

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 4	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2012 - * 030	Amendment No. (req. for Amendments *) 2					
Proposed Rule Change by NASDAQ OMX BX, Inc. Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934								
Initial *	Amendment *	Withdrawal	Section 19(b)(2) *	Section 19(b)(3)(A) *	Section 19(b)(3)(B) *			
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
			Rule					
Pilot	Extension of Time Period for Commission Action *	Date Expires *	19b-4(f)(1)	19b-4(f)(2)	19b-4(f)(3)	19b-4(f)(4)	19b-4(f)(5)	19b-4(f)(6)
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Exhibit 2 Sent As Paper Document		Exhibit 3 Sent As Paper Document						
<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>						
Description								
Provide a brief description of the proposed rule change (limit 250 characters, required when Initial is checked *).								
Contact Information								
Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.								
First Name *	Edith	Last Name *	Hallahan					
Title *	Principal Associate General Counsel							
E-mail *	edith.hallahan@nasdaqomx.com							
Telephone *	(215) 496-5179	Fax						
Signature								
Pursuant to the requirements of the Securities Exchange Act of 1934,								
has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized officer.								
Date	06/22/2012							
By	Edward S. Knight		Executive Vice President and General Counsel					
	(Name *)		(Title *)					
NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.			<div style="border: 1px solid black; padding: 5px; display: inline-block;">Edward S Knight,</div>					

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF website.

Form 19b-4 Information (required)

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change (required)

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

Partial Amendment No. 2 to SR-BX-2012-030

NASDAQ OMX BX, Inc. (“BX” or “Exchange”) respectfully submits the following Partial Amendment No. 2 to proposed rule change SR-BX-2012-030. Specifically, BX proposes to update the description and representations associated with the National Market System (“NMS”) Plans and regulatory agreements. With respect to the NMS Plans, which are discussed on page 30 of the Form 19b-4 submission and beginning on page 68 of the Exhibit 1, BX stated that BX is a member of the Options Order Protection and Locked/Crossed Market Plan, the Options Listings Procedures Plan (“OLPP”), the Plan for the Reporting of Options Last Sale Reports and Quotation Information through the Options Price Reporting Authority (“OPRA”), the Options Regulatory Surveillance Authority (“ORSA”) and the Plan for the Selection and Reservation of Securities Symbols. At the time of the filing, this was correct, but since that time, BX’s membership in two NMS Plans (OLPP and ORSA) lapsed because it ceased to operate an options market when BOX became a national securities exchange. Although BX’s ORSA membership lapsed, the ORSA members voted to restore BX’s membership in anticipation of the launch of BX Options; accordingly, BX is once again an ORSA member. With respect to OLPP, BX is currently not a member but intends to reinstate its membership after approval of SR-BX-2012-030.

With respect to the regulatory agreements, BX stated on page 24 of the Form 19b-4 submission and beginning on page 62 of the Exhibit 1 that BX will join the existing options industry agreements pursuant to Section 17(d) of the Act. This Amendment No. 2 corrects that statement because BX is and has been a party to the existing options industry 17d-2 agreements. BX does not need to join any existing multi-party 17d-2 agreements because BX is already a party to such agreements. Furthermore, BX stated that it has entered into a Regulatory Services Agreement (“RSA”) with FINRA, pursuant to which FINRA personnel operate as agents for BX in performing certain functions. Although this is correct, BX hereby updates that statement to add that such RSA has been amended to adopt a Statement of Work to cover BX Options.