OMB APPROVAL
OMB Number: 3235-0045 Estimated average burden hours per response............38

Required fields are shown with yellow backgrounds and asterisks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No.* SR - 2016 - * 041
Amendment No. (req. for Amendments *)

Filing by NASDAQ 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) * ☐

Pilot ☐ Extension of Time Period for Commission Action * ☐ Date Expires *

Rule

☐ 19b-4(f)(1) ☐ 19b-4(f)(4)
☑ 19b-4(f)(2) ☐ 19b-4(f)(5)
☐ 19b-4(f)(3) ☐ 19b-4(f)(6)

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Section 806(e)(1) * ☐ Section 806(e)(2) * ☐

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 3C(b)(2) * ☐

Exhibit 2 Sent As Paper Document ☐ Exhibit 3 Sent As Paper Document ☐

Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

A proposal to amend the transaction fees at Rule 7018.

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 action.

First Name * Sean Last Name * Bennett
Title * Associate General Counsel
E-mail * sean.bennett@nasdaq.com
Telephone * (301) 978-8499 Fax (301) 978-8472

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.

Date 06/30/2016
By Edward S. Knight
(Name *)

(Title *)
Executive Vice President and General Counsel

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.

edward.knight@nasdaq.com

Required fields are shown with yellow backgrounds and asterisks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information * Add Remove View	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 * Add Remove View	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 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies * Add Remove View	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, security-based swap submission, or advance notice 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 Add Remove View 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 Add Remove View 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 Add Remove View	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 Add Remove View	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 Add Remove View	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.

1. Text of the Proposed Rule Change

(a) NASDAQ BX, Inc. ("BX" or "Exchange"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")[1] and Rule 19b-4 thereunder,[2] is filing with the Securities and Exchange Commission ("SEC" or "Commission") a proposal to amend the Exchange's transaction fees at Rule 7018 to: (i) eliminate a $0.0017 per share executed credit tier that is provided for an order that accesses liquidity; and (ii) eliminate a $0.0019 per share executed fee tier charged for providing liquidity to the System.

While these amendments are effective upon filing, the Exchange has designated the proposed amendments to be operative on July 1, 2016.

A notice of the proposed rule change for publication in the Federal Register is attached as Exhibit 1. The text of the proposed rule change is attached as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors (the "Board") on July 1, 2015. Exchange staff will advise the Board of any action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change.

Questions and comments on the proposed rule change may be directed to:

T. Sean Bennett
Principal Associate General Counsel
Nasdaq, Inc.
(301) 978-8499

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

[2] 17 CFR 240.19b-4.

3. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

a. Purpose

The purpose of the proposed rule change is to: (i) eliminate a credit tier provided for an order that accesses liquidity; and (ii) eliminate a fee tier charged for providing liquidity to the System.

First Change

The purpose of the first proposed change is to eliminate a $0.0017 per share executed credit tier provided for an order that accesses liquidity. The Exchange currently provides a $0.0017 per share executed credit for an order that accesses liquidity (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with Midpoint pegging) entered by a member that accesses liquidity equal to or exceeding 0.20% of total Consolidated Volume[3] during a month. The Exchange also has two other credit tiers based on Consolidated Volume. Specifically, the Exchange provides a $0.0016 and a $0.0015 per share executed credit for an order that accesses liquidity (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with Midpoint pegging) entered by a member that accesses liquidity equal to or exceeding

3 Consolidated Volume is defined as 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. For purposes of calculating Consolidated Volume and the extent of a member's trading activity the date of the annual reconstitution of the Russell Investments Indexes shall be excluded from both total Consolidated Volume and the member's trading activity. As used in this rule, "price improvement" shall mean instances when the accepted price of an order differs from the executed price of an order. See Rule 7018.

0.10% or 0.05% of total Consolidated Volume during a month, respectively. All other orders that remove liquidity (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with Midpoint pegging) receive a credit of $0.0006 per share executed. The Exchange has observed that very few members qualify for the $0.0017 per share executed credit tier and it has not been effective at providing incentive to market participants to achieve the level of Consolidated Volume needed to qualify for the credit. Accordingly, the Exchange is proposing to eliminate the $0.0017 per share executed credit tier.

Second Change

The purpose of the second proposed change is to eliminate a $0.0019 per share executed fee tier charged for providing liquidity to the System. The Exchange currently assesses a fee of $0.0019 per share executed for a displayed order entered by a member that adds liquidity equal to or exceeding 0.10% of total Consolidated Volume during a month. The Exchange also has two other fee tiers based on Consolidated Volume. Specifically, the Exchange assesses a $0.0017 per share executed and $0.0014 per share executed charge for a displayed order entered by a member that adds liquidity equal to or exceeding 0.15% or 0.25% of total Consolidated Volume during a month, respectively. All other displayed orders that provide liquidity are assessed a fee of $0.0020 per share executed. The Exchange has observed that few members qualify for the $0.0019 per share executed fee. Thus, the $0.0019 per share executed fee tier has been ineffective at providing incentive to members to provide the level of Consolidated Volume needed to qualify for the reduced fee and the Exchange believes that removing the tier from the fee schedule is appropriate.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act[4] in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act[5] 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.

First Change

The Exchange believes that eliminating the $0.0017 per share executed credit tier provided for an order that accesses liquidity is reasonable because it is not providing adequate incentive to market participants to remove liquidity from the Exchange. The Exchange must, from time to time, assess the effectiveness of the criteria it applies in providing reduced charges and credits, including the nature of the market improving behavior required to receive the reduced charge or credit. The Exchange will modify or eliminate such criteria when it believes the criteria are ineffective, which in turn may allow the Exchange to offer other incentives instead. The Exchange may also adjust the level or reduced charge or credit based on its observations of market participant behavior. In this instance, the Exchange believes that both the criteria for the $0.0017 per share executed credit and the level of the credit itself were ineffective at providing meaningful incentive to market participants to improve the market appreciably. The Exchange is limited in terms of the levels of reduced fees and credits that it can offer, and has consequently determined that it should eliminate the credit tier at this juncture. The

4 15 U.S.C. 78f(b).

5 15 U.S.C. 78f(b)(4) and (5).

Exchange notes that it is continuing to provide other opportunities for members to receive credits, including credit tiers that are based on Consolidated Volume. Eliminating the credit tier will apply to all market participants equally, and will impact only a small number of members that, in any given month, qualify for the credit. Such members will continue to have opportunity to qualify for the lower Consolidated Volume-based credit tiers. Thus, the Exchange believes that the proposed elimination of the $0.0017 per share executed credit tier is an equitable allocation and is not unfairly discriminatory.

Second Change

The Exchange believes that elimination of the $0.0019 per share executed fee tier charged for providing liquidity to the System is reasonable because it is not providing adequate incentive to market participants to remove liquidity from the Exchange. As discussed above, the Exchange must, from time to time, assess the effectiveness of the criteria it applies in providing reduced charges and credits, including the nature of the market improving behavior required to receive the reduced charge or credit. The Exchange has observed that very few members qualify for the $0.0019 per share executed fee, with more members qualifying for the lower fee tiers. The Exchange believes that both the criteria for the $0.0019 per share executed fee and the level of the reduced fee itself were ineffective at providing meaningful incentive to market participants to improve the market appreciably. As a consequence, the Exchange has determined to eliminate the fee tier at this juncture. The Exchange notes that it is continuing to provide other opportunities for members to receive reduced fees, including reduced fee tiers that are based on Consolidated Volume. Eliminating the fee tier will apply to all market participants equally, and will impact only a small number of members that in any given month qualify for the reduced fee. All members, including the small number that currently would qualify for the eliminated fee tier, will continue to have opportunity to qualify for the lower Consolidated Volume-based fee tiers. Thus, the Exchange believes that elimination of the $0.0019 per share executed fee tier is an equitable allocation and is not unfairly discriminatory.

4. 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 charges assessed and credits available to member firms for execution of securities in securities of all three Tapes 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 proposed changes to the charges assessed and credits provided to members for execution of orders 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 proposed changes are reflective of this competition and the Exchange's desire to offer lower fees and credits in return for market-improving liquidity, which is ultimately limited by the Exchange's need to cover costs and make a profit. Thus, the Exchange must carefully adjust its fees and credits with the understanding that if the proposed changes are unattractive to market participants, it is likely that the Exchange will lose market share to other exchanges and off-exchange venues as a result. In this proposal, the Exchange is eliminating a credit tier and a fee tier, neither of which have proved effective at providing market participants with incentive to provide the market-improving behavior required to qualify for the two tiers. Accordingly, the Exchange is eliminating the tiers, and may offer other tiers in the future better designed to provide incentive to market participants to improve the market. The Exchange believes that the changes are pro-competitive, since any other market is free to provide similar, if not better, incentives fees and credits should they choose to do so, which may attract market participants to those markets to the detriment of the Exchange. For these reasons, 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.

5. <u>Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others</u>

No written comments were either solicited or received.

6. <u>Extension of Time Period for Commission Action</u>

Not applicable.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

Pursuant to Section 19(b)(3)(A)(ii) of the Act,[6] The Exchange has designated this proposal as establishing or changing a due, fee, or other charge imposed by the self-regulatory organization on any person, whether or not the person is a member of the self-regulatory organization, which renders the proposed rule change effective upon filing.

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.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

Not applicable.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

1. Notice of Proposed Rule Change for publication in the Federal Register.

5. Text of the proposed rule change.

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6 15 U.S.C. 78s(b)(3)(A)(ii).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. ; File No. SR-BX-2016-041)

July __, 2016

Self-Regulatory Organizations; NASDAQ BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Fees under Rule 7018

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 June 30, 2016, 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 at Rule 7018 to: (i) eliminate a $0.0017 per share executed credit tier that is provided for an order that accesses liquidity; and (ii) eliminate a $0.0019 per share executed fee tier charged for providing liquidity to the System.

While these amendments are effective upon filing, the Exchange has designated the proposed amendments to be operative on July 1, 2016.

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.

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

2 17 CFR 240.19b-4.

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 purpose of the proposed rule change is to: (i) eliminate a credit tier provided for an order that accesses liquidity; and (ii) eliminate a fee tier charged for providing liquidity to the System.

First Change

The purpose of the first proposed change is to eliminate a $0.0017 per share executed credit tier provided for an order that accesses liquidity. The Exchange currently provides a $0.0017 per share executed credit for an order that accesses liquidity (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with Midpoint pegging) entered by a member that accesses liquidity equal to or exceeding 0.20% of total Consolidated Volume[3] during

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3 Consolidated Volume is defined as 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. For purposes of calculating Consolidated Volume and the extent of a member's trading activity the date of the annual reconstitution of the Russell Investments Indexes shall be excluded from both total Consolidated Volume and the member's trading activity. As used in this rule, "price

a month. The Exchange also has two other credit tiers based on Consolidated Volume. Specifically, the Exchange provides a $0.0016 and a $0.0015 per share executed credit for an order that accesses liquidity (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with Midpoint pegging) entered by a member that accesses liquidity equal to or exceeding 0.10% or 0.05% of total Consolidated Volume during a month, respectively. All other orders that remove liquidity (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with Midpoint pegging) receive a credit of $0.0006 per share executed. The Exchange has observed that very few members qualify for the $0.0017 per share executed credit tier and it has not been effective at providing incentive to market participants to achieve the level of Consolidated Volume needed to qualify for the credit. Accordingly, the Exchange is proposing to eliminate the $0.0017 per share executed credit tier.

Second Change

The purpose of the second proposed change is to eliminate a $0.0019 per share executed fee tier charged for providing liquidity to the System. The Exchange currently assesses a fee of $0.0019 per share executed for a displayed order entered by a member that adds liquidity equal to or exceeding 0.10% of total Consolidated Volume during a month. The Exchange also has two other fee tiers based on Consolidated Volume. Specifically, the Exchange assesses a $0.0017 per share executed and $0.0014 per share executed charge for a displayed order entered by a member that adds liquidity equal to or exceeding 0.15% or 0.25% of total Consolidated Volume during a month, respectively.

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improvement" shall mean instances when the accepted price of an order differs from the executed price of an order. See Rule 7018.

All other displayed orders that provide liquidity are assessed a fee of $0.0020 per share executed. The Exchange has observed that few members qualify for the $0.0019 per share executed fee. Thus, the $0.0019 per share executed fee tier has been ineffective at providing incentive to members to provide the level of Consolidated Volume needed to qualify for the reduced fee and the Exchange believes that removing the tier from the fee schedule is appropriate.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act[4] in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act[5] 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.

First Change

The Exchange believes that eliminating the $0.0017 per share executed credit tier provided for an order that accesses liquidity is reasonable because it is not providing adequate incentive to market participants to remove liquidity from the Exchange. The Exchange must, from time to time, assess the effectiveness of the criteria it applies in providing reduced charges and credits, including the nature of the market improving behavior required to receive the reduced charge or credit. The Exchange will modify or eliminate such criteria when it believes the criteria are ineffective, which in turn may allow the Exchange to offer other incentives instead. The Exchange may also adjust the

4 15 U.S.C. 78f(b).

5 15 U.S.C. 78f(b)(4) and (5).

level or reduced charge or credit based on its observations of market participant behavior. In this instance, the Exchange believes that both the criteria for the $0.0017 per share executed credit and the level of the credit itself were ineffective at providing meaningful incentive to market participants to improve the market appreciably. The Exchange is limited in terms of the levels of reduced fees and credits that it can offer, and has consequently determined that it should eliminate the credit tier at this juncture. The Exchange notes that it is continuing to provide other opportunities for members to receive credits, including credit tiers that are based on Consolidated Volume. Eliminating the credit tier will apply to all market participants equally, and will impact only a small number of members that, in any given month, qualify for the credit. Such members will continue to have opportunity to qualify for the lower Consolidated Volume-based credit tiers. Thus, the Exchange believes that the proposed elimination of the $0.0017 per share executed credit tier is an equitable allocation and is not unfairly discriminatory.

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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 charges assessed and credits available to member firms for execution of securities in securities of all three Tapes 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 proposed changes to the charges assessed and credits provided to members for execution of orders 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 proposed changes are reflective of this competition and the Exchange's desire to offer lower fees and credits in return for market-improving liquidity, which is ultimately limited by the Exchange's need to cover costs and make a profit. Thus, the Exchange must carefully adjust its fees and credits with the understanding that if the proposed changes are unattractive to market participants, it is likely that the Exchange will lose market share to other exchanges and off-exchange venues as a result. In this proposal, the Exchange is eliminating a credit tier and a fee tier, neither of which have proved effective at providing market participants with incentive to provide the market-improving behavior required to qualify for the two tiers. Accordingly, the Exchange is eliminating the tiers, and may offer other tiers in the future better designed to provide incentive to market participants to improve the market. The Exchange believes that the changes are pro-competitive, since any other market is free to provide similar, if not better, incentives fees and credits should they choose to do so, which may attract market participants to those markets to the detriment of the Exchange. For these reasons, 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.[6]

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.

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

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6 15 U.S.C. 78s(b)(3)(A)(ii).

- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-BX-2016-041 on the subject line.

Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-BX-2016-041. This file number should be included on the subject line if e-mail 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 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; 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-2016-041 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[7]

Robert W. Errett
Deputy Secretary

[7] 17 CFR 200.30-3(a)(12).

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

NASDAQ BX Rules

* * * * *

7018. NASDAQ OMX BX Equities System Order Execution and Routing

(a) The following charges and credits shall apply to the use of the order execution and routing services of the NASDAQ OMX BX Equities System by members for all securities priced at $1 or more per share that it trades. As used in this rule, the term "Consolidated Volume" shall mean 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. For purposes of calculating Consolidated Volume and the extent of a member's trading activity the date of the annual reconstitution of the Russell Investments Indexes shall be excluded from both total Consolidated Volume and the member's trading activity. As used in this rule, "price improvement" shall mean instances when the accepted price of an order differs from the executed price of an order.

Credit for entering order that accesses liquidity in the NASDAQ OMX BX Equities System:	
Order that receives price improvement and executes against an order with Midpoint pegging:	$0.0000 per share executed
Order with Midpoint pegging that removes liquidity:	$0.0000 per share executed
[Order that accesses liquidity (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with Midpoint pegging) entered by a member that accesses liquidity equal to or exceeding 0.20% of total Consolidated Volume during a month:]	[$0.0017 per share executed]
Order that accesses liquidity (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with Midpoint pegging) entered by a member that accesses liquidity equal to or exceeding 0.10% of total Consolidated Volume during a month:	$0.0016 per share executed
Order that accesses liquidity (excluding orders with Midpoint pegging and excluding orders	$0.0015 per share executed

that receive price improvement and execute against an order with Midpoint pegging) entered by a member that accesses liquidity equal to or exceeding 0.05% of total Consolidated Volume during month:	
All other orders:	$0.0006 per share executed
Charge for providing liquidity through the NASDAQ OMX BX Equities System:	
Displayed order entered by a member that adds liquidity equal to or exceeding 0.25% of total Consolidated Volume during a month:	$0.0014 per share executed
Displayed order entered by a member that adds liquidity equal to or exceeding 0.15% of total Consolidated Volume during a month:	$0.0017 per share executed
[Displayed order entered by a member that adds liquidity equal to or exceeding 0.10% of total Consolidated Volume during a month:]	[$0.0019 per share executed]
Order with Midpoint pegging entered by a member that adds 0.02% of total Consolidated Volume of non-displayed liquidity:	$0.0005 per share executed
Order with Midpoint pegging entered by other member:	$0.0015 per share executed
Non-displayed orders (other than orders with Midpoint pegging) entered by a member that adds 0.06% of total Consolidated Volume of non-displayed liquidity:	$0.0024 per share executed
All other non-displayed orders:	$0.0030 per share executed
All other orders:	$0.0020 per share executed
Charge for BSTG or BSCN order that executes in a venue other than the NASDAQ OMX BX Equities System:	$0.0030 per share executed at NYSE
	$0.0030 per share executed at venues other than NYSE
Charge for BMOP order that executes in a venue other than the NASDAQ OMX BX Equities System:	$0.0035 per share executed at NYSE
	$0.0035 per share executed at venues other than NYSE

Charge for BTFY order that executes in a venue other than the NASDAQ OMX BX Equities System:	$0.0030 per share executed at NYSE
	$0.0030 per share executed at NASDAQ
	$0.0030 per share executed at NASDAQ OMX PSX
	$0.0007 per share executed at venues other than NYSE, NASDAQ and NASDAQ OMX PSX
Charge for BCRT order that executes in a venue other than the NASDAQ OMX BX Equities System:	$0.0030 per share executed at NASDAQ OMX PSX
	$0.0030 per share executed at NASDAQ
Charge for BDRK and BCST order that executes in a venue other than the NASDAQ OMX BX Equities System:	$0.0010 per share executed

(b) – (e) No change.

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