satisfies the requirements of Sections 6(b)(4) and 6(b)(5) of the Act [11] in that it provides for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities and is not designed to unfairly discriminate between customers, issuers, brokers, or dealers.

B. Self-Regulatory Organization's Statement on Burden on Competition

In accordance with Section 6(b)(8) of the Act,[12] the Exchange believes that the proposed rule change will not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

The Exchange believes that the proposed rule change would not place any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change is not designed to address any competitive issues but rather is designed to enhance the clarity of the Fee Schedule and alleviate possible Member confusion that may arise from the inclusion of obsolete language.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

The Exchange neither solicited nor received comments on the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act [13] and Rule 19b–4(f)(2) [14] thereunder.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's internet comment form (*https://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include file number SR–MEMX–2023–32 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–MEMX–2023–32. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (*https://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR–MEMX–2023–32 and should be submitted on or before January 2, 2024.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[15]

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2023–27158 Filed 12–11–23; 8:45 am]

BILLING CODE 8011–01–P

[11] 15 U.S.C. 78f(b)(4) and (5).

[12] 15 U.S.C. 78f(b)(8).

[13] 15 U.S.C. 78s(b)(3)(A)(ii).

[14] 17 CFR 240.19b–4(f)(2).

[15] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–99093; File No. SR–MRX–2023–22]

Self-Regulatory Organizations; Nasdaq MRX, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Legging Orders

December 6, 2023.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on November 28, 2023, Nasdaq MRX, LLC (''MRX'' or ''Exchange'') filed with the Securities and Exchange Commission (''SEC'' or ''Commission'') the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend Options 3, Section 7, Types of Orders and Order and Quote Protocols, and Options 3, Section 16, Complex Order Risk Protection.

The text of the proposed rule change is available on the Exchange's website at *https://listingcenter.nasdaq.com/rulebook/mrx/rules,* at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

The Exchange proposes to amend Options 3, Section 7, Types of Orders

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

[2] 17 CFR 240.19b–4.

and Order and Quote Protocols, and Section 16, Complex Order Risk Protections. Each change is described below.

Options 3, Section 7

The Exchange proposes to expand the description of Legging Orders to add detail to describe the current System[3] functionality. The proposed amendments reflect the way the System handles Legging Orders today. The Exchange is not amending its current System functionality with respect to Legging Orders, rather, the proposed rule text is intended to add more detail to MRX Options 3, Section 7(k) to conform the level of detail to Nasdaq Phlx LLC (''Phlx'') Options 3, Sections 7(b)(10) and 14(f)(iii)(C), which describes Phlx's legging orders, as well as The Miami International Securities Exchange, LLC (''MIAX'') Rule 518(a)(10), which describes derived orders.

Generally, the Exchange proposes to amend the phrase ''regular limit order book'' in MRX Options 3, Section 7(k) to ''single-leg limit order book'' to conform the rule text to the manner in which that order book is described in MRX Options 3, Section 14, Complex Orders.

Currently, MRX Options 3, Section 7(k) provides,

Legging Orders. 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. Legging orders are firm orders that are included in the Exchange's displayed best bid or offer.

(1) A legging order may be automatically generated for one leg of a Complex Options Order at a price: (i) that matches or improves upon the best displayed bid or offer on the regular limit order book; and (ii) at which the net price can be achieved when the other leg is executed against the best displayed bid or offer on the regular limit order book. A legging order will not be created at a price that locks or crosses the best bid or offer of another exchange or during a Posting Period in progress on the same side in the series, pursuant to Options 3, Section 15 regarding Acceptable Trade Range.

(2) A legging order is executed only after all other executable orders (including any non-displayed size) and quotes at the same price are executed in full. When a legging order is executed, the other portion of the Complex Options Order will be automatically executed against the displayed best bid or offer on the Exchange.

(3) A legging order is automatically removed from the regular limit order book if: (i) the price of the legging order is no longer at the displayed best bid or offer on the regular limit order book, (ii) execution of the legging order would no longer achieve the net price of the Complex Options Order when the other leg is executed against the best displayed bid or offer on the regular limit order book, (iii) the Complex Options Order is executed in full or in part on the Complex Order Book, or (iv) the Complex Options Order is cancelled or modified.

The Exchange proposes to amend the first paragraph of MRX Options 3, Section 7(k) to instead provide,

A Legging Order is a Limit Order on the single-leg limit order book in an individual series that represents one leg of a two-legged Complex Options Order that is to buy or sell an equal quantity of two options series resting on the Exchange's Complex Order Book. Legging Orders are firm orders that are included in the Exchange's displayed best bid or offer. Legging Orders are not routable and have a TIF of Day.

Generally, the Exchange proposes to capitalize the terms ''Legging Order'' and ''Limit Order'' throughout MRX Options 3, Section 7(k). The Exchange also proposes to amend the term ''one side of a Complex Options Order'' to more specifically state, ''one leg of a two-legged Complex Options Order.'' The Exchange also proposes to add a new sentence to the end of the paragraph which provides, ''Legging Orders are not routable and have a TIF of Day.'' Specifying that Legging Orders, which are an individual component of a Complex Options Order,[4] are also not routable will add detail to the description of the order type and make clear the current System handling. Similarly, specifying that Legging Orders will be Limit Orders[5] with a TIF of Day makes clear the way these orders are currently handled by the System. Legging Orders are not based on Member instruction and are intended to facilitate more interaction between the single-leg order book and the Complex Order Book, resulting in increased execution opportunities and better execution prices for Complex Orders and for orders resting on the single-leg order book. For this reason, Legging Orders do not route and have a TIF of Day to permit Members to interact with this order type. The Exchange believes the amended rule text proposed in the first paragraph of MRX Options 3, Section 7(k) more accurately describes a Legging Order and provides Members with greater information regarding this order type. Phlx's rules at Options 3, Section 7(b)(10) similarly describes a Legging Order as ''one leg of a two-legged Complex Options Order'' and specifies that Phlx's Legging Orders are not routable and have a time-in-force of Day.

The Exchange proposes to add a new second paragraph to MRX Options 3, Section 7(k) to specifically explain the way the System will generate a Legging Order. The Exchange proposes to state,

The System will evaluate whether Legging Orders may be generated (1) when a Complex Options Order enters the Complex Order Book, and (2) after a time interval (to be determined by the Exchange, not to exceed 1 second) when the NBBO or Exchange best bid or offer in any component of a Complex Options Order changes. The Exchange may determine to limit the number of Legging Orders generated on an objective basis and may determine to remove existing Legging Orders in order to maintain a fair and orderly market in times of extreme volatility or uncertainty. Legging Orders are treated as having no Priority Customer capacity on the single-leg order book, regardless of being generated from Priority Customer Complex Options Orders.

The Exchange proposes to make clear that the System will evaluate whether Legging Orders may be generated, which occurs at the time a Complex Options Order enters the Complex Order Book or after a time interval (to be determined by the Exchange, not to exceed one second)[6] when the NBBO or Exchange best bid or offer in any component of a Complex Options Order changes. The Exchange proposes to state that it may determine to limit the number of Legging Orders generated on an objective basis and may determine to remove existing Legging Orders, and cease the creation of additional Legging Orders, to maintain a fair and orderly market in times of extreme volatility or uncertainty. Phlx has similar rule text in Phlx Options 3, Section 14(f)(iii)(C).[7]

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

[4] The terms ''Complex Options Order,'' ''Stock-Option Order,'' and ''Stock-Complex Order'' refer to orders for a Complex Options Strategy, Stock-Option Strategy, and Stock-Complex Strategy, respectively. The term ''Complex Order'' includes Complex Options Orders, Stock-Option Orders, and Stock-Complex Orders. *See* MRX Options 3, Section 14(a)(5). *See also* MRX Options 3, Section 14(a)(1)–(3).

[5] A Limit Order is an order to buy or sell a stated number of options contracts at a specified price or better. *See* MRX Options 3, Section 7(b).

[6] Today, the time interval is set to one hundred milliseconds.

[7] Phlx's rule states, in part, in Options 3, Section 14(f)(iii)(C) that, ''. . . The System will evaluate the CBOOK when a Complex Order enters the CBOOK and at a regular time interval, to be determined by the Exchange (which interval shall not exceed 1 second), following a change in the national best bid and/or offer ('NBBO') or Phlx best bid and/or offer ('PBBO') in any component of a Complex Order eligible to generate Legging Orders, to determine whether Legging Orders may be generated. The Exchange may determine to limit the number of Legging Orders generated on an objective basis and may determine to remove existing Legging Orders in order to maintain a fair and orderly market in times of extreme volatility or uncertainty.''

This limitation assists the Exchange in managing the number of Legging Orders generated to ensure that Legging Orders do not negatively impact the Exchange's System capacity and performance so that MRX may maintain a fair and orderly market in times of extreme volatility or uncertainty. Of note, the Exchange does not limit the generation of Legging Orders on the basis of the entering Member or the Member category of the order (*i.e.,* Professional or Priority Customer). Phlx similarly made this representation when it proposed to adopt rules related to the generation and execution of ''legging orders.'' [8]

Finally, the Exchange proposes to provide that Legging Orders are treated as having no Priority Customer capacity on the single leg order book, regardless of being generated from Priority Customer Complex Options Orders. A Legging Order is handled in the same manner as other orders on the single-leg order book except as otherwise provided in MRX Options 3, Section 7(k), and is executed only after all other executable orders and quotes at the same price are executed in full. When a Legging Order is executed, the other component of the Complex Order on the Complex Order Book will be automatically executed against the best bid or offer on the Exchange. The Exchange believes that a Legging Order, created for the execution of a Complex Order, should not be afforded priority over resting orders and quotes on the single-leg order book, and therefore has determined to protect the priority on the single-leg order book of such resting orders and quotes. MIAX similarly executes a derived order only after all other executable orders and quotes at the same price are executed in full.[9]

The Exchange proposes to amend MRX Options 3, Section 7(k)(1) and add the title ''Generation of Legging Orders'' to describe the contents of the paragraph. The Exchange proposes to amend the first sentence which currently states,

A legging order may be automatically generated for one leg of a Complex Options Order at a price: (i) that matches or improves upon the best displayed bid or offer on the regular limit order book; and (ii) at which the net price can be achieved when the other leg is executed against the best displayed bid or offer on the regular limit order book. A legging order will not be created at a price that locks or crosses the best bid or offer of another exchange or during a Posting Period in progress on the same side in the series, pursuant to Options 3, Section 15 regarding Acceptable Trade Range.

The Exchange proposes to instead provide in Options 3, Section 7(k)(1),

A Legging Order may be automatically generated for one or both leg(s) of a Complex Options Order resting on top of the Complex Order Book at a price: (i) that matches or improves upon the best displayed bid or offer on the single-leg limit order book; and (ii) at which the net price can be achieved when the other leg is executed against the best displayed bid or offer on the single-leg limit order book, excluding other Legging Orders. Legging Orders will be generated and executed in the minimum increment for that options series.

The Exchange is proposing to add ''or both leg(s)'' to the first sentence of MRX Options 3, Section 7(k)(1) to make clear a Legging Order may be generated for each leg of a two-legged Complex Order. The Exchange notes that Legging Orders may be generated for each leg of a two-legged options orders with the same quantity on both legs. Automatically generating Legging Orders, which will only be executed after all other executable interest at the same price (including non-displayed interest) is executed in full, will provide additional execution opportunities for Complex Orders, without negatively impacting any investors in the single-leg market. In fact, the generation of Legging Orders may enhance execution quality for investors in the single-leg market by improving the price and/or size of the MRX BBO and by providing additional execution opportunity for resting orders on the single-leg order book. The generation of Legging Orders is fully compliant with all regulatory requirements. In particular, Legging Orders are firm orders that will be displayed at the MRX BBO. Also, a Legging Order will be automatically removed if it is no longer displayable at the MRX BBO or if the net price of the Complex Order can no longer be achieved. Finally, the generation of Legging Orders is limited in scope, as they may be generated only for Complex Options Orders with two legs. Additionally, as noted herein, the Exchange will closely manage and curtail the generation of Legging Orders to assure that they do not negatively impact system capacity and performance. Phlx's Legging Orders differ from MRX's Legging Orders in that, on Phlx, where two legging orders may be generated, only one of those can execute as part of the execution of a particular complex order.

The addition of ''resting on the top of the Complex Order Book'' in the first sentence of MRX Options 3, Section 7(k)(1) will make clear that the priority of orders in the Complex Order Book controls with respect to the generation of Legging Orders. The addition of this language is intended to provide greater detail with respect to the generation of Legging Orders.

The Exchange proposes to amend the second sentence of MRX Options 3, Section 7(k)(1) to add ''excluding other Legging Orders'' to the end of the sentence to make clear that the price of a Legging Order is not considered in the BBO for purposes of determining whether the net price of a Complex Order could be achieved were it to generate a Legging Order. Below is an example of the manner in which the System calculates the net price and excludes a Legging Order.

Example #1

Assume

Leg A is quoted 4.20 (100) × 4.25 (100)
Leg B is quoted 4.00 (100) × 4.10 (100)
Leg C is quoted 3.80 (100) × 3.90 (100)
Create A–B strategy, ratio of 1. cBBO [10] for A–B is 0.10 × 0.25
Create B–C strategy, ratio of 1. cBBO for B–C is 0.10 × 0.30

Generation of Legging Orders

Complex Order is entered to Buy A–B 10 @0 0.20
System generates Legging Order on leg A's bid @4 4.20
System generates Legging Order on Leg B's offer @4 4.05
Complex Order is entered to Buy B–C 10 @0 0.20
System generates Legging Order on leg B's bid @4 4.00
System generates Legging Order on Leg C's offer @3 3.90

Executions

If Complex Order B–C sold leg C @ 3.90, it would have to buy leg B for 4.10 or less to satisfy its net price of 0.20. Given that a Legging Order is available on Leg B's offer at 4.05, this Legging Order on leg C would have been able to generate at 3.85 instead of 3.90 if the Legging Order at 4.05 was included in the calculation of possible net execution price, but since it is not, the Legging Order is generated at 3.90 on Leg C's offer instead of 3.85.[11]

[8] *See* Securities Exchange Act Release No. 73545 (November 6, 2014), 79 FR 67498 (November 13, 2014) (SR–Phlx–2014–54) (Notice of Filing of Amendment No. 1 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment No. 1, To Add a New Complex Order Process Called Legging Orders).

[9] *See* MIAX Rule 518(a)(10)(iv). *See also* Securities Exchange Act Release No. 79072 (October 7, 2016), 81 FR 71131 (October 14, 2016) (SR–MIAX–2016–26) (Order Approving a Proposed Rule Change to Adopt New Rules to Govern the Trading of Complex Orders).

[10] The cBBO is the net best bid or offer comprised of the best bids and offers of the individual legs of the complex strategy.

[11] Furthermore, if a single-leg order arrives to buy for 3.90 on Leg C, the B–C strategy trades with the 4.10 offer of Leg B and the 4.05 Legging Order is removed.

The Exchange is removing the last sentence of MRX Options 3, Section 7(k)(1) [12] because that concept is being relocated to proposed new paragraph Options 3, Section 7(k)(2) as described below.

Finally, the Exchange proposes to add a sentence to MRX Options 3, Section 7(k)(1) which states, ''Legging Orders will be generated and executed in the minimum increment for that options series.'' Options 3, Section 3 describes the minimum increments for options traded on MRX. This rule makes clear that the minimum increment rule in MRX Options 3, Section 3 is applicable to Legging Orders. MIAX Rule 518(a)(10)(iii) similarly provides that MRX's derived orders will not be created at a price increment less than the minimum established by Rule 510.[13]

The Exchange proposes to add proposed new paragraph MRX Options 3, Section 7(k)(2) with the title ''When Legging Orders Will Not Be Generated'' to describe the contents of the paragraph. The Exchange proposes to state in proposed MRX Options 3, Section 7(k)(2),

> *When Legging Orders Will Not Be Generated.* A Legging Order will not be generated: (i) at a price that locks or crosses the best bid or offer of another exchange, (ii) if there is a complex auction on either side in the Complex Options Strategy, or a single-leg auction on either side in any component of the Complex Options Strategy, or a Posting Period in progress on the same side in the series, pursuant to Options 3, Section 15 regarding Acceptable Trade Range; (iii) if the price of the leg(s) of a Complex Options Order is outside of the price limits described in Options 3, Section 16(a); (iv) if there is already a Legging Order in that options series on the same side of the market at the same price; or (v) for Complex Orders with 2 option legs, where both legs are buying or both legs are selling and both legs are calls or both legs are puts, as described in Options 3, Section 14(d)(3)(A); or (vi) if the Exchange has not opened; or a particular option series has not opened or such options series is halted.

This paragraph will describe when Legging Orders will not be generated.

First, a Legging Order will not be generated at a price that locks or crosses the best bid or offer of another exchange as stated in the last sentence of MRX Options 3, Section 7(k)(1). This concept is consistent with MRX Options 5, Sections 2 and 3 which describe order protection and locked and crossed markets.[14]

Second, the Exchange proposes to add a provision which states that a Legging Order will not be generated if there is a complex auction on either side in the Complex Options Strategy,[15] or a single-leg auction on either side in any component of the Complex Options Strategy, or a Posting Period in progress on the same side in the series, pursuant to MRX Options 3, Section 15 regarding Acceptable Trade Range (''ATR'').[16] The last part of this proposed sentence concerning ATR was relocated from the last sentence of MRX Options 3, Section 7(k)(1).

Third, the Exchange proposes to add a provision which states that a Legging Order will not be generated if the price of the leg(s) of a Complex Options Order is outside of the price limits described in MRX Options 3, Section 16(a). In the instance where a Legging Order generated is currently outside the price parameter (because the ABBO has moved), the System will remove the Legging Order that was outside the price limits pursuant to proposed MRX Options 3, Section 7(k)(2)(iii) and will attempt to re-generate a new Legging Order that is in the price limits described in MRX Options 3, Section 16(a) as proposed in MRX Options 3, Section 7(k)(4)(v). Today, MRX Options 3, Section 16(a) would restrict the execution of a Legging Order through price limits for Complex Orders. By adding the aforementioned rule text in proposed new paragraph Options 3, Section 7(k)(2), all limitations related to the generation of Legging Orders will be memorialized in Options 3, Section 7(k).[17]

Fourth, the Exchange proposes to add a provision which states that a Legging Order will not be generated if there is already a Legging Order in that options series on the same side of the market at the same price. This provision addresses a situation of overlapping Legging Orders. Phlx has a similar sentence in Phlx Options 3, Section 7(b)(10)(2).[18] The addition of this rule text will make clear an existing limitation to the generation of orders in MRX Options 3, Section 7(k).

Fifth, the Exchange proposes to add a provision which states that a Legging Order will not be generated for Complex Orders with two option legs, where both legs are buying or both legs are selling and both legs are calls or both legs are puts, as described in MRX Options 3, Section 14(d)(3)(A). This limitation is currently provided for in MRX Options 3, Section 14(d)(3)(A) and is being added to proposed new paragraph MRX Options 3, Section 7(k)(2) to provide Members with a complete list of when Legging Orders will not be generated in Options 3, Section 7(k).

Sixth, the Exchange proposes to add a provision which states that a Legging Order will not be generated if the Exchange has not opened; or a particular option series has not opened or such options series is halted. Since a complex strategy must be available for trading to generate a Legging Order, the failure of an options series that is a component of the complex strategy to open or a subsequent halt would cause Legging Orders not to generate. Phlx has

[12] The last sentence of MRX Options 3, Section 7(k)(1) states, ''A legging order will not be created at a price that locks or crosses the best bid or offer of another exchange or during a Posting Period in progress on the same side in the series, pursuant to Options 3, Section 15 regarding Acceptable Trade Range.''

[13] MIAX Rule 510 specifies the minimum increments for options traded on MIAX.

[14] MRX Options 5 is incorporated by reference to ISE Options 5. Specifically, ISE Options 5, Section 2 and 3 apply to MRX.

[15] A Complex Options Strategy is the simultaneous purchase and/or sale of two or more different options series in the same underlying security, for the same account, in a ratio that is equal to or greater than one-to-three (.333) and less than or equal to three-to-one (3.00) and for the purpose of executing a particular investment strategy. Only those Complex Options 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)(1).

[16] ATR is a risk protection which sets dynamic boundaries within which quotes and orders may trade. ATR is designed to guard the System from experiencing dramatic price swings by preventing the immediate execution of quotes and orders beyond the thresholds set by this risk protection.

[17] Phlx's rule similarly indicates that a Legging Order is subject to certain price parameters by stating that a Legging Order will not be generated if the price of the Complex Order is outside of the relevant ACE Parameter. *See* PhlxOptions 3, Section 7(b)(10)(2). The ACE Parameter differs from the price limits described in MRX Options 3, Section 16(a). Phlx's ACE Parameter defines a price range outside of which a Complex Order will not be executed. The ACE Parameter is either a percentage or number as defined by Phlx and may be set at a different percentage or number for Complex Orders where one of the components is the underlying security. The ACE Parameter price range is based on the cNBBO at the time an order would be executed. A Complex Order to sell will not be executed at a price that is lower than the cNBBO bid by more than the ACE Parameter. A Complex Order to buy will not be executed at a price that is higher than the cNBBO offer by more than the ACE Parameter. A Complex Order or a portion of a Complex Order that cannot be executed within the ACE Parameter pursuant to this rule will be placed on the CBOOK. *See* Phlx Options 3, Section 16(b)(i).

[18] Phlx Options 3, Section 7(b)(10)(2)) states, in part, that Legging Order will not be generated if there is already a Legging Order in that series on the same side of the market at the same price (unless it has priority based on the participant type, under existing Exchange rules). The phrase ''unless it has priority based on the participant type, under existing Exchange rules'' is not being added to MRX's Rule as Options 3, Section 10 which describes allocation on the single-leg order book, because as stated in proposed MRX Options 3, Section 7(k), ''Legging Orders are treated as having no Priority Customer capacity on the single-leg order book, regardless of being generated from Priority Customer Complex Options Orders.''.

a similar rule in Phlx Options 3, Section 7(b)(10)(1).[19]

The Exchange proposes to renumber current MRX Options 3, Section 7(k)(2) as (k)(3) and add the title ''Execution of Legging Orders'' to describe the contents of the paragraph. The Exchange proposes to state in proposed MRX Options 3, Section 7(k)(3) that,

A Legging Order is executed only after all other executable orders (including any non-displayed size) and quotes at the same price are executed in full. When a Legging Order is executed, the other leg of the Complex Options Order will be automatically executed against the displayed best bid or offer on the Exchange and any other Legging Order not executed as part of the Complex Options Order will be removed. Two Legging Orders related to the same Complex Options Order can be generated, and both can execute as part of the execution of a particular Complex Options Order.

The Exchange's proposal, similar to Phlx Options 3, Section 7(b)(10)(3)describes current System handling when a Legging Order is executed and subsequently the other leg of the Complex Order will be automatically executed against the displayed best bid or offer on the Exchange, and any other Legging Order based on that Complex Order will be removed. The Exchange proposes to replace the word ''portion'' with ''leg'' to make the rule text more explicit. The Exchange proposes to add the phrase ''and any other Legging order not executed as part of the Complex Options Order will be removed'' to the end of the second sentence in proposed MRX Options 3, Section 7(k)(3). Phlx has a substantively similar sentence in Options 3, Section 7(b)(10)(3).[20] The addition of this phrase is intended to provide additional information regarding the treatment of unexecuted Legging Orders in MRX Options 3, Section 7(k). By way of example,

Example #2

Assume:

Complex A–B (ratio 1:1) strategy, ratio of 1 is created

MM Quote for leg A 4.20 (100) × 4.50 (100)

MM Quote for leg B 4.00 (100) × 4.10 (100)

A–B Derived BBO: 0.10 × 0.50

Complex Order to Buy A–B 10 @ net price of 0.45

System generates a Legging Order on leg A's bid for quantity of 10 @ 4.45

System generates a Legging Order leg B's offer for quantity of 10 @ 4.05

Single-leg order to sell 10 @ 4.45 on Leg A arrives

Execution:

Complex Order A–B Legging Order trades 10 with Single leg order on Leg A @ 4.45

Complex Order A–B other leg trades 10 with MM Quote on Leg B @ 4.00

Removal of Legging Order:

Legging Order that was generated for quantity of 10 on Leg B @ 4.05 is removed from the order book.

Next, the Exchange proposes to add a new sentence to MRX Options 3, Section 7(k)(3) which states, ''Two Legging Orders related to the same Complex Options Order can be generated, and both can execute as part of the execution of a particular Complex Options Order.'' As noted above, two Legging Orders related to the same Complex Options Order can be generated, and both can execute as part of the execution of a particular Complex Options Order. This behavior differs from Phlx where two legging orders may be generated, but only one of those can execute as part of the execution of a particular complex order. The Exchange believes that permitting both Legging Orders to execute as part of the execution of a particular Complex Options Order will allow more Complex Orders to execute while the price of the leg(s) will continue to be bounded by the price limits described in MRX Options 3, Section 16(a). By way of example,

Example #3

Assume:

Complex A–B strategy, ratio of 1 is created

Complex 2A–B strategy, ratio of 2:1 is created

MM Quote for leg A 4.20 (100) × 4.50 (100

MM Quote for leg B 4.00 (100) × 4.10 (100)

Complex BBO for A–B is 0.10 × 0.50

Complex BBO for 2A–B is 4.30 × 5.00

Leg Generation:

Complex Order to Buy A–B 10 @ 0.45

System generates a Legging Order on leg A's bid @ 4.45

System generates a Legging Order on leg B's offer @ 4.05

Execution:

Complex Order to Sell 2A–B 5 @ 4.85

2A–B Order trades with Legging Order on leg A 10 @ 4.45

2A–B Order trades with the Legging Order on leg B 5 @ 4.05

A–B trades with MM Quote on leg B 5 @ 4.00

The Exchange proposes to renumber MRX Options 3, Section 7(k)(3) as (k)(4) and title the paragraph, ''Removal of Generated Legging Orders'' to describe the contents of the paragraph. This paragraph describes when a Legging Order is automatically removed from the single-leg limit order book. The Exchange proposes to add a clause to the end of proposed MRX Options 3, Section 7(k)(4)(i) so that the sentence would state, ''A Legging Order is automatically removed from the single-leg limit order book if: (i) the price of the Legging Order is no longer at the displayed best bid or offer on the single-leg limit order book *or is at a price that locks or crosses the best bid or offer of another exchange* . . .''(emphasis added). Current MRX Options 3, Section 7(k)(1) already notes that a Legging Order will not be created at a price that locks or crosses the best bid or offer of another exchange. Adding the same rule text to proposed MRX Options 3, Section 7(k)(4) will make clear that a Legging Order that locks or crosses an away market would be removed from the limit order book.

The Exchange proposes to add a clause to proposed MRX Options 3, Section 7(k)(4)(ii) to provide that ''A Legging Order is automatically removed from the single-leg limit order book if . . . (ii) execution of the Legging Order would no longer achieve that net price of the Complex Options Order when the other leg is executed against the best displayed bid or offer on the single-leg limit order book, *excluding other Legging Orders*'' (emphasis added). Phlx has a similar sentence in Options 3, Section 7(b)(10)(4).[21] A Legging Order is removed if the BBO on the other leg worsens such that the Complex Order limit price could no longer be achieved by trading with the quote, even if it could be achieved by trading with a Legging Order generated by another Complex Order. The Exchange would not rely solely on the price of another

[19] Phlx Options 3, Section 7(b)(10)(1)states, in part, that Legging Orders will not be generated if the Exchange or a particular option has not opened, is halted or is otherwise not available for trading. MRX believes that not opening and a halt are the two possible scenarios and therefore Phlx's rule and MRX's rule are substantively the same in this regard.

[20] Phlx Options 3, Section 7(b)(10)(3) states, ''A Legging Order is executed only after all other executable orders (including any non-displayed size) and quotes at the same price are executed in full. When a Legging Order is executed, the other leg of the Complex Order will be automatically executed against the displayed best bid or offer on the Exchange and any other Legging Order based on that Complex Order will be removed.'' MRX explicitly states ''not executed as part of the Complex Options Order'' where Phlx says ''based on that Complex Order.''

[21] Phlx Options 3, Section 7(b)(10)(4)provides, ''if execution of the Legging Order would no longer achieve the net price of the Complex Order when the other leg is executed against the Exchange's best displayed bid or offer on the regular Limit Order book (other than another Legging Order).'' This language is substantively the same as MRX's proposed rule text.

Legging Order when calculating the net price of the Complex Options Order for purposes of determining at which price a Legging Order will execute. In the below example this point is illustrated in that the Legging Order could not rely on the 4.05 offer on Leg B derived from the other Legging Order, rather it must rely on the 4.10 offer on Leg B derived from the quote.

Example #4

Assume:

Leg A is quoted 4.20 (100) × 4.25 (100)

Leg B is quoted 4.00 (100) × 4.05 (100)

Leg C is quoted 3.80 (100) × 3.90 (100)

Create A–B strategy, ratio of 1 with a cBBO for A–B is 0.15 × 0.25

Create B–C strategy, ratio of 1 with a cBBO for B–C is 0.10 × 0.30

Generation of Legging Orders:

Complex Order is entered to Buy B–C (Buy B, Sell C) 10 @ 0.20

System generates Legging Orders on Leg B's bid @4 4.00 & Leg C's offer @ 3.85.

Complex Order is entered to Buy A–B (Buy A, Sell B) 10 @0 0.20

System generates Legging Orders on Leg A's bid @ 4.20 & Leg B's offer @ 4.05

Removal of Legging Order:

Market Maker updates their quote for Leg B with a worsened offer: 4.00 (100) × 4.10 (100)

Even though the displayed best offer for Leg B did not change in price, it is derived from a Legging Order which is excluded from the System's calculations in determining whether the net price of this Complex Order can be achieved if its Legging Order trades. The Legging Order at 3.85 on Leg C can no longer achieve the Complex Order's net price were it to execute in addition to the quote for Leg B. The System will remove the Legging Order at 3.85 on Leg C and will regenerate a new Legging Order on Leg C at 3.90 and this would allow the Legging Order to achieve the net price of the Complex Order if it trades along with the quote on Leg B.

The Exchange proposes to add a new section ''(v)'' to proposed MRX Options 3, Section 7(k)(4) which states, ''A Legging Order is automatically removed from the single-leg limit order book if . . . (v) the price of the leg(s) of a Complex Options Order is outside of the price limits described in current MRX Options 3, Section 16(a).'' This limitation is currently described in MRX Options 3, Section 16(a) and is being added to this order type to complete the list of cases where a Legging Order would be removed from the order book in Options 3, Section 7(k). Phlx has similar rule text in Options 3, Section 7(b)(10)(4).[22]

The Exchange proposes to add new section ''(vi)'' to proposed MRX Options 3, Section 7(k)(4) which states, ''A Legging Order is automatically removed from the single-leg limit order book if . . . (vi) the System receives a complex auction on either side in the Complex Options Strategy, or the System receives a single-leg auction on either side in any component of the Complex Options Strategy.'' Phlx has similar language in Options 3, Section 7(b)(10)(4).[23] As noted above, the Exchange believes from a System processing and user acceptance standpoint, the best practice is to remove the System-generated Legging Order from the order book during the course of the auction, as that time is minimal, then the System can attempt to re-generate a Legging Order once the auction has concluded.

Finally, the Exchange proposes to add new section ''(vii)'' to proposed MRX Options 3, Section 7(k)(4) which states, ''A Legging Order is automatically removed from the single-leg limit order book if . . . (vii) a Legging Order is generated by a different Complex Options Order in the same leg at a better price or the same price for a participant with a higher price priority.'' As noted in MRX Options 3, Section 7(k)(1), a Legging Order may be automatically generated at a price that matches or improves upon the best displayed bid or offer on the single-leg limit order book. The System removes the Legging Order because it would have been at an inferior price. Phlx Options 3, Section 7(b)(10)(4) has similar language.[24]

As revised, the rule text proposed in MRX Options 3, Section 7(k)(4) is intended to cover all circumstances where a Legging Order would be automatically removed from the single-leg limit order.

Options 3, Section 16

The Exchange proposes to amend the language in MRX Options 3, Section 16(a) related to price limits for Complex Orders. As provided in MRX Options 3, Section 16(a)the legs of a complex strategy may be executed at prices that are inferior to the prices available on other exchanges trading the same options series. Notwithstanding the foregoing, the System will not permit any leg of a complex strategy to trade through the NBBO for the series or any stock component by a configurable amount calculated as the lesser of (i) an absolute amount not to exceed $0.10, and (ii) a percentage of the NBBO not to exceed 500%, as determined by the Exchange on a class, series or underlying basis. A Member can also include an instruction on a Complex Order that each leg of the Complex Order is to be executed only at a price that is equal to or better than the NBBO *on the opposite side* for the options series or any stock component, as applicable (''Do-Not-Trade-Through'' or ''DNTT''). The addition of the words ''on the opposite side'' is intended to make clear the manner in which the System will handle a DNTT instruction. That is, the System will check that the price is equal to or better than the NBBO on the opposite side of the options series or any stock component.

2. Statutory Basis

The Exchange believes that its proposal is consistent with section 6(b) of the Act,[25] in general, and furthers the objectives of section 6(b)(5) of the Act,[26] in particular, in that it is designed to promote just and equitable principles of trade and to protect investors and the public interest.

Options 3, Section 7

The Exchange's proposal to amend MRX Options 3, Section 7(k), Legging Orders, is consistent with the Act because the proposal expands the description of Legging Orders to describe in more detail the current legging functionality, thereby increasing transparency with respect to this order type. The proposed amendments reflect the way Legging Orders work today. The Exchange is not amending its System functionality with respect to Legging Orders, rather, the proposed rule text is intended to be more descriptive and conform the level of detail in the order type to Phlx Options 3, Section 7(b)(10)which describes details of Phlx's legging orders and MIAX Rule 518(a)(10), which describes derived orders.

Specifying that Legging Orders, which are an individual component of a Complex Options Order, are ''one leg of

[22] Phlx Options 3, Section 7(b)(10)(4)states that ''A Legging Order is automatically removed from the regular order book: . . . (v) if the price of the Complex Order is outside the ACE Parameter of paragraph (i).'' As noted above, Phlx and MRX have different price parameters.

[23] *Id.*

[24] Phlx Options 3, Section 7(b)(10)(4) states that ''A Legging Order is automatically removed from the regular order book: . . . (vii) if a Legging Order is generated by a different Complex Order in the same leg at a better price or the same price for a participant with a higher price priority . . .''. While Phlx's Options 3, Section 14 has priority overlays for different market participants within its allocation model, whereas MRX does not have similar priority overlays and the remainder of the language is not necessary.

[25] 15 U.S.C. 78f(b).

[26] 15 U.S.C. 78f(b)(5).

a two-legged Complex Options Order'' and are not routable in the first paragraph of MRX Options 3, Section 7(k) is consistent with the Act because these terms better describe a Legging Order. Similarly, specifying that Legging Orders will be Limit Orders with a TIF of Day makes clear the way these orders are handled by the System. Legging Orders are not based on Member instruction and are intended to facilitate more interaction between the single-leg order book and the Complex Order Book, resulting in increased execution opportunities and better execution prices for Complex Orders and for orders resting on the single-leg order book. For this reason, Legging Orders do not route and have a TIF of Day to permit Members to interact with this order type. The Exchange believes the amended rule text more accurately describes a Legging Order and makes clear to Members the behavior of Legging Orders. Also, capitalizing the terms ''Legging Order'' and ''Limit Order'' and referring to a ''single-leg'' order book throughout MRX Options 3, Section 7(k) conforms terms with those of MRX Options 3, Section 14, Complex Orders.

The proposed text in the new second paragraph of MRX Options 3, Section 7(k) makes clear the current System processing for Legging Orders. Specifically, the proposed rule text makes clear that the System will evaluate whether Legging Orders may be generated, which occurs at the time a Complex Options Order enters the Complex Order Book or after a time interval (to be determined by the Exchange, not to exceed one second) [27] when the NBBO or Exchange best bid or offer in any component of a Complex Options Order changes. Further, the Exchange proposes to state that it may determine to limit the number of Legging Orders generated on an objective basis and may determine to remove existing Legging Orders, and cease the creation of additional Legging Orders, to maintain a fair and orderly market in times of extreme volatility or uncertainty. Phlx has similar rule text in Phlx Options 3, Section 14(f)(iii)(C).[28]

The proposed limitation is consistent with the Act because it assists the Exchange in managing the number of Legging Orders generated to ensure that Legging Orders do not negatively impact the Exchange's System capacity and performance so that MRX may maintain a fair and orderly market in times of extreme volatility or uncertainty. Of note, the Exchange does not limit the generation of Legging Orders on the basis of the entering Member or the Member category of the order (*i.e.,* Professional or Priority Customer). The Exchange proposes to limit the number of Legging Orders, remove existing Legging Orders, and cease creation of additional Legging Orders, in order to permit the Exchange to maintain a fair and orderly market in times of extreme volatility or uncertainty. This discretion is consistent with the Act because it assists the Exchange in managing the number of Legging Orders generated to ensure that Legging Orders do not negatively impact the Exchange's System capacity and performance.

The Exchange's proposal to provide that Legging Orders are treated as having no Priority Customer capacity on the single leg order book, regardless of being generated from Priority Customer Complex Options Orders is consistent with the Act and the protection of investor and the public interest. A Legging Order is handled in the same manner as other orders on the single-leg order book except as otherwise provided in MRX Options 3, Section 7(k), and is executed only after all other executable orders and quotes at the same price are executed in full. When a Legging Order is executed, the other component of the Complex Order on the Complex Order Book will be automatically executed against the best bid or offer on the Exchange. The Exchange believes that a Legging Order, created for the execution of a Complex Order, should not be afforded priority over resting orders and quotes on the single-leg order book, and therefore has determined to protect the priority on the single-leg order book of such resting orders and quotes. MIAX similarly executes a derived order only after all other executable orders and quotes at the same price are executed in full.[29]

The Exchange's proposal to amend MRX Options 3, Section 7(k)(1) to make clear a Legging Order may be generated for each leg of a two-legged Complex Order is consistent with the Act. Legging Orders may be generated for each leg of a two-legged options orders with the same quantity on both legs. Automatically generating Legging Orders promotes just and equitable principles of trade because these orders will only be executed after all other executable interest at the same price (including non-displayed interest) is executed in full. This behavior is consistent with the Act because it will provide additional execution opportunities for Complex Orders, without negatively impacting any investors in the single-leg market. In fact, the generation of Legging Orders may enhance execution quality for investors in the single-leg market by improving the price and/or size of the MRX BBO and by providing additional execution opportunity for resting orders on the single-leg order book. The generation of Legging Orders is fully compliant with all regulatory requirements. In particular, Legging Orders are firm orders that will be displayed at the MRX BBO. Also, a Legging Order will be automatically removed if it is no longer displayable at the MRX BBO or if the net price of the Complex Order can no longer be achieved. Finally, the generation of Legging Orders is limited in scope, as they may be generated only for Complex Options Orders with two legs. Additionally, as noted herein, the Exchange will closely manage and curtail the generation of Legging Orders to assure that they do not negatively impact system capacity and performance. Phlx's Legging Orders differ from MRX's Legging Orders in that, on Phlx, two legging orders may be generated, but only one of those can execute as part of the execution of a particular complex order.

The addition of ''resting on the top of the Complex Order Book'' in the first sentence of MRX Options 3, Section 7(k)(1) is consistent with the Act because it is consistent with existing Legging Order functionality that considers the best price on MRX's order book. This addition will make clear that the priority of orders in the Complex Order Book controls with respect to the generation of Legging Orders.

The Exchange's proposal to amend the second sentence of MRX Options 3, Section 7(k)(1) to add ''excluding other Legging Orders'' to the end of the sentence is consistent with the Act because it makes clear that the price of a Legging Order is not considered in the BBO for purposes of determining whether the net price of a Complex

[27] Today, the time interval is set to one hundred milliseconds.

[28] Phlx's rule states, in part, in Options 3, Section 14(f)(iii)(C) that, ''. . . The System will evaluate the CBOOK when a Complex Order enters the CBOOK and at a regular time interval, to be determined by the Exchange (which interval shall not exceed 1 second), following a change in the national best bid and/or offer (''NBBO'') or Phlx best bid and/or offer (''PBBO'') in any component of a Complex Order eligible to generate Legging Orders, to determine whether Legging Orders may be generated. The Exchange may determine to limit the number of Legging Orders generated on an objective basis and may determine to remove existing Legging Orders in order to maintain a fair and orderly market in times of extreme volatility or uncertainty.''

[29] *See* MIAX Rule 518(a)(10)(iv). *See also* Securities Exchange Act Release No. 79072 (October 7, 2016), 81 FR 71131 (October 14, 2016) (SR–MIAX–2016–26) (Order Approving a Proposed Rule Change to Adopt New Rules to Govern the Trading of Complex Orders).

Order could be achieved were it to generate a Legging Order.

Finally, the Exchange's proposal to add a sentence to MRX Options 3, Section 7(k)(1) which states, ''Legging Orders will be generated and executed in the minimum increment for that options series'' is consistent with the Act because MRX Options 3, Section 3 describes the minimum increments for options traded on MRX. Adding this rule text will make clear that the minimum increment rule in Options 3, Section 3 is applicable to Legging Orders. MIAX Rule 518(a)(10)(iii) similarly provides that MRX's derived orders will not be created at a price increment less than the minimum established by Rule 510.[30]

Amending proposed new paragraph MRX Options 3, Section 7(k)(2) to note that a Legging Order will not be generated at a price that locks or crosses the best bid or offer of another exchange is already provided for in the last sentence of current Options 3, Section 7(k)(1). This concept is consistent with the Act in that the Exchange will not trade through away markets as specified in Options 5, Sections 2 and 3 which describe order protection and locked and crossed markets rules.

Adding a provision to proposed new paragraph MRX Options 3, Section 7(k)(2) which states that a Legging Order will not be generated if there is a complex auction on either side in the Complex Options Strategy, or a single-leg auction on either side in any component of the Complex Options Strategy, or a Posting Period in progress on the same side in the series, pursuant to Options 3, Section 15 regarding ATR is consistent with the Act. The Exchange believes from a System processing and user acceptance standpoint, the best practice is to wait for an auction in that options series to be complete, or for the ATR Posting Period to complete, as that time is minimal. Phlx's legging order rule in Options 3, Section 7(b)(10)(2) has the same restriction as proposed to be added to MRX's Legging Orders rule.[31]

Adding a provision to proposed new paragraph MRX Options 3, Section 7(k)(2) which states that a Legging Order will not be generated if the price of the leg(s) of a Complex Options Order is outside of the price limits described in Options 3, Section 16(a) is consistent with the Act. Today, MRX Options 3, Section 16(a) would restrict the generation of a Legging Order through price limits for Complex Orders, by adding this rule text in Options 3, Section 7(k)(2) all limitations related to the generation of Legging Orders will be memorialized in Options 3, Section 7(k).[32]

Adding a provision to proposed new paragraph MRX Options 3, Section 7(k)(2) which states that a Legging Order will not be generated if there is already a Legging Order in that options series on the same side of the market at the same price is consistent with the Act. This provision addresses a situation of overlapping Legging Orders and Legging Order dependencies in other components. Phlx has a similar sentence in Phlx Options 3, Section 7(b)(10)(2). Of note, the phrase ''unless it has priority based on the participant type, under existing Exchange rules'' from Phlx Options 3, Section 7(b)(10)(2) is not being added to MRX's Rule as Options 3, Section 10 which describes allocation on the single-leg order book, because as stated in proposed MRX Options 3, Section 7(k), ''Legging Orders are treated as having no Priority Customer capacity on the single-leg order book, regardless of being generated from Priority Customer Complex Options Orders.'' The addition of this rule text will make clear an existing limitation to the generation of orders in Options 3, Section 7(k).

Adding a provision to proposed new paragraph MRX Options 3, Section 7(k)(2) which states that a Legging Order will not be generated for Complex Orders with two option legs, where both legs are buying or both legs are selling and both legs are calls or both legs are puts, as described in Options 3, Section 14(d)(3)(A) is consistent with the Act. This limitation is already provided for in current MRX Options 3, Section 14(d)(3)(A) and is being added to proposed new paragraph Options 3, Section 7(k)(2) to provide Members with a complete list of when Legging Orders will not be generated in Options 3, Section 7(k).

Adding a provision to proposed new paragraph MRX Options 3, Section 7(k)(2) which states that a Legging Order will not be generated if the Exchange has not opened; or a particular option series has not opened or such options series is halted is consistent with the Act. Since a complex strategy must be available for trading to generate a Legging Order, the failure of an options series that is a component of the complex strategy to open or a subsequent halt would cause Legging Orders not to generate. Phlx has a similar rule in Phlx Options 3, Section 7(b)(10)(1).

Amending proposed MRX Options 3. Section 7(k)(3), similar to Phlx Options 3, Section 7(b)(10)(3)to describe current System handling when a Legging Order is executed and subsequently the other leg of the Complex Order is automatically executed against the displayed best bid or offer on the Exchange, and, therefore, any other Legging Order based on that Complex Order is removed is consistent with the Act. This example demonstrates that the Exchange will execute against the best bid or offer on the Exchange and will remove Legging Orders. The proposal to replace the word ''portion'' with ''leg'' will make the rule text more explicit. Adding the phrase ''and any other Legging order not executed as part of the Complex Options Order will be removed'' to the end of the second sentence in proposed Options 3, Section 7(k)(3) is consistent with the Act because the phrase will provide additional information regarding the treatment of unexecuted Legging Orders in Options 3, Section 7(k). Phlx has a substantively similar sentence in Options 3, Section 7(b)(10)(3).[33]

Amending proposed MRX Options 3, Section 7(k)(3) to add a new sentence to Options 3, Section 7(k)(3) which states, ''Two Legging Orders related to the same Complex Options Order can be generated, and both can execute as part of the execution of a particular Complex Options Order'' is consistent with the Act. As noted above, two Legging Orders related to the same Complex Options Order can be generated, and

[30] MIAX Rule 510 specifies the minimum increments for options traded on MIAX.

[31] Phlx Options 3, Section 7(b)(1)(2) provides that ''A Legging Order will not be created . . .''(ii) if there is an auction on either side or a Posting Period under Options 3, Section 15 regarding Acceptable Trade Range on the same side in progress in the series.'' Phlx's rules describe an auction on either side of the Legging Order while MRX's auction breaks down the auction into either a complex auction or single-leg auction. Of note, Phlx's Acceptable Trade Range rule has a Posting Period described in Options 3, Section 15. MRX does have an Acceptable Trade Range rule as well in Options 3, Section 15, but that rule differs from Phlx as there is no Posting Period.

[32] Phlx's rule similarly indicates that a Legging Order is subject to certain price parameters by stating that a Legging Order will not be generated if the price of the Complex Order is outside of the ACE Parameter of paragraph in subparagraph (i) of Options 3, Section 14. The ACE Parameter differs from the price limits described in MRX Options 3, Section 16(a).

[33] Phlx Options 3, Section 7(b)(10)(3)states, ''A Legging Order is executed only after all other executable orders (including any non-displayed size) and quotes at the same price are executed in full. When a Legging Order is executed, the other leg of the Complex Order will be automatically executed against the displayed best bid or offer on the Exchange and any other Legging Order based on that Complex Order will be removed.'' MRX explicitly states ''not executed as part of the Complex Options Order'' where Phlx says ''based on that Complex Order.''

both can execute as part of the execution of a particular Complex Options Order. This behavior differs from Phlx where two legging orders may be generated, but only one of those can execute as part of the execution of a particular complex order. The Exchange believes that permitting both Legging Orders to execute as part of the execution of a particular Complex Options Order will allow more Complex Orders to execute while the price of the leg(s) will continue to be bounded by the price limits described in MRX Options 3, Section 16(a).

Amending proposed MRX Options 3, Section 7(k)(4)(i) to state, ''A Legging Order is automatically removed from the single-leg limit order book if: (i) the price of the Legging Order is no longer at the displayed best bid or offer on the single-leg limit order book *or is at a price that locks or crosses the best bid or offer of another exchange* . . .'' (emphasis added) is consistent with the Act. Current Options 3, Section 7(k)(2) already notes that a Legging Order will not be created at a price that locks or crosses the best bid or offer of another exchange. Adding the same rule text to proposed Options 3, Section 7(k)(4) will make clear that a Legging Order that locks or crosses an away market would be removed from the limit order book.

Amending proposed MRX Options 3, Section 7(k)(4)(ii) to add a clause to current Options 3, Section 7(k)(3) at (ii) to provide that ''A Legging Order is automatically removed from the single-leg limit order book if . . . (ii) execution of the Legging Order would no longer achieve that net price of the Complex Options Order when the other leg is executed against the best displayed bid or offer on the single-leg limit order book, *excluding other Legging Orders*'' (emphasis added) is consistent with the Act. A Legging Order is removed if the BBO on the other leg worsens such that the Complex Order limit price could no longer be achieved by trading with the quote, even if it could be achieved by trading with a Legging Order generated by another Complex Order. Phlx has a similar sentence in Options 3, Section 7(b)(10)(4).

Amending proposed MRX Options 3, Section 7(k)(4) to add a new section ''(v)'' to this paragraph which states, ''A Legging Order is automatically removed from the single-leg limit order book if . . . (v) the price of the leg(s) of a Complex Options Order is outside of the price limits described in current Options 3, Section 16(a)'' is consistent with the Act. This limitation is currently described in MRX Options 3, Section 16(a) and is being added to this order type to complete the list of cases where a Legging Order would be removed from the order book in Options 3, Section 7(k). Phlx has similar rule text in Options 3, Section 7(b)(10)(4).

Amending proposed MRX Options 3, Section 7(k)(4) to add a new section ''(vi)'' to this paragraph which states, ''A Legging Order is automatically removed from the single-leg limit order book if . . . (vi) the System receives a complex auction on either side in the Complex Options Strategy, or the System receives a single-leg auction on either side in any component of the Complex Options Strategy'' is consistent with the Act.

As noted above, the Exchange believes from a System processing and user acceptance standpoint, the best practice is to remove the System-generated Legging Order from the order book during the course of the auction, as that time is minimal, then the System can attempt to re-generate a Legging Order once the auction has concluded. Phlx has similar language in Options 3, Section 7(b)(10)(4).

Amending proposed MRX Options 3, Section 7(k)(4) to add a new section ''(vii)'' to this paragraph which states, ''A Legging Order is automatically removed from the single-leg limit order book if . . . (vii) a Legging Order is generated by a different Complex Options Order in the same leg at a better price or the same price for a participant with a higher price priority.'' As noted in proposed Options 3, Section 7(k)(1), a Legging Order may be automatically generated at a price that matches or improves upon the best displayed bid or offer on the single-leg limit order book. The System removes the Legging Order because it would have been at an inferior price. Phlx Options 3, Section 7(b)(10)(4) has similar language.

Options 3, Section 16

The Exchange's proposal to amend the language in MRX Options 3, Section 16(a) related to price limits for Complex Orders is consistent with the Act and protects investors and the general public by ensuring that the DNTT instruction causes a Complex Order is to be executed only at a price that is equal to or better than the NBBO on the opposite side for the options series or any stock component. The proposed rule text makes transparent the manner in which the System is currently handling the DNTT instruction.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

Options 3, Section 7

The Exchange's proposal to amend MRX Options 3, Section 7(k), Legging Orders, does not impose an intra-market burden on competition because all market participants may interact with Legging Orders on the single-leg order book. The Exchange's proposal to amend MRX Options 3, Section 7(k), Legging Orders, does not impose an inter-market burden on competition because other options exchanges may offer Legging Orders with similar functionality. Enhancing the description of the Legging Orders functionality will allow MRX to compete effectively with other options exchanges that offer similar functionality.

The Exchange's proposal to limit the number of Legging Orders and the ability to remove existing Legging Orders does not impose an intra-market burden on competition because the functionality will permit the Exchange to maintain a fair and orderly market in times of extreme volatility or uncertainty. Further, the Exchange does not limit the generation of Legging Orders on the basis of the entering Member or the Member category of the order (*i.e.,* Professional or Priority Customer). The Exchange's proposal to limit the number of Legging Orders and the ability to remove existing Legging Orders does not impose an inter-market burden on competition because this discretion is consistent with the treatment of Legging Orders on other options exchanges.[34]

Options 3, Section 16

The Exchange's proposal to amend the language in MRX Options 3, Section 16(a) related to price limits for Complex Orders to specify that a Complex Order must be executed at a price that is equal to or better than the NBBO *on the opposite side* for the options series or any stock component does not impose an intra-market burden on competition because the System applies this price check to all Members executing Complex Orders in the same manner. The Exchange's proposal to amend the language in MRX Options 3, Section 16(a) does not impose an inter-market burden on competition because any options exchange could offer similar functionality.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

No written comments were either solicited or received.

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

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The Exchange has filed the proposed rule change pursuant to section 19(b)(3)(A)(iii) of the Act [35] and Rule 19b–4(f)(6) thereunder.[36] Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to section 19(b)(3)(A)(iii) of the Act [37] and subparagraph (f)(6) of Rule 19b–4 thereunder.[38]

A proposed rule change filed pursuant to Rule 19b–4(f)(6) under the Act [39] normally does not become operative for 30 days after the date of its filing. However, Rule 19b–4(f)(6)(iii) [40] permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has requested that the Commission waive the 30-day operative delay so that the Exchange may immediately update its rules to provide greater detail with respect to the generation, execution, and removal of Legging Orders. The Commission believes that the proposed rule change presents no novel issues and that waiver of the 30-day operative delay is consistent with the protection of investors and the public interest. Accordingly, the Commission hereby waives the operative delay and designates the proposed rule change operative upon filing.[41]

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's internet comment form (*https://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include file number SR–MRX–2023–22 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–2023–22. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (*https://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR–MRX–2023–22 and should be submitted on or before January 2, 2024.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[42]

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2023–27164 Filed 12–11–23; 8:45 am]

BILLING CODE 8011–01–P

---

[35] 15 U.S.C. 78s(b)(3)(A)(iii).

[36] 17 CFR 240.19b–4(f)(6).

[37] 15 U.S.C. 78s(b)(3)(A)(iii).

[38] 17 CFR 240.19b–4(f)(6). In addition, Rule 19b–4(f)(6)(iii) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

[39] 17 CFR 240.19b–4(f)(6).

[40] 17 CFR 240.19b–4(f)(6)(iii).

[41] For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule's impact on efficiency, competition, and capital formation. *See* 15 U.S.C. 78c(f).

[42] 17 CFR 200.30–3(a)(12), (59).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–99091; File No. SR–NYSE–2023–49]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Sections 902.02 and 902.03 of the NYSE Listed Company Manual To Amend Its Initial Listing Fee and Certain of Its Annual Fees

December 6, 2023.

Pursuant to section 19(b)(1) [1] of the Securities Exchange Act of 1934 (''Act'') and Rule 19b–4 thereunder,[2] notice is hereby given that on December 1, 2023, New York Stock Exchange LLC (''NYSE'' or the ''Exchange'') filed with the Securities and Exchange Commission (''Commission'') the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend Sections 902.02 and 902.03 of the NYSE Listed Company Manual (the ''Manual') to amend its initial listing fee and certain of its annual fees charged to listed issuers. The proposed rule change is available on the Exchange's website at *www.nyse.com,* at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at

---

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

[2] 17 CFR 240.19b–4.