

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 52	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2012 - * 149	Amendment No. (req. for Amendments *)
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Filing by NASDAQ Stock Market  
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action * <input type="checkbox"/>			<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
Date Expires * <input type="text"/>			<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) <input type="checkbox"/>	Section 3C(b)(2) <input type="checkbox"/>
Section 806(e)(2) <input type="checkbox"/>	

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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**Description**  
Provide a brief description of the action (limit 250 characters, required when Initial is checked \*).  
  
Proposed Rule Change to NASDAQ's Order Execution Rebates and Investor Support Program.

**Contact Information**  
Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name \* John Last Name \* Yetter  
Title \* Vice President  
E-mail \* john.yetter@nasdaqomx.com  
Telephone \* (301) 978-8497 Fax (301) 978-8472

**Signature**  
Pursuant to the requirements of the Securities Exchange Act of 1934,  
  
has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.  
(Title \*)  
Executive Vice President and General Counsel

Date 12/31/2012  
By Edward S. Knight  
(Name \*)  
Edward S Knight,

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

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

**Form 19b-4 Information \***

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

**Exhibit 1 - Notice of Proposed Rule Change \***

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

**Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies**

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

**Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications**

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

**Exhibit 3 - Form, Report, or Questionnaire**

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

**Exhibit 4 - Marked Copies**

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

**Exhibit 5 - Proposed Rule Text**

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

**Partial Amendment**

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

1. Text of Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (“Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> The NASDAQ Stock Market LLC (“NASDAQ” or “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) proposed changes (i) to amend NASDAQ’s schedule of execution rebates under Rule 7018(a), and (ii) to modify the Investor Support Program (the “ISP”) under Rule 7014.

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

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of NASDAQ pursuant to authority delegated by the Board of Directors of NASDAQ on July 10, 2012. NASDAQ staff will advise the Board of Directors of NASDAQ of any action taken pursuant to delegated authority. No other action by NASDAQ is necessary for the filing of the rule change. NASDAQ proposes to implement the proposed rule change on January 2, 2013.

Questions regarding this rule filing may be directed to John M. Yetter, Vice President and Deputy General Counsel, NASDAQ OMX, 301-978-8497.

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

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

a. Purpose

NASDAQ is proposing (i) to amend its schedule of execution rebates under Rule 7018(a), and (ii) to modify the ISP under Rule 7014. As a general matter, the changes are designed to increase and broaden incentives for participation in NASDAQ by liquidity providers.

Execution Rebates

NASDAQ is making a number of changes to its general schedule of rebates for execution of securities priced at \$1 or more per share, as set forth in Rule 7018(a).

Overall, the changes are aimed at providing greater incentives for the entry of liquidity-providing orders in NASDAQ. Specifically, NASDAQ is proposing to make the following changes:

- Currently, NASDAQ pays a credit of \$0.0029 per share executed with respect to displayed quotes/orders for a member with shares of liquidity provided in all securities through one or more of its NASDAQ Market Center market participant identifiers (“MPIDs”) that represent more than 0.50% of Consolidated Volume<sup>3</sup> during the month. NASDAQ is modifying this rebate tier to decrease the threshold to more than 0.45% of Consolidated Volume. This change reverses a price increase made by NASDAQ in September 2012.<sup>4</sup>

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<sup>3</sup> “Consolidated Volume” is defined as “the total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities.”

<sup>4</sup> Securities Exchange Act Release No. 67849 (September 13, 2012), 77 FR 58190 (September 19, 2012) (SR-NASDAQ-2012-103).

- Similarly, NASDAQ is restoring a rebate tier that was eliminated in September 2012.<sup>5</sup> Under the restored tier, NASDAQ will pay a credit of \$0.0029 per share executed with respect to displayed quotes/orders for a member with shares of liquidity accessed in all securities through one or more of its MPIDs that represent more than 0.65% of Consolidated Volume during the month, and that provides a daily average of at least 2 million shares of liquidity in all securities through one or more of its NASDAQ Market Center MPIDs during the month.<sup>6</sup>

- NASDAQ currently pays a credit of \$0.0029 per share executed with respect to displayed quotes/orders for a member with shares of liquidity provided in all securities through one or more of its NASDAQ Market Center MPIDs representing more than 0.25% of Consolidated Volume during the month, and with an average daily volume during the month of more than 100,000 contracts of liquidity accessed or provided through one or more of its NASDAQ Options Market MPIDs. NASDAQ is proposing to decrease the Consolidated Volume requirement for this tier to shares representing more than 0.15% of Consolidated Volume, thereby reversing another change made in September 2012.<sup>7</sup>

- NASDAQ is also introducing a new rebate tier of \$0.00305 per share executed with respect to displayed quotes/orders for a member that either (i) provides shares of

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<sup>5</sup> Id.

<sup>6</sup> Along with the rule language providing for this new rebate tier, NASDAQ is also including language applicable to rebates for midpoint pegged orders and midpoint post-only orders (“midpoint orders”), and non-displayed orders. This language is being added simply to make it clear that existing rebates for these orders apply to members qualifying for the new tier with respect to their displayed orders.

<sup>7</sup> Supra n.4.

liquidity in all securities through one of its MPIDs that represent 1.60% or more of Consolidated Volume during the month, or (ii) provides shares of liquidity in all securities through one or more of its MPIDs that represent 1.60% or more of Consolidated Volume during the month, and provides liquidity through one of its MPIDs that represent 0.75% or more of Consolidated Volume during the month.<sup>8</sup>

- Similarly, NASDAQ is introducing a new rebate tier of \$0.0030 per share executed with respect to displayed quotes/orders for a member that either (i) provides shares of liquidity in all securities through one of its MPIDs that represent 1.20% or more of Consolidated Volume during the month, or (ii) provides shares of liquidity in all securities through one or more of its MPIDs that represent 1.20% or more of Consolidated Volume during the month, and provides liquidity through one of its MPIDs that represent 0.75% or more of Consolidated Volume during the month.<sup>9</sup>

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<sup>8</sup> As discussed in Securities Exchange Act Release No. 64003 (March 2, 2011), 76 FR 12784 (March 8, 2011) (SR-NASDAQ-2011-028), some pricing incentives in NASDAQ's fee and rebate schedule require members to achieve certain volume thresholds through a single MPID to avoid providing excessive encouragement to members to aggregate the activity of several firms to which they provide sponsored access (some of whom may not themselves be members of NASDAQ) for the sole purpose of earning a higher rebate.

Along with the rule language providing for this new rebate tier, NASDAQ is also including language applicable to rebates for midpoint orders and non-displayed orders. This language is being added simply to make it clear that existing rebates for these orders apply to members qualifying for the new tier with respect to their displayed orders. NASDAQ is also making a conforming change to move the location of the definition of "midpoint orders".

<sup>9</sup> Along with the rule language providing for this new rebate tier, NASDAQ is also including language applicable to rebates for midpoint orders and non-displayed orders. This language is being added simply to make it clear that existing rebates for these orders apply to members qualifying for the new tier with respect to their displayed orders.

### Investor Support Program

The ISP enables NASDAQ members to earn a monthly fee credit for providing additional liquidity to NASDAQ and increasing the NASDAQ-traded volume of what are generally considered to be retail and institutional investor orders in exchange-traded securities (“targeted liquidity”). However, in order to partially offset the cost of the broad rebate incentives discussed above, NASDAQ is partially reducing the rebates payable under the ISP.

Participants in the ISP are required to designate specific NASDAQ order entry ports for use under the ISP and to meet specified criteria focused on market participation, liquidity provision, and high rates of order execution. Currently, a member that participates in the ISP receives a credit of \$0.00005, \$0.0001, or \$0.000375 per share with respect to the number of shares of displayed liquidity provided by the member that execute at \$1 or more per share.<sup>10</sup> The precise credit rate is determined by factors designed to measure the degree of the member’s participation in the Nasdaq Market Center and the percentage of orders that it enters that execute – its “ISP Execution Ratio” – which is seen as indicative of retail or institutional participation. Without making any other modifications to the program, NASDAQ will reduce the credit paid to market participants that currently qualify for a \$0.000375 per share credit to \$0.0002 per share. The specific requirements for qualifying for the \$0.0002 credit are described below.

As provided in Rule 7014(c)(4), NASDAQ will pay a credit of \$0.0002 per share<sup>11</sup> with respect to shares of displayed liquidity executed at a price of \$1 or more and

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<sup>10</sup> A participant in the ISP must designate specific order-entry ports for use in tabulating certain requirements under the program.

<sup>11</sup> A reduction from \$0.000375 per share.

entered through ISP-designated ports, and \$0.00005 per share with respect to all other shares of displayed liquidity executed at a price of \$1 or more, if the following conditions are met:

(1) The member's Participation Ratio<sup>12</sup> for the month exceeds its Baseline Participation Ratio<sup>13</sup> by at least 0.86%. The requirement reflects the expectation that in order to earn a higher rebate under the program, a member participating in the program must increase its participation in NASDAQ as compared with an historical baseline.

(2) The member's "ISP Execution Ratio" for the month must be less than 10. The ISP Execution Ratio is defined as "the ratio of (A) the total number of liquidity-providing orders entered by a member through its ISP-designated ports during the specified time period to (B) the number of liquidity-providing orders entered by such

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<sup>12</sup> "Participation Ratio" is defined as follows: "[F]or a given member in a given month, the ratio of (A) the number of shares of liquidity provided in orders entered by the member through any of its Nasdaq ports and executed in the Nasdaq Market Center during such month to (B) the Consolidated Volume." "Consolidated Volume" is defined as follows: "[F]or a given member in a given month, the consolidated volume of shares of System Securities in executed orders reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during such month." "System Securities" means all securities listed on NASDAQ and all securities subject to the Consolidated Tape Association Plan and the Consolidated Quotation Plan.

<sup>13</sup> "Baseline Participation Ratio" is defined as follows: "[W]ith respect to a member, the lower of such member's Participation Ratio for the month of August 2010 or the month of August 2011, provided that in calculating such Participation Ratios, the numerator shall be increased by the amount (if any) of the member's Indirect Order Flow for such month, and provided further that if the result is zero for either month, the Baseline Participation Ratio shall be deemed to be 0.485% (when rounded to three decimal places)." "Indirect Order Flow" is defined as follows: "[F]or a given member in a given month, the number of shares of liquidity provided in orders entered into the Nasdaq Market Center at the member's direction by another member with minimal substantive intermediation by such other member and executed in the Nasdaq Market Center during such month."



member through its ISP-designated ports and executed (in full or partially) in the Nasdaq Market Center during such time period; provided that: (i) no order shall be counted as executed more than once; and (ii) no Pegged Orders, odd-lot orders, or MIOC or SIOC orders shall be included in the tabulation.”<sup>14</sup> Thus, the definition requires a ratio between the total number of orders that post to the NASDAQ book and the number of such orders that actually execute that is low, a characteristic that NASDAQ believes to be reflective of retail and institutional order flow.

(3) The shares of liquidity provided through ISP-designated ports during the month are equal to or greater than 0.2% of Consolidated Volume during the month, reflecting the ISP’s goals of encouraging higher levels of liquidity provision.

(4) At least 40% of the liquidity provided by the member during the month is provided through ISP-designated ports. This requirement is designed to mitigate “gaming” of the program by firms that do not generally represent retail or institutional order flow but that nevertheless are able to channel a portion of their orders that they intend to execute through ISP-designated ports and thereby receive a credit with respect to those orders.

b. Statutory Basis

NASDAQ believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,<sup>15</sup> in general, and with Sections 6(b)(4) and 6(b)(5) of the Act,<sup>16</sup> in

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<sup>14</sup> These terms have the meanings assigned to them in Rule 4751. MIOC and SIOC orders are forms of “immediate or cancel” orders and therefore cannot be liquidity-providing orders.

<sup>15</sup> 15 U.S.C. 78f.

<sup>16</sup> 15 U.S.C. 78f(b)(4) and (5).

particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which NASDAQ operates or controls, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

#### Changes to Rebates

NASDAQ believes that the proposed changes to rebate tiers are reasonable, because they will increase the rebates payable to eligible market participants. NASDAQ further believes that the changes are consistent with an equitable allocation of fees because the modified rebate schedule will provide increased incentives for provision of displayed liquidity that NASDAQ believes benefit all market participants by dampening price volatility and promoting price discovery. Finally, NASDAQ believes that the changes are not unreasonably discriminatory because opportunities for enhanced rebates to liquidity providers will be broadened under the modified schedule. Specifically:

- The changes to the rebate tiers through which members may earn a \$0.0029 per share executed rebate are reasonable because they will make it easier for members to receive a rebate at that level, by lowering the volume requirements for existing tiers and by adding a new tier through which members may qualify. In addition, the changes are consistent with an equitable allocation of fees because they reflect an allocation of rebates to liquidity providers designed to encourage beneficial market activity, with greater incentives for market participants to provide liquidity. Finally, the changes are not unreasonably discriminatory because they increase the availability of higher rebates without eliminating any of the other means by which a member may earn a higher rebate under Rule 7018(a).

- The addition of two new rebate tiers focused on members that provide high levels of liquidity is reasonable because it will reduce the costs of market participants that make significant contributions to market quality. The change is consistent with an equitable allocation of fees because NASDAQ believes that it is equitable to provide incentives to members that are capable of providing high levels of liquidity (1.2% to 1.6% of Consolidated Volume) to participate in NASDAQ to a greater extent, because doing so has the potential to increase NASDAQ's market quality to the benefit of all its market participants. Finally, NASDAQ believes that these new rebate tiers are not unreasonably discriminatory because the rebates they would provide are not significantly higher than rebates otherwise available through Rule 7018(a) and Rule 7014, and are being offered to increase the quality of the NASDAQ market.

#### Changes to the ISP

The ISP encourages members to add targeted liquidity that is executed in the Nasdaq Market Center. NASDAQ believes that the reduction in the rebates paid under the ISP from \$0.000375 to \$0.0002 with respect to certain tiers of the ISP is reasonable, because it provides a means for NASDAQ to reduce costs during a period of persistently low trading volumes, in addition to partially offsetting the costs of the general increased rebates instituted by this filing, but while still maintaining the overall structure of the ISP for the purpose of providing incentives for retail and institutional investors to provide targeted liquidity at NASDAQ. The change is consistent with an equitable allocation of fees: although the change maintains the ISP's purpose of paying higher rebates to certain market participants in order to encourage them to benefit all NASDAQ members through the submission of targeted liquidity, the change reduces the disparity between rebates

paid to ISP participants and other members for providing liquidity. In conjunction with the other changes made by this filing, this may serve to broaden the availability of enhanced rebates. Similarly, although NASDAQ believes that the price differentiation inherent in the ISP is fair, because it is designed to benefit all market participants by drawing targeted liquidity to the Exchange, the change reduces the level of differentiation between the rebates paid to ISP participants and those paid to other liquidity providers.

Finally, NASDAQ notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, NASDAQ must continually adjust its fees to remain competitive with other exchanges and with alternative trading systems that have been exempted from compliance with the statutory standards applicable to exchanges. These competitive forces help to ensure that NASDAQ's fees are reasonable, equitably allocated, and not unfairly discriminatory since market participants can largely avoid fees to which they object by changing their trading behavior.

#### 4. Self-Regulatory Organization's Statement on Burden on Competition

NASDAQ does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. Specifically, NASDAQ believes that the change, which will generally result in an increase in the rebates paid to encourage market participants to use NASDAQ, reflects the high degree of competition in the cash equities markets and will further enhance that competition by lowering fees and possibly encouraging NASDAQ's competitors to make competitive responses. Moreover, the decreased ISP rebate contained in the proposed rule change will not burden competition because the market for

order execution is extremely competitive and members may readily opt to disfavor NASDAQ's execution services if they believe that alternatives offer them better value. Accordingly, NASDAQ believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, NASDAQ does not believe that the proposed changes will impair the ability of members or competing order execution venues to maintain their competitive standing in the financial markets.

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

Written comments were neither solicited nor received.

6. Extension of Time Period for Commission Action

Not applicable.

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act,<sup>17</sup> NASDAQ has designated this proposal as establishing or changing a due, fee, or other charge imposed by the self-regulatory organization on any person, whether or not the person is a member of the self-regulatory organization, which renders the proposed rule change effective upon filing.

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

The proposed rule change is not based on the rules of another self-regulatory organization or of the Commission.

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<sup>17</sup> 15 U.S.C. 78s(b)(3)(A)(ii).

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

Not applicable.

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

Not applicable.

11. Exhibits

1. Completed notice of proposed rule change for publication in the Federal Register.

5. Text of the proposed rule change.

**EXHIBIT 1**

SECURITIES AND EXCHANGE COMMISSION  
(Release No. \_\_\_\_\_ ; File No. SR-NASDAQ-2012-149)

January \_\_, 2013

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to NASDAQ's Order Execution Rebates and Investor Support Program

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup>, and Rule 19b-4<sup>2</sup> thereunder, notice is hereby given that on December 31, 2012, The NASDAQ Stock Market LLC ("NASDAQ" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I, II, and III, below, which Items have been prepared by NASDAQ. 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

NASDAQ is proposing (i) to amend its schedule of execution rebates under Rule 7018(a), and (ii) to modify the Investor Support Program (the "ISP") under Rule 7014. While changes pursuant to this proposal are effective upon filing, the Exchange will implement the proposed rule on January 2, 2013.

The text of the proposed rule change is available on the Exchange's Website at <http://www.nasdaq.cchwallstreet.com>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

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

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change. 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

NASDAQ is proposing (i) to amend its schedule of execution rebates under Rule 7018(a), and (ii) to modify the ISP under Rule 7014. As a general matter, the changes are designed to increase and broaden incentives for participation in NASDAQ by liquidity providers.

Execution Rebates

NASDAQ is making a number of changes to its general schedule of rebates for execution of securities priced at \$1 or more per share, as set forth in Rule 7018(a). Overall, the changes are aimed at providing greater incentives for the entry of liquidity-providing orders in NASDAQ. Specifically, NASDAQ is proposing to make the following changes:

- Currently, NASDAQ pays a credit of \$0.0029 per share executed with respect to displayed quotes/orders for a member with shares of liquidity provided in all securities through one or more of its NASDAQ Market Center market participant identifiers



(“MPIDs”) that represent more than 0.50% of Consolidated Volume<sup>3</sup> during the month. NASDAQ is modifying this rebate tier to decrease the threshold to more than 0.45% of Consolidated Volume. This change reverses a price increase made by NASDAQ in September 2012.<sup>4</sup>

- Similarly, NASDAQ is restoring a rebate tier that was eliminated in September 2012.<sup>5</sup> Under the restored tier, NASDAQ will pay a credit of \$0.0029 per share executed with respect to displayed quotes/orders for a member with shares of liquidity accessed in all securities through one or more of its MPIDs that represent more than 0.65% of Consolidated Volume during the month, and that provides a daily average of at least 2 million shares of liquidity in all securities through one or more of its NASDAQ Market Center MPIDs during the month.<sup>6</sup>

- NASDAQ currently pays a credit of \$0.0029 per share executed with respect to displayed quotes/orders for a member with shares of liquidity provided in all securities through one or more of its NASDAQ Market Center MPIDs representing more than 0.25% of Consolidated Volume during the month, and with an average daily volume during the month of more than 100,000 contracts of liquidity accessed or provided

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<sup>3</sup> “Consolidated Volume” is defined as “the total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities.”

<sup>4</sup> Securities Exchange Act Release No. 67849 (September 13, 2012), 77 FR 58190 (September 19, 2012) (SR-NASDAQ-2012-103).

<sup>5</sup> Id.

<sup>6</sup> Along with the rule language providing for this new rebate tier, NASDAQ is also including language applicable to rebates for midpoint pegged orders and midpoint post-only orders (“midpoint orders”), and non-displayed orders. This language is being added simply to make it clear that existing rebates for these orders apply to members qualifying for the new tier with respect to their displayed orders.

through one or more of its NASDAQ Options Market MPIDs. NASDAQ is proposing to decrease the Consolidated Volume requirement for this tier to shares representing more than 0.15% of Consolidated Volume, thereby reversing another change made in September 2012.<sup>7</sup>

- NASDAQ is also introducing a new rebate tier of \$0.00305 per share executed with respect to displayed quotes/orders for a member that either (i) provides shares of liquidity in all securities through one of its MPIDs that represent 1.60% or more of Consolidated Volume during the month, or (ii) provides shares of liquidity in all securities through one or more of its MPIDs that represent 1.60% or more of Consolidated Volume during the month, and provides liquidity through one of its MPIDs that represent 0.75% or more of Consolidated Volume during the month.<sup>8</sup>

- Similarly, NASDAQ is introducing a new rebate tier of \$0.0030 per share executed with respect to displayed quotes/orders for a member that either (i) provides shares of liquidity in all securities through one of its MPIDs that represent 1.20% or more of Consolidated Volume during the month, or (ii) provides shares of liquidity in all

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<sup>7</sup> Supra n.4.

<sup>8</sup> As discussed in Securities Exchange Act Release No. 64003 (March 2, 2011), 76 FR 12784 (March 8, 2011) (SR-NASDAQ-2011-028), some pricing incentives in NASDAQ's fee and rebate schedule require members to achieve certain volume thresholds through a single MPID to avoid providing excessive encouragement to members to aggregate the activity of several firms to which they provide sponsored access (some of whom may not themselves be members of NASDAQ) for the sole purpose of earning a higher rebate.

Along with the rule language providing for this new rebate tier, NASDAQ is also including language applicable to rebates for midpoint orders and non-displayed orders. This language is being added simply to make it clear that existing rebates for these orders apply to members qualifying for the new tier with respect to their displayed orders. NASDAQ is also making a conforming change to move the location of the definition of "midpoint orders".

securities through one or more of its MPIDs that represent 1.20% or more of Consolidated Volume during the month, and provides liquidity through one of its MPIDs that represent 0.75% or more of Consolidated Volume during the month.<sup>9</sup>

#### Investor Support Program

The ISP enables NASDAQ members to earn a monthly fee credit for providing additional liquidity to NASDAQ and increasing the NASDAQ-traded volume of what are generally considered to be retail and institutional investor orders in exchange-traded securities (“targeted liquidity”). However, in order to partially offset the cost of the broad rebate incentives discussed above, NASDAQ is partially reducing the rebates payable under the ISP.

Participants in the ISP are required to designate specific NASDAQ order entry ports for use under the ISP and to meet specified criteria focused on market participation, liquidity provision, and high rates of order execution. Currently, a member that participates in the ISP receives a credit of \$0.00005, \$0.0001, or \$0.000375 per share with respect to the number of shares of displayed liquidity provided by the member that execute at \$1 or more per share.<sup>10</sup> The precise credit rate is determined by factors designed to measure the degree of the member’s participation in the Nasdaq Market Center and the percentage of orders that it enters that execute – its “ISP Execution Ratio” – which is seen as indicative of retail or institutional participation. Without making any

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<sup>9</sup> Along with the rule language providing for this new rebate tier, NASDAQ is also including language applicable to rebates for midpoint orders and non-displayed orders. This language is being added simply to make it clear that existing rebates for these orders apply to members qualifying for the new tier with respect to their displayed orders.

<sup>10</sup> A participant in the ISP must designate specific order-entry ports for use in tabulating certain requirements under the program.

other modifications to the program, NASDAQ will reduce the credit paid to market participants that currently qualify for a \$0.000375 per share credit to \$0.0002 per share.

The specific requirements for qualifying for the \$0.0002 credit are described below.

As provided in Rule 7014(c)(4), NASDAQ will pay a credit of \$0.0002 per share<sup>11</sup> with respect to shares of displayed liquidity executed at a price of \$1 or more and entered through ISP-designated ports, and \$0.00005 per share with respect to all other shares of displayed liquidity executed at a price of \$1 or more, if the following conditions are met:

(1) The member's Participation Ratio<sup>12</sup> for the month exceeds its Baseline Participation Ratio<sup>13</sup> by at least 0.86%. The requirement reflects the expectation that in

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<sup>11</sup> A reduction from \$0.000375 per share.

<sup>12</sup> "Participation Ratio" is defined as follows: "[F]or a given member in a given month, the ratio of (A) the number of shares of liquidity provided in orders entered by the member through any of its Nasdaq ports and executed in the Nasdaq Market Center during such month to (B) the Consolidated Volume." "Consolidated Volume" is defined as follows: "[F]or a given member in a given month, the consolidated volume of shares of System Securities in executed orders reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during such month." "System Securities" means all securities listed on NASDAQ and all securities subject to the Consolidated Tape Association Plan and the Consolidated Quotation Plan.

<sup>13</sup> "Baseline Participation Ratio" is defined as follows: "[W]ith respect to a member, the lower of such member's Participation Ratio for the month of August 2010 or the month of August 2011, provided that in calculating such Participation Ratios, the numerator shall be increased by the amount (if any) of the member's Indirect Order Flow for such month, and provided further that if the result is zero for either month, the Baseline Participation Ratio shall be deemed to be 0.485% (when rounded to three decimal places)." "Indirect Order Flow" is defined as follows: "[F]or a given member in a given month, the number of shares of liquidity provided in orders entered into the Nasdaq Market Center at the member's direction by another member with minimal substantive intermediation by such other member and executed in the Nasdaq Market Center during such month."

order to earn a higher rebate under the program, a member participating in the program must increase its participation in NASDAQ as compared with an historical baseline.

(2) The member's "ISP Execution Ratio" for the month must be less than 10. The ISP Execution Ratio is defined as "the ratio of (A) the total number of liquidity-providing orders entered by a member through its ISP-designated ports during the specified time period to (B) the number of liquidity-providing orders entered by such member through its ISP-designated ports and executed (in full or partially) in the Nasdaq Market Center during such time period; provided that: (i) no order shall be counted as executed more than once; and (ii) no Pegged Orders, odd-lot orders, or MIOC or SIOC orders shall be included in the tabulation."<sup>14</sup> Thus, the definition requires a ratio between the total number of orders that post to the NASDAQ book and the number of such orders that actually execute that is low, a characteristic that NASDAQ believes to be reflective of retail and institutional order flow.

(3) The shares of liquidity provided through ISP-designated ports during the month are equal to or greater than 0.2% of Consolidated Volume during the month, reflecting the ISP's goals of encouraging higher levels of liquidity provision.

(4) At least 40% of the liquidity provided by the member during the month is provided through ISP-designated ports. This requirement is designed to mitigate "gaming" of the program by firms that do not generally represent retail or institutional order flow but that nevertheless are able to channel a portion of their orders that they

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<sup>14</sup> These terms have the meanings assigned to them in Rule 4751. MIOC and SIOC orders are forms of "immediate or cancel" orders and therefore cannot be liquidity-providing orders.

intend to execute through ISP-designated ports and thereby receive a credit with respect to those orders.

## 2. Statutory Basis

NASDAQ believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,<sup>15</sup> in general, and with Sections 6(b)(4) and 6(b)(5) of the Act,<sup>16</sup> in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which NASDAQ operates or controls, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

### Changes to Rebates

NASDAQ believes that the proposed changes to rebate tiers are reasonable, because they will increase the rebates payable to eligible market participants. NASDAQ further believes that the changes are consistent with an equitable allocation of fees because the modified rebate schedule will provide increased incentives for provision of displayed liquidity that NASDAQ believes benefit all market participants by dampening price volatility and promoting price discovery. Finally, NASDAQ believes that the changes are not unreasonably discriminatory because opportunities for enhanced rebates to liquidity providers will be broadened under the modified schedule. Specifically:

- The changes to the rebate tiers through which members may earn a \$0.0029 per share executed rebate are reasonable because they will make it easier for members to receive a rebate at that level, by lowering the volume requirements for existing tiers and

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<sup>15</sup> 15 U.S.C. 78f.

<sup>16</sup> 15 U.S.C. 78f(b)(4) and (5).

by adding a new tier through which members may qualify. In addition, the changes are consistent with an equitable allocation of fees because they reflect an allocation of rebates to liquidity providers designed to encourage beneficial market activity, with greater incentives for market participants to provide liquidity. Finally, the changes are not unreasonably discriminatory because they increase the availability of higher rebates without eliminating any of the other means by which a member may earn a higher rebate under Rule 7018(a).

- The addition of two new rebate tiers focused on members that provide high levels of liquidity is reasonable because it will reduce the costs of market participants that make significant contributions to market quality. The change is consistent with an equitable allocation of fees because NASDAQ believes that it is equitable to provide incentives to members that are capable of providing high levels of liquidity (1.2% to 1.6% of Consolidated Volume) to participate in NASDAQ to a greater extent, because doing so has the potential to increase NASDAQ's market quality to the benefit of all its market participants. Finally, NASDAQ believes that these new rebate tiers are not unreasonably discriminatory because the rebates they would provide are not significantly higher than rebates otherwise available through Rule 7018(a) and Rule 7014, and are being offered to increase the quality of the NASDAQ market.

#### Changes to the ISP

The ISP encourages members to add targeted liquidity that is executed in the Nasdaq Market Center. NASDAQ believes that the reduction in the rebates paid under the ISP from \$0.000375 to \$0.0002 with respect to certain tiers of the ISP is reasonable, because it provides a means for NASDAQ to reduce costs during a period of persistently

low trading volumes, in addition to partially offsetting the costs of the general increased rebates instituted by this filing, but while still maintaining the overall structure of the ISP for the purpose of providing incentives for retail and institutional investors to provide targeted liquidity at NASDAQ. The change is consistent with an equitable allocation of fees: although the change maintains the ISP's purpose of paying higher rebates to certain market participants in order to encourage them to benefit all NASDAQ members through the submission of targeted liquidity, the change reduces the disparity between rebates paid to ISP participants and other members for providing liquidity. In conjunction with the other changes made by this filing, this may serve to broaden the availability of enhanced rebates. Similarly, although NASDAQ believes that the price differentiation inherent in the ISP is fair, because it is designed to benefit all market participants by drawing targeted liquidity to the Exchange, the change reduces the level of differentiation between the rebates paid to ISP participants and those paid to other liquidity providers.

Finally, NASDAQ notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, NASDAQ must continually adjust its fees to remain competitive with other exchanges and with alternative trading systems that have been exempted from compliance with the statutory standards applicable to exchanges. These competitive forces help to ensure that NASDAQ's fees are reasonable, equitably allocated, and not unfairly discriminatory since market participants can largely avoid fees to which they object by changing their trading behavior.



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

NASDAQ does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. Specifically, NASDAQ believes that the change, which will generally result in an increase in the rebates paid to encourage market participants to use NASDAQ, reflects the high degree of competition in the cash equities markets and will further enhance that competition by lowering fees and possibly encouraging NASDAQ's competitors to make competitive responses. Moreover, the decreased ISP rebate contained in the proposed rule change will not burden competition because the market for order execution is extremely competitive and members may readily opt to disfavor NASDAQ's execution services if they believe that alternatives offer them better value. Accordingly, NASDAQ believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, NASDAQ does not believe that the proposed changes will impair the ability of members or competing order execution venues to maintain their competitive standing in the financial markets.

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

No written comments were either solicited or received.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act.<sup>17</sup> 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 (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-NASDAQ-2012-149 on the subject line.

#### Paper comments:

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

All submissions should refer to File Number SR-NASDAQ-2012-149. This file number should be included on the subject line if e-mail is used. To help the Commission process

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<sup>17</sup> 15 U.S.C. 78s(b)(3)(A)(ii).

and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>).

Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

All submissions should refer to File Number SR-NASDAQ-2012-149 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>18</sup>

Kevin M. O'Neill  
Deputy Secretary

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<sup>18</sup> 17 CFR 200.30-3(a)(12).

**EXHIBIT 5**

The text of the proposed amendment is below. Proposed new language is underlined; proposed deletions are in brackets.

**7014. Market Quality Incentive Programs****Investor Support Program**

(a) No change.

(b) Subject to the conditions set forth in section (c) of this Rule, Nasdaq shall issue to the member a monthly ISP credit, which shall be determined by multiplying \$0.00005, \$0.0001, or [\$0.000375] \$0.0002 by the number of shares of displayed liquidity to which a particular rate applies, as described below.

An ISP credit issued under this Rule will be in addition to (and will not replace) any other credit or rebate for which a member may qualify.

(c) (1) A member shall be entitled to receive an ISP credit at the \$0.00005 rate with respect to all shares of displayed liquidity that are executed at a price of \$1 or more in the Nasdaq Market Center during a given month if:

(A) – (D) No change.

(2) – (3) No change.

(4) A member shall be entitled to receive an ISP credit at the [\$0.000375] \$0.0002 rate with respect to all shares of displayed liquidity that are executed at a price of \$1 or more in the Nasdaq Market Center and that are entered through ISP-designated ports, and at the \$0.00005 rate with respect to all other shares of displayed liquidity that are executed at a price of \$1 or more in the Nasdaq Market Center during a given month if:

(A) – (D) No change.

**Extended Hours Investor Program**

(d) – (f) No change.

**Qualified Market Maker ("QMM") Program**

(g) – (h) No change.

**NBBO Setter Incentive Program**

(i) – (j) No change.

## Definitions and Certifications

(k) – (l) No change.

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### 7018. Nasdaq Market Center Order Execution and Routing

(a) The following charges shall apply to the use of the order execution and routing services of the Nasdaq Market Center by members for all securities priced at \$1 or more that it trades. For purposes of determining a member's shares of liquidity routed, TFTY, MOPP, SAVE, SOLV, CART, and directed orders are not counted. The term "Designated Securities" means securities with the following ticker symbols: BAC, DIA, EEM, F, GE, GEN, HPQ, INTC, IWM, MSFT, NOK, QQQ, S, SPY, TZA, VXX, XLF and YHOO.

#### (1) Fees for Execution and Routing of Orders in Nasdaq-Listed Securities

Charge to enter orders that execute in the Nasdaq Market Center:

member with Market-on-Close and/or Limit-on-Close orders executed in the Nasdaq Closing Cross that represent more than 0.06% of the total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities ("Consolidated Volume") during the month:	\$0.0029 per share executed (unless a lower fee applies)
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orders in Designated Securities entered through a market participant identifier ("MPID") through which a member accesses, provides, or routes shares of liquidity that represent more than 0.25% of Consolidated Volume during the month, including a daily average volume of at least 2 million shares of liquidity provided:	\$0.0028 per share executed
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all other orders that execute in the Nasdaq Market Center:	\$0.0030 per share executed
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Charge to member entering STGY, SCAN, SKNY, or SKIP order that executes in a venue other than the Nasdaq Market Center and charge to member entering a LIST order that executes in a venue other than the Nasdaq Market Center, but not in an opening, re-opening, or closing process: \$0.0030 per share executed

Charge or credit to member entering TFTY, MOPP, SAVE, SOLV, CART, or directed order that executes in a venue other than the Nasdaq Market Center:

Credit of \$0.0005 per share executed for directed orders sent to NASDAQ OMX BX

Charge of \$0.0029 per share executed for directed orders sent to NASDAQ OMX PSX

Charge of \$0.0035 per share executed for other directed orders

Charge of \$0.0028 per share executed for TFTY, SOLV, or SAVE orders that execute at NASDAQ OMX PSX

For CART orders that execute at NASDAQ OMX PSX, Nasdaq will pass through all fees assessed and rebates offered by NASDAQ OMX PSX

Credit of \$0.0014 for TFTY, SOLV, CART, or SAVE orders that execute at NASDAQ OMX BX

Charge of \$0.0029 per share executed for SAVE or SOLV orders that execute at venues other than NASDAQ OMX BX or NASDAQ OMX PSX

Charge of \$0.0035 per share executed for a MOPP order

Charge of \$0.0005 per share executed for TFTY orders that execute on venues other than NASDAQ OMX BX or NASDAQ OMX PSX

Credit to member for quotes/orders (other

than Supplemental Orders) that provide liquidity:

<p><u>member with (i) shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent 1.60% or more of Consolidated Volume during the month, or (ii) shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent 1.60% or more of Consolidated Volume during the month, and shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent 0.75% or more of Consolidated Volume during the month:</u></p>	<p><u>\$0.00305 per share executed for displayed quotes/orders</u>  <u>\$0.0017 per share executed for midpoint pegged or midpoint peg post-only orders ("midpoint orders") if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month</u>  <u>\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month</u>  <u>\$0.0010 per share executed for other quotes/orders that are not displayed</u></p>
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<p><u>member with (i) shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent 1.20% or more of Consolidated Volume during the month, or (ii) shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent 1.20% or more of Consolidated Volume during the month, and shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent 0.75% or more of Consolidated Volume during the month:</u></p>	<p><u>\$0.0030 per share executed for displayed quotes/orders</u>  <u>\$0.0017 per share executed midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month</u>  <u>\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month</u>  <u>\$0.0010 per share executed for other quotes/orders that are not displayed</u></p>
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<p>member with shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent more than 0.90% of Consolidated Volume during the month:</p>	<p>\$0.00295 per share executed for displayed quotes/orders          \$0.0017 per share executed for [midpoint pegged or midpoint peg post-only orders ("]midpoint orders[")]) if the member provides an average daily volume of more</p>
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than 3 million shares through midpoint orders during the month \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month \$0.0010 per share executed for other quotes/orders that are not displayed

member (i) that is a registered market maker through one of its Nasdaq Market Center MPIDs in at least 7,000 securities, (ii) with shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent more than 0.75% of Consolidated Volume during the month, and (iii) with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent more than 0.90% of Consolidated Volume during the month:

\$0.00295 per share executed for displayed quotes/orders  
 \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
 \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
 \$0.0010 per share executed for other quotes/orders that are not displayed

member with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent more than [0.50%] 0.45% of Consolidated Volume during the month:

\$0.0029 per share executed for displayed quotes/orders  
 \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
 \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
 \$0.0010 per share executed for other quotes/orders that are not displayed



<p>member with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent more than 0.30% of Consolidated Volume during the month:</p>	<p>\$0.0027 per share executed for displayed quotes/orders          \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month          \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month          \$0.0010 per share executed for other quotes/orders that are not displayed</p>
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<p>member with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent more than 0.30% of Consolidated Volume during the month, including shares of liquidity provided with respect to securities that are listed on exchanges other than NASDAQ or NYSE that represent more than 0.10% of Consolidated Volume:</p>	<p>\$0.0029 per share executed for displayed quotes/orders          \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month          \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month          \$0.0010 per share executed for other quotes/orders that are not displayed</p>
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<p>member with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent more than 0.10% of Consolidated Volume during the month:</p>	<p>\$0.0025 per share executed for displayed quotes/orders          \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month          \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of</p>
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3 million or fewer shares through midpoint orders during the month  
\$0.0010 per share executed for other quotes/orders that are not displayed

member with shares of liquidity accessed in all securities through one or more of its Nasdaq Market Center MPIDs representing more than 0.65% of Consolidated Volume during the month; provided that the member also provides a daily average of at least 2 million shares of liquidity in all securities through one or more of its Nasdaq Market Center MPIDs during the month:

\$0.0029 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
\$0.0010 per share executed for other quotes/orders that are not displayed

member with shares of liquidity accessed in all securities through one or more of its Nasdaq Market Center MPIDs representing more than 0.45% of Consolidated Volume during the month; provided that the member also provides a daily average of at least 2 million shares of liquidity in all securities through one or more of its Nasdaq Market Center MPIDs during the month:

\$0.0025 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
\$0.0010 per share executed for other quotes/orders that are not displayed

member with (i) shares of liquidity provided in all securities during the month representing more than 0.10% of Consolidated Volume during the month,

\$0.0027 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member

through one or more of its Nasdaq Market Center MPIDs, and (ii) an average daily volume during the month of more than 100,000 contracts of liquidity accessed or provided through one or more of its Nasdaq Options Market MPIDs:

provides an average daily volume of more than 3 million shares through midpoint orders during the month \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month \$0.0010 per share executed for other quotes/orders that are not displayed

member with (i) shares of liquidity provided in all securities during the month representing more than [0.25%] 0.15% of Consolidated Volume during the month, through one or more of its Nasdaq Market Center MPIDs, and (ii) an average daily volume during the month of more than 100,000 contracts of liquidity accessed or provided through one or more of its Nasdaq Option Market MPIDs:

\$0.0029 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month \$0.0010 per share executed for other quotes/orders that are not displayed

member with (i) shares of liquidity provided in all securities during the month representing more than 1.0% of Consolidated Volume during the month, through one or more of its Nasdaq Market Center MPIDs, and (ii) an average daily volume during the month of more than 200,000 contracts of liquidity accessed or provided through one or more of its Nasdaq Options Market MPIDs:

\$0.00295 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month \$0.0010 per share executed for other quotes/orders that are not displayed

Credit to other members:                   \$0.0020 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
\$0.0010 per share executed for other quotes/orders that are not displayed

Credit for Supplemental Orders:           \$0.0018 per share executed for Supplemental Orders entered through a Nasdaq Market Center MPID through which the member provides an average daily volume during the month of more than 1 million shares of liquidity via Supplemental Orders  
\$0.0015 per share executed for other Supplemental Orders

LIST order that executes in Nasdaq's closing process:           Applicable charges as provided in Rule 7018(d)

LIST order that executes in Nasdaq's opening process:           Applicable charges as provided in Rule 7018(e)

LIST order that executes in Nasdaq's halt cross process:           Applicable charges as provided in Rule 7018(f)

## **(2) Fees for Execution and Routing of Securities Listed on NYSE**

Charge to enter orders that execute in the Nasdaq Market Center:

member with Market-on-Close and/or Limit-on-Close orders executed in the Nasdaq Closing Cross that represent more than 0.06% of Consolidated Volume during the month:	\$0.0029 per share executed (unless a lower fee applies)
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orders in Designated Securities entered through an MPID through which a member accesses, provides, or routes shares of liquidity that represent more than 0.25% of Consolidated Volume during the month, including a daily average volume of at least 2 million shares of liquidity provided:	\$0.0028 per share executed
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all other orders that execute in the Nasdaq Market Center:	\$0.0030 per share executed
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Charge to member entering DOTI, STGY, SCAN, SKNY, or SKIP order that executes in a venue other than the Nasdaq Market Center, and charge to member entering a LIST order that executes in a venue other than the Nasdaq Market Center, but not in an opening, closing, or reopening process:	For DOTI orders that execute in NASDAQ OMX BX, NASDAQ will pass-through all fees assessed and rebates offered by NASDAQ OMX BX \$0.0015 credit for orders that add liquidity at the NYSE after routing \$0.0025 fee per share executed for other orders executed at NYSE \$0.0030 fee per share executed for other orders
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Charge or credit to member entering TFTY, MOPP, SAVE, SOLV, CART, or directed order that executes in a venue other than the Nasdaq Market Center:	Credit of \$0.0005 per share executed for directed orders sent to NASDAQ OMX BX Charge of \$0.0029 per share executed for directed orders sent to NASDAQ
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**OMX PSX**

For directed orders designated as Intermarket Sweep Orders that execute:

(i) at venues other than NYSE, NASDAQ OMX BX, or NASDAQ OMX PSX, charge of \$0.0035 per share executed, or (ii) at NYSE, charge of \$0.0027 per share executed

For other directed orders that execute at NYSE: (i) charge of \$0.0026 per share executed for members with an average daily volume through the Nasdaq Market Center in all securities during the month of more than 35 million shares of liquidity provided through one or more of its MPIDs, or (ii) charge of \$0.0027 per share executed for other members

For other directed orders, charge of \$0.0035 per share executed

Charge of \$0.0028 per share executed for TFTY, SOLV, or SAVE orders that execute at NASDAQ OMX PSX

For CART orders that executed at NASDAQ OMX PSX, Nasdaq will pass through all fees assessed and rebates offered by NASDAQ OMX PSX

Credit of \$0.0014 for TFTY, SOLV, CART, or SAVE orders that execute at NASDAQ OMX BX

For a MOPP order: charge of \$0.0035 per share executed at venues other than NYSE; or charge of \$0.0027 per share executed at NYSE

For TFTY orders that execute: (i) at venues other than NYSE, NASDAQ OMX BX or NASDAQ OMX PSX, charge of \$0.0005 per share executed; or (ii) at the NYSE, charge of \$0.0024 per share executed

For SAVE or SOLV orders that execute: (i) at venues other than NYSE, NASDAQ OMX BX, or NASDAQ OMX PSX, charge of \$0.0029 per share executed, or (ii) at NYSE, charge of \$0.0025 per share executed

Credit to member for quotes/orders (other than Supplemental Orders) that provide liquidity:

<u>member with (i) shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent 1.60% or more of Consolidated Volume during the month,</u>	<u>\$0.00305 per share executed for displayed quotes/orders</u>
<u>or (ii) shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent 1.60% or more of Consolidated Volume during the month,</u>	<u>\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month</u>
<u>and shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent 0.75% or more of Consolidated Volume during the month:</u>	<u>\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month</u>
	<u>\$0.0010 per share executed for other quotes/orders that are not displayed</u>

<u>member with (i) shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent 1.20% or more of Consolidated Volume during the month,</u>	<u>\$0.0030 per share executed for displayed quotes/orders</u>
<u>or (ii) shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent 1.20% or more of Consolidated Volume during the month,</u>	<u>\$0.0017 per share executed midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month</u>
<u>and shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent 0.75% or more of Consolidated Volume during the month:</u>	<u>\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month</u>
	<u>\$0.0010 per share executed for other quotes/orders that are not displayed</u>

member with shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent more than 0.90% of Consolidated Volume during the month:	\$0.00295 per share executed for displayed quotes/orders
	\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3

	million shares through midpoint orders during the month
	\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month
	\$0.0010 per share executed for other quotes/orders that are not displayed
member (i) that is a registered market maker through one of its Nasdaq Market Center MPIDs in at least 7,000 securities, (ii) with shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent more than 0.75% of Consolidated Volume during the month, and (iii) with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent more than 0.90% of Consolidated Volume during the month:	<p>\$0.00295 per share executed for displaced quotes/orders</p> <p>\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month</p> <p>\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month</p> <p>\$0.0010 per share executed for other quotes/orders that are not displayed</p>
member with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent more than [0.50%] <u>0.45%</u> of Consolidated Volume during the month:	<p>\$0.0029 per share executed for displayed quotes/orders</p> <p>\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month</p> <p>\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month</p> <p>\$0.0010 per share executed for other quotes/orders that are not displayed</p>
member with shares of liquidity provided in all securities through one or	\$0.0027 per share executed for displayed quotes/orders



<p>more of its Nasdaq Market Center MPIDs that represent more than 0.30% of Consolidated Volume during the month during the month:</p>	<p>\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  \$0.0010 per share executed for other quotes/orders that are not displayed</p>
<p>member with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent more than 0.30% of Consolidated Volume during the month, including shares of liquidity provided with respect to securities that are listed on exchanges other than NASDAQ or NYSE that represent more than 0.10% of Consolidated Volume:</p>	<p>\$0.0029 per share executed for displayed quotes/orders  \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  \$0.0010 per share executed for other quotes/orders that are not displayed</p>
<p>member with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent more than 0.10% of Consolidated Volume during the month:</p>	<p>\$0.0025 per share executed for displayed quotes/orders  \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  \$0.0010 per share executed for other quotes/orders that are not displayed</p>

member with shares of liquidity accessed in all securities through one or more of its Nasdaq Market Center MPIDs representing more than 0.65% of Consolidated Volume during the month; provided that the member also provides a daily average of at least 2 million shares of liquidity in all securities through one or more of its Nasdaq Market Center MPIDs during the month: \$0.0029 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
\$0.0010 per share executed for other quotes/orders that are not displayed

member with shares of liquidity accessed in all securities through one or more of its Nasdaq Market Center MPIDs representing more than 0.45% of Consolidated Volume during the month; provided that the member also provides a daily average of at least 2 million shares of liquidity in all securities through one or more of its Nasdaq Market Center MPIDs during the month: \$0.0025 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
\$0.0010 per share executed for other quotes/orders that are not displayed

member with (i) shares of liquidity provided in all securities during the month representing more than 0.10% of Consolidated Volume during the month, through one or more of its Nasdaq Market Center MPIDs, and (ii) an average daily volume during the month of more than 100,000 contracts of liquidity accessed or provided through one or more of its Nasdaq Options Market MPIDs: \$0.0027 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
\$0.0010 per share executed for other

quotes/orders that are not displayed

<p>member with (i) shares of liquidity provided in all securities during the month representing more than [0.25%] <u>0.15%</u> of Consolidated Volume during the month, through one or more of its Nasdaq Market Center MPIDs, and (ii) an average daily volume during the month of more than 100,000 contracts of liquidity accessed or provided through one or more of its Nasdaq Options Market MPIDs:</p>	<p>\$0.0029 per share executed for displayed quotes/orders          \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month          \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month          \$0.0010 per share executed for other quotes/orders that are not displayed</p>
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<p>member with (i) shares of liquidity provided in all securities during the month representing more than 1.0% of Consolidated Volume during the month, through one or more of its Nasdaq Market Center MPIDs, and (ii) an average daily volume during the month of more than 200,000 contracts of liquidity accessed or provided through one or more of its Nasdaq Options Market MPIDs:</p>	<p>\$0.00295 per share executed for displayed quotes/orders          \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month          \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month          \$0.0010 per share executed for other quotes/orders that are not displayed</p>
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<p>Credit to other members:</p>	<p>\$0.0020 per share executed for displayed quotes/orders          \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month          \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or</p>
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	fewer shares through midpoint orders during the month \$0.0010 per share executed for other quotes/orders that are not displayed
Credit for Supplemental Orders:	\$0.0018 per share executed for Supplemental Orders entered through a Nasdaq Market Center MPID through which the member provides an average daily volume during the month of more than 1 million shares of liquidity via Supplemental Orders \$0.0015 per share executed for other Supplemental Orders
Order that is routed to NYSE and then routed to another venue for execution:	NASDAQ will pass-through any routing fees charged to NASDAQ by NYSE
DOT or LIST Order that executes in the NYSE closing process:	\$0.00095 per share executed
DOT or LIST Order that executes in the NYSE opening process or reopening process:	\$0.0005 per share executed, but not to exceed \$15,000 per month per member
Per order charge for round lot or mixed lot DOTI orders:	\$0.01 fee per DOTI Order when during a month: (i) a market participant sends an average of more than 10,000 DOTI Orders per day through one or more of its MPIDs; and (ii) the ratio of DOTI Orders to executions exceeds 300 to 1. The fee will apply to each DOTI Order that exceeds the 300 to 1 ratio. In calculating daily average DOTI Orders, Nasdaq will exclude the day with the highest ratio of DOTI Orders to executions.

**(3) Fees for Execution and Routing of Orders in Securities Listed on Exchanges other than Nasdaq and NYSE ("Tape B Securities")**

Charge to member entering order that executes in the Nasdaq Market Center:

member with Market-on-Close and/or Limit-on-Close orders executed in the Nasdaq Closing Cross that represent more than 0.06% of Consolidated Volume during the month: \$0.0029 per share executed (unless a lower fee applies)

orders in Designated Securities entered through an MPID through which a member accesses, provides, or routes shares of liquidity that represent more than 0.25% of Consolidated Volume during the month, including a daily average volume of at least 2 million shares of liquidity provided: \$0.0028 per share executed

all other orders that execute in the Nasdaq Market Center: \$0.0030 per share executed

Charge to member entering DOTI, STGY, SCAN, SKNY, or SKIP order that executes in a venue other than the Nasdaq Market Center, and charge to member entering a LIST order that executes in a venue other than the Nasdaq Market Center, but not in an opening, closing or re-opening process: For DOTI orders that execute in NASDAQ OMX BX, Nasdaq will pass through all fees assessed and rebates offered by NASDAQ OMX BX  
For other orders, \$0.0030 per share executed

Charge or credit to member entering TFTY, MOPP, SAVE, SOLV, CART, or directed order that executes in a venue other than the Nasdaq Market Center: Credit of \$0.0005 per share executed for directed orders sent to NASDAQ OMX BX  
Charge of \$0.0029 per share executed for directed orders sent to NASDAQ OMX PSX  
Charge of \$0.0035 per share executed for other directed orders  
Charge of \$0.0028 per share executed for TFYY, SOLV, or SAVE orders that execute at NASDAQ OMX PSX

For CART orders that execute at NASDAQ OMX PSX, Nasdaq will pass through all fees assessed and rebates offered by NASDAQ OMX PSX

Credit of \$0.0014 for TFTY, SOLV, CART, or SAVE orders that execute at NASDAQ OMX BX

Charge of \$0.0029 per share executed for SAVE or SOLV orders that execute at venues other than NASDAQ OMX BX or NASDAQ OMX PSX

Charge of \$0.0035 per share executed for a MOPP order

Charge of \$0.0005 per share executed for TFTY orders that execute in venues other than NASDAQ OMX BX or NASDAQ OMX PSX

Credit to member for quotes/orders (other than Supplemental Orders) that provide liquidity:

<u>member with (i) shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent 1.60% or more of Consolidated Volume during the month, or (ii) shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent 1.60% or more of Consolidated Volume during the month, and shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent 0.75% or more of Consolidated Volume during the month:</u>	<u>\$0.00305 per share executed for displayed quotes/orders</u>
	<u>\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month</u>
	<u>\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month</u>
	<u>\$0.0010 per share executed for other quotes/orders that are not displayed</u>

member with (i) shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent 1.20% or more of Consolidated Volume during the month, or (ii) shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent 1.20% or more of Consolidated Volume during the month, and shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent 0.75% or more of Consolidated Volume during the month:

\$0.0030 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
\$0.0010 per share executed for other quotes/orders that are not displayed

member with shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent more than 0.90% of Consolidated Volume during the month:

\$0.00295 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
\$0.0010 per share executed for other quotes/orders that are not displayed

member (i) that is a registered market maker through one of its Nasdaq Market Center MPIDs in at least 7,000 securities, (ii) with shares of liquidity provided in all securities through one of its Nasdaq Market Center MPIDs that represent more than 0.75% of Consolidated Volume during the month, and (iii) with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent more than 0.90% of Consolidated Volume during the month:

\$0.00295 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
\$0.0010 per share executed for other quotes/orders that are not displayed

member with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent more than [0.50%] 0.45% of Consolidated Volume during the month:

\$0.0029 per share executed for displayed quotes/orders  
 \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
 \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
 \$0.0010 per share executed for other

member with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent more than 0.30% of Consolidated Volume during the month:

\$0.0027 per share executed for displayed quotes/orders  
 \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
 \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
 \$0.0010 per share executed for other quotes/orders that are not displayed

member with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent more than 0.30% of Consolidated Volume during the month, including shares of liquidity provided with respect to securities that are listed on exchanges other than NASDAQ or NYSE that represent more than 0.10% of Consolidated Volume:

\$0.0029 per share executed for displayed quotes/orders  
 \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
 \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month



\$0.0010 per share executed for other quotes/orders that are not displayed

member with shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent more than 0.10% of Consolidated Volume during the month:

\$0.0025 per share executed for displayed quotes/orders  
 \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
 \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
 \$0.0010 per share executed for other quotes/orders that are not displayed

member with shares of liquidity accessed in all securities through one or more of its Nasdaq Market Center MPIDs representing more than 0.65% of Consolidated Volume during the month; provided that the member also provides a daily average of at least 2 million shares of liquidity in all securities through one or more of its Nasdaq Market Center MPIDs during the month:

\$0.0029 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
\$0.0010 per share executed for other quotes/orders that are not displayed

member with shares of liquidity accessed in all securities through one or more of its Nasdaq Market Center MPIDs representing more than 0.45% of Consolidated Volume during the month; provided that the member also provides a daily average of at least 2 million shares of liquidity in all securities through one or more of its Nasdaq Market Center MPIDs during the month:

\$0.0025 per share executed for displayed quotes/orders  
 \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
 \$0.0015 per share executed for midpoint orders if the member

provides an average daily volume of 3 million or fewer shares through midpoint orders during the month \$0.0010 per share executed for other quotes/orders that are not displayed

member with (i) shares of liquidity provided in all securities during the month representing more than 0.10% of Consolidated Volume during the month, through one or more of its Nasdaq Market Center MPIDs, and (ii) an average daily volume during the month of more than 100,000 contracts of liquidity accessed or provided through one or more of its Nasdaq Options Market MPIDs:

\$0.0027 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
\$0.0010 per share executed for other quotes/orders that are not displayed

member with (i) shares of liquidity provided in all securities during the month representing more than [0.25%] 0.15% of Consolidated Volume during the month, through one or more of its Nasdaq Market Center MPIDs, and (ii) an average daily volume during the month of more than 100,000 contracts of liquidity accessed or provided through one or more of its Nasdaq Options Market MPIDs:

\$0.0029 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month  
\$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month  
\$0.0010 per share executed for other quotes/orders that are not displayed

member with (i) shares of liquidity provided in all securities during the month representing more than 1.0% of Consolidated Volume during the month, through one or more of its Nasdaq Market Center MPIDs, and (ii) an average daily

\$0.00295 per share executed for displayed quotes/orders  
\$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through

<p>volume during the month of more than 200,000 contracts of liquidity accessed or provided through one or more of its Nasdaq Options Market MPIDs:</p>	<p>midpoint orders during the month \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month \$0.0010 per share executed for other quotes/orders that are not displayed</p>
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<p>Credit to other members:</p>	<p>\$0.0020 per share executed for displayed quotes/orders          \$0.0017 per share executed for midpoint orders if the member provides an average daily volume of more than 3 million shares through midpoint orders during the month          \$0.0015 per share executed for midpoint orders if the member provides an average daily volume of 3 million or fewer shares through midpoint orders during the month          \$0.0010 per share executed for other quotes/orders that are not displayed</p>
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<p>Credit for Supplemental Orders:</p>	<p>0.0018 per share executed for Supplemental Orders entered through a Nasdaq Market Center MPID through which the member provides an average daily volume during the month of more than 1 million shares of liquidity via Supplemental Orders          \$0.0015 per share executed for other Supplemental Orders</p>
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<p>Order that is routed to NYSEAmex or NYSEArca and then routed to another venue for execution:</p>	<p>NASDAQ will pass-through any routing fees charged to NASDAQ by NYSEAmex or NYSEArca, as applicable</p>
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<p>LIST order that executes in an exchange's</p>	<p>\$0.001 per share executed in the</p>
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closing process:	NYSEArca closing process \$0.00095 per share executed in the NYSEAmex closing process
LIST order that executes in an exchange's opening process:	\$0.0005 per share executed in the NYSEArca opening process; provided, however, that total charges for all LIST orders that execute in the NYSEArca opening process shall not exceed \$10,000 per month \$0.0005 per share executed in the NYSEAmex opening process
LIST order that executes in an exchange's re-opening process:	\$0.001 per share executed in the NYSEArca re-opening process \$0.0005 per share executed in the NYSEAmex re-opening process

(b) – (m) No change.