608(b)(2) thereunder, that the Proposed Amendments (File No. SR–CTA/CQ–2021–02) be, and hereby are, disapproved.

By the Commission.

J. Matthew DeLesDernier,

Deputy Secretary.

[FR Doc. 2022–20830 Filed 9–26–22; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–95854; File No. SR–MRX–2022–10]

Self-Regulatory Organizations; Nasdaq MRX, LLC; Notice of Filing of Amendment No. 1 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment No. 1, To Amend Its Rules Relating to Single-Leg and Complex Orders in Connection With a Technology Migration

September 21, 2022.

I. Introduction

On July 25, 2022, Nasdaq MRX, LLC (''MRX'' or ''Exchange'') filed with the Securities and Exchange Commission (''Commission''), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act'')[1] and Rule 19b–4 thereunder,[2] a proposed rule change to amend its rules relating to single-leg and Complex Orders in connection with a technology migration. The proposed rule change was published for comment in the **Federal Register** on July 29, 2022.[3] The Commission received no comments regarding the proposal. On September 8, 2022, pursuant to Section 19(b)(2) of the Act,[4] the Commission extended the time for Commission action on the proposal until October 27, 2022.[5] On September 9, 2022, MRX filed Amendment No. 1 to the proposal, which replaces and supersedes the original filing in its entirety.[6] The Commission is publishing this notice to solicit comment on Amendment No. 1 to the proposed rule change from interested persons and is approving the proposed rule change, as modified by Amendment No. 1, on an accelerated basis.

II. Description of the Proposed Rule Change, as Modified by Amendment No. 1

1. Purpose

In connection with a technology migration to an enhanced Nasdaq, Inc. (''Nasdaq'') functionality which will result in higher performance, scalability, and more robust architecture, the Exchange intends to adopt certain trading functionality currently utilized at Nasdaq affiliate exchanges. Also, the Exchange intends to remove certain functionality. Specifically, the following sections would be amended: Options 3, Section 7, Types of Orders and Order and Quote Protocols, Options 3, Section 10, Priority of Quotes and Orders; Options 3, Section 11, Auction Mechanisms; Options 3, Section 12, Crossing Orders, Options 3, Section 13, Price Improvement Mechanisms for Crossing Transactions; Options 3, Section 14, Complex Orders; and Options 3, Section 16, Complex Risk Protections. Each change will be described below.

Legging Order

The Exchange proposes to amend Options 3, Section 7(k)(1) to add a provision which states that a Legging Order[7] will not be generated during a Posting Period, as described in detail below, in progress on the same side in the series pursuant to Options 3, Section 15 regarding Acceptable Trade Range (''ATR''). A Legging Order would not be generated because it would no longer be at the Exchange's displayed best bid or offer, therefore, generating a Legging Order during a Posting Period in progress, on the same side in the series, would lead to its immediate removal, making it superfluous to have been generated.

ATR is a risk protection, that sets dynamic boundaries within which quotes and orders may trade.[8] It is designed to guard the System[9] from experiencing dramatic price swings by preventing the immediate execution of quotes and orders beyond the thresholds set by this risk protection. The Exchange recently amended ATR to adopt an iterative process wherein an order/quote that reaches its ATR boundary is paused for a brief period of time to allow more liquidity to be collected, before the order/quote is automatically re-priced and a new ATR is calculated.[10]

Specifically, SR–MRX–2022–16 amended current Options 3, Section 15(a)(2)(A)(iii) to adopt an iterative process wherein an order or quote reaches the outer limit of the ATR (''Threshold Price'') without being fully executed, it will be posted at the Threshold Price for a brief period, not to exceed one second (''Posting Period''), to allow the market to refresh and determine whether or not more liquidity will become available (on the Exchange or any other exchange if the order is designated as routable) within the posted price of the order or quote before moving on to a new Threshold Price. With this change, upon posting, either the current Threshold Price of the order/quote or an updated NBB for buy orders/quotes or the NBO for sell orders/quotes (whichever is higher for a buy order/quote or lower for a sell order/quote) would become the reference price for calculating a new ATR. If the order/quote remains unexecuted after the Posting Period, a new ATR will be calculated and the

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

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 95363 (July 25, 2022), 87 FR 45814 (''Notice'').

[4] 15 U.S.C. 78s(b)(2).

[5] *See* Securities Exchange Act Release No. 95704 (September 8, 2022), 87 FR 56457 (September 14, 2022).

[6] Amendment No. 1 modifies the original proposal to (1) amend MRX Options 3, Sections 7, 11, 12, and 13 to add a paragraph at the beginning of each of the rules indicating that certain orders that require stock-tied functionality will be implemented at a later date as part of the technology migration; (2) add references to the ''internal BBO'' to the Qualified Contingent Cross and Complex Qualified Contingent Cross provisions in MRX Options 3, Sections 12(c) and (d), and to the proposed Complex Preferenced Order provisions in MRX Options 3, Section 14(b)(19), to conform with the concept of re-pricing at an ''internal BBO,'' as provided in MRX Options 3, Section 5(c) and (d); (3) amend MRX Options 3, Section 13(d)(4) to replace an incorrect reference to the ''Crossing Transaction'' with a reference to the ''exposure period;'' and (4) replace references to File No. SR–MRX–2022–5P with references to File No. SR–MRX–2022–16, to reflect the immediate effectiveness of File No. SR–MRX–2022–16. *See* Securities Exchange Act Release No. 95807 (September 16, 2022) (File No. SR–MRX–2022–16) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Certain Rules in Connection With a Technology Migration to Enhanced Nasdaq Functionality) (''SR–MRX–2022–16''). Amendment No. 1 is available at *https://www.sec.gov/comments/sr-mrx-2022-10/srmrx202210-20138852-308557.pdf.*

[7] A Legging Order is a limit order on the regular limit order book that represents one side of a Complex Options Order that is to buy or sell an equal quantity of two options series resting on the Exchange's Complex Order Book. *See* Options 3, Section 7(k).

[8] *See* Options 3, Section 15(a)(2)(A).

[9] The term ''System'' means the electronic system operated by the Exchange that receives and disseminates quotes, executes orders and reports transactions. See MRX Options 1, Section 1(a)(49).

[10] *See* SR–MRX–2022–16. SR–MRX–2022–16 proposed an iterative process for ATR wherein the Exchange will attempt to execute interest that exceeds the outer limit of the ATR for a brief period of time while that interest is automatically re-priced as described herein. The Exchange also updated the reference price definition to provide that upon receipt of a new order or quote, the reference price will now be the better of the NBB or internal best bid for sell orders/quotes and the better of the NBO or internal best offer for buy orders/quotes or the last price at which the order/quote is posted, whichever is higher for a buy order/quote or lower for a sell order/quote. The additions of ''internal BBO'' were consistent with the re-pricing of orders. SR–MRX–2022–16 is effective, but not yet operative. SR–MRX–2022–16 would be implemented as part of the same technology migration as the changes proposed herein.

order/quote will execute, route, or post up to the new Threshold Price. This process will repeat until either (1) the order/quote is executed, cancelled, or posted at its limit price or (2) the order/quote has been subject to a configurable number of instances of the ATR as determined by the Exchange (in which case it will be returned).

With this change, during the proposed Posting Period, an order would be in flux and would potentially increase (decrease) past the price of any Legging Order generated on the bid (offer) as the order works its way through the order book. Legging Orders are removed from the order book when they are no longer at the Exchange's displayed best bid or offer and, therefore, generating a Legging Order during a Posting Period in progress on the same side in the series would lead to its immediate removal. Accordingly, in the current proposal, the Exchange proposes to amend Options 3, Section 7(k)(1) to provide that a Legging Order would not be created during the Posting Period in progress on the same side in the series. By way of example, assume that the ATR is set for $0.05, the MPV is $0.01 and the following quotations are posted on MRX and away markets:

Away Exchange Quotes:

Exchange	Bid size	Bid price	Offer price	Offer size
ISE	10	0.75	$0.90	10
AMEX	10	0.75	0.92	10
PHLX	10	0.75	0.94	10

MRX Price Levels:

Exchange	Bid size	Bid price	Offer price	Offer size
MRX	10	$0.75	$0.90	10
MRX	10	0.75	0.95	10
MRX	10	0.75	1.00	10
MRX	10	0.75	1.05	10

MRX receives a routable order to buy 70 contracts at $1.10. The ATR is $0.05 and the reference price is the National Best Offer—$0.90. The ATR threshold is then $0.90 + $0.05 = $0.95 which is the Threshold Price. The order is allowed to execute up to and including $0.95.

- 10 contracts will be executed at $0.90 against MRX
- 10 contracts will be executed at $0.90 against ISE
- 10 contracts will be executed at $0.92 against AMEX
- 10 contracts will be executed at $0.94 against PHLX
- 10 contracts will be executed at $0.95 against MRX
- Then, after executing at multiple price levels, the order is posted at $0.95 for a brief period not to exceed one second (Posting Period) to determine whether additional liquidity will become available.
- During this pause, the MRX BBO for this option is 0.95 × 1.00
- Assume the leg above with the Posting Period in process is Leg A of an A–B complex strategy
- Leg B has a BBO of 0.85 × 0.88
- Therefore, the cBBO [11] of this A–B complex strategy is 0.07 × 0.15
  - (Leg A Bid 0.95 − Leg B Offer 0.88 = 0.07)
  - (Leg A Offer 1.00 − Leg B Bid 0.85 = 0.15)
- Also during the pause, a Complex Options Order to buy A–B arrives for net price of $0.11
- The Complex Options Order could generate a Legging Order at $0.96 on the bid of Leg A, relying on the $0.85 bid to sell Leg B and achieve a net price $0.11, however the Legging Order is not generated because Leg A has an order on the bid side in an ATR Posting Period which will continue to move through the order book, and would ultimately lead to the immediate removal of the Legging Order once it is no longer at the Exchange's displayed best bid.
- During the Posting Period, a new ATR Price of $1.00 is determined (new reference price $0.95 + $0.05 = $1.00).
- If, during the Posting Period (brief pause not to exceed 1 second), no liquidity becomes available within the order's posted price of $0.95, then at the conclusion of the Posting Period, the System will execute 10 contracts at $1.00
- Then, after executing at multiple price levels, the order is posted at $1.00 for a brief period not to exceed one second to determine whether additional liquidity will become available.
- A new ATR Threshold Price of $1.05 is determined (new reference price of $1.00 + $0.05 = $1.05).
- During this time the MRX BBO would be $1.00 × $1.05.
- If, during the brief pause not to exceed 1 second, no liquidity becomes available within the order's posted price of $1.00, the System will then execute 10 contracts at $1.05.

The Exchange believes from a System processing and user acceptance standpoint, the best practice is to wait for the ATR Posting Period to complete before attempting to generate a Legging Order on the same side in the series, as the time required to complete the ATR Posting Period is minimal. Nasdaq Phlx LLC's (''Phlx'') legging order rule in Options 3, Section 14(f)(iii)(C)(2) has the same restriction on generating legging orders during the ATR Posting Period as proposed to be added to MRX's Legging Order rule.[12]

Changes to the Single-Leg Price Improvement Mechanism for Crossing Transactions

The Price Improvement Mechanism (''PIM'') is a process by which an Electronic Access Member can provide price improvement opportunities for a transaction wherein the Electronic Access Member seeks to facilitate an order it represents as agent, and/or a transaction wherein the Electronic Access Member solicited interest to execute against an order it represents as agent (a ''Crossing Transaction''). The Exchange provides a PIM for

[11] The ''cBBO'' represents the net price of a complex strategy comprised of the best bids and offers of the individual legs.

[12] Phlx Options 3, Section 14(f)(iii)(C)(2) provides that a Legging Order will not be created, ''. . . (ii) if there is . . . a Posting Period under Options 3, Section 15 regarding Acceptable Trade Range on the same side in progress in the series . . .''.

single-leg [13] orders and for Complex Orders [14] and proposes to amend both single-leg and Complex PIM rules. The Exchange proposes to amend the single-leg PIM in Options 3, Section 13(d)(4) which currently provides,

When a market order or marketable limit order on the opposite side of the market from the Agency Order ends the exposure period, it will participate in the execution of the Agency Order at the price that is mid-way between the best counter-side interest and the NBBO, so that both the market or marketable limit order and the Agency Order receive price improvement. Transactions will be rounded, when necessary, to the $.01 increment that favors the Agency Order.

Today, unrelated interest in the form of a market order or marketable limit order, on the opposite side of the market from an Agency Order,[15] may end an exposure period [16] within a single-leg PIM and participate in the execution of the Agency Order. The unrelated order would participate at the price that is mid-way between the best counter-side interest and the NBBO, so that both the market order or marketable limit order and the Agency Order receive price improvement.

First, the Exchange proposes to *not* permit unrelated marketable interest on the opposite side of the market from the Agency Order, which is received during a single-leg PIM, to early terminate a PIM. The Exchange proposes to amend MRX Options 3, Section 13(d)(4) to instead provide,

Unrelated market or marketable interest (against the MRX BBO) on the opposite side of the market from the Agency Order received during the exposure period will not cause the exposure period to end early and will execute against interest outside of the Crossing Transaction. If contracts remain from such unrelated order at the time the auction exposure period ends, they will be considered for participation in the order allocation process described in sub-paragraph (3).[17]

Today, Phlx [18] and Nasdaq BX, Inc. (''BX'') [19] similarly do not permit unrelated interest on the opposite side of the market from the Agency Order to early terminate their price improvement auctions. With this proposed change, the single-leg PIM exposure period would continue for the full period despite the receipt of unrelated marketable interest on the opposite side of the market from the Agency Order. Allowing the single-leg PIM to run its full course would provide an opportunity for additional price improvement to the Crossing Transaction. Further, the unrelated interest would participate in the single-leg PIM allocation with any residual contracts remaining after interacting with the order book pursuant to MRX Options 3, Section 13(d). The aforementioned residual contracts are contracts that remain available for execution after the unrelated order on the opposite side of market as the Agency Order, which was marketable with bids and offers on the same side of the market as the Agency Order, executed against bids and offers on the Exchange's order book.

Second, the Exchange also proposes to amend current MRX Options 3, Section 13(c)(5) which states,

The exposure period will automatically terminate (i) at the end of the time period designated by the Exchange pursuant to Options 3, Section 13(c)(1) above, (ii) upon the receipt of a market or marketable limit order on the Exchange in the same series, or (iii) upon the receipt of a non-marketable limit order in the same series on the same side of the market as the Agency Order that would cause the price of the Crossing Transaction to be outside of the best bid or offer on the Exchange.

Specifically, the Exchange proposes to remove ''(ii),'' which provides the exposure period will automatically terminate ''. . . (ii) upon the receipt of a market or marketable limit order on the Exchange in the same series . . .''. The Exchange notes that this sentence applies to the receipt of marketable orders both on the same side and opposite side of the Agency order. As described above, the Exchange proposes to *not* permit unrelated marketable interest on the opposite side of the market from the Agency Order, which is received during a single-leg PIM, to early terminate a PIM. Therefore, with respect to the opposite side of the Agency Order, the termination of the auction will no longer be possible with the proposed change to MRX Options 3, Section 13(d)(4). With respect to the same side of the Agency Order, today, an unrelated market or marketable limit order in the same series on the same side of the Agency Order would cause the PIM to early terminate as well. At this time the Exchange proposes to *not* permit an unrelated market or marketable limit order in the same series *on the same side* of the Agency Order to cause the PIM to early terminate. This proposed change will align the functionality of MRX's PIM to that of BX's PRISM and Phlx's PIXL,[20] which do not permit an unrelated market or marketable limit order in the same series on the same side of the Agency Order to cause the PRISM or PIXL to early terminate, unless the BBO improves beyond the price of the Crossing Transaction on the same side.

[13] *See* MRX Options 3, Section 13(a)–(d).

[14] *See* MRX Options 3, Section 13(e).

[15] An Agency Order is the part of a Crossing Transaction that an Electronic Access Member represents as agent. *See* MRX Options 3, Section 13(b).

[16] Upon entry of a Crossing Transaction into the PIM, a broadcast message that includes the series, price and size of the Agency Order, and whether it is to buy or sell, will be sent to all Members. The Exchange designates a time of no less than 100 milliseconds and no more than 1 second for Members to indicate the size and price at which they want to participate in the execution of the Agency Order (''Improvement Orders''). During the exposure period, Improvement Orders may not be canceled, but may be modified to (i) increase the size at the same price, or (ii) improve the price of the Improvement Order for any size up to the size of the Agency Order. During the exposure period, responses (including the Counter-Side Order, Improvement Orders, and any changes to either) submitted by Members shall not be visible to other auction participants. The exposure period will automatically terminate (i) at the end of the time period designated by the Exchange pursuant to Options 3, Section 13(c)(1) above, (ii) upon the receipt of a market or marketable limit order on the Exchange in the same series, or (iii) upon the receipt of a non-marketable limit order in the same series on the same side of the market as the Agency Order that would cause the price of the Crossing Transaction to be outside of the best bid or offer on the Exchange. *See* MRX Options 3, Section 13(c).

[17] Subparagraph (3) of Options 3, Section 13(d) describes the manner in which a Counter-Side Order would be allocated. The Counter Side Order is one part of a Crossing Transaction and represents the full size of the Agency Order. The Counter-Side Order may represent interest for the Member's own account, or interest the Member has solicited from one or more other parties, or a combination of both. *See* MRX Options 3, Section 13(b).

[18] Phlx Options 3, Section 13(b)(4) provides that an unrelated market or marketable Limit Order (against the PBBO) on the opposite side of the market from the PIXL Order received during the Auction will not cause the Auction to end early and will execute against interest outside of the Auction. *See* Securities Exchange Act Releases No. 79835 (January 18, 2017), 82 FR 8445 (January 25, 2017) (SR–Phlx–2016–119) (Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment No. 1 Thereto, To Amend the PIXL Price Improvement Auction in Phlx Rule 1080(n) and To Make Pilot Program Permanent) and 63027 (October 1, 2010), 75 FR 62160 (October 7, 2010) (SR–Phlx–2010–108) (''PIXL Approval Order''). The Commission noted in SR–Phlx–2016–119 that, ''In approving this feature on a pilot basis, the Commission found that 'allowing the PIXL auction to continue for the full auction period despite receipt of unrelated orders outside the Auction would allow the auction to run its full course and, in so doing, will provide a full opportunity for price improvement to the PIXL Order. Further, the unrelated order would be available to participate in the PIXL order allocation.' The Exchange does not believe that this provision has had a significant impact on either the unrelated order or the PIXL Auction process, either for simple or Complex PIXL Orders. The Exchange therefore has requested that the Commission approve this aspect of the Pilot on a permanent basis for both simple and Complex PIXL Orders.''

[19] BX Options 3, Section 13(ii)(D) provides that unrelated market or marketable interest (against the BX BBO) on the opposite side of the market from the PRISM Order received during the Auction will not cause the Auction to end early and will execute against interest outside of the Auction.

[20] *See* Options 3, Section 13 of BX's PRISM Rules and Phlx's PIXL Rules.

The Exchange notes that a market or marketable limit order in the same series on the same side of the Agency Order cannot interact with a PIM auction. The market or marketable limit order may interact with the single-leg order book, and if there are residual contracts that remain from the market or marketable limit order in the same series on the same side of the Agency Order, they could rest on the order book and improve the BBO beyond the price of the Crossing Transaction which would cause early termination pursuant to proposed Options 3, Section 13(c)(5)(ii) as discussed below. In this instance, residual contracts are contracts that remain available for execution after the unrelated order on the same side of market as the Agency Order, which was marketable with bids and offers on the opposite side of the market as the Agency Order, executed against bids and offers on the Exchange's order book. The Exchange believes that this outcome would allow for the single-leg PIM exposure period to continue for the full period despite the receipt of unrelated marketable interest on the same side of the market from the Agency Order, provided residual interest does not go on to rest on the order book, improving the BBO beyond the price of the Crossing Transaction. Allowing the single-leg PIM to run its full course (unless the BBO improves beyond the price of the Crossing Transaction on the same side), rather than early terminate, would provide an opportunity for price improvement to the Agency Order.

Third, the Exchange proposes to amend current MRX Options 3, Section 13(c)(iii) to align the rule text more closely with language in BX Options 3, Section 13(ii)(B)(2).[21] Specifically, the Exchange proposes to amend Options 3, Section 13(c)(5) to delete current ''iii'' and renumber as ''ii''. Proposed new Options 3, Section 13(c)(5)(ii) would state, ''The exposure period will automatically terminate . . . (ii) any time the Exchange best bid or offer improves beyond the price of the Crossing Transaction on the same side of the market as the Agency Order . . .'' The proposed rule is designed to align to BX's rule text to remove any ambiguity that a market or marketable limit order priced more aggressively than the Agency Order could ultimately rest on the order book, improving the BBO beyond the price of the Crossing Transaction and, therefore, cause the early termination of a PIM auction.

By way of example, assume: MRX 1.00×2.00 (10) and a second MRX Market Maker's quote is 1.00×2.10 (10). If a PIM auction starts with a buy at 1.50, and subsequently an order to buy for 20 @2.00 arrives, the incoming order would trade with the quote, and the remaining 10 contracts would rest on the order book. Thereafter, the MRX BBO would update to 2.00×2.10 and trigger the early termination of the single-leg PIM pursuant to Options 3, Section 13(c)(5)(iii), which is being renumbered to Options 3, Section 13(c)(5)(ii). Early terminating the single-leg PIM in this example is necessary because the price of the single-leg PIM is no longer at the top of book (best price) and would not have execution priority with respect to responses or unrelated interest that arrive. By early terminating the single-leg PIM, MRX allows responses to the single-leg PIM, which arrived prior to the time the Exchange's best bid and offer improved beyond the Crossing Transaction, to execute.

The Exchange believes the proposed rule text will provide greater clarity to the manner in which the System operates today with respect to early termination of single-leg PIMs when the BBO on the same side improves beyond the price of the Crossing Transaction. The proposed amendment to the rule text is not intended to amend the current System functionality, rather it is intended to make clear that a market or marketable limit order could ultimately rest on the order book with residual interest and improve the BBO on the same side as the Agency Order beyond the price of the Crossing Transaction and cause the single-leg PIM to early terminate.

Fourth, the Exchange proposes to add a new MRX Options 3, Section 13(c)(5)(iii) which states, ''. . . (iii) any time there is a trading halt on the Exchange in the affected series . . .''. This proposed rule text is not modifying how the System currently operates.[22] Today, a trading halt would cause a single-leg PIM to early terminate. Current MRX Options 3, Section 13(d)(5) notes such an early termination as a result of the aforementioned trading halt. Adding this circumstance to the list of events that would terminate the exposure period would make the list complete and add clarity to the rule. Furthermore, the Exchange notes that in a separate rule change, SR–MRX–2022–5P,[23] [sic] the Exchange is proposing to amend Options 3, Section 13(d)(5) to change the System behavior such that if a trading halt is initiated after an order is entered into the PIM, such auction will be automatically terminated with execution solely with the Counter-Side Order. Today, if a trading halt is initiated after an order is entered into the PIM, such auction will be automatically terminated without execution.[24]

Changes to the Complex PIM

In accordance with the proposed rule change regarding the early termination provisions of a single-leg PIM auction explained above, the Exchange also proposes to remove a paragraph related to Complex PIM in current MRX Options 3, Section 13(e)(4)(vi) which provides,

> A Complex Price Improvement Mechanism in a complex strategy may be ongoing at the same time as a Price Improvement Auction pursuant to this Rule or during an exposure period pursuant to Supplementary Material .02 to Options 5, Section 2 in a component leg(s) of such Complex Order. If a Complex Price Improvement Mechanism is early terminated pursuant to paragraph (iv) above, and the incoming Complex Order that causes the early termination in the complex strategy is also marketable against a component leg(s) of the complex strategy that is the subject of a concurrent ongoing Price Improvement Auction pursuant to this Rule or an exposure period pursuant to Supplementary Material .02 to Options 5, Section 2, then the concurrent Complex Price Improvement Mechanism and component leg auction(s) are processed in the following sequence: (1) the Complex Price Improvement Mechanism is early terminated; (2) the component leg auction(s) are early terminated and processed; and (3) legging of residual incoming Complex Order interest occurs, except with respect to Stock Option Orders and Stock Complex Orders.

[21] BX Options 3, Section 13(ii)(B) provides ''Conclusion of Auction. The PRISM Auction shall conclude at the earlier to occur of (1) through (3) below, with the PRISM Order executing pursuant to paragraph (C)(1) or (C)(2) below if it concludes pursuant to (2) or (3) of this paragraph. (1) The end of the Auction period; (2) For a PRISM Auction any time the BX BBO crosses the PRISM Order stop price on the same side of the market as the PRISM Order; (3) Any time there is a trading halt on the Exchange in the affected series.''

[22] MRX Options 3, Section 13(d)(5) currently states that, ''If a trading halt is initiated after an order is entered into the Price Improvement Mechanism, such auction will be automatically terminated without execution.'' Of note, the Exchange is proposing to amend MRX's PIM within a separate rule change, SR–MRX–2022–5P. Among other things, the Exchange proposes to amend the PIM functionality so that if a trading halt is initiated after an order is entered into the PIM, the auction will be automatically terminated with an execution. Specifically, SR–MRX–2022–5P proposes to renumber current MRX Options 3, Section 13(d) to Options 3, Section 13(d)(6) and proposes to state, ''If a trading halt is initiated after an order is entered into the Price Improvement Mechanism, such auction will be automatically terminated with execution solely with the Counter-Side Order.''

[23] MRX has separately filed to amend Options 3, Section 13(d)(5) within SR–MRX–2022–5P. [sic] SR–MRX–2022–5P [sic] proposes to amend, among other things, the rule text in Options 3, Section 13, except that it does not amend Options 3, Section 13(c)(5).

[24] *See* current MRX Options 3, Section 13(d)(5).

Today, unrelated marketable interest may cause the early termination of a single-leg PIM, if a component leg of a Complex Order is marketable against the order book in the same series as the single-leg PIM. An example is provided below.

Example #1 (Complex PIM early termination elimination – opposite side)[25]

Complex Order Strategy A–B
MM Quote Leg A 4.20 (100) × 4.50 (100)
MM Quote Leg B 4.00 (100) × 4.10 (100)
cBBO 0.10 × 0.50
(Leg A Bid 4.20 – Leg B Offer 4.10 = 0.10)
(Leg A Offer 4.50 – Leg B Bid 4.00 = 0.50)
Complex PIM to Buy A–B 10 @ 0.20, with an election to automatically match to a net price of 0.10
Complex PIM begins
Single-leg PIM Auction on Leg A to Buy 100 @ 4.25
Single-leg PIM begins

During both auction timers, an unrelated marketable Complex Order A–B to sell 50 @ a net price of 0.10 arrives (the individual legs of the marketable Complex Order would be selling A @ 4.20 and buying B @ 4.10).

Complex Order PIM is early terminated and trades 4 with the Counter-Side Order @ a net price of 0.10 and 6 with the unrelated Complex Order @ a net price of 0.15.

Today, the unrelated Complex Order would have legged-in after trading with the Complex PIM and caused the single-leg PIM to early terminate because one leg of the Complex Order was marketable against the Leg A bid of 4.20.

With the proposed amendment, the unrelated Complex Order will not cause the single-leg PIM to early terminate as a result of trading with an unrelated order on the opposite side in the same series. The unrelated marketable Complex Order will trade with the Complex PIM as well as the best bids and offers from the single-leg order book. In this case, the remaining quantity of the unrelated Complex Order would leg-in and trade with the single-leg quotes without impacting the single-leg PIM; the single-leg PIM auction timer would conclude after running its full course. Thereafter, if there are no responses to the single-leg PIM, the Agency Order would trade 100 @4.25 with the Counter-Side Order.

Today, if a Complex PIM is early terminated pursuant to MRX Options 3, Section 14(e)(4)(iv)[26] and the incoming Complex Order that causes the early termination in the complex strategy is also marketable against a component leg(s) of the complex strategy that is the subject of a concurrent ongoing single-leg PIM, or an exposure period pursuant to flash functionality as provided for in Supplementary Material .02 to Options 5, Section 2,[27] then the concurrent Complex PIM and component leg auction(s) are processed in accordance with MRX Options 3, Section 14(e)(4)(vi).

With this proposed change, a single-leg PIM will no longer early terminate as a result of the arrival of unrelated marketable interest on either the same or the opposite side of the market from the Agency Order. Because a single-leg PIM will no longer early terminate from the arrival of unrelated marketable interest on either the same or the opposite side of the market from the Agency Order, and because the flash functionality will no longer exist,[28] the Exchange proposes to delete MRX Options 3, Section 13(e)(4)(vi) in its entirety.

Additionally, the Exchange proposes to remove a related paragraph in current Supplementary Material .01(b)(iii) of MRX Options 3, Section 14 describing Complex Order Exposure, which states,

> A Complex Order Exposure in a complex strategy may be ongoing in a complex strategy at the same time as a Price Improvement Auction pursuant to Options 3, Section 13 or during an exposure period pursuant to Supplementary Material .02 to Options 5, Section 2 in a component leg(s) of such complex strategy. If a Complex Order Exposure is early terminated pursuant to paragraph (ii) above, and the incoming Complex Order that causes the early termination in the complex strategy is also marketable against a component leg(s) of the complex strategy that is the subject of a concurrent ongoing Price Improvement Auction pursuant to Options 3, Section 13 or an exposure period pursuant to Supplementary Material .02 to Options 5, Section 2, then the concurrent Complex Order and component leg auction(s) are processed in the following sequence: (1) the Complex Order exposure is early terminated; (2) the component leg auction(s), which are early terminated and processed; and (3) legging of residual incoming Complex Order interest occurs.

Today, unrelated marketable interest may cause the early termination of a single-leg PIM, therefore, when a Complex Order legs into the single-leg order book, it may cause the early termination of a single-leg PIM if that leg was on either the same or the opposite side of the market from the single-leg PIM. An example is provided below.

Example #2 (Complex Exposure early termination elimination – opposite side)[29]

Complex Order Strategy A–B
MM Quote Leg A 4.20 (100) × 4.50 (100)
MM Quote Leg B 4.00 (100) × 4.10 (100)
cBBO 0.10 × 0.50
(Leg A Bid 4.20 – Leg B Offer 4.10 = 0.10)
(Leg A Offer 4.50 – Leg B Bid 4.00 = 0.50)
Complex Order in A–B Strategy marked for Complex Order Exposure to buy 10 @ 0.20
Complex Order Exposure auction begins
Single-leg PIM Auction on Leg A to Buy 100 @ 4.25
Single-leg PIM begins

During both auction timers, unrelated marketable Complex Order A–B Sell 50 @ 0.10 arrives.

Complex Order Exposure is early terminated and the exposed order to buy A–B 10 @ 0.20 and trades with the unrelated Complex Order 10 @ net price of 0.10.

Today, the unrelated marketable Complex Order would have legged-in after trading with the Complex Order Exposure and caused the single-leg PIM to early terminate because one leg of the marketable Complex Order on the opposite side was marketable against the Leg A bid of 4.20.

With the proposed amendment, the unrelated marketable Complex Order will not cause the single-leg PIM on the opposite side in the same series to early terminate as a result of the component leg of the Complex Order being marketable against the bid in the same series as the single-leg PIM. The unrelated marketable Complex Order will trade with the Complex Order Exposure order as well as the best bids and offers from the single-leg order book. In this case, the remaining quantity would leg-in and trade with the single-leg quotes without impacting the single-leg PIM; the auction timer would conclude after running its full course. Thereafter, the Crossing Transaction would trade 100 @4.25 Agency Order with the Counter-Side Order.

[25] Example 1 addresses an order on the opposite side of the Agency Order, although the same early termination would apply to an order on the same side of an Agency Order pursuant to MRX Options 3, Section 13(e)(4)(vi).

[26] MRX Options 3, Section 14(e)(4)(iv) provides, "The exposure period will automatically terminate (A) at the end of the time period designated by the Exchange pursuant to subparagraph (4)(i) above, (B) upon the receipt of a Complex Order in the same complex strategy on either side of the market that is marketable against the Complex Order Book or bids and offers for the individual legs, or (C) upon the receipt of a non-marketable Complex Order in the same complex strategy on the same side of the market as the Agency Complex Order that would cause the execution of the Agency Complex Order to be outside of the best bid or offer on the Complex Order Book."

[27] Pursuant to Supplementary Material .02 to ISE Options 5, Section 2, ISE permits certain orders to first be exposed at the NBBO to all Members for execution at the National Best Bid or Offer ("NBBO") before the order would be routed to another market for execution ("flash functionality"). MRX Options 5 Rules are incorporated by reference to ISE Options 5 Rules.

[28] MRX filed a rule change to eliminate its flash functionality. *See* Securities Exchange Act Release No. 94897 (May 12, 2022), 87 FR 30294 (May 18, 2022) (SR–ISE–2022–11) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Routing Functionality in Connection With a Technology Migration). MRX's rule regarding flash functionality at Supplementary Material .02 to Options 5, Section 2 is incorporated by reference to Nasdaq ISE, LLC Options 5 rules. Therefore, eliminating the flash functionality from ISE Options 5 rules also eliminates the flash functionality from MRX's Options 5 rules. SR–ISE–2022–11 is effective but not yet operative. SR–ISE–2022–11 would be implemented as part of the same technology migration as the changes proposed herein.

[29] Example 2 addresses an order on the opposite side of the Agency Order, although the same early termination would apply to an order on the same side of the Agency Order pursuant to Supplementary Material .01(b)(iii) of MRX Options 3, Section 14.

Today, when a Complex Order Exposure early terminates, as a result of the arrival of unrelated marketable Complex Order interest that trades against the exposed Complex Order and the best bids and offers on the single-leg order book (as described in Supplementary Material .01(b)(ii) of MRX Options 3, Section 14), the component legs of the unrelated marketable Complex Order on either the same or the opposite side of the single-leg PIM may leg-in and cause early termination of the single-leg PIM. Thereafter, the component leg auction(s) would be processed pursuant to Supplementary Material .01(b)(iii) of MRX Options 3, Section 14. With this proposed change to MRX Options 3, Section 13(d)(4), a single-leg PIM will no longer early terminate from the arrival of unrelated marketable interest on either the same or opposite side of the market from the Agency Order. Therefore, because a single-leg PIM will no longer early terminate from the arrival of unrelated marketable interest on either the same or opposite side of the market from the Agency Order, and because the flash functionality will no longer exist,[30] the early termination provisions addressed in Supplementary Material .01(b)(iii) of MRX Options 3, Section 14 will no longer arise, accordingly, the Exchange proposes to delete Supplementary Material .01(b)(iii) of MRX Options 3, Section 14 in its entirety.

Re-Pricing

In connection with the technology migration, the Exchange recently adopted re-pricing functionality for certain quotes and orders that lock or cross an away market's price.[31] As a result of the effectiveness of SR–MRX–2022–16, the Exchange proposes a number of corresponding amendments in Options 2, Section 12, as well as the proposed definition of Complex Preferenced Orders, which is discussed below, in connection with adopting the re-pricing mechanism.

With the recent change within SR–MRX–2022–16, the System will re-price certain quotes and orders that lock or cross an away market's price. Specifically, quotes and orders which lock or cross an away market price will be automatically re-priced to the current national best offer (for bids) or the current national best bid (for offers) and displayed one minimum price variance ("MPV") above (for offers) or below (for bids) the national best price. The re-priced quotes and orders will be displayed on OPRA at its displayed price and placed on the Exchange's order book at its re-priced, non-displayed price, which may be priced better than the NBBO. The quotes and orders will remain on the Exchange's order book and will be accessible at their non-displayed price. With this change, a non-displayed limit order or quote may be available on the Exchange at a price that is better than the NBBO. The following example illustrates how the proposed re-pricing mechanism would work:

Symbol ABCD in a Non-Penny name
CBOE BBO at 1.00 × 1.20
DNR order to buy ABCD for 1.30 arrives
DNR buy order books at 1.20 (current national best offer) and displays at 1.15 (one MPV below national best offer) *
CBOE BBO adjusts to 1.00 × 1.25
DNR buy order adjusts to book at 1.25 (current national best offer) and displays at 1.20 (one MPV below national best offer) *
* OPRA will show the displayed price, not the booked price

Recently amended Options 3, Section 5(c) provides that the System automatically executes eligible orders using the Exchange's displayed best bid and offer (*i.e.,* BBO) or the Exchange's non-displayed order book ("internal BBO") if the best bid and/or offer on the Exchange has been re-priced pursuant to Options 3, Section 5(d).[32] The definition of an "internal BBO" will cover re-priced quotes and orders that remain on the order book and are available at non-displayed prices while resting on the order book.[33]

In connection with the foregoing changes, the Exchange proposes to add references to "internal BBO" within Options 3, Section 12(c) and (d) which describe the Qualified Contingent Cross Orders and Complex Qualified Contingent Cross Orders, respectively, to conform with the concept of re-pricing at an internal BBO as provided in Options 3, Sections 4(b)(6) and 4(b)(7) and Options 3, Section 5(c) and (d) within SR–MRX–2022–16. As noted above, the internal BBO could be better than the NBBO. The Exchange believes that adding references to the internal BBO to Options 3, Section 12(c) and (d) would continue to require Members to be at or between the best price, that is not at the same price as a Priority Customer Order on the Exchange's limit order book, to execute a Qualified Contingent Cross Order. Further, with respect to Complex Qualified Contingent Cross Orders, the Exchange would continue to require a Member to be at or between the best price for the individual series and comply with other relevant provisions noted within Options 3, Section 12(d) to execute a Complex Qualified Contingent Cross Order. The Exchange believes that the addition of "internal BBO" is consistent with the intent of these order types, which is to require Members submit these orders at the best price and not execute ahead of better-priced quotes or orders.

The Exchange proposes to amend Options 3, Section 12(c), which describes the conditions under which a Qualified Contingent Cross Order may be entered into the System for execution, to state that a Qualified Contingent Cross Order may be executed upon entry provided the execution is at or between the *better of the internal BBO* or the NBBO.[34] Similarly, the Exchange proposes to amend Options 3, Section 12(d), which describes the conditions under which a Complex Qualified Contingent Cross Order may be entered into the System for execution, to state that Complex Options Orders may be entered as Qualified Contingent Cross Orders to be automatically executed upon entry so long as the options legs can be executed

[30] *Id.* [sic].

[31] *See* SR–MRX–2022–16. This rule change is effective, but not yet operative. SR–MRX–2022–16 would be implemented as part of the same technology migration as the changes proposed herein.

[32] A similar change was made for quotes within Options 3, Section 4(b)(7). The Exchange added the following new rule text to Options 3, Section 4(b)(7), "The System automatically executes eligible quotes using the Exchange's displayed best bid and offer ("BBO") or the Exchange's non-displayed order book ("internal BBO") if the best bid and/or offer on the Exchange has been repriced pursuant to Options 3, Section 5(d) below and subsection (6) above."

[33] The Exchange amended the rule text within Options 3, Section 4 and Options 3, Section 5, within SR–MRX–2022–16, to describe the manner in which a non-routable quotes and orders would be re-priced, respectively. The Exchange added rule text within Options 3, Section 4(b)(6) to state, "A quote will not be executed at a price that trades through another market or displayed at a price that would lock or cross another market. If, at the time of entry, a quote would cause a locked or crossed market violation or would cause a trade-through violation, it will be re-priced *to the current national best offer (for bids) or the current national best bid (for offers)* and displayed at one minimum price variance above (for offers) or below (for bids) the national best price, or immediately cancelled, as configured by the Member." The Exchange amended the rule text within Options 3, Section 5(d) to state, "An order that is designated by a Member as non-routable will be re-priced in order to comply with applicable Trade-Through and Locked and Crossed Markets restrictions. If, at the time of entry, an order that the entering party has elected not to make eligible for routing would cause a locked or crossed market violation or would cause a trade-through violation, it will be re-priced to the current national best offer (for bids) or the current national best bid (for offers) and displayed at one minimum price variance above (for offers) or below (for bids) the national best price."

[34] The Qualified Contingent Cross Order must also not be at the same price as a Priority Customer Order on the Exchange's limit order book. *See* Options 3, Section 12(c).

at prices that are at or between the *better of the internal BBO* or the NBBO for the individual series.[35]

The Exchange also proposes to add the ''internal BBO'' rule text in its description of Complex Preferenced Orders within new Options 3, Section 14(b)(19). This change is described below.

Delayed Functionality

The Exchange proposes to delay the implementation of certain functionality in Options 3, Section 7, 11, 12, 13, and 14 in connection with the technology migration. Specifically, Stock-Option Strategies as described in MRX Options 3, Section 14(a)(2),[36] Stock-Complex Strategies as described in MRX Options 3, Section 14(a)(3),[37] Complex QCC with Stock Orders as described in MRX Options 3, Section 14(b)(15),[38] and QCC with Stock Orders [39] as described in Options 3, Section 7(t) and 12(e), Stock-Option Orders [40] as described in Options 3, Sections 11(c) and 13(e), Stock-Complex Orders [41] as described in Options 3, Sections 11(c) and 13(e) and Trade Value Allowance,[42] as described in Supplementary Material .03 of MRX Options 3, Section 14, would not be available for symbols that migrated to the platform (''Delayed Functionalities''). Today, these Delayed Functionalities are available to Members.

The Delayed Functionalities would not be available for symbols that migrated to the platform and thereafter, until such time as the Exchange recommenced their availability by announcing a date in an Options Trader Alert, which date would be prior to one year from the start of the migration of the symbols to the platform. The Exchange is staging the migration to provide maximum benefit to its Members while also ensuring a successful rollout. The Exchange intends to focus its resources on the other amendments to its System that are contemplated with this System migration and other amendments that have been filed with the Commission. Additionally, the Exchange desires to offer Members adequate time to test their access to the new platform to ensure a smooth transition for Members. The proposed delay will also provide the Exchange additional time to code, test, and implement on the Delayed Functionalities on the enhanced platform. The Exchange further notes that it is contemplating amendments to its stock-tied functionality and desires additional time to draft and code those changes before reintroducing stock-tied on MRX.[43]

While no Members will be able to utilize the Delayed Functionalities on MRX to accomplish an options transaction with stock until they are reactivated on MRX, ISE currently offers the Delayed Functionalities. As such, the ability to transact options with stock would be available on ISE for Members, as is the case today. The Exchange has issued Options Technical Updates to apprise Members of the migration schedule.[44] The Exchange intends to continue to issue Options Trader Alerts to ensure Members are aware of when the functionality will be available on its market.

Other Complex Order Amendments

Opening Only Complex Order

Currently, MRX Options 3, Section 14(b)(10) states, ''An Opening Only Complex Order is a Limit Order that may be entered for execution during the Complex Opening Process described in Supplementary Material .04 to Options 3, Section 14. Any portion of the order that is not executed during the Complex Opening Process is cancelled.'' The Exchange proposes to amend MRX Options 3, Section 14(b)(10) to remove the word ''Limit'' within the description of the Opening Only Complex Order to allow Opening Only Complex Orders to be submitted as Market Orders or Limit Orders. This amendment is consistent with current System operations. The Exchange believes that both Market and Limit Orders should be permitted in the Complex Opening Process.[45] Market Orders are typically the most aggressively priced orders, while Limit Orders have a limit price contingency that Market Orders do not have. Allowing both of these order types to participate in the Complex Opening Process allows greater liquidity to be present to determine the Opening

[35] Currently, Options 3, Section 12(d) provides in its entirety that Complex Options Orders may be entered as Qualified Contingent Cross Orders, as defined in Options 3, Section 7(j). Such orders will be automatically executed upon entry so long as: (i) the price of the transaction is at or within the best bid and offer for the same complex options strategy on the Complex Order Book; (ii) there are no Priority Customer Complex Options Orders for the same strategy at the same price on the Complex Order Book; and (iii) the options legs can be executed at prices that (A) are at or between the NBBO for the individual series, and (B) comply with the provisions of Options 3, Section 14(c)(2)(i), provided that no legs of the Complex Options Order can be executed at the same price as a Priority Customer Order on the Exchange in the individual options series. Complex Qualified Contingent Cross Orders will be rejected if they cannot be executed. Complex Qualified Contingent Cross Orders may be entered in one cent increments. Each leg of a Complex Options Order must meet the 1,000 contract minimum size requirement for Qualified Contingent Cross Orders.

[36] A Stock-Option Strategy is the purchase or sale of a stated number of units of an underlying stock or a security convertible into the underlying stock (''convertible security'') coupled with the purchase or sale of options contract(s) on the opposite side of the market representing either (A) the same number of units of the underlying stock or convertible security, or (B) the number of units of the underlying stock necessary to create a delta neutral position, but in no case in a ratio greater than eight-to-one (8.00), where the ratio represents the total number of units of the underlying stock or convertible security in the option leg to the total number of units of the underlying stock or convertible security in the stock leg. *See* MRX Options 3, Section 14(a)(2).

[37] A Stock-Complex Strategy is the purchase or sale of a stated number of units of an underlying stock or a security convertible into the underlying stock (''convertible security'') coupled with the purchase or sale of a Complex Options Strategy on the opposite side of the market representing either (A) the same number of units of the underlying stock or convertible security, or (B) the number of units of the underlying stock necessary to create a delta neutral position, but in no case in a ratio greater than eight-to-one (8.00), where the ratio represents the total number of units of the underlying stock or convertible security in the option legs to the total number of units of the underlying stock or convertible security in the stock leg. Only those Stock-Complex Strategies with no more than the applicable number of legs, as determined by the Exchange on a class-by-class basis, are eligible for processing. *See* MRX Options 3, Section 14(a)(3).

[38] A Complex QCC with Stock Order is a Qualified Contingent Cross Complex Order, as defined in subparagraph (b)(6) of Options 3, Section 14, entered with a stock component to be communicated to a designated broker-dealer for execution pursuant to MRX Options 3, Section 12(f).

[39] A QCC with Stock Order is a Qualified Contingent Cross Order, as defined in Options 3, Section 7(j), entered with a stock component to be communicated to a designated broker-dealer for execution pursuant to Options 3, Section 12(c). *See* Options 3, Section 7(t).

[40] The term ''Stock-Option Order'' refers to an order for a Stock-Option Strategy as defined in Options 3, Section 14(a)(2).

[41] The term ''Stock-Complex Order'' refers to an order for a Stock-Complex Strategy as defined in Options 3, Section 14(a)(3).

[42] Trade Value Allowance permits Stock-Option Strategies and Stock-Complex Strategies at valid increments Options 3, Section 14(c)(1), Stock-Option Strategies and Stock-Complex Strategies to trade outside of their expected notional trade value by a specified amount, in order to facilitate the execution of the stock leg and options leg(s). The Trade Value Allowance is the percentage difference between the expected notional value of a trade and the actual notional value of the trade. The amount of Trade Value Allowance permitted may be determined by the Member, or a default value determined by the Exchange and announced to Members; provided that any amount of Trade Value Allowance is permitted in mechanisms pursuant to Options 3, Sections 11 and 13 when auction orders do not trade solely with their contra-side order. *See* Supplementary Material .03 of MRX Options 3, Section 14.

[43] MRX would also need time to file any related rule changes with the Commission prior to reintroducing stock-tied functionality.

[44] *See* Options Technical Updates #2022–2 and 2022–3. *See also https://www.nasdaq.com/solutions/mrx-replatform.*

[45] The Complex Opening Process is described in Supplementary Material .04 of MRX Options 3, Section 14.

Price.[46] All Members may enter both Market Orders and Limit Orders during the Complex Opening Process, as well as intra-day.

Complex QCC With Stock Orders

The Exchange proposes to correct a non-substantive citation with MRX Options 3, Section 14(b)(15) related to Complex QCC with Stock Orders. The current citation to MRX Options 3, Section 12(e) within the description of this order type is incorrect. The citation should be to MRX Options 3, Section 12(f). Correcting this cross reference will clarify the description of the order type.

Complex Preferenced Orders

The Exchange proposes to add ''Complex Preferenced Orders'' to the list of Complex Order Types in Options 3, Section 14(b). This proposal describes how Complex Preferenced Orders will work. MRX Options 2, Section 10 currently describes Preferenced Orders which may be Complex Preferenced Orders.[47] To complete the list of Complex Order types, the Exchange proposes to state in MRX Options 3, Section 14(b)(19) that,

> [a] Complex Preferenced Order is a Complex Order for which an Electronic Access Member has designated a Preferred Market Maker as described in Options 2, Section 10. The component leg(s) of a Complex Order with a Preferenced Order instruction may allocate pursuant to Options 3, Section 10(c)(1)(C) when the Complex Preferenced Order legs into the single-leg market provided that the Preferred Market Maker is quoting at the better of the internal BBO or the NBBO for a component leg(s) of the Complex Preferenced Order at the time the Complex Preferenced Order is received. A Preferred Market Maker will not receive an allocation pursuant to Options 3, Section 10(c)(1)(C) for a component leg(s) of a Complex Preferenced Order if the Preferred Market Maker is not quoting at the better of the internal BBO or the NBBO for that leg at the time the Complex Preferenced Order is received.

Allocation of a leg(s) of a Complex Preferenced Order, pursuant to MRX Options 3, Section 10, would occur when a leg(s) of a Complex Order trades synthetically with the Preferred Market Maker's [48] quote that was at the better of the internal BBO or the NBBO on the single-leg order book in accordance with MRX Options 3, Section 10. A Preferred Market Maker must be quoting at the NBBO for a component leg(s) of the Complex Preferenced Order at the time the Complex Preferenced Order is received. As is the case for single-leg orders, a Preferred Market Maker will not receive an allocation pursuant to Options 3, Section 10(c)(1)(C) for a component leg(s) of a Complex Preferenced Order if the Preferred Market Maker is not quoting at the better of the internal BBO or NBBO for that leg at the time the Complex Preferenced Order is received.

The referenced internal BBO is being utilized within the description of the Complex Preferenced Order because the internal BBO for a leg component of Complex Order on the single-leg order book may be priced better than the NBBO. The Exchange notes that similar changes were recently made to the Preferenced Order type for single-leg orders within Options 7, Section 3.[49] The Exchange described re-pricing earlier in Purpose section.

With respect to orders which leg into the single-leg order book, MRX Options 3, Section 14(c) states that, ''Except as otherwise provided in this Rule, complex strategies shall be subject to all other Exchange Rules that pertain to orders and quotes generally.'' Additionally, the Exchange notes that orders that execute against interest on the single-leg order book, including the options leg of Complex Options Strategies are subject to the provisions of MRX Options 3, Section 5 which, among other things, describes the NBBO Price Protection and Trade-Through Compliance and Locked or Crossed Markets.

Further, Supplementary Material .01 to Options 9, Section 1 provides,

> [i]t will be a violation of this Rule for a Member to have a relationship with a third party regarding the disclosure of agency orders. Specifically, a Member may not disclose to a third party information regarding agency orders represented by the Member prior to entering such orders into the System to allow such third party to attempt to execute against the Member's agency orders. A Member's disclosing information regarding agency orders prior to the execution of such orders on the Exchange would provide an inappropriate informational advantage to the third party in violation of this Rule. For purposes of this paragraph .01, a third party includes any other person or entity, including affiliates of the Member. Nothing in this paragraph is intended to prohibit a Member from soliciting interest to execute against an order it represents as agent (a ''solicited order''), the execution of which is governed by Options 3, Section 22(e) and paragraph .02 of Supplementary Material to Options 3, Section 22.

This rule prohibits a Member from notifying a Preferred Market Maker of an intention to submit a Complex Preferenced Order so that the Preferred Market Maker could change its quotation to match the NBBO immediately prior to submission of the Complex Preferenced Order, and then fade its quote. The Exchange represents that it proactively conducts surveillance for, and enforces against, violations of Supplementary Material .01 to Options 9, Section 1.

The Exchange's proposal to add ''Complex Preferenced Orders'' to the list of Complex Order Types in MRX Options 3, Section 14(b) will continue to encourage Preferred Market Makers to quote aggressively in an effort to execute against the Complex Preferenced Order. Preferred Marker Makers are not able to ascertain if a particular order is a Complex Preferenced Order. The Exchange believes the proposal will encourage Market Makers to quote tighter and add a greater amount of liquidity on MRX in an attempt to interact with Complex Preferenced Orders that are sent to the Exchange. This order flow will benefit all market participants on the Exchange because any MRX Member may interact with that order flow.

The addition of Complex Preferenced Orders to the list of order types in MRX Options 3, Section 14(b) will make clear to Members the availability of Complex Preferenced Orders. Both Phlx [50] and MIAX [51] have a similar order type.

[46] The Opening Price is described in MRX Options 3, Section 14(a)(2).

[47] MRX Options 2, Section 10 provides, ''Preferenced Orders. An Electronic Access Member may designate a ''Preferred Market Maker'' on orders it enters into the System (''Preferenced Orders''). (1) A Preferred Market Maker may be the Primary Market Maker appointed to the options class or any Competitive Market Maker appointed to the options class. (2) If the Preferred Market Maker is not quoting at a price equal to the NBBO at the time the Preferenced Order is received, the allocation procedure described in Options 3, Section 10(c)(1)(C) shall not be applied to the execution of the Preferenced Order. (3) If the Preferred Market Maker is quoting at the NBBO at the time the Preferenced Order is received, the allocation procedure described in Options 3, Section 10(c)(1)(C) shall be applied to the execution of the Preferenced Order.''

[48] Preferred Market Maker may be the Primary Market Maker appointed to the options class or any Competitive Market Maker appointed to the options class. *See* MRX Options 2, Section 10(a)(1).

[49] *See* MRX–2022–16.

[50] *See* Phlx Options 3, Section 14(b)(v) which specifies that a Directed Order may be submitted as a Complex Order. *See also* Phlx Options 3, Section 7(b)(11) which describes a Directed Order. Phlx's Options 2, Section 10 Directed Order rule is similar to MRX's Options 2, Section 10 Preferenced Order rule.

[51] A ''Directed Order'' is an order entered into the System by an Electronic Exchange Member with a designation for a Lead Market Maker (referred to as a ''Directed Lead Market Maker''). Only Priority Customer Orders will be eligible to be entered into the System as a Directed Order by an Electronic Exchange Member. *See* MIAX Rule 100. *See also* MIAX Rule 514(h) which describes allocation. Today, MIAX permits Directed Orders to be submitted as a New Order—Multileg. *See https://www.miaxoptions.com/sites/default/files/page-*

Options 3, Section 14(c)(2) and MRX Supplementary Material .02 to Options 3, Section 14

The Exchange proposes a non-substantive amendment in MRX Options 3, Section 14(c)(2) to amend an incorrect reference to ''ISE''. The reference should be to ''MRX''. Also, the Exchange proposes to make a non-substantive technical correction in Supplementary Material .02 of MRX Options 3, Section 14 to make a grammatical amendment to change the word ''which'' to ''whom''.

Complex Opening Price Determination

The Exchange proposes to amend the citation within Supplementary Material .05(d)(2) to Options 3, Section 14 which states, ''*Potential Opening Price.* The System will calculate the Potential Opening Price by identifying the price(s) at which the maximum number of contracts can trade (''maximum quantity criterion'') taking into consideration all eligible interest pursuant to Supplementary Material .06(b) to this Rule.'' The citation to Supplementary Material .06(b), related to Uncrossing is incorrect. The citation should be to Supplementary Material .05(b), related to Complex Opening Price Determination. The citation is referring is to eligible interest during the Complex Opening Price Determination.

The Exchange proposes to amend the Complex Opening Price Determination in Supplementary Material .05(d)(3) to Options 3, Section 14 to allow for additional contracts to be included in the Potential Opening Price calculation leading to better price discovery and more contracts executing as part of the Complex Opening Price Determination process.

With this proposal, when the interest does not match the size and there is more than one Potential Opening Price at which the interest may execute, the Exchange would calculate a Potential Opening Price using the mid-point of the highest (lowest) executable offer (bid) price and the next available executable offer (bid) price rounded, if necessary, down (up) to the closest minimum trading increment. As a result, more options contracts are likely to be executed at better prices than under the current rule. Example number 3 below demonstrates this behavior. This behavior differs from current rules in that, today, the Exchange would calculate the Potential Opening Price as the highest (lowest) executable bid (offer) when there would be contracts left unexecuted on the bid (offer) side of the complex market.

Further, the proposed amendment will allow Market Complex Orders to participate in the Opening Price Determination process in a broader capacity than the rule allows for today. Today, if there are only Market Complex Orders on both sides of the market, or if there are Market Complex Orders on the bid (offer) side of the market for greater than the total size of Complex Orders on the offer (bid) side of the market, then MRX will not trade in the Complex Opening Price Determination process and would instead open pursuant to an Uncrossing as provide for in Supplementary Material .06(b) of MRX Options 3, Section 14. With the proposed amendment Market Complex Orders will be included in the Complex Opening Price Determination process in both situations described above, leading to more contracts being able to trade in the Complex Opening Price Determination with better price discovery. Example 5 below illustrates this point.

Finally, the proposed amendment considers the Boundary Price earlier in the Complex Opening Process. Today, the rule seeks to satisfy the maximum quantity criterion first and then consider Boundary Prices. With the proposed change, the Exchange will consider the Boundary Price while determining the Potential Opening Price, thereby enabling as many contracts as possible to trade sooner, which reduces risk for market participants awaiting executions. With this proposal, the Complex Opening Process considers the Boundary Price earlier in the process and the Boundary Price becomes the limit price for Market Complex Orders. This proposal should maximize the number of contracts executed, to the benefit of those Members participating in that complex strategy.

Current Supplementary Material .05 of MRX Options 3, Section 14 describes how Complex Orders arrive at an Opening Price. Specifically, Supplementary .05(b) of MRX Options 3, Section 14 describes the interest that is eligible within the Complex Opening Price Determination. The rule text provides that the System would calculate Boundary Prices [52] at or within which Complex Orders may be executed during the Complex Opening Price Determination.[53] Current Supplementary Material .05(d)(2) of MRX Options 3, Section 14 provides, ''The System will calculate the Potential Opening Price [54] by identifying the price(s) at which the maximum number of contracts can trade (''maximum quantity criterion'') taking into consideration all eligible interest pursuant to Supplementary Material .06(b) to this Rule.'' [55] The System takes into consideration all Complex Orders, identifies the price at which the maximum number of contracts can trade, and calculates the Potential Opening Price as described in Supplementary Material .05(d)(2) of MRX Options 3, Section 14. Supplementary Material .05(d)(3) of MRX Options 3, Section 14 further describes the way the System handles more than one Potential Opening Price. Current Supplementary Material .05(d)(3) of MRX Options 3, Section 14 states,

> When two or more Potential Opening Prices would satisfy the maximum quantity criterion: (A) without leaving unexecuted contracts on the bid or offer side of the market of Complex Orders to be traded at those prices, the System takes the highest and lowest of those prices and takes the mid-point; provided that (1) if the highest and/or lowest price described above is through the price of a bid or offer that is priced to not allocate in the Complex Opening Price Determination, the highest and/or lowest price will be rounded to the price of such bid or offer that is priced to not allocate before taking the mid-point, and (2) if the midpoint is not expressed as a permitted minimum trading increment, it will be rounded down to the nearest permissible minimum trading increment; or (B) leaving unexecuted contracts on the bid (offer) side of the market of Complex Orders to be traded at those prices, the Potential Opening Price is the highest (lowest) executable bid (offer) price. Notwithstanding the foregoing: (C) if there are Market Complex Orders on the bid (offer) side of the market that would equal the full quantity of Complex Orders on offer (bid) side of the market, the limit price of the highest (lowest) priced Limit Complex Order is the Potential Opening Price; and (D) if there are only Market Complex Orders on both sides of the market, or if there are Market Complex Orders on the bid (offer) side of the market for greater than the total

files/FIX%20Order%20Interface_FOI_v2.5a_re.pdf. Pursuant to MIAX's specifications, ''AllocAccount (Tag 79) is defined as MIAX assigned directed firm code of the designated participant for directed order flow.''

[52] The Boundary Price is described in Supplementary Material .05(d)(1) of MRX Options 3, Section 14(a)(1).

[53] *See* Supplementary Material .05(d)(1) of MRX Options 3, Section 14.

[54] The Potential Opening Price is described in Supplementary Material .05(d)(2) of MRX Options 3, Section 14.

[55] The Exchange proposes to amend the citation within Supplementary Material .05(d)(2) to Options 3, Section 14 within this proposal. The citation to Supplementary Material .06(b), related to Uncrossing, should be to Supplementary Material .05(b), related to Complex Opening Price Determination. Specifically, the reference is to Eligible Interest during the Complex Opening Price Determination.

size of Complex Orders on the offer (bid) side of the market, there will be no trade in the Complex Opening Price Determination and the complex strategy will open pursuant to the Complex Uncrossing Process described in Supplementary Material .06(b) to this Rule.

At this time, the Exchange proposes to amend the System handling within the Complex Opening Process by replacing Supplementary Material .05(d)(3) of MRX Options 3, Section 14 with the following proposed rule text,

Opening Price Determination. When interest crosses and does not match in size, the System will calculate the Potential Opening Price based on the highest (lowest) executable offer (bid) price when the larger sized interest is offering (bidding), provided, however, that if there is more than one price at which the interest may execute, the Potential Opening Price when the larger sized interest is offering (bidding) shall be the mid-point of the highest (lowest) executable offer (bid) price and the next available executable offer (bid) price rounded, if necessary, down (up) to the closest minimum trading increment; or

When interest crosses and is equal in size, the System will calculate the Potential Opening Price based on the mid-point of lowest executable bid price and the highest executable offer price, rounded, if necessary, up to the closest minimum trading increment.

(A) Executable bids/offers include any interest which could be executed at the Potential Opening Price without trading through residual interest or the Boundary Price or without trading at the Boundary Price where there is Priority Customer interest at the best bid or offer for any leg, consistent with paragraph Options 3, Section 14(c)(2).

(B) Executable bids/offers will be bounded by the Boundary Price on the contra-side of the interest, for determination of the Potential Opening Price described above.

This proposed new Complex Opening Process seeks to maximize the interest which is traded during the Complex Opening Price Determination process and deliver a rational price for the available interest at the opening. The Complex Opening Price Determination process maximizes the number of contracts executed during the Complex Opening Process and ensures that residual contracts of partially executed orders or quotes are at a price equal to or inferior to the Opening Price. In other words, the logic ensures there is no remaining unexecuted interest available at a price which crosses the Opening Price. If multiple prices exist that ensure that there is no remaining unexecuted interest available through such price(s), the opening logic selects the mid-point of such price points. Below are some examples.

Example #3 (More Than One Potential Opening Price—Mid-Point of Larger-Sized Interest)

''*if there is more than one price at which the interest may execute, the Potential Opening Price when the larger sized interest is offering (bidding) is the mid-point of the highest (lowest) executable offer (bid) price and the next available executable offer (bid) price rounded, if necessary, down (up) to the closest minimum trading increment*''

Assume
Complex Order Strategy: A+B strategy
Quote for Leg A @ 1.75 × 1.95
Quote for Leg B @ 1.75 × 1.95
Boundary Price = 3.50 (10) − 3.90 (10)
(Leg A Bid 1.75 + Leg B Bid 1.75 = 3.50)
(Leg A Offer 1.95 + Leg B Offer 1.95 = 3.90)
Complex Order #1: Buy 20 for $3.79
Complex Order #2: Buy 20 at $3.73
Complex Order #3: Sell 20 at $3.60

With the proposed amendment, Opening Price would be for 20 strategies at a price of $3.76. The execution price of $3.76 is derived from the mid-point of the lowest executable bid price of $3.73 and the next available executable bid price of $3.79. In this example, 20 strategies can be opened at multiple price points ranging from $3.73 up to $3.79. None of these Potential Opening Prices would cause the unexecuted $3.73 buy order to be available at a price which crosses the Opening Price, therefore, the System opens at the mid-point of such prices, $3.76.

Today, with this same example, the Opening Price would be 3.79, the highest executable bid price, which provides the offer side with all price improvement. With the proposed amendment, the Opening Price seeks to distribute to the extent possible price improvement to both the bid and offer side of the transaction.

Example #4 (Mid-Point When Interest is Equal In Size)

''*Provided such crossing interest is equal in size, the System will calculate the Potential Opening Price based on the mid-point of lowest executable bid price and the highest executable offer price, rounded, if necessary, up to the closest minimum trading increment*''

Complex Order Strategy: A+B strategy
Quote for Leg A @ 1.75 × 1.95 each
Quote for Leg B @ 1.75 × 1.95 each
Boundary Price = 3.50 (10) − 3.90 (10)
(Leg A Bid 1.75 + Leg B Bid 1.75 = 3.50)
(Leg A Offer 1.95 + Leg B Offer 1.95 = 3.90)
Complex Order #1: Buy 10 for $3.78
Complex Order #2: Buy 20 for $3.74
Complex Order #3: Buy 10 at $3.71
Complex Order #4: Sell 20 at $3.64
Complex Order #5: Sell 20 at $3.66

With the proposed amendment, the Opening Price will be for 40 strategies at a price of $3.69. The execution price of $3.69 is derived from the mid-point of the lowest executable bid price of $3.71 and the highest executable offer price of $3.66, rounded up to the closest minimum trading increment. Today, rounding would be down and with this proposal the rounding would be up.

If the example were changed slightly such that Complex Order #4 and Complex Order #5 were Market Complex Orders rather than Limit Orders, the Opening Price for the 40 strategies would be $3.61, which is derived from the mid-point of the lowest executable bid price of $3.71 and the highest executable offer of $3.50 (which is the Boundary Price of the sell Market Complex Orders), rounded up to the closest minimum trading increment.

The Exchange notes that executable bids/offers include any interest that could be executed at the net price without trading through residual interest or the Boundary Price, or without trading at the Boundary Price where there is Priority Customer interest at the best bid or offer for any leg, consistent with current MRX Options 3, Section 14(c)(2).[56] Further, executable bids/offers would be bounded to the Boundary Price on the contra-side of the interest, for determination of the Opening Price described above when crossing interest is different in size and when crossing interest is equal in size.

The amendment will benefit Members by smoothing the way for the complex strategy to open with Market Complex Orders. Today, Market Complex Orders participate in the Complex Opening Process in a limited capacity as explained above. By permitting Market Complex Orders to participate in the Complex Opening Price Determination process in more situations, the Exchange can provide more opportunity for Complex Orders to trade in the Opening Process without having to go to the Uncrossing process. Market conditions can change between the Complex Opening Price Determination process and the Uncrossing process, which can lead to missed opportunities for execution. The proposed rule would have the Boundary Price assign limits to the Opening Price and therefore permit Market Complex Orders to participate in the Complex Opening Process to the extent that they are within the Boundary Prices. With this change, MRX would permit a complex strategy to calculate

[56] MRX Options 3, Section 14(c)(2) provides, ''Complex strategies will not be executed at prices inferior to the best net price achievable from the best ISE bids and offers for the individual legs. Notwithstanding the provisions of Options 3, Section 10: (i) a Complex Options Strategies may be executed at a total credit or debit price with one other Member without giving priority to bids or offers established on the Exchange that are no better than the bids or offers in the individual options series comprising such total credit or debit; provided, however, that if any of the bids or offers established on the Exchange consist of a Priority Customer Order, the price of at least one leg of the complex strategy must trade at a price that is better than the corresponding bid or offer on the Exchange by at least one minimum trading increment for the series as defined in Options 3, Section 3; (ii) the option leg of a Stock-Option Strategy has priority over bids and offers for the individual options series established on the Exchange by Professional Orders and market maker quotes that are no better than the price of the options leg, but not over such bids and offers established by Priority Customer Orders; and (iii) the options legs of a Stock-Complex Strategy are executed in accordance with subparagraph (c)(2)(i).

an Opening Price utilizing a greater number of Market Complex Orders, which benefits the Opening Process by taking into account these more aggressively priced orders [57] while also bringing more liquidity into the Opening Price calculation.

Example #5 (Market Complex Orders trading in Opening Price Determination)

''*Provided interest crosses and does not match in size, the System will calculate the Potential Opening Price based on the highest (lowest) executable offer (bid) price when the larger sized interest is offering (bidding)*''

As referenced above,

Assume
Complex Order Strategy: A+B strategy
Quote for Leg A @ 1.75 × 2.00
Quote for Leg B @ 1.75 × 2.00
Boundary Price = 3.50 (10)—4.00 (10)
(Leg A Bid 1.75 + Leg B Bid 1.75 = 3.50)
(Leg A Offer 2.00 + Leg B Offer 2.00 = 4.00)
Market Complex Order #1: Buy 30
Complex Order #2: Sell 20 at $3.95
After Complex Opening Price Determination process, but before Uncrossing
ABBO for Leg A updates: 1.85 × 1.90
ABBO for Leg B updates 1.85 × 1.90
cNBBO: 3.70 × 3.80
(ABBO Leg A Bid 1.85 + Leg B Bid 1.85 = 3.70)
(ABBO Leg A Offer 1.90 + Leg B Offer 1.90 = 3.80)

With the proposed amendment the Market Complex Order can be considered in the Complex Opening Price Determination process and therefore is able to trade at the Opening Price of $4.00 for 20 strategies with Complex Order #2 and also able to trade 10 strategies at a net price $4.00 with the individual legs at the best bids and offers before the ABBO updates, leaving no place for this complex strategy to trade. The Opening Price in this example is determined as the lowest executable bid because the bid side is the larger sized interest, which is limited by the Boundary Price on the offer side at 4.00.

Today, Market Complex Orders with a larger quantity than the quantity of interest on the contra side of the market do not participate in the Complex Opening Price Determination and can only execute during the Uncrossing pursuant to Supplementary Material .05(d)(6) of MRX Options 3, Section 14. In the example above, the ABBO of each leg updates after the Complex Opening Price Determination process and restricts the Market Complex Order and Complex Limit Order from trading in the Uncrossing because they cannot match at a price that would be within the Price Limits for Complex Orders pursuant to MRX Options 3, Section 16(a).

Finally, with this proposal and as demonstrated in Example 5 above, a complex strategy would open pursuant to Supplementary Material .05(d)(5) of MRX Options 3, Section 14, with less contracts becoming subject to the Uncrossing pursuant to Supplementary Material .05(d)(6) of MRX Options 3, Section 14. As a result of this change, more interest would be able to trade within the Opening Process, ensuring a greater number of contracts are executed on MRX at the Complex Opening and lessening the likelihood that contracts which remain unmatched during the Complex Opening Price Determination process receive no execution in the Uncrossing due to changing market conditions.[58]

Phlx has a similar methodology to arrive at a complex opening price at Phlx Options 3, Section 14(d)(ii)(C)(2) [59] as compared to proposed Supplementary Material .05(d)(3) of MRX Options 3, Section 14. Phlx's COOP Evaluation and MRX's proposed Opening Price Determination both seek the price at which the maximum number of contracts can trade. Phlx's COOP Evaluation is an auction with a timer, unlike MRX's Opening Price Determination.[60] Proposed Supplementary Material .05(d)(3)(A) and (B) of MRX Options 3, Section 14 differs from Phlx Options 3, Section 14(d)(ii)(C)(2). MRX will open a complex strategy with the Complex Order Book crossed if an Opening Price cannot be found within the Boundary Prices and remain crossed while attempting to uncross the Complex Order Book on a best effort basis, pursuant to Supplementary Material .06 of MRX Options 3, Section 14, until all interest can be executed. Today, Phlx will open a complex strategy crossed when a price cannot be found within Phlx's cPBBO during the COOP Evaluation period and there are more aggressive away market prices that are limiting the ability to leg into the single-leg book, but will not remain crossed as complex orders that are through Phlx's cPBBO would be cancelled pursuant to Phlx Options 3, Section 14(f)(i)(A).[61]

[57] The allowance of a greater number of Market Complex Orders within the Opening Process provides a greater depth of price discovery for an options series. As noted above, the Boundary Price would assign limits to the Opening Price, therefore preventing Market Complex Orders which are aggressively priced from negatively impacting the Opening Price.

[58] Unmatched orders would rest on the Order Book with the potential to execute intra-day.

[59] COOP Evaluation. Upon expiration of the COOP Timer, the System will conduct a COOP Evaluation to determine, for a Complex Order Strategy, the price at which the maximum number of contracts can trade, taking into account Complex Orders marked All-or-None (which will be executed if possible) unless the maximum number of contracts can only trade without including All-or-None Orders. The Exchange will open the Complex Order Strategy at that price, executing marketable trading interest, in the following order: first, to Public Customers in time priority; next to Phlx electronic market makers on a pro rata basis; and then to all other participants on a pro rata basis. The imbalance of Complex Orders that are unexecutable at that price are placed on the CBOOK. (1) No trade possible. If at the end of the COOP Timer the System determines that no market or marketable limit Complex Orders or COOP Sweeps, Complex Orders or COOP Sweeps that are equal to or improve the cPBBO, and/or Complex Orders or COOP Sweeps that cross within the cPBBO exist in the System, all Complex Orders received during the COOP Timer will be placed on the CBOOK, as described in paragraph (f) below. (2) Trade is possible. If at the end of the COOP Timer the System determines that there are market or marketable limit Complex Orders or COOP Sweeps, Complex Orders or COOP Sweeps that are equal to or improve the cPBBO, and/or Complex Orders or COOP Sweeps that cross within the cPBBO in the System, the System will do the following: if such interest crosses and does not match in size, the execution price is based on the highest (lowest) executable offer (bid) price when the larger sized interest is offering (bidding), provided, however, that if there is more than one price at which the interest may execute, the execution price when the larger sized interest is offering (bidding) is the midpoint of the highest (lowest) executable offer (bid) price and the next available executable offer (bid) price rounded, if necessary, down (up) to the closest minimum trading increment. If the crossing interest is equal in size, the execution price is the midpoint of lowest executable bid price and the highest executable offer price, rounded, if necessary, up to the closest minimum trading increment. Executable bids/offers include any interest which could be executed at the net price without trading through residual interest or the cPBBO or without trading at the cPBBO where there is Public Customer interest at the best bid or offer for any leg, consistent with paragraph (c)(iii). If there is any remaining interest and there is no component that consists of the underlying security and provided that the order is not marked all-or-none, such interest may ''leg'' whereby each options component may trade at the PBBO with existing quotes and/or Limit Orders on the Limit Order book for the individual components of the Complex Order; provided that remaining interest may execute against any eligible Complex Orders received before legging occurs. If the remaining interest has a component that consists of the underlying security, such Complex Order will be placed on the CBOOK (as defined below). (3) The Complex Order Strategy will be open after the COOP even if no executions occur.

[60] Phlx's All-or-None order type differs from MRX's All-or-None order in that only Public Customers may utilize the Phlx All-or-None order type and Phlx's All-or-None order may rest on the order book. *See* Phlx Option 3, Section 7(b)(5). MRX's All-or-None order is a limit or market order that is to be executed in its entirety or not at all. *See* MRX Options 3, Section 7(c).

[61] By way of example, assume Phlx cPBBO is 1.00 × 2.00 and cNBBO is 1.45 × 1.50. Also, assume Phlx complex Day Order to buy the strategy @$0.50 which begins a COOP timer. Next, a complex day order to sell the strategy @$0.50 arrives during the COOP timer. These orders are crossed, but are not within Phlx's cPBBO, and, therefore, both orders cannot trade as part of the COOP Evaluation. Additionally, the sell order cannot leg into Phlx's simple order book because of the more aggressive cNBBO which would limit legging as part of the ACE price protection described within Phlx Options 3, Section 16(b)(i), and, therefore, the sell order that is crossed with Phlx's cPBBO cannot remain on the Complex Order Book and is ultimately cancelled. In contrast, on MRX, this sell order would remain crossed on the Complex Order Book while continuously looking for an opportunity to uncross and trade these Complex Orders as new orders arrive or the market moves. Options 3, Section 14 (f)(i)(A) provides that Complex Orders must be entered onto the CBOOK in increments of $0.01. The individual components of a Complex Order may be executed in minimum increments of

Continued

The Exchange also proposes to amend the Opening Price in Supplementary Material .05(d)(4) of MRX Options 3, Section 14 that currently provides,

> Opening Price. If the Potential Opening Price is at or within the Boundary Prices, the Potential Opening Price becomes the Opening Price. If the Potential Opening Price is not at or within the Boundary Prices, the Opening Price will be the price closest to the Potential Opening Price that satisfies the maximum quantity criteria without leaving unexecuted contracts on the bid or offer side of the market at that price and is at or within the Boundary Prices. If the bid Boundary Price is higher than the offer Boundary Price, or if no valid Opening Price can be found at or within the Boundary Prices, there will be no trade in the Complex Opening Price Determination and the complex strategy will open pursuant to the Complex Uncrossing Process described in Supplementary Material .06(b) to this Rule.

The Exchange proposes to amend this rule to instead provide,

> If the Potential Opening Price is at or within the Boundary Prices, the Potential Opening Price becomes the Opening Price and the complex strategy will open pursuant to Supplementary Material .05(d)(5) to this Rule. If the bid Boundary Price is higher than the offer Boundary Price, or if no valid Potential Opening Price can be found at or within the Boundary Prices, there will be no trade in the Complex Opening Price Determination and the complex strategy will open pursuant to the Complex Uncrossing Process described in Supplementary Material .06(b) to this Rule.

With the proposed change, if the Potential Opening Price is at or within the Boundary Prices, the Potential Opening Price becomes the Opening Price and the complex strategy will open pursuant to the Uncrossing described in Supplementary Material .05(d)(5) of MRX Options 3, Section 14, as is the case today. However, as is the case today, if the bid Boundary Price is higher than the offer Boundary Price, or if no valid Potential Opening Price can be found at or within the Boundary Prices, there will be no trade in the Complex Opening Price Determination and the complex strategy will open pursuant to the Complex Uncrossing process described in Supplementary Material .06(b) of MRX Options 3, Section 14 pursuant to the proposed amendment to the Complex Opening Price Determination.

Complex Order Risk Protections

The Exchange proposes a non-substantive amendment to the title of a Complex Order Risk Protection in MRX Options 3, Section 16, Complex Order Risk Protections. Specifically, the Exchange proposes to amend MRX Options 3, Section 16(c)(1) to change the title from ''Limit Order Price Protection'' to ''Complex Order Price Protection.'' The Exchange believes the proposed title more accurately describes the risk protection. The Exchange also proposes a non-substantive amendment to correct an incorrect citation in MRX Options 3, Section 16(b) to ''Options 2, Section 11.'' The correct citation is ''Options 3, Section 11.'' Correcting this citation will make clear what was section was being referenced.

Implementation

The Exchange intends to begin implementation of the proposed rule change prior to December 23, 2022. The implementation would commence with a limited symbol migration and continue to migrate symbols over several weeks. The Exchange will issue an Options Trader Alert to Members to provide notification of the symbols that will migrate and the relevant dates.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,[62] in general, and furthers the objectives of Section 6(b)(5) of the Act,[63] in particular, in that it is designed to promote just and equitable principles of trade and to protect investors and the public interest for the reasons discussed below.

Legging Order

Amending MRX Options 3, Section 7(k)(1) to add a provision which states that a Legging Order will not be generated during a Posting Period in progress on the same side in the series pursuant to Options 3, Section 15 regarding Acceptable Trade Range, is consistent with the Act because from a System processing and user acceptance standpoint, the best practice is to wait for the ATR Posting Period to complete before attempting to generate a Legging Order on the same side in the series, as the time required to complete the ATR Posting Period is minimal. The proposed change is designed to protect investors and the public interest as automatically generated Legging Orders would be removed from the single-leg order book when they are no longer at the Exchange's displayed best bid or offer. Generating a Legging Order during a Posting Period in progress on the same side in the series would lead to the immediate removal of the Legging Order from the single-leg order book, making it superfluous to have been generated. Phlx's legging order rule in Options 3, Section 14(f)(iii)(C)(2)[64] has the same restriction on generating legging orders as proposed herein.

Re-Pricing

The Exchange believes that amending Options 3, Section 12(c) and (d) and Options 3, Section 14(b)(19) to account for re-pricing of quotes and orders that would otherwise lock or cross an away market, as provided in Options 3, Section 4(b)(6) and (7) and Options 3, Section 5(c) and (d) of SR–MRX–2022–16, is consistent with the Act.

As discussed above with the implementation of re-pricing as provided in Options 3, Section 4(b)(6) and (7) and Options 3, Section 5(c) and (d), interest could be available on the Exchange at a price that is better than the NBBO but is non-displayed (*i.e.* the Exchange's non-displayed order book or internal BBO). The proposed addition of ''internal BBO'' to Options 3, Section 12(c) and (d) will ensure that Members continue to submit Qualified Contingent Cross Orders and Complex Qualified Contingent Cross Orders at prices equal to or better than the best prices available in the market and ensure that these orders are not executed ahead of better-priced interest. By including ''internal BBO'' the Exchange ensures that such Qualified Contingent Cross Orders and Complex Qualified Contingent Cross Orders will continue to be executed at the best price and would not be executed ahead of better-priced interest.

Further, with respect to the amendment to Options 3, Section 14(b)(19), regarding Complex Preferenced Orders, the addition of ''internal BBO'' is designed to ensure that Complex Preferenced Orders are not allocated unless the Preferred Market Maker is quoting at the better of the internal BBO (which could be better than the NBBO) or the NBBO for a component leg(s) of the Complex Preferenced Order at the time the Complex Preferenced Order is received.

Changes to the Single-Leg Price Improvement Mechanism for Crossing Transactions

The Exchange's proposal to amend MRX Options 3, Section 13(d)(4), related to single-leg PIM, to not permit unrelated marketable interest, on the opposite side of the market from the Agency Order, which is received during a single-leg PIM to early terminate a single-leg PIM is consistent with the Act

$0.01, regardless of the minimum increments applicable to such components. Such orders will be placed on the CBOOK by the System when the following conditions exist: (A) When the Complex Order does not price-improve upon the cPBBO upon receipt. . .''.

[62] 15 U.S.C. 78f(b).

[63] 15 U.S.C. 78f(b)(5).

[64] *See* note 8 above. [sic]

and promotes just and equitable principles because allowing the auction to run its full course would provide a full opportunity for price improvement to the Crossing Transaction. The unrelated interest would participate in the single-leg PIM allocation pursuant to MRX Options 3, Section 13(d), if residual contracts remain after executing with interest on the single-leg order book. Today, Phlx [65] and BX [66] do not permit unrelated interest on the same or opposite side of an Agency Order to early terminate their simple price improvement auctions.

The proposed amendment in MRX Options 3, Section 13(c)(5)(ii), related to single-leg PIM, applies to the receipt of marketable orders both on the same side and opposite side of the Agency order. With respect to the same side of the Agency Order, today, an unrelated market or marketable limit order in the same series on the same side of the Agency Order would cause the single-leg PIM to early terminate as well. The proposal promotes just and equitable principles of trade because a market or marketable limit order in the same series on the same side of the Agency Order cannot interact with a single-leg PIM auction. The market or marketable limit order may interact with the order book, and if there are residual contracts that remain from the market or marketable order in the same series on the same side of the Agency Order, they will rest on the order book and improve the BBO beyond the price of the Crossing Transaction which will cause early termination of the single-leg PIM pursuant to proposed MRX Options 3, Section 13(c)(5)(ii). The Exchange believes that this outcome would allow for the single-leg PIM exposure period to continue for the full period despite the receipt of unrelated marketable interest on the same side of the market from the Agency Order, provided residual interest does not go on to rest on the order book improving the BBO beyond the price of the Crossing Transaction of the PIM. Allowing the single-leg PIM to run its full course protects investors and the general public because it would provide an opportunity for price improvement to the Agency Order.

Amending current MRX Options 3, Section 13(c)(5)(iii) to align the rule text more closely with BX Options 3, Section 13(ii)(B)(2) [67] is consistent with the Act because it removes any ambiguity that a market or marketable limit order priced more aggressively than the Agency Order on the same side could ultimately rest on the order book, improving the BBO beyond the price of the Crossing Transaction of the PIM and, therefore, cause the early termination of a single-leg PIM. Continuing to permit a single-leg PIM to early terminate any time the Exchange best bid or offer improves beyond the price of the Crossing Transaction on the same side of the market as the Agency Order protects investors and the general public because the Crossing Transaction Agency Order's price is inferior to the Exchange's best bid or offer on the same side of the market as the Agency Order. Upon early termination of the single-leg PIM, the Crossing Transaction would execute against responses that arrived prior to the time the Exchange's best bid or offer improved beyond the Crossing Transaction. The proposed amendment to the rule text is not intended to amend the current System functionality, rather it is intended to make clear that a market or marketable limit order could ultimately rest on the order book and improve the BBO beyond the price of the Crossing Transaction.

Adding proposed new MRX Options 3, Section 13(c)(5)(iii), which describes the automatic termination of the exposure period resulting from a trading halt on the Exchange in the affected series, is consistent with the Act because a trading halt would cause an option series to stop trading on MRX and thereby impact the PIM auction. Today, if a trading halt is initiated after an order is entered into the single-leg PIM, such auction will be automatically terminated without execution. Of note, the Exchange is separately proposing to amend MRX Options 3, Section 13(d)(5) [68] to change System behavior such that if a trading halt is initiated after an order is entered into the single-leg PIM, such auction will be automatically terminated with execution solely with the Counter-Side Order.[69] The proposed amendment to MRX Options 3, Section 13(c)(5)(iii) protects investors and the general public by making clear that a trading halt would lead to early termination of a single-leg PIM. This amendment is not intended to amend the current System functionality, rather it is intended to make clear that a trading halt will cause the single-leg PIM to early terminate.

Changes to the Complex PIM

Deleting MRX Options 3, Section 13(e)(4)(vi) within Complex PIM, as well as a paragraph in Supplementary Material .01(b)(ii) of MRX Options 3, Section 14 discussing Complex Order Exposure, related to the early termination of single-leg PIM from the arrival of unrelated marketable interest on either the same or opposite side of the market from the Agency Order, is consistent with the Act because a single-leg PIM will no longer early terminate from the arrival of unrelated marketable interest on either the same or opposite side of the market from the Agency Order and because the flash functionality will no longer exist.[70] The removal of the aforementioned rule text will protect investors and the public by avoiding confusion as the scenarios contemplated by MRX Options 3, Section 13(e)(4)(vi) and Supplementary Material .01(b)(ii) of MRX Options 3, Section 14 will no longer be able to occur.

Delayed Functionality

The Exchange's proposal to delay the implementation of certain stock-tied functionality in connection with the technology migration is consistent with the Act as it will allow the Exchange additional time to code, test and implement this functionality on the enhanced platform. The Delayed Functionalities will not be available for symbols that migrated to the platform and thereafter, until such time as the Exchange recommenced their availability by announcing a date in an Options Trader Alert, which date would be prior to one year from the start of the migration of the symbols to the platform. The Exchange is staging the migration to provide maximum benefit to its Members while also ensuring a successful rollout. As noted above, the Exchange is contemplating amendments to its stock-tied functionality and desires additional time to draft and code those changes before reintroducing stock-tied on MRX.[71] While no Member will be able to utilize the Delayed Functionalities on MRX to accomplish an options transaction with stock until they are reactivated on MRX, the Exchange notes that today, ISE offers the Delayed Functionalities and the ability to transact options with stock would be

[65] *See* note 14 above. [sic]

[66] *See* note 15 above. [sic]

[67] *See* note 17 above. [sic]

[68] *See* note 18 above. [sic]

[69] SR–MRX–2022–5P [sic] proposes to renumber MRX Options 3, Section 13(d)(5) as Options 3, Section 13(d)(6), and proposes to amend the rule text to state, ''If a trading halt is initiated after an order is entered into the Price Improvement Mechanism, such auction will be automatically terminated with execution solely with the Counter-Side Order.''

[70] *See* note 24 above. [sic]

[71] MRX would also need time to submit any related rule filings with the Commission prior to reintroducing this functionality.

available on ISE for Members, as is the case today.

Other Complex Order Amendments

Opening Only Complex Order

The Exchange's proposal to remove the word ''Limit'' within the description of the Opening Only Complex Order Type in MRX Options 3, Section 14(b)(10) is consistent with the Act because it allows Opening Only Complex Orders to be submitted as Market Orders or Limit Orders. The Exchange believes that allowing Market and Limit Orders to be submitted within the Complex Opening Process promotes just and equitable principles of trade. Market Orders are typically the most aggressively priced orders while Limit Orders have a limit price contingency that Market Orders do not have. Allowing both of these order types to participate in the Complex Opening Process protects investors and the general public because it allows greater liquidity to be present to determine the Opening Price. All Members may enter both Market Orders and Limit Orders in the Complex Opening Process as well as intra-day. This proposal is consistent with current System operations.

Complex QCC With Stock Orders

The Exchange's proposal to amend an incorrect citation with MRX Options 3, Section 14(b)(15), related to Complex QCC with Stock Orders, is consistent with the Act because the current citation to MRX Options 3, Section 12(e) in the description of this order type should be to MRX Options 3, Section 12(f). This non-substantive amendment will make clear what was meant by the reference.

Complex Preferenced Orders

The Exchange's proposal to add ''Complex Preferenced Orders'' to the list of Complex Order Types in MRX Options 3, Section 14(b) is consistent with the Act because the Exchange believes that this order type will promote just and equitable principles of trade because the order type will continue to encourage Preferred Market Makers to quote aggressively in an effort to execute against the Complex Preferenced Order. Preferred Marker Makers are not able to ascertain if a particular order is a Complex Preferenced Order. The Exchange believes the proposal will protect investors and the general public by encouraging greater order flow to be sent to the Exchange through Complex Preferenced Orders and that this increased order flow will benefit all market participants on the Exchange because they may interact with that order flow.

The proposal promotes just and equitable principles of trade because it continues to prioritize Priority Customer [72] Orders on the single-leg order book. Priority Customers have priority over non-Priority Customer interest at the same price in the same options series on the single-leg order book.[73] Complex Preferenced Orders are allocated based on the competitive bidding of market participants. The Exchange's proposal promotes just and equitable principles of trade as a Preferred Marker Maker must be at the NBBO for a component leg(s) of the Complex Preferenced Order at the time the Complex Preferenced Order is received. Moreover, participation entitlements for Preferred Market Makers are designed to balance the obligations [74] that the Preferred Market Maker has to the market with corresponding benefits. In its approval of other options exchange preferenced or directed order programs, the Commission has, like proposals to amend a specialist guarantee, focused on whether the percentage of the ''entitlement'' would rise to a level that could have a material adverse impact on quote competition within a particular exchange, and concluded that such programs do not jeopardize market integrity or the incentive for market participants to post competitive quotes.[75]

Further, adding this existing order type, which is described in MRX Options 2, Section 10, would complete the list of Complex Order types in MRX Options 3, Section 14(b). The addition of Complex Preferenced Orders to the list of order types in MRX Options 3, Section 14(b) will make clear to Members the availability of Complex Preferenced Orders. Both Phlx [76] and MIAX [77] have a similar order type.

Options 3, Section 14(c)(2) and MRX Supplementary Material .02 to Options 3, Section 14

Correcting an incorrect reference to ''ISE'' with MRX Options 3, Section 14(c)(2), which should be to ''MRX,'' will add clarity to the rule; this amendment is non-substantive. The Exchange's proposal to make a technical correction in Supplementary Material .02 of MRX Options 3, Section 14 to amend the word ''which'' to ''whom'' is a non-substantive amendment.

Complex Opening Price Determination

The Exchange's proposal to amend the citation within Supplementary Material .05(d)(2) to Options 3, Section 14, related to the Potential Opening Price, is consistent with the Act because the current citation to Supplementary Material .06(b) should be to Supplementary Material .05(b). This non-substantive amendment will make clear what was meant by the reference.

The Exchange's proposal to amend Supplementary Material .05(d)(3) of MRX Options 3, Section 14, which describes the Complex Opening Price Determination, is consistent with the Act because the proposed new Complex Opening Process would allow for additional contracts to be included in the Potential Opening Price calculation. This proposed methodology would protect investors and the general public by leading to better price discovery and more contracts executing as part of the Complex Opening Price Determination. With this proposal, when the interest does not match the size and there is more than one Potential Opening Price at which the interest may execute, then the Exchange would calculate a Potential Opening Price using the mid-point of the highest (lowest) executable offer (bid) price and the next available executable offer (bid) price rounded, if necessary, down (up) to the closest minimum trading increment. As a result, the proposal promotes just and equitable principles of trade as more options contracts are likely to be executed at better prices than under current rule. This behavior differs from MRX's current opening rule in that, today, the Exchange would calculate the Potential Opening Price as the highest (lowest) executable bid (offer) when there would be contracts left unexecuted on the bid (offer) side of the

[72] The term ''Priority Customer'' means a person or entity that (i) is not a broker or dealer in securities, and (ii) does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s). *See* Options 1, Section 1(a)(36).

[73] *See* MRX Options 3, Section 10(c)(1)(A).

[74] Primary Market Makers are obligated to quote in the Opening Process pursuant to MRX Options 3, Section 8(c) as well as intra-day pursuant to Options 2, Section 5(e), in addition to other obligations noted within MRX Options 2, Sections 4–8.

[75] *See* Securities Exchange Act Release Nos. 74129 (January 23, 2015), 80 FR 4954 at 4955 (January 29, 2015) (SR–BX–2014–049) (Order Approving Proposed Rule Change Relating to Directed Market Makers); and 51759 (May 27, 2005), 70 FR 32860 at 32861(June 6, 2005) (SR–Phlx–2004–91) (Order Approving Proposed Rule Change and Notice of Filing and Order Granting Accelerated Approval to Amendment No. 1 Thereto To Establish a Directed Order Process for Orders Delivered to the Phlx Via AUTOM).

[76] *See* note 46 above. [sic]

[77] *See* note 47 above. [sic]

complex market. The proposed methodology is similar to Phlx.[78]

Further, the proposed amendment promotes just and equitable principles of trade by allowing Market Complex Orders to participate in the Opening Price Determination process in a broader capacity than the MRX opening rule allows for today. Today, if there are only Market Complex Orders on both sides of the market, or if there are Market Complex Orders on the bid (offer) side of the market for greater than the total size of Complex Orders on the offer (bid) side of the market, then MRX will not trade in the Complex Opening Price Determination process and would instead open pursuant to an Uncrossing pursuant to Supplementary Material .06(b) of MRX Options 3, Section 14. The proposed rule would have the Boundary Price assign limits to the Opening Price and, therefore, permit Market Complex Orders to participate in the Complex Opening Process, without limitation to the benefit of investors and the public interest. With this change, MRX would permit a complex strategy to calculate an Opening Price utilizing a greater number of Market Complex Orders, which benefits the Opening Process by taking into account these more aggressively priced orders[79] while also bringing more liquidity into the Opening Price calculation. The amendment is designed to promote just and equitable principles of trade as it will benefit Members by smoothing the way for the complex strategy to open with Market Complex Orders.

Finally, the proposed amendments to the Complex Opening Process should promote just and equitable principles by allowing a complex strategy to open pursuant to Supplementary Material .05(d)(4) of MRX Options 3, Section 14, with less contracts becoming subject to the Uncrossing pursuant to Supplementary Material .05(d)(5) of MRX Options 3, Section 14. As a result of this change, more interest would be able to trade within the Opening Process, ensuring a greater number of contracts are executed on MRX at the opening and lessening the likelihood that contracts which remain unmatched during the Uncrossing receive no execution.[80]

[78] *See* Phlx Options 3, Section 14(d)(ii)(C)(2).

[79] The allowance of a greater number of Market Complex Orders within the Opening Process provides a greater depth of price discovery for an options series. As noted above, the Boundary Price would assign limits to the Opening Price, therefore preventing Market Complex Orders which are aggressively priced from negatively impacting the Opening Price.

[80] Unmatched orders would rest on the order book with the potential to execute intra-day.

Complex Order Risk Protections

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.

Legging Orders

Amending MRX Options 3, Section 7(k)(1) to add a provision which states that a Legging Order will not be generated during a Posting Period in progress on the same side in the series pursuant to Options 3, Section 15 regarding Acceptable Trade Range does not impose an undue burden on intra-market competition because the amendment will apply equally to all Members as Legging Orders are generated by the System.

Additionally, this proposal does not impose an undue burden on inter-market competition as other options exchanges may adopt Legging Orders and similar rules for the generation of such orders. Today, Phlx's legging order rule in Options 3, Section 14(f)(iii)(C)(2) has the same restriction as proposed to be added to MRX's Legging Order rule in MRX Options 3, Section 7(k)(1).[81]

Re-Pricing

Adding language consistent with re-pricing within Options 3, Section 12(c) and (d) and Options 3, Section 14(b)(19) does not impose an undue burden on competition, rather it will ensure that the rules conform to the concept of re-pricing at an internal BBO within Options 3, Section 4(b)(6) and (7) and Options 5(c) and (d) which recently became effective.[82] With this recent change, re-priced quotes and orders are accessible on the Exchange's order book at the non-displayed price. Amending Options 3, Section 12(c) and (d) to utilize the ''internal BBO'' language would continue to require Members to submit Qualified Contingent Cross Orders and Complex Qualified Contingent Cross Orders at the best price to receive an execution. Furthermore, amending Options 3, Section 14(b)(19) to utilize the ''internal BBO'' language would continue to require Members to quote at the best price to receive allocation of a Complex Preferenced Order. The introduction of ''internal BBO'' will ensure that Qualified Contingent Cross Orders and Complex Qualified Contingent Cross Orders do not execute if better-priced interest is available and that a Complex Preferenced Order would not receive a Preferred Market Maker allocation if better-priced interest was available.

[81] *See* note 8 above. [sic]

[82] *See* SR–MRX–2022–16.

Changes to the Single-Leg Price Improvement Mechanism for Crossing Transactions

The Exchange's proposal to amend MRX Options 3, Section 13(d)(4), MRX Options 3, Section 13(c)(5)(ii) and (iii), and add a proposed new MRX Options 3, Section 13(c)(5)(iii), related to single-leg PIM, does not impose an undue burden on intra-market competition because the amendment will apply equally to all Members. All Members may utilize PIM.

The Exchange's proposal to amend MRX Options 3, Section 13(d)(4), MRX Options 3, Section 13(c)(5)(ii) and (iii), and add a proposed new MRX Options 3, Section 13(c)(5)(iii), related to single-leg PIM, does not impose an undue burden on inter-market competition because other options exchanges may adopt similar rules. Today, Phlx[83] and BX[84] do not permit unrelated marketable interest on either the same or opposite side of the market from an Agency Order to early terminate their simple price improvement auctions.

Changes to the Complex PIM

Deleting MRX Options 3, Section 13(e)(4)(vi) within Complex PIM, as well as a related paragraph in Supplementary Material .01(b)(ii) of MRX Options 3, Section 14, which describes Complex Order Exposure, related to the early termination of single-leg PIM as a result of the arrival of unrelated marketable interest on either the same or the opposite side of the market from the Agency Order does not impose an undue burden on intra-market competition because the amendment will apply equally to all Members. All Members may utilize Complex PIM.

Deleting MRX Options 3, Section 13(e)(4)(vi) within Complex PIM, as well as a related paragraph in Supplementary Material .01(b)(ii) of MRX Options 3, Section 14, which describes Complex Order Exposure, related to the early termination of single-leg PIM from the arrival of unrelated marketable interest on either the same or opposite side of the market from the Agency Order does not impose an undue burden on inter-market competition as other options exchanges may adopt similar rules. Today, Phlx[85] and BX[86] do not permit unrelated marketable interest on either the same

[83] *See* note 14 above. [sic]

[84] *See* note 15 above. [sic]

[85] *See* note 14 above. [sic]

[86] *See* note 15 above. [sic]

or opposite side of the market from an Agency Order to early terminate their simple price improvement auctions.

Delayed Functionality

The Exchange's proposal to delay the implementation of certain stock-tied functionality in connection with the technology migration does not impose an undue burden on intra-market competition as no Member will be able to utilize the Delayed Functionalities. Furthermore, ISE offers the Delayed Functionalities today.

The Exchange's proposal to delay the implementation of certain stock-tied functionality in connection with the technology migration does not impose an undue burden on inter-market competition because the Exchange does not believe that the proposed rule change will impact the intense competition that exists in the options market. Today, ISE offers the Delayed Functionalities.

Other Complex Order Amendments

The Exchange does not believe that the proposed amendments to the Complex Orders rule will impose any significant burden on inter-market competition. Other exchanges today offer complex order functionalities. These options markets may amend their rules to mirror those of MRX. Other options exchanges offer orders similar to Complex Preferenced Orders.[87] Additionally, the proposed Complex Opening Process is similar to Phlx.[88] Finally, the proposed Complex Opening Process methodology would allow MRX to compete with other options exchanges that offer Complex Order functionality.

Opening Only Complex Order

The Exchange's proposal to remove the word ''Limit'' within the description of the Opening Only Complex Order Type in MRX Options 3, Section 14(b)(10) does not impose an undue burden on intra-market competition because this proposed change will apply to all Members.

Complex QCC With Stock Orders

The Exchange's proposal to amend an incorrect citation with MRX Options 3, Section 14(b)(15), related to Complex QCC with Stock Orders, does not impose an undue burden on intra-market competition because the amendment is non-substantive.

Complex Preferenced Orders

The Exchange's proposal to add ''Complex Preferenced Orders'' to the list of Complex Order Types in MRX Options 3, Section 14(b) does not impose an undue burden on intra-market competition. Preferred Market Makers have obligations[89] unlike other market participants. The allocation entitlements for Preferred Market Makers are designed to balance the obligations that the Preferred Market Makers has to the market with corresponding benefits. In order to receive the participation entitlement for a Complex Preferenced Order, Preferred Market Makers are required to quote 90% of the trading day as compared to Market Makers who are required to quote 60% of the trading day.[90] Further, Priority Customers[91] have priority over non-Priority Customer interest at the same price in the same options series on the single-leg order book.[92]

At the time of receipt of the Complex Preferenced Order, a Preferred Market Maker would have to be quoting at the NBBO, which is intended to incentivize the Preferred Market Maker to quote aggressively in order to execute against the Complex Preferenced Order. Preferred Marker Makers are not able to ascertain if a particular order is a Complex Preferenced Order. The Exchange believes the proposal will encourage Market Makers to quote tighter and add a greater amount of liquidity on MRX in an attempt to interact with Complex Preferenced Orders that are sent to the Exchange. This order flow will benefit all market participants on the Exchange because any MRX Member may interact with that order flow. Finally, any MRX Member on the single-leg or Complex Order Book may trade with a Complex Preferenced Order. Also, any MRX Market Maker may elect to receive Preferenced Order.

Options 3, Section 14(c)(2) and MRX Supplementary Material .02 to Options 3, Section 14

Correcting an incorrect reference to ''ISE'' with MRX Options 3, Section 14(c)(2), which should be to ''MRX,'' will add clarity to the rule; this amendment is non-substantive. The Exchange's proposal to make a technical correction in Supplementary Material .02 of MRX Options 3, Section 14 to amend the word ''which'' to ''whom'' is a non-substantive amendment.

Complex Opening Price Determination

The Exchange's proposal to amend an incorrect citation within Supplementary Material .05(d)(2) to Options 3, Section 14, related to the Potential Opening Price, does not impose an undue burden on intra-market competition because the amendment is non-substantive.

The Exchange's proposal to amend Supplementary Material .05(d)(3) to MRX Options 3, Section 14, which describes the Complex Opening Price Determination, does not impose an undue burden on intra-market competition because all Members may submit interest into the Complex Opening Process.

Complex Order Risk Protections

The Exchange's proposal to amend the title of a Complex Order Risk Protection in Options 3, Section 16, Complex Order Risk Protections is a non-substantive amendment.

III. Discussion and Commission Findings

The Commission finds that the proposed rule change, as modified by Amendment No. 1, is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange.[93] In particular, the Commission finds that the proposed rule change is consistent with Section 6(b)(5) of the Act,[94] which requires, among other things, that the rules of a national securities exchange be designed to prevent fraudulent and manipulative acts and practices, 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.

A. Legging Orders

The Exchange proposes to amend MRX Options 3, Section 7(k)(1) to provide that a Legging Order will not be generated during an ATR Posting Period, as provided in Options 3, Section 15, on the same side in the series. The Exchange states that during an ATR Posting Period, an order could increase (decrease) past the price of any Legging Order generated on the bid (offer) as the order works its way through the order book.[95] The Exchange further states because Legging Orders

[87] *See e.g.* Phlx Options 2, Section 10 and MIAX Rule 100.

[88] *See* Phlx Options 3, Section 14(d)(ii)(C)(2).

[89] *See* MRX Options 2, Section 5.

[90] *See* MRX Options 2, Section 5.

[91] *See* note 68 above. [sic]

[92] *See* MRX Options 3, Section 10(c)(1)(A).

[93] In approving this proposed rule change, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. *See* 15 U.S.C. 78c(f).

[94] 15 U.S.C. 78f(b)(5).

[95] *See* Amendment No. 1 at 7.

are removed from the order book when they are no longer at the Exchange's displayed best bid or offer, generating a Legging Order during a Posting Period in progress on the same side in the series would lead to the immediate removal of the Legging Order.[96] The Commission believes that not generating a Legging Order during an ATR Posting Period on the same side in the series will protect investors and the public interest by avoiding the generation of an order that would be removed immediately, which should help to provide for orderly trading on the Exchange and the efficient operation of the Exchange's system. Another options exchange also does not generate legging orders under these circumstances.[97]

B. Repricing and the Internal BBO

The Exchange recently adopted a re-pricing functionality for certain quotes and orders that lock or cross an away market's price.[98] As described more fully above, these re-priced orders and quotes may rest on the Exchange's order book at non-displayed prices (the internal BBO), which may be better than the NBBO. Currently, a Qualified Contingent Cross Order must be executed at a price that is at or between the NBBO, and the component legs of a Complex Qualified Contingent Cross Order must executed at a price that is at or between the NBBO for the series.[99] The Exchange proposes to amend its rules to require a Qualified Contingent Cross Order to execute at a price that is at or between the better of the internal BBO or the NBBO, and to require each component leg of a Complex Qualified Contingent Cross Order to execute at a price that is at or between the better of the internal BBO or the NBBO for the individual series.[100] Because MRX's non-displayed internal BBO could be better than the NBBO for a series, the Commission believes that requiring a Qualified Contingent Cross Order and the component legs of a Complex Qualified Contingent Cross Order to execute at a price that is at or between the better of the internal BBO or the NBBO for that series will protect investors and the public interest by effectively maintaining the existing requirement in the Exchange's rules that the option leg(s) of Qualified Contingent Cross and Complex Qualified Contingent Cross Orders execute at a price that is at or between best prices available for the options leg(s).

C. Price Improvement Mechanism for Crossing Transactions

1. Single-Leg PIM

The Exchange proposes to amend MRX Options 3, Sections 13(c)(5) and (d)(4), relating to the termination of a single-leg PIM auction.

Incoming Interest That Will Not Cause an Early Termination

The Exchange proposes to amend MRX Options 3, Section 13(d)(4) to provide that unrelated market or marketable interest (against the MRX BBO) on the opposite side of the market from the Agency Order received during the exposure period for a single-leg PIM auction will not cause the exposure period to end early and will execute against interest outside of the Crossing Transaction. The Commission believes that allowing the single-leg PIM exposure period to continue despite the receipt of unrelated market or marketable interest on the opposite side of the market from the Agency Order will benefit investors by providing the Agency Order with additional time to receive price improvement and allowing the unrelated interest to seek an execution against interest outside of the Crossing Transaction, including against interest on the Exchange's order book. If contracts remain from the unrelated order at the time the exposure period ends, they will be considered for participation in the single-leg PIM allocation process described in MRX Options 3, Section 13(d)(3).[101] Other options exchanges do not terminate their price improvement auctions upon receipt of unrelated interest on the opposite side of the market from an agency order.[102]

The Exchange proposes to delete current MRX Options 3, Section 13(c)(5)(ii), which states that the PIM exposure period will automatically terminate ''upon the receipt of a market or marketable limit order on the Exchange in the same series.'' As discussed above, proposed MRX Options 3, Section 13(d)(4) states that unrelated market or marketable interest on the opposite side of the market from the Agency Order will not cause the exposure period to end early. The Commission believes that allowing the single-leg PIM to continue after the receipt of a market or marketable limit order in the series on the same side of the market as the Agency Order, unless the incoming order causes the Exchange's best bid or offer to improve beyond the price of the Crossing Transaction on the same side, as provided in proposed MRX Options 3, Section 13(c)(5)(ii), will benefit investors by providing the Agency Order with additional time to receive price improvement. In addition, the Exchange states that the proposed change is consistent with BX's PRISM Auction and Phlx's PIXL, which do not terminate early when the exchange receives an unrelated market or marketable limit order in the same series on the same side of the market as the Agency Order, unless the exchange's best bid or offer improves beyond the price of the Crossing Transaction on the same side.[103]

Same-Side Interest That Will Cause an Early Termination

The proposal replaces current Options 3, Section 13(c)(5)(iii), which provides that the exposure period will automatically terminate ''upon the receipt of a non-marketable limit order in the same series on the same side of the market as the Agency Order that would cause the Crossing Transaction to be outside of the best bid of offer on the Exchange,'' with proposed Options 3, Section 13(c)(5)(ii), which states that the exposure period will automatically terminate ''any time the Exchange best bid or offer improves beyond the price of the Crossing Transaction on the same side of the market as the Agency Order.'' The Exchange states that new Section 13(c)(5)(ii) is designed to remove any ambiguity that a market or marketable limit order priced more aggressively than the Agency Order could improve the Exchange's best bid or offer beyond the price of the Crossing Transaction and cause the PIM to terminate early.[104] The Exchange states that termination of the exposure period is necessary under these circumstances because the price of the single-leg PIM would no longer be at the Exchange's best price and would

[96] *See id.*

[97] *See* Phlx Options 3, Section 14(f)(iii)(C)(2).

[98] *See* SR–MRX–2022–16, *supra* note 6.

[99] Qualified Contingent Cross and Complex Qualified Contingent Cross Orders also must satisfy other requirements, including not trading at the same price as resting Priority Customer Orders. *See* MRX Options 3, Sections 12(c) and (d).

[100] *See* proposed MRX Options 3, Sections 12(c) and (d). As discussed below, MRX also proposes to include a reference to the internal BBO in its proposed rules providing for Complex Preferenced Orders.

[101] *See* proposed MRX Rule Options 3, Section 13(d)(4).

[102] *See, e.g.,* Phlx Options 3, Section 13(b)(4) (providing that an unrelated market or marketable Limit Order (against the PBBO) on the opposite side of the market from the PIXL Order received during the Auction will not cause the Auction to end early and will execute against interest outside of the Auction); and BX Options 3, Section 13(ii)(D) (providing that unrelated market or marketable interest (against the BX BBO) on the opposite side of the market from the PRISM Order received during the Auction will not cause the Auction to end early and will execute against interest outside of the Auction).

[103] *See* Amendment No. 1 at 14.

[104] *See id.* at 16.

not have execution priority with respect to responses or unrelated interest that arrives.[105] In addition, the Exchange states that termination of the exposure period would permit the execution of responses received prior to the improvement in the Exchange's best bid or offer.[106] The Commission believes that terminating the exposure period when the Exchange's best bid or offer improves beyond the price of the Crossing Transaction on the same side as the Agency Order will protect investors and the public interest by preserving the priority of the better-priced incoming interest. In addition, another options exchange terminates its price improvement auction under these circumstances.[107]

Termination Following a Trading Halt

The Exchange proposes to amend Options 3, Section 13(c)(5) to state that the exposure period for a single-leg PIM will terminate any time there is a trading halt on the Exchange in the affected series.[108] The Commission believes that terminating the PIM exposure period after a trading halt is consistent with current MRX Options 3, Section 13(d)(5), which states that a PIM auction will terminate automatically if a trading halt is initiated after an order is entered into the PIM. Other options exchanges also terminate their price improvement auctions following a trading halt.[109]

2. Complex PIM

MRX Options 3, Section 13(e)(4)(vi) describes the processing of orders when an incoming Complex Order that causes the early termination of a Complex PIM auction is also marketable against a component leg(s) of the strategy that is the subject of a concurrent single-leg PIM auction or an exposure period pursuant to Supplementary Material .02 to MRX Options 5, Section 2. Supplementary Material .01(b)(iii) to MRX Options 3, Section 14 describes the processing of orders when an incoming Complex Order that causes the early termination of the Complex Order Exposure period is also marketable against a component leg(s) of the strategy that is the subject of a concurrent single-leg PIM auction or an exposure period pursuant to Supplementary Material .02 to MRX Options 5, Section 2. Because MRX has eliminated the flash functionality exposure period[110] and because a single-leg PIM will no longer terminate early due to the arrival of unrelated marketable interest on either side of the market, as discussed above, the circumstances and processing addressed in MRX Options 3, Section 13(e)(4)(vi) and Supplementary Material .01(b)(iii) to MRX Options 3, Section 14 will no longer occur. Accordingly, the Commission believes that deleting MRX Options 3, Section 13(e)(4)(vi) and Supplementary Material .01(b)(iii) to MRX Options 3, Section 14 from MRX's rulebook will protect investors and the public interest by helping to avoid confusion and maintain the clarity and accuracy of the Exchange's rules.

D. Delayed Functionalities

As described more fully above, the Exchange proposes to amend MRX Options 3, Sections 7, 11, 12, 13, and 14 to delay the implementation of Stock-Option Orders, Stock-Complex Orders, QCC with Stock Orders, and Complex QCC with Stock Orders, in connection with the migration to the Exchange's new trading platform. The Commission believes that delaying the implementation of these functionalities will benefit investors by providing the Exchange with additional time to code, test, and implement these functionalities. As stated above, the Exchange will issue Options Trader Alerts to ensure that Members are aware of when the Delayed Functionalities will be available on the Exchange.[111]

E. Complex Order Types

1. Opening Only Complex Orders

The Exchange proposes to amend MRX Options 3, Section 14(b)(10) to indicate that Opening Only Complex Orders may be submitted as market orders as well as limit orders. The Exchange's current Complex Opening Price Determination rules address the participation of Market Complex Orders in the opening process.[112] The Commission believes that the proposed change to MRX Options 3, Section 14(b)(10) will protect investors and the public interest by providing consistency to the Exchange's rules and making clear that an Opening Only Complex Order may be submitted as either a market order or a limit order. Allowing both Market and Limit Complex Orders to participate in the Complex Opening Process could result in better price discovery and help to ensure that the Opening Price incorporates all available trading interest.

2. Complex Preferenced Orders

The Exchange proposes to adopt rules to provide for Complex Preferenced Orders.[113] The proposed rules will allow a Preferred Market Maker that receives a Complex Preferenced Order to receive the allocation provided in current MRX Options 3, Section 10(c)(1)(C) (the Preferred Market Maker participation entitlement for single-leg orders) when the component legs of the Complex Preferenced Order execute against the Preferred Market Maker's single-leg market quotes, provided the Preferred Market Maker satisfies certain conditions.[114] As described more fully above, an Electronic Access Member designated as a Preferred Market Maker may receive the Preferred Market Maker allocation described in MRX Options 3, Section 10(c)(1)(C) when the component leg(s) of a Complex Preferenced Order execute against the Preferred Market Maker's single-leg market quotes, provided that the Preferred Market Maker is quoting at the better of the internal BBO or the NBBO for a component leg(s) of the Complex Preferenced Order at the time the Complex Preferenced Order is received.[115] The Commission has

[105] *See* Amendment No. 1 at 16.

[106] *See id.*

[107] *See* Nasdaq BX Options 3, Section 13(ii)(B)(2) (stating that the PRISM Auction will conclude any time the BX BBO crosses the PRISM Order stop price on the same side of the market as the PRISM Order).

[108] *See* proposed MRX Options 3, Section 13(c)(5)(iii).

[109] *See* BX Options 3, Section 13(ii)(B)(3) (stating that a PRISM Auction will conclude any time there is a trading halt on the exchange in the affected series); and Phlx Options 3, Section 13(b)(2)(D) (stating that a PIXL Auction will conclude any time there is a trading halt on the exchange in the affected series).

[110] *See* note 28 *supra.*

[111] *See* Amendment No. 1 at 29.

[112] *See* Supplementary Material .05(d)(3) and (5) to MRX Options 3, Section 14.

[113] *See* proposed MRX Options 3, Section 14(b)(19).

[114] MRX Options 3, Section 10(c)(1)(C) provides that after all Priority Customer orders have been fully executed, upon receipt of a Preferenced Order pursuant to Supplementary .01 to Options 3, Section 10, provided the Preferred Market Maker's quote is at the better of the internal BBO or the NBBO, the Preferred Market Maker will be afforded a participation entitlement. Preferred Market Maker participation entitlements will apply only after the Opening Process. When the Preferred Market Maker is at the same price as a non- Priority Customer Order or Market Maker quote, pursuant to the Preferred Market Maker participation entitlement, the Preferred Market Maker shall receive, with respect to a Preferenced Order, the greater of: (a) 60% of remaining interest if there is one other non-Priority Customer Order or Market Maker quote at that price; or 40% of remaining interest if there are two or more other non-Priority Customer Orders or Market Maker quotes at that price; (b) the Preferred Market Maker's Size Pro-Rata share under subparagraph (c)(1)(E); or (c) the entitlement for Orders of 5 Contracts or Fewer under subparagraph (c)(1)(D) if the Preferred Market Maker is also the Primary Market Maker and the incoming Order is for 5 Contracts or Fewer.

[115] *See* proposed MRX Options 3, Section 14(b)(19). The Commission notes that the proposed requirement that the Preferred Market Maker be quoting at the better of the internal BBO or the NBBO for the component leg(s) of a Complex Preferenced Order at the time the Complex

previously approved rules of national securities exchanges that provide for directed order participation entitlements for single-leg orders.[116] The Commission has closely scrutinized such exchange rule proposals where the percentage of enhanced participation would rise to a level that could have a material adverse impact on quote competition within a particular exchange.[117] Under the proposal, a Preferred Market Maker that is quoting at the better of the internal BBO or the NBBO for a component leg of a Complex Preferenced Order at the time the Complex Preferenced Order is received will receive the same participation entitlement for that leg—the participation entitlement provided in MRX Options 3, Section 10(c)(1)(C)—as a Preferred Market Maker that receives a single-leg Preferenced Order. The Commission has reviewed MRX Options 3, Section 10(c)(1)(C) previously.[118]

To receive the Preferred Market Maker allocation, a Preferred Market Maker must be quoting at the better of the internal BBO or the NBBO for a component leg(s) of the Complex Preferenced Order at the time the Complex Preferenced Order is received.[119] The Commission believes that it is critical that a Preferred Market Maker not be permitted to step up and match the better of the internal BBO or the NBBO for the component legs of a Complex Order after it receives a Complex Preferenced Order to receive the participation entitlement.[120] In this regard, the Exchange states that Supplementary Material .01 to MRX Options 9, Section 1 prohibits a Member from notifying a Preferred Market Maker of an intention to submit a Complex Preferenced Order so that the Preferred Market Maker could change its quotation to match the NBBO immediately prior to submission of the Complex Preferenced Order, and then fade its quote.[121] The Exchange further states that it proactively conducts surveillance for, and enforces against, violations of Supplementary Material .01 to MRX Options 9, Section 1.[122]

In addition, Preferred Market Makers will be subject to heightened quoting requirements. To receive the participation entitlement for a Complex Preferenced Order, Preferred Market Makers are required to quote 90% of the trading day as compared to Market Makers, who are required to quote 60% of the trading day.[123] Other options exchanges also have adopted heightened quoting obligations for market makers to be eligible to receive a participant entitlement as part of their directed order programs.[124]

The Commission emphasizes that approval of this proposal does not affect a broker-dealer's duty of best execution. The Commission has discussed the duty of best execution in previous orders approving proposals to implement participation entitlements, and hereby incorporates those discussions by reference into this order.[125]

F. Complex Opening Price Determination

The Commission believes that the proposed changes to the Complex Opening Price Determination process are designed to protect investors and the public interest by enhancing the Exchange's Complex Opening Process and facilitating the fair and orderly opening of trading in complex strategies. Under the proposal, the contra-side Boundary Price will be the limit price for Market Complex Orders.[126] Because the Boundary Prices for a strategy are calculated based on the NBBO for the individual component legs of a strategy, the Commission believes that making the contra-side Boundary Price the limit price for Market Complex Orders will help to ensure that the opening price for a complex strategy is within the broad market price for the strategy.[127] In addition, assigning a limit price to Market Complex Orders will allow the Exchange to use the Complex Opening Process, rather than the Uncrossing Process provided for in Supplementary Material .06(b) to MRX Options 3, Section 14, to open a strategy when there are only Market Complex Orders on both sides of the market for a strategy or if there are Market Complex Orders on the bid (offer) side of the market for greater than the total size of Complex Orders on the offer (bid) side of the market.[128] Because a change in market conditions between the time of the Complex Opening Price Determination process and the time of the Uncrossing Process could result in missed execution opportunities, allowing Market Complex Orders to execute in the Complex Opening Process could help to maximize the number of contracts that execute.[129] As discussed above, the proposal will allow MRX to calculate an Opening Price for a strategy utilizing a greater number of Market Complex Orders.[130] In addition, the proposed Opening Price Determination process will seek to distribute price improvement to both the bid and offer side of the transaction to the extent possible, rather than providing all of the price improvement to one side of the transaction.[131] The Commission believes that including additional liquidity in the Complex Opening Price Determination process could facilitate price discovery and result in more accurate pricing for complex strategies, which would benefit all market participants. The Commission believes that distributing price improvement to both sides of the transaction could encourage market participants to submit orders to participate in the Complex Opening Process.

G. Additional Changes

The Exchange proposes non-substantive changes to correct inaccurate cross-references in MRX Options 3, Sections 14(b)(15), 16(b), and Supplementary Material .05(d)(2) to MRX Options 3, Section 14; make a grammatical correction in Supplementary Material .02 to MRX Options 3, Section 14; provide a more accurate title for MRX Options 3, Section 16(c)(1); and correct an inaccurate reference to ISE in MRX Options 3, Section 14(c)(2). The

Preferenced Order is received is consistent with the requirements applicable to single-leg Preferenced Orders. MRX Options 3, Section 10(c)(1)(B) states that "After all Priority Customer orders have been fully executed, provided the Primary Market Maker's quote is at the better of the internal BBO or the NBBO, the Primary Market Maker shall be entitled to receive the allocation described in Options 3, Section 10(c)(1)(B)(i), unless the incoming order to be allocated is a Preferenced Order and the Primary Market Maker is not the Preferred Market Maker, in which case allocation would be pursuant to (c)(1)(C)." *See* SR–MRX–2022–16.

[116] *See, e.g.,* Securities Exchange Act Release No. 74129 (January 23, 2015), 80 FR 4954 (January 29, 2015) (Order Approving File No. BX–2014–049) ("BX Order").

[117] *See id.*

[118] *See* Securities Exchange Act Release No. 86949 (September 12, 2019), 84 FR 49151 (September 18, 2019) (Notice of Filing and Immediate Effectiveness of File No. SR–MRX–2019–17).

[119] *See* proposed MRX Options 3, Section 14(b)(19).

[120] *See* BX Order, *supra* note 116, 80 FR at 4955.

[121] *See* Amendment No. 1 at 33.

[122] *See id.*

[123] *See* Amendment No. 1 at 65 and MRX Options 2, Section 5.

[124] *See, e.g.,* BX Order, *supra* note 116, 80 FR at 4955.

[125] *See id.* at 4955–6.

[126] *See* Amendment No. 1 at 42. *See also* proposed MRX Supplementary Material .05(d)(3)(B) to Options 3, Section 14 (stating that "Executable bids/offers will be bounded by the Boundary Price on the contra-side of the interest, for determination of the Potential Opening Price described above").

[127] *See* Supplementary Material .05(d)(1) to Options 3, Section 14 (describing the calculation of the Boundary Prices for a complex order strategy).

[128] *See* Amendment No. 1 at 35–6.

[129] *See id.* at 42.

[130] *See id.*

[131] *See* Amendment No. 1 at 40.

Commission believes that these proposed changes will protect investors and the public interest by helping to ensure the clarity and accuracy of the Exchange's rules.

IV. Solicitation of Comments on Amendment No. 1

Interested persons are invited to submit written data, views, and arguments concerning whether Amendment No. 1 is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's internet comment form (*http://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include File Number SR–MRX–2022–10 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–MRX–2022–10. 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 (*http://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–MRX–2022–10, and should be submitted on or before October 18, 2022.

V. Accelerated Approval of Proposed Rule Change, as Modified by Amendment No. 1

The Commission finds good cause to approve the proposed rule change, as modified by Amendment No. 1, prior to the thirtieth day after the date of publication of the notice of Amendment No. 1 in the **Federal Register**. As discussed more fully above, Amendment No. 1 revises MRX Options 3, Sections 7, 11, 12, and 13 to indicate that certain order types requiring stock-tied functionality will be implemented at a later date as part of the Exchange's technology migration. In addition, Amendment No. 1 corrects an error in the text of the proposed rules, replaces references to SR–MRX–2022–5P with references to SR–MRX–2022–16, and adds references to the ''internal BBO'' to the proposed Complex Preferenced Order rules and to the Qualified Contingent Cross Order and Complex Qualified Contingent Cross Order rules. The Commission believes that Amendment No. 1 raises no novel regulatory issues. Amending MRX's rules to note the delayed implementation of certain order types will help to provide members with notice regarding the order types that will not be available immediately following MRX's migration to its new trading platform. Adding references to the internal BBO to the Qualified Contingent Cross Order and Complex Qualified Contingent Cross Order rules will help to effectively maintain the existing pricing requirements currently applicable to the option leg(s) of those orders, and adding a reference to the internal BBO to the Complex Preferenced Order rules will provide consistency with MRX's single-leg Preferenced Order rules. The correction in the proposed rule text will help to ensure the accuracy of the Exchange's rules and the addition of references to SR–MRX–2022–16 will help to ensure the completeness and accuracy of the proposal. Accordingly, the Commission finds good cause for approving the proposed rule change, as modified by Amendment No. 1, on an accelerated basis.

VI. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,[132] that the proposed rule change (SR–MRX–2022–10), as modified by Amendment No. 1, is approved on an accelerated basis.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[133]

J. Matthew DeLesDernier,

Deputy Secretary.

[FR Doc. 2022–20816 Filed 9–26–22; 8:45 am]

BILLING CODE 8011–01–P

[132] 15 U.S.C. 78s(b)(2).

[133] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–95855]

Notice of Intention To Cancel Registrations of Certain Transfer Agents

Notice is hereby given that the Securities and Exchange Commission (''Commission'') intends to issue an order, pursuant to Section 17A(c)(4)(B) of the Securities Exchange Act of 1934 (''Act''),[1] cancelling the registrations of the transfer agents whose names appear in the attached Appendix.

FOR FURTHER INFORMATION CONTACT: Moshe Rothman, Assistant Director, or Catherine Whiting, Senior Counsel, at (202) 551–4990, U.S. Securities and Exchange Commission, Division of Trading and Markets, 100 F Street NE, Washington, DC 20549 or by email at *tradingandmarkets@sec.gov* with the phrase ''Notice of Intention to Cancel Transfer Agent Registration'' in the subject line.

Background: Section 17A(c)(4)(B) of the Act provides that if the Commission finds that any transfer agent registered with the Commission is no longer in existence or has ceased to do business as a transfer agent, the Commission shall by order cancel that transfer agent's registration.

Although the Commission has made efforts to locate and to determine the status of each of the transfer agents listed in the Appendix, based on the facts it has, the Commission believes that each of those transfer agents is no longer in existence or has ceased doing business as a transfer agent. Accordingly, at any time after November 1, 2022, the Commission intends to issue an order cancelling the registrations of the transfer agents listed in the Appendix.

The representative of any transfer agent listed in the Appendix who believes the registration of the transfer agent should not be cancelled must notify the Commission by email within 30 days after the notice date. Email notifications must be sent to *tradingandmarkets@sec.gov* with the phrase ''Notice of Intention to Cancel

[1] 15 U.S.C. 78q–1(c)(4)(B).