FR 39277 (July 2, 2012) (SR–BX–2012–030).

[27] *See* NASDAQ Stock Market LLC Rules at Chapter XV, Section 2(4).

[28] *See* BX Rules at Chapter VI, Section 11(e).

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.[29] 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 (*http://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include File Number SR–BX–2013–002 on the subject line.

Paper Comments

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

All submissions should refer to File Number SR–BX–2013–002. 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 20549–1090, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–BX–2013–002, and should be submitted on or before February 5, 2013.

[29] 15 U.S.C. 78s(b)(3)(A)(ii).

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

Kevin M. O'Neill,

Deputy Secretary.

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[30] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–68609; File No. SR–NASDAQ–2013–001]

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Routing Fees

January 9, 2013.

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 January 2, 2013, 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 NASDAQ. 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

NASDAQ proposes to modify Chapter XV, Section 2, entitled ''NASDAQ

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.