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

File No. * SR 2024 - * 023

Amendment No. (req. for Amendments *)

Filing by NASDAQ BX, Inc.

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
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Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>
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Rule

<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)
<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)
<input type="checkbox"/> 19b-4(f)(3)	<input checked="" type="checkbox"/> 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 *).

Amend Options 2 Sections 6 and 10

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 * Angela Last Name * Dunn

Title * Principal Associate General Counsel

E-mail * angela.dunn@nasdaq.com

Telephone * (215) 496-5692 Fax

Signature

Pursuant to the requirements of the Securities Exchange of 1934, NASDAQ BX, Inc. has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 07/02/2024


(Title *)

By John Zecca

EVP and Chief Legal Counsel

(Name *)

NOTE: Clicking the signature block at right will initiate digitally signing the form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

 Date: 2024.07.02 16:25:28 -04'00'

Required fields are shown with yellow backgrounds and astericks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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SR-BX-2024-023 19b-4.docx

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 *

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SR-BX-2024-023 Exhibit 1.docx

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 Advanced Notice by Clearing Agencies *

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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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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 Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

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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 Sent As Paper Document

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

Add Remove View

SR-BX-2024-023 Exhibit 5.docx

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.

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 Options 2, Sections 6 and 10.

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”). 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:

Angela Saccomandi Dunn
Principal Associate General Counsel
Nasdaq, Inc.
(215) 496-5692

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

a. Purpose

BX proposes to amend Options 2, Section 6, Market Maker Orders, to add an

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

exception to the rule. Additionally, the Exchange proposes to amend Options 2, Section 10, Directed Market Makers, to amend the current quoting obligations for Directed Market Makers.³

Options 2, Section 6

Options 2, Section 6(a) currently states that Market Makers may enter all order types defined in Options 3, Section 7 in the options classes to which they are appointed and non-appointed. Today, Market Makers are unable to enter a Customer Cross Order pursuant to Options 3, Section 7(a)(10). Customer Cross Orders are a Public Customer-to-Public Customer Cross Order by definition⁴ and therefore cannot be entered by a Market Maker. The Exchange believes noting this exception, which is clear from Options 3, Section 12(a), will bring greater transparency to Options 2, Section 6.

Options 2, Section 10

In 2021, the Exchange filed to amend the expiration timeframe of Long-Term Options Series or “LEAPs” in Options 4A, Section 12(b) and amended the bid/ask differentials in Options 2, Sections 4 and 5⁵ to reflect the change to Options 4A, Section 12(b) regarding LEAPs.⁶ Specifically, in 2021, the Exchange amended the expiration timeframe of LEAPs to lengthen the expiration term on index options from nine to sixty

³ A Directed Market Maker is a Market Maker that may be entitled to an allocation in accordance with Options 3, Section 10 provided the Directed Market Maker was quoting at the better of the internal BBO or the NBBO at the time of receipt of the Directed Order. See Options 2, Section 10.

⁴ See Options 3, Section 12(a).

⁵ Options 2, Sections 4 and 5 describe quoting obligations for Market Makers and Lead Market Makers.

⁶ See Securities Exchange Act Release No. 92664 (August 13, 2021), 86 FR 46724 (August 19, 2021) (SR-BX-2021-034) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the Expiration Timeframe of Long-Term Index Options Series).

months to twelve to sixty months.⁷ The Exchange amended BX Options 2, Sections 4(j) and 5(d)(1), applicable to Market Makers and Lead Market Makers, respectively, to note the timeframes for index options that are considered LEAPs to carve out those quoting requirements as an exception. A similar timeframe is currently carved out for options on equities and exchange-traded funds (“ETFs”). Today, Market Makers and Lead Market Makers are currently not required to make two-sided markets in Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of nine months or greater in equities, and ETFs.⁸ Also, today, with respect to indexes, Market Makers and Lead Market Makers are not required to make two-sided markets in Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of twelve months or greater, although the rule text does not reflect the timeframe associated with LEAPs on index options. The Exchange notes that these same obligations would apply to a Market Maker or Lead Market Maker that received a Directed Order.

At this time, the Exchange proposes to make a conforming amendment to Options 2, Section 10(a)(3)(A) and (B), similar to the current rule text applicable to Market Makers and Lead Market Makers in Options 2, Sections 4(j) and 5(d)(1), to reflect that Directed Market Makers are not required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of twelve months or greater for index options. Options 2, Section 10(a)(3)(A) and (B) currently provides that an Options Participant shall not be required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any option

⁷ Id.

⁸ See BX Options 2, Sections 4(j) and 5(d)(1).

series with an expiration of nine months or greater. The addition of this language concerning the current quoting requirement for Market Makers and Lead Market Makers who receive Directed Orders with respect to LEAPs in index options brings greater clarity to the Rule and conforms the requirements applicable to Market Makers and Lead Market Makers to those requirements noted in current Options 2, Sections 4(j)(1) and 5(d)(1)(A).

Additionally, the Exchange proposes to amend Options 2, Section 10(a)(3)(A) related to the quoting obligations applicable to a Directed Market Maker. The current rule text states that Directed Market Makers, associated with the same Options Participant, are collectively required to provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, for which that Options Participant's assigned options series are open for trading. With respect to a Directed Market Maker, BX currently requires that the Directed Market Maker provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, among all options series in which the Directed Market Maker has executed a Directed Order on a daily basis. BX requires the Market Maker to fulfill this requirement in addition to its requirement to quote as a Market Maker or a Lead Market Maker.

Below the Exchange presents examples of how the new rule text would operate.

Example 1

- Assume a Market Maker was assigned in options overlying AAPL, SPY, NFLX, ORCL and ADBE.
- Assume this Market Maker had previously executed a Directed Order and executes a

Directed Order in NFLX and ADBE on February 27, 2024.

- The Directed Market Maker obligation is a daily obligation once triggered and continues until the Directed Market Maker notifies the Exchange that it no longer desires to be a part of the Directed Order program.
- Moreover, on February 28, 2024 and each day thereafter the Directed Market Maker is required to provide two-sided quotations in 90% of the cumulative number of seconds among all options series in which the Directed Market Maker has executed a Directed Order on a daily basis until a Directed Market Maker notifies the Exchange that it is no longer directed. Therefore, the Directed Market Maker would be required to quote at 90% of the cumulative number of seconds among all options series in which the Directed Market Maker has executed a Directed Order each day, regardless of whether the Directed Market Maker executed a Directed Order that day.

Obligations

This Market Maker is required to provide two-sided quotations in 60% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, for which that Options Participant's assigned options series are open for trading among **AAPL, SPY, and ORCL** to fulfill its Market Maker obligation.

Separately, this Market Maker would be obligated, separate and apart from its Market Maker obligations described in this example, to provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, among **NFLX and ADBE** to fulfill its Directed Market Maker Obligation.

This Market Maker would not be required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of nine months or greater for options on equities and ETFs or with an expiration of twelve months or greater for index options in AAPL, SPY, NFLX, ORCL and ADBE when meeting its Market Maker or Directed Market Maker requirements.

Example 2

- Assume a Lead Market Maker was assigned in options overlying AAPL, SPY, NFLX, ORCL and ADBE.
- Assume this Lead Market Maker had previously executed a Directed Order and executes a Directed Order in NFLX and ADBE on February 27, 2024. The Directed Market Maker obligation is a daily obligation once triggered and continues until the Directed Market Maker notifies the Exchange that it no longer desires to be a part of the

Directed Order program.

▪ The Directed Market Maker obligation is a daily obligation once triggered and continues until the Directed Market Maker notifies the Exchange that it no longer desires to be a part of the Directed Order program.

▪ Moreover, on February 28, 2024 and each day thereafter the Directed Market Maker is required to provide two-sided quotations in 90% of the cumulative number of seconds among all options series in which the Directed Market Maker has executed a Directed Order on a daily basis until a Directed Market Maker notifies the Exchange that it is no longer directed. Therefore, the Directed Market Maker would be required to quote at 90% of the cumulative number of seconds among all options series in which the Directed Market Maker has executed a Directed Order each day, regardless of whether the Directed Market Maker executed a Directed Order that day.

Obligations

This Lead Market Maker, associated with the same Options Participant, is collectively required to provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, among **AAPL, SPY, and ORCL** to fulfill its Lead Market Maker obligation.⁹

Separately, this Lead Market Maker would be obligated, separate and apart from its Lead Market Maker obligations described in this example, to provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, among **NFLX and ADBE** to fulfill its Directed Market Maker obligation.

This Market Maker would not be required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of nine months or greater for options on equities and ETFs or with an expiration of twelve months or greater for index options in AAPL, SPY, NFLX, ORCL and ADBE when meeting its Lead Market Maker or Directed Market Maker requirements.

The Exchange proposes to amend the rule text in Options 2, Section 10(a)(3)(A) to require Directed Market Makers, collectively, to provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, among all options series in which the Directed Market Maker has executed a

⁹ See Options 2, Section 4(j)(1).

Directed Order on a daily basis, except that a Directed Market Maker shall not be required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any options series with an expiration of nine months or greater for options on equities and exchange-traded funds (“ETFs”) or with an expiration of twelve months or greater for index options. The Exchange notes that the proposed requirements are similar to requirements imposed by other options exchanges. NYSE Arca, Inc. (“NYSE Arca”) and NYSE American LLC (“NYSE American”) require that their lead market makers and market makers provide continuous two-sided quotations throughout the trading day in issues for which it receives Directed Orders for 90% of the time the Exchange is open for trading in each issue.¹⁰

The Exchange also proposes to relocate certain rule text within Options 2, Section 10(a)(3)(A) to make clear the requirements applicable to a Directed Market Maker and make other amendments as well. The Exchange proposes to amend the timeframe in which a Directed Market Maker is obligated to commence complying with the quoting obligations of Options 2, Section 10(a)(3)(A).¹¹ Today, a Directed Market Maker must commence complying with the quoting obligations specified in Options 2, Section 10(a)(3)(A) when a Directed Market Maker **receives** a Directed Order in any option in which they are assigned until such time as the Directed Market Maker notifies the Exchange that they are no longer directed. Pursuant to Options 2, Section 10(a)(1),

¹⁰ See NYSE Arca Rule 6.88-O and NYSE American Rule 964.1NY. NYSE Arca Rule 6.88-O(iv) states that these obligations will apply collectively to all series in all of the issues for which the Directed Order Market Maker receives Directed Orders, rather than on an issue-by-issue basis.

¹¹ Currently, Options 2, Section 10(a)(3)(A) provides that an Options Participant shall be considered directed in all assigned options once the Options Participant receives a Directed Order in any option in which they are assigned and shall be considered a Directed Market Maker until such time as an Options Participant notifies the Exchange that they are no longer directed.

“[w]hen the Exchange’s disseminated price is the NBBO at the time of receipt of the Directed Order, and the Directed Market Maker is quoting at the better of the internal BBO or the NBBO, the Directed Order shall be automatically executed and allocated in accordance with Options 3, Section 10 such that the Directed Market Maker shall receive a Directed Market Maker participation entitlement provided for therein.” The Exchange proposes to amend Options 2, Section 10(a)(3)(A) to instead begin requiring a Directed Market Maker to comply with the Directed Market Maker quoting obligations in Options 2, Section 10(a)(3)(A) when the Directed Market Maker **executes** its first Directed Order in any option in which they are assigned. A Directed Market Maker has the ongoing quoting obligation from the time a Directed Market Maker executes its first Directed Order in the options in which the Directed Market Maker is assigned until a Directed Market Maker notifies the Exchange that the Directed Market Maker is no longer directed. Because Directed Market Makers are unaware if an order is directed to them until such time as they execute the Directed Order and receive an allocation pursuant to Options 3, Section 10, the Exchange believes that starting the quoting obligation once a Directed Order is executed is a practical approach to ensuring that Directed Market Makers comply with their quoting obligations.

The proposed rule text would provide,

Directed Market Makers, associated with the same Options Participant, are collectively required to provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, among all options series in which the Directed Market Maker has executed a Directed Order on a daily basis, except that a Directed Market Maker shall not be required to make two-sided markets in any Quarterly Options Series, any Adjusted Options Series, and any options series with an expiration of nine months or greater for options on equities and ETFs or with an expiration of twelve months or greater for index options. A Directed Market Maker has the ongoing quoting

obligation from the time a Directed Market Maker executes its first Directed Order in the options in which the Directed Market Maker is assigned until a Directed Market Maker notifies the Exchange that the Directed Market Maker is no longer directed.

A Directed Market Maker shall not be required to make two-sided markets in any Quarterly Options Series, any Adjusted Options Series, and any options series with an expiration of nine months or greater for options on equities and ETFs or with an expiration of twelve months or greater for index options and would receive a participation entitlement in the Quarterly Options Series, the Adjusted Options Series, and an options series with an expiration of nine months or greater for options on equities and ETFs or with an expiration of twelve months or greater for index options for the Directed Order, only if it complies with the heightened 90% quoting requirement.

As is the case today, a Directed Market Maker must be quoting at the better of the internal BBO or the NBBO at the time of receipt of the Directed Order to be entitled to the allocation in accordance with Options 3, Section 10.

Finally, the Exchange proposes to amend Options 2, Section 10 to adopt a new Supplementary Material .01 to Options 2, Section 10. Specifically, the Exchange proposes to adopt definitions related to Directed Order. The Exchange proposes to define a “Directed Order” as any order to buy or sell which has been directed to a particular Market Maker by an Order Flow Provider. The Exchange proposes to define an “Order Flow Provider” as any Participant that submits, as agent, orders to the Exchange. Finally, the Exchange proposes to adopt a new Supplementary Material .02 to Options 2, Section 10 which would provide that “A Directed Market Maker may be the Lead Market Maker appointed to the options class or any Market Maker appointed to the options class.” The Exchange believes that the definitions and clarity about who can be a Directed Market Maker will provide additional background to Options Participants regarding Directed Orders. The definitions and description of who can be a Directed Market Maker are

consistent with the Exchange's current practice and harmonize BX's definitions to those of Phlx Options 2, Section 10.

The Exchange notes that its Directed Order functionality is currently not offered on BX. The Exchange proposes to add rule text at the beginning of Options 2, Section 10 that states, "The Directed Order functionality is not operative on BX at this time. If the Exchange proposes to commence offering this functionality, it will file a rule change with the Commission specifying the implementation date." The Exchange would file a rule change with the Commission when it determines to commence offering the Directed Order functionality to Participants and will specify the implementation date in that rule change.

b. Statutory Basis

The Exchange believes that the proposed rule change 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.

Options 2, Section 6

The Exchange's proposal to amend Options 2, Section 6(a) to note that Market Makers may not enter a Customer Cross Order, which are a Public Customer-to-Public Customer Cross Order by definition,¹⁴ is consistent with the Act and the protection of investors and the general public. It is clear from Options 3, Section 12(a) that Market

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(5).

¹⁴ See Options 3, Section 12(a).

Makers cannot enter this order type. The Exchange believes noting this exception will bring greater transparency to Options 2, Section 6.

Options 2, Section 10

The Exchange's proposal to amend Options 2, Section 10(a)(3)(A) and (B) to reflect the current quoting requirements for Directed Market Makers with respect to LEAPs in index options is consistent with the Act because, today, Market Makers and Lead Market Makers are not required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of twelve months or greater for index options, pursuant to Options 2, Sections 4(j) and 5(d)(1). The addition of this language concerning the current quoting requirement for Market Makers and Lead Market Makers who receive Directed Orders with respect to LEAPs in index options brings greater clarity to the Rule and conforms the requirements applicable to Market Makers and Lead Market Makers to those requirements noted in current Options 2, Sections 4(j)(1) and 5(d)(1)(A).

The Exchange's proposal to amend the Directed Market Maker quoting obligations in Options 2, Section 10(a)(3)(A) is consistent with the Act. Other options exchanges today require Directed Market Makers, collectively, to provide two-sided quotations in 90% of the cumulative number of seconds among all options series in which the Directed Market Maker has received a Directed Order on a daily basis. The proposed Directed Market Maker quoting obligations would require Directed Market Makers, collectively, to provide two-sided quotations in 90% of the cumulative number of seconds or such higher percentage as BX may announce in advance, among all options series in which the Directed Market Maker has executed a Directed Order on a daily basis

in addition to their quoting requirements as Market Makers and Lead Market Makers.

The Exchange believes that these quoting requirements create a direct nexus between the allocation that would be received by a Directed Market Maker pursuant to Options 3, Section 10 and the liquidity that the Directed Market Maker would be required to provide to the market in that particular options series. The Exchange notes that any Directed Market Maker quoting at the NBBO would need to provide two-sided quotations in 90% of the cumulative number of seconds among all options series in which the Directed Market Maker has executed a Directed Order for the entire day in which the Directed Market Maker received the Directed Order and each day thereafter, on a daily basis, until a Directed Market Maker notifies the Exchange that it is no longer directed. The Exchange believes that this quoting obligation is designed to promote just and equitable principles of trade by ensuring that Directed Market Makers quote competitively in as many series as possible to attract Directed Orders so that they may receive an enhanced allocation as a Directed Market Maker.

The proposed rule text would harmonize the Directed Market Maker's quoting obligations with other options exchanges, such as NYSE Arca and NYSE American which require that their lead market makers and market makers provide continuous two-sided quotations throughout the trading day in issues for which it receives Directed Orders for 90% of the time the Exchange is open for trading in each issue.¹⁵

The Exchange's proposal to amend Options 2, Section 10(a)(3)(A) to require a Directed Market Maker to commence complying with the Options 2, Section 10(a)(3)(A) quoting obligations when the Directed Market Maker executes its first Directed Order in

¹⁵ See supra note 10.

any option in which they are assigned is a practical approach to ensuring that Directed Market Makers comply with their quoting obligations. Directed Market Makers are unaware if an order is directed to them until such time as they execute the Directed Order and receive an allocation pursuant to Options 3, Section 10. Further, the Exchange notes that a Directed Market Maker must be quoting at the better of the internal BBO or the NBBO at the time of receipt of the Directed Order to be entitled to the allocation in accordance with Options 3, Section 10.

The Exchange's proposal to amend Options 2, Section 10 to adopt a new Supplementary Material .01 to Options 2, Section 10 is consistent with the Act as the proposed definitions and clarity about who can be a Directed Market Maker will provide additional background to Options Participants regarding Directed Orders. The definitions and description of who can be a Directed Market Maker are consistent with the Exchange's current practice and harmonize BX's definitions to those of Phlx Options 2, Section 10.

The Exchange's proposal to note that its Directed Order functionality is currently not offered on BX and to commit to file a rule change with the Commission when it determines to commence offering the Directed Order functionality to Participants with the implementation date, will bring greater transparency to the availability of this functionality.

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.

Options 2, Section 6

The Exchange's proposal to amend Options 2, Section 6(a) to note that Market Makers may not enter a Customer Cross Order, which are a Public Customer-to-Public Customer Cross Order by definition,¹⁶ does not impose an undue burden on competition. No Market Maker may enter a Customer Cross Order; only Public Customers may enter a Customer Cross Order by definition. The proposal does not impose a burden on inter-market competition as other options markets may similarly copy BX's order types and impose similar restrictions.

Options 2, Section 10

The Exchange's proposal to amend Options 2, Section 10(a)(3)(A) and (B) to reflect the current quoting requirements for Directed Market Makers with respect to LEAPs in index options does not impose an undue burden on competition because all Market Makers, Lead Market Makers and Directed Market Makers are subject to the same quoting requirements with respect to LEAPs in index options in that they are not required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of twelve months or greater for index options. The proposed rule text would conform the requirements applicable to Market Makers and Lead Market Makers to those requirements noted in current Options 2, Sections 4(j)(1) and 5(d)(1)(A). The proposal does not impose a burden on inter-market competition as other options markets may impose similar quoting obligations.

The Exchange's proposal to amend the Directed Market Maker quoting obligations in Options 2, Section 10(a)(3)(A) does not impose an undue burden on

¹⁶ See Options 3, Section 12(a).

competition as every Directed Market Maker would be required, collectively, to provide two-sided quotations in 90% of the cumulative number of seconds or such higher percentage as BX may announce in advance, among all options series in which the Directed Market Maker has executed a Directed Order for the entire day in which the Directed Market Maker received the Directed Order, on a daily basis, until a Directed Market Maker notifies the Exchange that it is no longer directed. The proposal does not impose a burden on inter-market competition as other options markets today impose similar quoting obligations.

The Exchange's proposal to amend Options 2, Section 10(a)(3)(A) to require a Directed Market Maker to commence complying with the Options 2, Section 10(a)(3)(A) quoting obligations when the Directed Market Maker executes its first Directed Order in any option in which they are assigned does not impose an undue burden on competition because all Directed Market Makers will be required to commence complying with Options 2, Section 10(a)(3)(A) when the Directed Market Maker executes its first Directed Order in any option in which they are assigned. The proposal does not impose a burden on inter-market competition as other options markets today impose similar quoting obligations and may amend their rules to mirror those of BX.

The Exchange's proposal to amend Options 2, Section 10 to adopt a new Supplementary Material .01 to Options 2, Section 10 does not impose an undue burden on competition as the proposed definitions and clarity about who can be a Directed Market Maker will be uniformly applied to all Options Participants. The definitions and description of who can be a Directed Market Maker are consistent with the Exchange's current practice and harmonize BX's definitions to those of Phlx Options 2, Section 10.

The proposal does not impose a burden on inter-market competition as other options markets today offer similar functionality and apply it similar BX.

The Exchange's proposal to note that its Directed Order functionality is currently not offered on BX and commit to filing a rule change with the Commission when it determines to commence offering the Directed Order functionality to Participants and will specify the implementation date in that rule change does not impose an undue burden competition as no Participant would be able to utilize this functionality at this time. The proposal does not impose a burden on inter-market competition as other options markets today offer similar functionality.

5. 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.

6. Extension of Time Period for Commission Action

Not Applicable.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(iii)¹⁷ of the Act and Rule 19b-4(f)(6) thereunder¹⁸ in that it effects a change that: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public

¹⁷ 15 U.S.C. 78s(b)(3)(A)(iii).

¹⁸ 17 CFR 240.19b-4(f)(6).

interest.

Amending Options 2, Section 6 does not significantly affect the protection of investors or the public interest because it is clear from Options 3, Section 12(a) that Market Makers cannot enter a Customer Cross Order. The proposal does not significantly affect the protection of investors or the public interest because it will conform the quoting obligations for Directed Markets Makers with respect to LEAPs in index options with the current requirements for Market Makers and Lead Market Makers regarding LEAPs in index options as noted in current Options 2, Sections 4(j)(1) and 5(d)(1)(A). The Exchange's proposal to amend the Directed Market Maker quoting obligations in Options 2, Section 10(a)(3)(A) does not significantly affect the protection of investors or the public interest because these quoting requirements create a direct nexus between the allocation that would be received by a Directed Market Maker pursuant to Options 3, Section 10 and the liquidity that the Directed Market Maker would be required to provide to the market in that particular options series. The obligations ensure that Directed Market Makers quote competitively in as many series as possible to attract Directed Orders so that they may receive an enhanced allocation as a Directed Market Maker. Also, other options exchanges today require Directed Market Makers, collectively, to provide two-sided quotations in 90% of the cumulative number of seconds, among all options series in which the Directed Market Maker has received a Directed Order on a daily basis.¹⁹ The Exchange's proposal to amend Options 2, Section 10(a)(3)(A) to require a Directed Market Maker to commence complying with the Options 2, Section 10(a)(3)(A) quoting obligations when the Directed Market Maker

¹⁹ See supra note 10.

executes its first Directed Order in any option in which it is assigned does not significantly affect the protection of investors or the public interest, rather it is a practical approach to ensuring that Directed Market Makers comply with their quoting obligations. Directed Market Makers are unaware if an order is directed to them until such time as they execute the Directed Order and receive an allocation pursuant to Options 3, Section 10. The Exchange notes that this proposal does not amend a Directed Market Maker's obligation, collectively, to provide two-sided quotations in 90% of the cumulative number of seconds, among all options series in which the Directed Market Maker has executed a Directed Order on a daily basis. Further, the Exchange notes that a Directed Market Maker must be quoting at the better of the internal BBO or the NBBO at the time of receipt of the Directed Order to be entitled to the allocation in accordance with Options 3, Section 10. The Exchange's proposal to amend Options 2, Section 10 to adopt a new Supplementary Material .01 to Options 2, Section 10 does not significantly affect the protection of investors or the public interest, rather it will add clarity about who can be a Directed Market Maker will provide additional background to Options Participants regarding Directed Orders. The definitions and description of who can be a Directed Market Maker are consistent with the Exchange's current practice and harmonize BX's definitions to those of Phlx Options 2, Section 10. The Exchange's proposal to note that its Directed Order functionality is currently not offered on BX and to commit to file a rule change with the Commission when it determines to commence offering the Directed Order functionality to Participants with the implementation date, does not significantly affect the protection of investors or the public interest, rather it will bring greater

transparency to the availability of this functionality.

Amending Options 2, Section 6 does not impose any significant burden on competition because no Market Maker may enter a Customer Cross Order; only Public Customers may enter a Customer Cross Order by definition. All Market Makers, Lead Market Makers and Directed Market Makers are subject to the same quoting requirements. With respect to LEAPs in index options, all Directed Market Makers are not required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of twelve months or greater for index options. The Exchange's proposal to amend the Directed Market Maker quoting obligations in Options 2, Section 10(a)(3)(A) does not impose any significant burden on competition as every Directed Market Maker would be required, collectively, to provide two-sided quotes in 90% of the cumulative number of seconds or such higher percentage as BX may announce in advance, among all options series in which the Directed Market Maker has executed a Directed Order for the entire day in which the Directed Market Maker received the Directed Order on a daily basis until a Directed Market Maker notifies the Exchange that they are no longer directed. The Exchange's proposal to amend Options 2, Section 10(a)(3)(A) to require a Directed Market Maker to commence complying with the Options 2, Section 10(a)(3)(A) quoting obligations when the Directed Market Maker executes its first Directed Order in any option in which they are assigned does not impose any significant burden on competition because all Directed Market Makers will be required to commence complying with Options 2, Section 10(a)(3)(A) when the Directed Market Maker executes its first Directed Order in any option in which they are assigned. Also, Supplementary Material .01 and .02 to Options 2, Section 5 will

apply to all Participants. The Exchange's proposal to note that its Directed Order functionality is currently not offered on BX and commit to filing a rule change with the Commission when it determines to commence offering the Directed Order functionality to Participants and will specify the implementation date in that rule change does not impose any significant burden on competition as no Participant would be able to utilize this functionality at this time.

Furthermore, Rule 19b-4(f)(6)(iii)²⁰ requires a self-regulatory organization to give the Commission written notice of its intent to file a proposed rule change under that subsection at least five business days prior to the date of filing, or such shorter time as designated by the Commission. The Exchange has provided such notice.

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.

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.

²⁰ 17 CFR 240.19b-4(f)(6)(iii).

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.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-BX-2024-023)

July __, 2024

Self-Regulatory Organizations; Nasdaq BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Options 2, Sections 6 and 10

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 July 2, 2024, 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 Options 2, Sections 6 and 10.

The text of the proposed rule change is available on the Exchange’s Website at <https://listingcenter.nasdaq.com/rulebook/nasdaq/rules>, 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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

BX proposes to amend Options 2, Section 6, Market Maker Orders, to add an exception to the rule. Additionally, the Exchange proposes to amend Options 2, Section 10, Directed Market Makers, to amend the current quoting obligations for Directed Market Makers.³

Options 2, Section 6

Options 2, Section 6(a) currently states that Market Makers may enter all order types defined in Options 3, Section 7 in the options classes to which they are appointed and non-appointed. Today, Market Makers are unable to enter a Customer Cross Order pursuant to Options 3, Section 7(a)(10). Customer Cross Orders are a Public Customer-to-Public Customer Cross Order by definition⁴ and therefore cannot be entered by a Market Maker. The Exchange believes noting this exception, which is clear from Options 3, Section 12(a), will bring greater transparency to Options 2, Section 6.

Options 2, Section 10

In 2021, the Exchange filed to amend the expiration timeframe of Long-Term Options Series or “LEAPs” in Options 4A, Section 12(b) and amended the bid/ask

³ A Directed Market Maker is a Market Maker that may be entitled to an allocation in accordance with Options 3, Section 10 provided the Directed Market Maker was quoting at the better of the internal BBO or the NBBO at the time of receipt of the Directed Order. See Options 2, Section 10.

⁴ See Options 3, Section 12(a).

differentials in Options 2, Sections 4 and 5⁵ to reflect the change to Options 4A, Section 12(b) regarding LEAPs.⁶ Specifically, in 2021, the Exchange amended the expiration timeframe of LEAPs to lengthen the expiration term on index options from nine to sixty months to twelve to sixty months.⁷ The Exchange amended BX Options 2, Sections 4(j) and 5(d)(1), applicable to Market Makers and Lead Market Makers, respectively, to note the timeframes for index options that are considered LEAPs to carve out those quoting requirements as an exception. A similar timeframe is currently carved out for options on equities and exchange-traded funds (“ETFs”). Today, Market Markets and Lead Market Makers are currently not required to make two-sided markets in Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of nine months or greater in equities, and ETFs.⁸ Also, today, with respect to indexes, Market Makers and Lead Market Makers are not required to make two-sided markets in Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of twelve months or greater, although the rule text does not reflect the timeframe associated with LEAPs on index options. The Exchange notes that these same obligations would apply to a Market Maker or Lead Market Maker that received a Directed Order.

At this time, the Exchange proposes to make a conforming amendment to Options 2, Section 10(a)(3)(A) and (B), similar to the current rule text applicable to Market Makers and Lead Market Makers in Options 2, Sections 4(j) and 5(d)(1), to reflect that

⁵ Options 2, Sections 4 and 5 describe quoting obligations for Market Makers and Lead Market Makers.

⁶ See Securities Exchange Act Release No. 92664 (August 13, 2021), 86 FR 46724 (August 19, 2021) (SR-BX-2021-034) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the Expiration Timeframe of Long-Term Index Options Series).

⁷ Id.

⁸ See BX Options 2, Sections 4(j) and 5(d)(1).

Directed Market Makers are not required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of twelve months or greater for index options. Options 2, Section 10(a)(3)(A) and (B) currently provides that an Options Participant shall not be required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of nine months or greater. The addition of this language concerning the current quoting requirement for Market Makers and Lead Market Makers who receive Directed Orders with respect to LEAPs in index options brings greater clarity to the Rule and conforms the requirements applicable to Market Makers and Lead Market Makers to those requirements noted in current Options 2, Sections 4(j)(1) and 5(d)(1)(A).

Additionally, the Exchange proposes to amend Options 2, Section 10(a)(3)(A) related to the quoting obligations applicable to a Directed Market Maker. The current rule text states that Directed Market Makers, associated with the same Options Participant, are collectively required to provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, for which that Options Participant's assigned options series are open for trading. With respect to a Directed Market Maker, BX currently requires that the Directed Market Maker provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, among all options series in which the Directed Market Maker has executed a Directed Order on a daily basis. BX requires the Market Maker to fulfill this requirement in addition to its requirement to

quote as a Market Maker or a Lead Market Maker.

Below the Exchange presents examples of how the new rule text would operate.

Example 1

- Assume a Market Maker was assigned in options overlying AAPL, SPY, NFLX, ORCL and ADBE.
- Assume this Market Maker had previously executed a Directed Order and executes a Directed Order in NFLX and ADBE on February 27, 2024.
- The Directed Market Maker obligation is a daily obligation once triggered and continues until the Directed Market Maker notifies the Exchange that it no longer desires to be a part of the Directed Order program.
- Moreover, on February 28, 2024 and each day thereafter the Directed Market Maker is required to provide two-sided quotations in 90% of the cumulative number of seconds among all options series in which the Directed Market Maker has executed a Directed Order on a daily basis until a Directed Market Maker notifies the Exchange that it is no longer directed. Therefore, the Directed Market Maker would be required to quote at 90% of the cumulative number of seconds among all options series in which the Directed Market Maker has executed a Directed Order each day, regardless of whether the Directed Market Maker executed a Directed Order that day.

Obligations

This Market Maker is required to provide two-sided quotations in 60% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, for which that Options Participant's assigned options series are open for trading among **AAPL, SPY, and ORCL** to fulfill its Market Maker obligation.

Separately, this Market Maker would be obligated, separate and apart from its Market Maker obligations described in this example, to provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, among **NFLX and ADBE** to fulfill its Directed Market Maker Obligation.

This Market Maker would not be required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of nine months or greater for options on equities and ETFs or with an expiration of twelve

months or greater for index options in AAPL, SPY, NFLX, ORCL and ADBE when meeting its Market Maker or Directed Market Maker requirements.

Example 2

- Assume a Lead Market Maker was assigned in options overlying AAPL, SPY, NFLX, ORCL and ADBE.
- Assume this Lead Market Maker had previously executed a Directed Order and executes a Directed Order in NFLX and ADBE on February 27, 2024. The Directed Market Maker obligation is a daily obligation once triggered and continues until the Directed Market Maker notifies the Exchange that it no longer desires to be a part of the Directed Order program.
- The Directed Market Maker obligation is a daily obligation once triggered and continues until the Directed Market Maker notifies the Exchange that it no longer desires to be a part of the Directed Order program.
- Moreover, on February 28, 2024 and each day thereafter the Directed Market Maker is required to provide two-sided quotations in 90% of the cumulative number of seconds among all options series in which the Directed Market Maker has executed a Directed Order on a daily basis until a Directed Market Maker notifies the Exchange that it is no longer directed. Therefore, the Directed Market Maker would be required to quote at 90% of the cumulative number of seconds among all options series in which the Directed Market Maker has executed a Directed Order each day, regardless of whether the Directed Market Maker executed a Directed Order that day.

Obligations

This Lead Market Maker, associated with the same Options Participant, is collectively required to provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, among **AAPL, SPY, and ORCL** to fulfill its Lead Market Maker obligation.⁹

Separately, this Lead Market Maker would be obligated, separate and apart from its Lead Market Maker obligations described in this example, to provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, among **NFLX and ADBE** to fulfill its Directed Market Maker obligation.

This Market Maker would not be required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of nine months or greater for options on equities and ETFs or with an expiration of twelve months or greater for index options in AAPL, SPY, NFLX, ORCL and ADBE when

⁹ See Options 2, Section 4(j)(1).

meeting its Lead Market Maker or Directed Market Maker requirements.

The Exchange proposes to amend the rule text in Options 2, Section 10(a)(3)(A) to require Directed Market Makers, collectively, to provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, among all options series in which the Directed Market Maker has executed a Directed Order on a daily basis, except that a Directed Market Maker shall not be required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any options series with an expiration of nine months or greater for options on equities and exchange-traded funds (“ETFs”) or with an expiration of twelve months or greater for index options. The Exchange notes that the proposed requirements are similar to requirements imposed by other options exchanges. NYSE Arca, Inc. (“NYSE Arca”) and NYSE American LLC (“NYSE American”) require that their lead market makers and market makers provide continuous two-sided quotations throughout the trading day in issues for which it receives Directed Orders for 90% of the time the Exchange is open for trading in each issue.¹⁰

The Exchange also proposes to relocate certain rule text within Options 2, Section 10(a)(3)(A) to make clear the requirements applicable to a Directed Market Maker and make other amendments as well. The Exchange proposes to amend the timeframe in which a Directed Market Maker is obligated to commence complying with the quoting obligations of Options 2, Section 10(a)(3)(A).¹¹ Today, a Directed Market Maker must

¹⁰ See NYSE Arca Rule 6.88-O and NYSE American Rule 964.1NY. NYSE Arca Rule 6.88-O(iv) states that these obligations will apply collectively to all series in all of the issues for which the Directed Order Market Maker receives Directed Orders, rather than on an issue-by-issue basis.

¹¹ Currently, Options 2, Section 10(a)(3)(A) provides that an Options Participant shall be considered directed in all assigned options once the Options Participant receives a Directed Order in any

commence complying with the quoting obligations specified in Options 2, Section 10(a)(3)(A) when a Directed Market Maker **receives** a Directed Order in any option in which they are assigned until such time as the Directed Market Maker notifies the Exchange that they are no longer directed. Pursuant to Options 2, Section 10(a)(1), “[w]hen the Exchange’s disseminated price is the NBBO at the time of receipt of the Directed Order, and the Directed Market Maker is quoting at the better of the internal BBO or the NBBO, the Directed Order shall be automatically executed and allocated in accordance with Options 3, Section 10 such that the Directed Market Maker shall receive a Directed Market Maker participation entitlement provided for therein.” The Exchange proposes to amend Options 2, Section 10(a)(3)(A) to instead begin requiring a Directed Market Maker to comply with the Directed Market Maker quoting obligations in Options 2, Section 10(a)(3)(A) when the Directed Market Maker **executes** its first Directed Order in any option in which they are assigned. A Directed Market Maker has the ongoing quoting obligation from the time a Directed Market Maker executes its first Directed Order in the options in which the Directed Market Maker is assigned until a Directed Market Maker notifies the Exchange that the Directed Market Maker is no longer directed. Because Directed Market Makers are unaware if an order is directed to them until such time as they execute the Directed Order and receive an allocation pursuant to Options 3, Section 10, the Exchange believes that starting the quoting obligation once a Directed Order is executed is a practical approach to ensuring that Directed Market

option in which they are assigned and shall be considered a Directed Market Maker until such time as an Options Participant notifies the Exchange that they are no longer directed.

Makers comply with their quoting obligations.

The proposed rule text would provide,

Directed Market Makers, associated with the same Options Participant, are collectively required to provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, among all options series in which the Directed Market Maker has executed a Directed Order on a daily basis, except that a Directed Market Maker shall not be required to make two-sided markets in any Quarterly Options Series, any Adjusted Options Series, and any options series with an expiration of nine months or greater for options on equities and ETFs or with an expiration of twelve months or greater for index options. A Directed Market Maker has the ongoing quoting obligation from the time a Directed Market Maker executes its first Directed Order in the options in which the Directed Market Maker is assigned until a Directed Market Maker notifies the Exchange that the Directed Market Maker is no longer directed.

A Directed Market Maker shall not be required to make two-sided markets in any Quarterly Options Series, any Adjusted Options Series, and any options series with an expiration of nine months or greater for options on equities and ETFs or with an expiration of twelve months or greater for index options and would receive a participation entitlement in the Quarterly Options Series, the Adjusted Options Series, and an options series with an expiration of nine months or greater for options on equities and ETFs or with an expiration of twelve months or greater for index options for the Directed Order, only if it complies with the heightened 90% quoting requirement.

As is the case today, a Directed Market Maker must be quoting at the better of the internal BBO or the NBBO at the time of receipt of the Directed Order to be entitled to the allocation in accordance with Options 3, Section 10.

Finally, the Exchange proposes to amend Options 2, Section 10 to adopt a new Supplementary Material .01 to Options 2, Section 10. Specifically, the Exchange proposes to adopt definitions related to Directed Order. The Exchange proposes to define a “Directed Order” as any order to buy or sell which has been directed to a particular Market Maker by an Order Flow Provider. The Exchange proposes to define an “Order

Flow Provider” as any Participant that submits, as agent, orders to the Exchange. Finally, the Exchange proposes to adopt a new Supplementary Material .02 to Options 2, Section 10 which would provide that “A Directed Market Maker may be the Lead Market Maker appointed to the options class or any Market Maker appointed to the options class.” The Exchange believes that the definitions and clarity about who can be a Directed Market Maker will provide additional background to Options Participants regarding Directed Orders. The definitions and description of who can be a Directed Market Maker are consistent with the Exchange’s current practice and harmonize BX’s definitions to those of Phlx Options 2, Section 10.

The Exchange notes that its Directed Order functionality is currently not offered on BX. The Exchange proposes to add rule text at the beginning of Options 2, Section 10 that states, “The Directed Order functionality is not operative on BX at this time. If the Exchange proposes to commence offering this functionality, it will file a rule change with the Commission specifying the implementation date.” The Exchange would file a rule change with the Commission when it determines to commence offering the Directed Order functionality to Participants and will specify the implementation date in that rule change.

2. Statutory Basis

The Exchange believes that the proposed rule change 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

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(5).

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.

Options 2, Section 6

The Exchange's proposal to amend Options 2, Section 6(a) to note that Market Makers may not enter a Customer Cross Order, which are a Public Customer-to-Public Customer Cross Order by definition,¹⁴ is consistent with the Act and the protection of investors and the general public. It is clear from Options 3, Section 12(a) that Market Makers cannot enter this order type. The Exchange believes noting this exception will bring greater transparency to Options 2, Section 6.

Options 2, Section 10

The Exchange's proposal to amend Options 2, Section 10(a)(3)(A) and (B) to reflect the current quoting requirements for Directed Market Makers with respect to LEAPs in index options is consistent with the Act because, today, Market Makers and Lead Market Makers are not required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of twelve months or greater for index options, pursuant to Options 2, Sections 4(j) and 5(d)(1). The addition of this language concerning the current quoting requirement for Market Makers and Lead Market Makers who receive Directed Orders with respect to LEAPs in index options brings greater clarity to the Rule and conforms the requirements applicable to Market Makers and Lead Market Makers to those requirements noted in current Options 2, Sections 4(j)(1) and 5(d)(1)(A).

The Exchange's proposal to amend the Directed Market Maker quoting

¹⁴ See Options 3, Section 12(a).

obligations in Options 2, Section 10(a)(3)(A) is consistent with the Act. Other options exchanges today require Directed Market Makers, collectively, to provide two-sided quotations in 90% of the cumulative number of seconds among all options series in which the Directed Market Maker has received a Directed Order on a daily basis. The proposed Directed Market Maker quoting obligations would require Directed Market Makers, collectively, to provide two-sided quotations in 90% of the cumulative number of seconds or such higher percentage as BX may announce in advance, among all options series in which the Directed Market Maker has executed a Directed Order on a daily basis in addition to their quoting requirements as Market Makers and Lead Market Makers.

The Exchange believes that these quoting requirements create a direct nexus between the allocation that would be received by a Directed Market Maker pursuant to Options 3, Section 10 and the liquidity that the Directed Market Maker would be required to provide to the market in that particular options series. The Exchange notes that any Directed Market Maker quoting at the NBBO would need to provide two-sided quotations in 90% of the cumulative number of seconds among all options series in which the Directed Market Maker has executed a Directed Order for the entire day in which the Directed Market Maker received the Directed Order and each day thereafter, on a daily basis, until a Directed Market Maker notifies the Exchange that it is no longer directed. The Exchange believes that this quoting obligation is designed to promote just and equitable principles of trade by ensuring that Directed Market Makers quote competitively in as many series as possible to attract Directed Orders so that they may receive an enhanced allocation as a Directed Market Maker.

The proposed rule text would harmonize the Directed Market Maker's quoting

obligations with other options exchanges, such as NYSE Arca and NYSE American which require that their lead market makers and market makers provide continuous two-sided quotations throughout the trading day in issues for which it receives Directed Orders for 90% of the time the Exchange is open for trading in each issue.¹⁵

The Exchange's proposal to amend Options 2, Section 10(a)(3)(A) to require a Directed Market Maker to commence complying with the Options 2, Section 10(a)(3)(A) quoting obligations when the Directed Market Maker executes its first Directed Order in any option in which they are assigned is a practical approach to ensuring that Directed Market Makers comply with their quoting obligations. Directed Market Makers are unaware if an order is directed to them until such time as they execute the Directed Order and receive an allocation pursuant to Options 3, Section 10. Further, the Exchange notes that a Directed Market Maker must be quoting at the better of the internal BBO or the NBBO at the time of receipt of the Directed Order to be entitled to the allocation in accordance with Options 3, Section 10.

The Exchange's proposal to amend Options 2, Section 10 to adopt a new Supplementary Material .01 to Options 2, Section 10 is consistent with the Act as the proposed definitions and clarity about who can be a Directed Market Maker will provide additional background to Options Participants regarding Directed Orders. The definitions and description of who can be a Directed Market Maker are consistent with the Exchange's current practice and harmonize BX's definitions to those of Phlx Options 2, Section 10.

The Exchange's proposal to note that its Directed Order functionality is currently

¹⁵ See supra note 10.

not offered on BX and to commit to file a rule change with the Commission when it determines to commence offering the Directed Order functionality to Participants with the implementation date, will bring greater transparency to the availability of this functionality.

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.

Options 2, Section 6

The Exchange's proposal to amend Options 2, Section 6(a) to note that Market Makers may not enter a Customer Cross Order, which are a Public Customer-to-Public Customer Cross Order by definition,¹⁶ does not impose an undue burden on competition. No Market Maker may enter a Customer Cross Order; only Public Customers may enter a Customer Cross Order by definition. The proposal does not impose a burden on inter-market competition as other options markets may similarly copy BX's order types and impose similar restrictions.

Options 2, Section 10

The Exchange's proposal to amend Options 2, Section 10(a)(3)(A) and (B) to reflect the current quoting requirements for Directed Market Makers with respect to LEAPs in index options does not impose an undue burden on competition because all Market Makers, Lead Market Makers and Directed Market Makers are subject to the same quoting requirements with respect to LEAPs in index options in that they are not

¹⁶ See Options 3, Section 12(a).

required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of twelve months or greater for index options. The proposed rule text would conform the requirements applicable to Market Makers and Lead Market Makers to those requirements noted in current Options 2, Sections 4(j)(1) and 5(d)(1)(A). The proposal does not impose a burden on inter-market competition as other options markets may impose similar quoting obligations.

The Exchange's proposal to amend the Directed Market Maker quoting obligations in Options 2, Section 10(a)(3)(A) does not impose an undue burden on competition as every Directed Market Maker would be required, collectively, to provide two-sided quotations in 90% of the cumulative number of seconds or such higher percentage as BX may announce in advance, among all options series in which the Directed Market Maker has executed a Directed Order for the entire day in which the Directed Market Maker received the Directed Order, on a daily basis, until a Directed Market Maker notifies the Exchange that it is no longer directed. The proposal does not impose a burden on inter-market competition as other options markets today impose similar quoting obligations.

The Exchange's proposal to amend Options 2, Section 10(a)(3)(A) to require a Directed Market Maker to commence complying with the Options 2, Section 10(a)(3)(A) quoting obligations when the Directed Market Maker executes its first Directed Order in any option in which they are assigned does not impose an undue burden on competition because all Directed Market Makers will be required to commence complying with Options 2, Section 10(a)(3)(A) when the Directed Market Maker executes its first Directed Order in any option in which they are assigned. The proposal does not impose a

burden on inter-market competition as other options markets today impose similar quoting obligations and may amend their rules to mirror those of BX.

The Exchange's proposal to amend Options 2, Section 10 to adopt a new Supplementary Material .01 to Options 2, Section 10 does not impose an undue burden on competition as the proposed definitions and clarity about who can be a Directed Market Maker will be uniformly applied to all Options Participants. The definitions and description of who can be a Directed Market Maker are consistent with the Exchange's current practice and harmonize BX's definitions to those of Phlx Options 2, Section 10. The proposal does not impose a burden on inter-market competition as other options markets today offer similar functionality and apply it similar BX.

The Exchange's proposal to note that its Directed Order functionality is currently not offered on BX and commit to filing a rule change with the Commission when it determines to commence offering the Directed Order functionality to Participants and will specify the implementation date in that rule change does not impose an undue burden competition as no Participant would be able to utilize this functionality at this time. The proposal does not impose a burden on inter-market competition as other options markets today offer similar functionality.

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 Act¹⁷ and subparagraph (f)(6) of Rule 19b-4 thereunder.¹⁸

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-2024-023 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.

¹⁷ 15 U.S.C. 78s(b)(3)(A)(iii).

¹⁸ 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.

All submissions should refer to file number SR-BX-2024-023. 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 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 a.m. and 3 p.m. Copies of the filing also 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-2024-023 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁹

Sherry R. Haywood,

Assistant Secretary.

¹⁹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

New text is underlined; deleted text is in brackets.

Nasdaq BX, Inc. Rules

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Options Rules

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Options 2 Options Market Participants

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Section 6. Market Maker Orders

(a) Market Makers may enter all order types defined in Options 3, Section 7 in the options classes to which they are appointed and non-appointed except Customer Cross Orders.

* * * * *

Section 10. Directed Market Makers

The Directed Order functionality is not operative on BX at this time. If the Exchange proposes to commence offering this functionality, it will file a rule change with the Commission specifying the implementation date.

(a) Market Makers may receive Directed Orders in their appointed classes in accordance with the provisions of this Rule, provided they indicated to the Exchange, in a form specified, that they will receive Directed Orders.

* * * * *

(3) A Directed Market Maker must enter two-sided quotations. A Directed Market Maker that enters a bid (offer) in a series of an option in which he is registered on BX must enter an offer (bid), except in an assigned options series listed intra-day on BX. These quotations must meet the legal quote width requirements specified in Options 2, Section 5(d)(2). A Market Maker who [receives]executes a Directed Order, as described in Options 3, Section 10, shall be held to the standard of a Directed Market Maker as described in this Rule.

(A) Directed Market Makers, associated with the same Options Participant, are collectively required to provide two-sided quotations in 90% of the cumulative number of seconds, or such higher percentage as BX may announce in advance, among all options series in which the Directed Market Maker has executed a Directed Order on a daily basis, except that a Directed Market Maker shall not be required to make two-sided markets in any Quarterly Options Series, any Adjusted Options Series, and any options series with an expiration of nine months or greater for options on equities and ETFs or with an expiration of twelve months or greater for index options. A Directed Market

Maker has the ongoing quoting obligation from the time a Directed Market Maker executes its first Directed Order in the options in which the Directed Market Maker is assigned until a Directed Market Maker notifies the Exchange that the Directed Market Maker is no longer directed[for which that Options Participant's assigned options series are open for trading. An Options Participant shall be considered directed in all assigned options once the Options Participant receives a Directed Order in any option in which they are assigned and shall be considered a Directed Market Maker until such time as an Options Participant notifies the Exchange that they are no longer directed. Notwithstanding the foregoing, an Options Participant shall not be required to make two-sided markets in any Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of nine months or greater. Notwithstanding the obligations specified in subparagraph (iii) above, a Directed Market Maker may still receive a participation entitlement in such series if it elects to quote in any Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of nine months or greater series and otherwise satisfies the requirements of Options 3, Section 10].

A Directed Market Maker shall not be required to make two-sided markets in any Quarterly Options Series, any Adjusted Options Series, and any options series with an expiration of nine months or greater for options on equities and ETFs or with an expiration of twelve months or greater for index options and would receive a participation entitlement in the Quarterly Options Series, the Adjusted Options Series, and an options series with an expiration of nine months or greater for options on equities and ETFs or with an expiration of twelve months or greater for index options for the Directed Order, only if it complies with the heightened 90% quoting requirement.

* * * * *

(B) Specifically, the Exchange will calculate subparagraph (A) above by (i) taking the total number of seconds the Options Participant disseminates quotes in each assigned options series, excluding Quarterly Option Series, any Adjusted Option Series, and any option series with an expiration of nine months or greater for options on equities and ETFs or with an expiration of twelve months or greater for index options; and (ii) dividing that time by the eligible total number of seconds each assigned options series is open for trading that day. Quoting is not required in every assigned options series. Compliance with this requirement is determined by reviewing the aggregate of quoting in assigned options series for the Options Participant.

* * * * *

Supplementary Material to Options 2, Section 10

.01 Definitions

(a) The term “Directed Order” means any order to buy or sell which has been directed to a particular Market Maker by an Order Flow Provider.

(b) The term “Order Flow Provider” means any Participant that submits, as agent, orders to the Exchange.

.02 A Directed Market Maker may be the Lead Market Maker appointed to the options class or any Market Maker appointed to the options class.

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