

Required fields are shown with yellow backgrounds and asterisks.

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

File No. * SR 2024 - * 16

Amendment No. (req. for Amendments *)

Filing by Nasdaq GEMX, LLC

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 *).

A proposal to launch Proximity-On-Demand, a managed colocation solution.

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 * Last Name *

Title *

E-mail *

Telephone * Fax

Signature

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

Date (Title *)

By
(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: 2024.06.28
14:00:53 -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-GEMX-2024-16 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-GEMX-2024-16 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

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

Partial Amendment

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

1. Text of the Proposed Rule Change

(a) Nasdaq GEMX, LLC (“GEMX” 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 launch Proximity-On-Demand, a managed colocation solution.

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

(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:

Katie Hopkins
Associate General Counsel
Nasdaq, Inc.
301-232-4067

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

a. Purpose

The Exchange proposes to launch Proximity-On-Demand (“POD”), a managed colocation solution. POD will offer colocation customers a convenient variant of

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

colocation where applications are deployed on managed infrastructure in the form of virtual or dedicated servers in the co-location space.

Current Co-Location Offering

The Exchange currently offers colocation services, which include a suite of data center space, power, telecommunication, and other ancillary products and services that allow customers to place their trading and communications equipment in close physical proximity to the quoting and execution facilities of the Exchange. The use of colocation services is entirely voluntary and colocation services are available to all market participants who desire them.

Colocation customers are not provided any separate or superior means of direct access to the Exchange quoting and trading facilities. Nor does the Exchange offer any separate or superior means of access to the Exchange quoting and trading facilities as among colocation customers themselves within the data center (or any future expansions to the data center).³

In addition, all orders sent to the Exchange market enter the marketplace through the same central system quote and order gateway regardless of whether the sender is co-located in the Exchange data center or not. In short, the Exchange has created no special market technology or programming that is available only to co-located customers and the Exchange has organized its systems to minimize, to the greatest extent possible, any advantage for one customer versus another.

Proximity-On-Demand

³ Although the proposal and launch of POD are not dependent on the expansion of the data center, the Exchange notes that is in the process of expanding its data center in Carteret, New Jersey. Client connections to the matching engine will be equal across the board, within and among the current data center and the expansion.

POD will be an alternative to the traditional offering of space and power for the physical colocation of customers' equipment. The Exchange will continue to offer its traditional colocation services.

With POD, customers will not need to order cabinets and power to install a server or network hardware in the Exchange's data center to be able to set up their systems and access the market directly. Instead, POD will provide customers with a variant of colocation where applications are deployed on a shared computing infrastructure⁴ co-located in the data center,⁵ providing customers with a convenient avenue to do business on the Exchange. With the Exchange's traditional colocation offering, the Exchange provides space and power and customers provide the hardware. With POD, the Exchange will provide the hardware. This allows the Exchange's customers to connect more quickly and with lower cost.

Customers will be able to select a dedicated server or a virtual machine. A dedicated server is single-tenant environment, meaning that only one customer has access to the server hardware. A virtual machine is a computing environment where each customer has exclusive access to their virtualized server, including its operating system and applications. While customers will control their virtual machines independently, the physical hardware resources, such as the CPU, memory, and storage, are shared among multiple virtual machines on the same physical server. Hypervisor technology keeps the separate customer operating systems securely segmented from each other, allowing a single server to support multiple virtual machines. This allows quicker deployment times

⁴ Shared computing infrastructure means that the Exchange would provide the infrastructure, including hardware, that can be used by multiple customers.

⁵ POD will be housed within the same data center as the existing traditional colocation offering and Exchange systems, located in Carteret, New Jersey.

and provides customers with the flexibility to dynamically adjust the amount of compute resources needed without requiring hardware changes. The Exchange anticipates that customers will choose a dedicated server where better performance is required but may prefer a virtual server for short-lived requirements or less performance-sensitive workloads.

The servers (dedicated and virtual) for POD will be located in a cabinet in the colocation space at the data center. Each customer will have their own logical network that is fully isolated and not shared with other customers. Those customers selecting a dedicated server would also have the option to add an analytics service.⁶ The analytics service will provide the ability to monitor network traffic to and from the POD infrastructure, allowing customers access to data about bandwidth usage, latency, and information related to Precision Time Protocol (PTP) timestamped messages.

Access to POD will be available via virtual private network (VPN) or Secure Shell (SSH), similar to how customers would access their fully owned co-located hardware. Customers will be able to choose from several existing options for physical connectivity, including 1G Ultra, 10G, 10G Ultra, and 40G. POD will provide access to the market through the same Extranet network as is used currently by existing colocation customers. To be clear, POD will not afford its users any special advantages relative to users of its traditional colocation services.

Exchanges offer colocation services to facilitate the trading activities of those market participants who believe that colocation enhances the efficiency of their trading. The Exchange believes that the launch of POD will benefit an underserved market

⁶ The analytics service is not available for virtual machines because the compute resourcing for operating analytics is incompatible with virtual machines.

segment, including a niche of smaller customers who do not currently co-locate in any form at the data center but wish to do so. These smaller trading firms that do not directly connect and interface with the Exchange may struggle with the complexity, upfront investment, ongoing expense, and knowledge gaps required to code, connect, host and manage their own infrastructure, and trade directly with the Exchange.

The Exchange notes that similar services are currently offered by, and customers may obtain such service from, managed service providers that operate at the Carteret data center. For example, Pico and Options-IT currently offer managed service colocation at the Carteret data center.⁷ In addition to managed service providers currently offering POD-like services at the data center, additional providers offer similar services in other locations and will likely be in the Carteret data center in the future as well.⁸ ICE offers a comparable service, “Compute on Demand,”⁹ in select locations, including at NY4 (located in Secaucus, New Jersey).¹⁰ Customers of ICE’s Compute on Demand could (and presumably do) connect to national securities exchanges.

POD will provide customers with increased options for colocation. POD will be entirely optional and available to all market participants who desire to subscribe to POD.

⁷ See <https://www.pico.net/infrastructure/colocation-hosting/>; <https://www.options-it.com/products/trading-infrastructure/exchange-colos/>.

⁸ See, e.g., <https://deploy.equinix.com/product/bare-metal/>; <https://tnsi.com/resource/fin/tns-dedicated-server-comprehensive-cloud-server-management-press-release/>.

⁹ See <https://www.ice.com/fixed-income-data-services/access-and-delivery/connectivity-and-feeds/hosting-managed-services#demand>. Compute on Demand provides customers with a managed solution and is a delivery model in which computing resources are made available to customers on an on-demand basis. ICE offers Compute on Demand in collaboration with Beeks. The Exchange also intends to launch POD in partnership with Beeks. Beeks will provide the hardware that will allow the Exchange to offer POD. In addition, the Johannesburg Stock Exchange currently offers an advanced managed infrastructure as a service solution, similar to POD, in collaboration with Beeks. See <https://beeksgroup.com/news/johannesburg-stock-exchange-jse-choose-beeks-and-ipc-to-power-private-cloud-deployments-for-their-customers/>.

¹⁰ Cboe affiliated exchanges utilize the Equinix NY4 data center in Secaucus, NJ.

It is a business decision of each firm whether to subscribe to POD. Rather than choosing POD, customers may choose to (1) directly co-locate at the data center by ordering cabinet space and power, and placing their equipment at the data center; (2) co-locate through a third party; or (3) not co-locate at all.

Implementation

The Exchange intends to submit a fee filing in the future to establish fees for POD, including fees for a dedicated server, a dedicated server with analytics, and a virtual machine. Implementation of the proposal described herein to offer POD would coincide with the subsequent fee filing.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,¹¹ in general, and furthers the objectives of Section 6(b)(5) of the Act,¹² 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 because POD would provide customers with increased optionality to access the Exchange. The Exchange operates in a highly competitive market in which exchanges offer colocation services to facilitate the trading activities of those customers who believe that colocation enhances the efficiency of their trading. POD is a voluntary variant of colocation where customers can directly access the market without needing to procure physical hardware independently, instead they can use a shared computing infrastructure co-located in the data center.

¹¹ 15 U.S.C. 78f(b).

¹² 15 U.S.C. 78f(b)(5).

The Exchange believes that the launch of POD will benefit an underserved market segment, including smaller customers who do not currently co-locate in any form at the data center but wish to do so. These smaller trading firms that do not directly connect and interface with the Exchange may struggle with the complexity, upfront investment, ongoing expense, and knowledge gaps required to code, connect, host and manage their own infrastructure, and trade directly with the Exchange. As such, the Exchange believes that the proposal would further the objective of removing impediments to and perfecting the mechanism of a free and open market and a national market system.

The proposal would benefit the public interest by providing customers more colocation options to choose from, thereby enhancing their ability to tailor their colocation operations to the requirements of their business operations. As noted above, POD will be entirely optional and available to all market participants who desire to subscribe to POD. Rather than choosing to co-locate via POD, customers may choose to (1) directly co-locate at the data center by ordering cabinet space and power, and placing their equipment at the data center; (2) co-locate through a third party; or (3) not co-locate at all. Services comparable to POD are currently offered by, and customers may obtain such service from, any managed service providers that operate at the Carteret data center.

Again, POD will offer its users no special advantages relative to users of the Exchange's traditional colocation services. Though POD will allow customers to use Exchange-provided hardware to access the Exchange, POD does not otherwise fundamentally differ from current connectivity to the Exchange. The Exchange is not proposing to change the nature of the services provided today. Rather, POD will differ as to who provides the hardware.

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.

Nothing in the proposal imposes any burden on the ability of other exchanges to compete. The Exchange operates in a highly competitive market in which exchanges and other vendors offer colocation services to facilitate the trading and other market activities of those market participants who believe that colocation enhances the efficiency of their operations.

Nothing in the Proposal burdens intra-market competition because POD will be available to any customer and customers that wish to co-locate via POD can do so on a non-discriminatory basis. Use of any colocation service is completely voluntary, and each market participant is able to determine whether to use colocation services, including POD, based on the requirements of its business operations. POD will offer its users no special advantages relative to users of the Exchange's traditional colocation services.

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)¹³ of the Act and Rule 19b-4(f)(6) thereunder¹⁴ 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 interest.

The Exchange believes that the proposed rule change would not significantly affect the protection of investors or the public interest. The proposal would benefit the public interest by providing customers more colocation options to choose from, thereby enhancing their ability to tailor their colocation operations to the requirements of their business operations.

The Exchange further believes that the proposed change would not impose any significant burden on competition. All customers will have the option to co-locate via POD. Customers that wish to co-locate via POD will be able to do so on a non-discriminatory basis. In addition, as discussed above, POD is comparable to other services that are currently offered by other providers. Furthermore, as noted above, POD will allow customers to use Exchange-provided hardware to access the Exchange but does not otherwise fundamentally differ from current connectivity to the Exchange. The Exchange is not proposing to change the nature of the services provided today. Rather, POD will differ as to who provides the hardware.

¹³ 15 U.S.C. 78s(b)(3)(A)(iii).

¹⁴ 17 CFR 240.19b-4(f)(6).

Furthermore, Rule 19b-4(f)(6)(iii)¹⁵ 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

The proposal is similar to SR-NASDAQ-2024-030.

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.

¹⁵ 17 CFR 240.19b-4(f)(6)(iii).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-GEMX-2024-16)

July __, 2024

Self-Regulatory Organizations; Nasdaq GEMX, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Launch Proximity-On-Demand, a Managed Colocation Solution

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 28, 2024, Nasdaq GEMX, LLC (“GEMX” 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 launch Proximity-On-Demand, a managed colocation solution.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

The Exchange proposes to launch Proximity-On-Demand (“POD”), a managed colocation solution. POD will offer colocation customers a convenient variant of colocation where applications are deployed on managed infrastructure in the form of virtual or dedicated servers in the co-location space.

Current Co-Location Offering

The Exchange currently offers colocation services, which include a suite of data center space, power, telecommunication, and other ancillary products and services that allow customers to place their trading and communications equipment in close physical proximity to the quoting and execution facilities of the Exchange. The use of colocation services is entirely voluntary and colocation services are available to all market participants who desire them.

Colocation customers are not provided any separate or superior means of direct access to the Exchange quoting and trading facilities. Nor does the Exchange offer any separate or superior means of access to the Exchange quoting and trading facilities as among colocation customers themselves within the data center (or any future expansions to the data center).³

³ Although the proposal and launch of POD are not dependent on the expansion of the data center, the Exchange notes that it is in the process of expanding its data center in Carteret, New Jersey.

In addition, all orders sent to the Exchange market enter the marketplace through the same central system quote and order gateway regardless of whether the sender is co-located in the Exchange data center or not. In short, the Exchange has created no special market technology or programming that is available only to co-located customers and the Exchange has organized its systems to minimize, to the greatest extent possible, any advantage for one customer versus another.

Proximity-On-Demand

POD will be an alternative to the traditional offering of space and power for the physical colocation of customers' equipment. The Exchange will continue to offer its traditional colocation services.

With POD, customers will not need to order cabinets and power to install a server or network hardware in the Exchange's data center to be able to set up their systems and access the market directly. Instead, POD will provide customers with a variant of colocation where applications are deployed on a shared computing infrastructure⁴ co-located in the data center,⁵ providing customers with a convenient avenue to do business on the Exchange. With the Exchange's traditional colocation offering, the Exchange provides space and power and customers provide the hardware. With POD, the Exchange will provide the hardware. This allows the Exchange's customers to connect more quickly and with lower cost.

Client connections to the matching engine will be equal across the board, within and among the current data center and the expansion.

⁴ Shared computing infrastructure means that the Exchange would provide the infrastructure, including hardware, that can be used by multiple customers.

⁵ POD will be housed within the same data center as the existing traditional colocation offering and Exchange systems, located in Carteret, New Jersey.

Customers will be able to select a dedicated server or a virtual machine. A dedicated server is single-tenant environment, meaning that only one customer has access to the server hardware. A virtual machine is a computing environment where each customer has exclusive access to their virtualized server, including its operating system and applications. While customers will control their virtual machines independently, the physical hardware resources, such as the CPU, memory, and storage, are shared among multiple virtual machines on the same physical server. Hypervisor technology keeps the separate customer operating systems securely segmented from each other, allowing a single server to support multiple virtual machines. This allows quicker deployment times and provides customers with the flexibility to dynamically adjust the amount of compute resources needed without requiring hardware changes. The Exchange anticipates that customers will choose a dedicated server where better performance is required but may prefer a virtual server for short-lived requirements or less performance-sensitive workloads.

The servers (dedicated and virtual) for POD will be located in a cabinet in the colocation space at the data center. Each customer will have their own logical network that is fully isolated and not shared with other customers. Those customers selecting a dedicated server would also have the option to add an analytics service.⁶ The analytics service will provide the ability to monitor network traffic to and from the POD infrastructure, allowing customers access to data about bandwidth usage, latency, and information related to Precision Time Protocol (PTP) timestamped messages.

⁶ The analytics service is not available for virtual machines because the compute resourcing for operating analytics is incompatible with virtual machines.

Access to POD will be available via virtual private network (VPN) or Secure Shell (SSH), similar to how customers would access their fully owned co-located hardware. Customers will be able to choose from several existing options for physical connectivity, including 1G Ultra, 10G, 10G Ultra, and 40G. POD will provide access to the market through the same Extranet network as is used currently by existing colocation customers. To be clear, POD will not afford its users any special advantages relative to users of its traditional colocation services.

Exchanges offer colocation services to facilitate the trading activities of those market participants who believe that colocation enhances the efficiency of their trading. The Exchange believes that the launch of POD will benefit an underserved market segment, including a niche of smaller customers who do not currently co-locate in any form at the data center but wish to do so. These smaller trading firms that do not directly connect and interface with the Exchange may struggle with the complexity, upfront investment, ongoing expense, and knowledge gaps required to code, connect, host and manage their own infrastructure, and trade directly with the Exchange.

The Exchange notes that similar services are currently offered by, and customers may obtain such service from, managed service providers that operate at the Carteret data center. For example, Pico and Options-IT currently offer managed service colocation at the Carteret data center.⁷ In addition to managed service providers currently offering POD-like services at the data center, additional providers offer similar services in other locations and will likely be in the Carteret data center in the future as well.⁸ ICE offers a

⁷ See <https://www.pico.net/infrastructure/colocation-hosting/>; <https://www.options-it.com/products/trading-infrastructure/exchange-colos/>.

⁸ See, e.g., <https://deploy.equinix.com/product/bare-metal/>; <https://tnsi.com/resource/fin/tns-dedicated-server-comprehensive-cloud-server-management-press-release/>.

comparable service, “Compute on Demand,”⁹ in select locations, including at NY4 (located in Secaucus, New Jersey).¹⁰ Customers of ICE’s Compute on Demand could (and presumably do) connect to national securities exchanges.

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Implementation

The Exchange intends to submit a fee filing in the future to establish fees for POD, including fees for a dedicated server, a dedicated server with analytics, and a virtual machine. Implementation of the proposal described herein to offer POD would coincide with the subsequent fee filing.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,¹¹ in general, and furthers the objectives of Section 6(b)(5) of the Act,¹² in particular,

⁹ See <https://www.ice.com/fixed-income-data-services/access-and-delivery/connectivity-and-feeds/hosting-managed-services#demand>. Compute on Demand provides customers with a managed solution and is a delivery model in which computing resources are made available to customers on an on-demand basis. ICE offers Compute on Demand in collaboration with Beeks. The Exchange also intends to launch POD in partnership with Beeks. Beeks will provide the hardware that will allow the Exchange to offer POD. In addition, the Johannesburg Stock Exchange currently offers an advanced managed infrastructure as a service solution, similar to POD, in collaboration with Beeks. See <https://beeksgroup.com/news/johannesburg-stock-exchange-jse-choose-beeks-and-ipc-to-power-private-cloud-deployments-for-their-customers/>.

¹⁰ Cboe affiliated exchanges utilize the Equinix NY4 data center in Secaucus, NJ.

¹¹ 15 U.S.C. 78f(b).

¹² 15 U.S.C. 78f(b)(5).

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 because POD would provide customers with increased optionality to access the Exchange. The Exchange operates in a highly competitive market in which exchanges offer colocation services to facilitate the trading activities of those customers who believe that colocation enhances the efficiency of their trading. POD is a voluntary variant of colocation where customers can directly access the market without needing to procure physical hardware independently, instead they can use a shared computing infrastructure co-located in the data center.

The Exchange believes that the launch of POD will benefit an underserved market segment, including smaller customers who do not currently co-locate in any form at the data center but wish to do so. These smaller trading firms that do not directly connect and interface with the Exchange may struggle with the complexity, upfront investment, ongoing expense, and knowledge gaps required to code, connect, host and manage their own infrastructure, and trade directly with the Exchange. As such, the Exchange believes that the proposal would further the objective of removing impediments to and perfecting the mechanism of a free and open market and a national market system.

The proposal would benefit the public interest by providing customers more colocation options to choose from, thereby enhancing their ability to tailor their colocation operations to the requirements of their business operations. As noted above, POD will be entirely optional and available to all market participants who desire to subscribe to POD. Rather than choosing to co-locate via POD, customers may choose to

(1) directly co-locate at the data center by ordering cabinet space and power, and placing their equipment at the data center; (2) co-locate through a third party; or (3) not co-locate at all. Services comparable to POD are currently offered by, and customers may obtain such service from, any managed service providers that operate at the Carteret data center.

Again, POD will offer its users no special advantages relative to users of the Exchange's traditional colocation services. Though POD will allow customers to use Exchange-provided hardware to access the Exchange, POD does not otherwise fundamentally differ from current connectivity to the Exchange. The Exchange is not proposing to change the nature of the services provided today. Rather, POD will differ as to who provides the hardware.

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.

Nothing in the proposal imposes any burden on the ability of other exchanges to compete. The Exchange operates in a highly competitive market in which exchanges and other vendors offer colocation services to facilitate the trading and other market activities of those market participants who believe that colocation enhances the efficiency of their operations.

Nothing in the Proposal burdens intra-market competition because POD will be available to any customer and customers that wish to co-locate via POD can do so on a non-discriminatory basis. Use of any colocation service is completely voluntary, and each market participant is able to determine whether to use colocation services, including

POD, based on the requirements of its business operations. POD will offer its users no special advantages relative to users of the Exchange's traditional colocation services.

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

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 Act¹³ and subparagraph (f)(6) of Rule 19b-4 thereunder.¹⁴

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.

¹³ 15 U.S.C. 78s(b)(3)(A)(iii).

¹⁴ 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.

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-GEMX-2024-16 on the subject line.

Paper Comments:

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

All submissions should refer to file number SR-GEMX-2024-16. 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-GEMX-2024-16 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.¹⁵

Sherry R. Haywood,

Assistant Secretary.

¹⁵ 17 CFR 200.30-3(a)(12).