

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 31		SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR - 2014 - * 025	
Amendment No. (req. for Amendments *)					
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"/>	
Rule					
Pilot <input type="checkbox"/>		Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	
		<input type="checkbox"/> 19b-4(f)(1)		<input type="checkbox"/> 19b-4(f)(4)	
		<input type="checkbox"/> 19b-4(f)(2)		<input type="checkbox"/> 19b-4(f)(5)	
		<input type="checkbox"/> 19b-4(f)(3)		<input checked="" type="checkbox"/> 19b-4(f)(6)	
Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010				Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934	
Section 806(e)(1) * <input type="checkbox"/>		Section 806(e)(2) * <input type="checkbox"/>		Section 3C(b)(2) * <input type="checkbox"/>	
Exhibit 2 Sent As Paper Document <input type="checkbox"/>		Exhibit 3 Sent As Paper Document <input type="checkbox"/>			
Description					
Provide a brief description of the action (limit 250 characters, required when Initial is checked *).					
<input type="text" value="A proposal to modify Rule 4758 with respect to NASDAQ's DOT, DOTI, and LIST routing strategies."/>					
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 * <input type="text" value="John"/>		Last Name * <input type="text" value="Yetter"/>			
Title * <input type="text" value="Vice President"/>					
E-mail * <input type="text" value="john.yetter@nasdaqomx.com"/>					
Telephone * <input type="text" value="(301) 978-8497"/>		Fax <input type="text" value="(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 *)					
Date <input type="text" value="03/11/2014"/>		<input type="text" value="Executive Vice President and General Counsel"/>			
By <input type="text" value="Edward S. Knight"/>		<input type="text"/>			
(Name *)					
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.					
<input type="button" value="Persona Not Validated - 1383935917270"/>					

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”)¹ and Rule 19b-4 thereunder,² The NASDAQ Stock Market LLC (“NASDAQ” or “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposal to modify Rule 4758 with respect to NASDAQ’s DOT, DOTI, and LIST routing strategies.

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 17, 2013. 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.

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

¹ 15 U.S.C. 78s(b)(1).

² 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 offers its members optional routing functionality that allows them to use NASDAQ's facilities to access liquidity available on other trading venues. The functionality includes a range of defined routing algorithms – known as strategies – that determine the destinations and pattern of routing. The particular pattern of routing to other venues associated with a particular strategy is referred to in Rule 4758 as the “System routing table” for that strategy. All routing is designed to be conducted in a manner consistent with the requirements of Regulation NMS.

NASDAQ currently offers a set of strategies designed to allow market participants to route orders to the primary market on which a security is listed. NASDAQ is proposing minor changes to these strategies to improve their functioning and the clarity of the rule that describes them in certain situations. First, NASDAQ offers the DOT strategy (which includes several variations) as a means of designating an order for routing to the New York Stock Exchange (“NYSE”) or NYSE MKT³ for participation in their respective opening or closing processes. DOT orders are routed directly to NYSE or NYSE MKT, as appropriate. After attempting to execute in the opening or closing process, if any shares remain unexecuted, DOT orders thereafter check the NASDAQ Market Center System for available shares and are converted into SCAN or STGY orders, depending on the designation of the entering firm.⁴

³ Formerly, NYSE Amex. NASDAQ is amending Rule 4758 to reflect the change in this exchange's name.

⁴ STGY is a routing option under which orders check the System for available shares and simultaneously route the remaining shares to destinations on the

NASDAQ is proposing to modify the language of the rule to make it clear that a DOT order may be designated to participate in the opening only or in the closing only (as provided by the specifications of the destination market) or to remain in force after the opening or closing, as applicable. An order entered before the open (or close) that is designated as opening only (or closing only) will likely be cancelled by the destination market after the open (or close) in accordance with its terms and therefore will not return to NASDAQ, even if not executed in full. Similarly, if NASDAQ receives a DOT order after the security has opened (or closed) and the order has been designated to participate in the opening only (or closing only), the order will nevertheless be routed to NYSE or NYSE MKT (which would be expected to reject the order based on its designation as opening only or closing only).⁵ NASDAQ is also proposing to add language to the rule to make it clear that the conversion of DOT orders into SCAN or STGY orders applies only if the orders are not designated opening or closing only and are not fully executed, rejected, or cancelled by the market to which they are routed. NASDAQ is also modifying a sentence describing the treatment of DOT orders entered after 9:30 a.m. (i.e., orders that are intended to participate in the opening but that are entered after the

applicable System routing table. If shares remain un-executed after routing, they are posted on the NASDAQ book. Once the order is on the book, if the order is subsequently locked or crossed by another accessible market center, the System routes the order to the locking or crossing market center. SCAN behaves similarly, but once the order is on the NASDAQ book, the System will not route the order to a locking or crossing market center. Although both options are described in Rule 4758 as variations of the DOT strategy, NASDAQ's system specifications refer to the SCAN option as either "DOTA" or "DOTD" and refer to the STGY option as "DOTM."

⁵ In the event that an opening or closing only order was returned to NASDAQ after the time of the open or close on the destination market, NASDAQ would cancel the order.

opening); such orders are not routed to NYSE or NYSE MKT, but rather are immediately converted to SCAN or STGY orders. The modifications make it clear that this processing logic would be applied to an order that is intended to participate in the close but that is entered after the close. The modifications also make it clear that the processing logic would not be applied if the order was designated as opening only or closing only, since, as described above, the order would be routed and would be expected to be rejected. Finally, NASDAQ is modifying the rule to provide that DOT orders that are designated to participate in an opening process and that are received by NASDAQ before the destination market can receive them will be held until such time as the destination market can receive them. Currently, such orders are routed to the destination market and may be rejected.

NASDAQ is proposing similar changes to the DOTI routing strategy. DOTI is a routing option for orders that the entering firm wishes to direct to the NYSE or NYSE MKT without them returning to the Nasdaq Market Center. DOTI orders check the System for available shares and then are sent to destinations on the System routing table before being sent to NYSE or NYSE MKT, as appropriate. Alternatively, the member entering the order may opt to have it check the System and then be sent directly to NYSE or NYSE MKT, without routing to destinations on the System routing table.⁶ DOTI orders do not return to the Nasdaq Market Center book after routing.

As is the case with DOT, NASDAQ is modifying the language of the rule to make it clear that a DOTI order may be designated to participate in the opening only or in the closing only (as provided by the specifications of the destination market) or to remain in

⁶ This option is referred to in system specifications as “DOTZ”.

force after the opening or closing, as applicable. An order entered before the open (or close) that is designated as opening only (or closing only) will likely be cancelled by the destination market after the open (or close) in accordance with its terms and therefore will not return to NASDAQ, even if not executed in full. Similarly, if NASDAQ receives a DOTI order after the security has opened (or closed) and the order has been designated to participate in the opening only (or closing only), the order will nevertheless be routed to NYSE or NYSE MKT (which may reject the order based on its designation as opening only or closing only).⁷ NASDAQ is also proposing to modify the rule to provide that DOTI orders that are designated to participate in an opening process and that are received by NASDAQ before the destination market can receive them will be held until such time as the destination market can receive them.

LIST is a routing option designed to allow orders to participate in the opening and/or closing process of the primary listing market for a security, and to follow additional routing logic as described below.⁸ A LIST order received before the security has opened on its primary listing market will be routed to the primary listing market for participation in that market's opening process. After the security has opened on its primary listing market, unexecuted shares will be returned to the NASDAQ system.⁹

⁷ In the event that an opening or closing only order was returned to NASDAQ after the time of the open or close on the destination market, NASDAQ would cancel the order.

⁸ NASDAQ is adding this language to the existing rule text to describe the overall framework for the routing strategy.

⁹ NASDAQ is proposing to add language to the rule to make it clear that the order would be returned only to the extent that the order has not been designated opening only and has not been fully executed, rejected, or cancelled by the destination market.

Thereafter, the order will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table. Any remaining shares will be posted on the book. As with DOT and DOTI, NASDAQ is proposing to modify the rule governing LIST orders to provide that if a LIST order is received by NASDAQ before the destination market is able to receive orders for its opening process, the order will be held until such time as the destination market can receive it.

NASDAQ is also proposing to modify the language of the rule governing LIST orders to make it clear that a LIST order may be designated to participate in the opening only, as provided by the specifications of the destination market. Accordingly, an order entered before the open that is designated as opening only will likely be cancelled by the destination market after the open in accordance with its terms and therefore will not return to NASDAQ, even if not executed in full. Similarly, if NASDAQ receives a LIST order after the security has opened and the order has been designated to participate in the opening only, the order will nevertheless be routed to the primary market (which would be expected to reject the order based on its designation as opening only).¹⁰

Otherwise, if an order that has not been designated as opening only¹¹ is entered after the market open (but before a time that is two minutes before market close),¹²

¹⁰ In the event that an opening only order was returned to NASDAQ after the time of the open on the destination market, NASDAQ would cancel the order.

¹¹ NASDAQ is proposing to add qualifying language to the rule to make it clear that the behavior of orders after the market open would not apply to an order that has been designated as opening only.

¹² NASDAQ is proposing to replace references to specific times, such as 4:00 p.m., in Rule 4758 with more general references to account for the possibility of variation in the precise time of NASDAQ's system hours, the time of the market open and close, and the periodic occurrence of days when the markets are planned to close early (e.g., the day after Thanksgiving).

NASDAQ will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table, with remaining shares posted on the book. Once on the book, if the order is subsequently locked or crossed by another market center, the System will not route the order to the locking or crossing market center.¹³ Two minutes before market close, all LIST orders on the book will route to the security's primary listing market for participation in its closing process.¹⁴ Similarly, if a LIST order is received at or after a time that is two minutes before market close but before market close, NASDAQ will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table; remaining shares will be routed to the security's primary listing market to participate in its closing process.¹⁵ After the security has closed on the primary listing market, a LIST order that has not been designated as closing only and that has not been fully executed,

¹³ If trading in the security is stopped across all markets, LIST orders will be sent to the primary listing market to participate in its re-opening process. When normal trading resumes, unexecuted shares will be removed from the primary listing market and posted on the NASDAQ book. LIST orders may not be assigned a time-in-force of good-till-cancelled. NASDAQ is proposing to modify the rule language governing this behavior to improve its clarity by replacing the words “cancelled off of the primary” with the words “removed from the primary listing market.”

¹⁴ NASDAQ is proposing to delete language stating that the routed order “will be cancelled by the System”. The language was intended to reflect the fact that the routed shares would no longer be on the NASDAQ book, but the reference to the order being “cancelled” may be confusing and therefore is being deleted.

¹⁵ NASDAQ notes, however, the certain trading venues have established cut-off times for participation in their opening and closing processes. Orders received by NASDAQ before the time of the opening or closing processes will be routed to the primary market; however, if a market receives such orders after its applicable cut-off time, the order may be rejected by the destination market.

rejected or cancelled by the destination market will be returned to NASDAQ and unexecuted shares will be posted to the NASDAQ book.¹⁶

NASDAQ is also modifying the language of the rule governing LIST orders to make it clear that a LIST order may be designated to participate in the closing only, as provided by the specifications of the destination market. Accordingly, an order entered before the close that is designated as closing only will likely be cancelled by the destination market after the close in accordance with its terms and therefore will not return to NASDAQ, even if not executed in full. Similarly, if NASDAQ receives a LIST order after the security has closed and the order has been designated to participate in the closing only, the order will nevertheless be routed to the primary market (which may reject the order based on its designation as closing only).¹⁷

Currently, any LIST order shares that are received after market close are posted to the NASDAQ book. However, NASDAQ is modifying this behavior, so that rather than posting to the NASDAQ book immediately, the order will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table. Any remaining shares will then be posted to the NASDAQ book.¹⁸

¹⁶ NASDAQ is proposing to add language to the existing sentence regarding shares posting to the NASDAQ book to make it clear that it applies after the security has closed on the primary market and applies only if the order has not been designated as closing only and has not been fully executed, rejected, or cancelled by the destination market.

¹⁷ In the event that a closing only order was returned to NASDAQ after the time of the close on the destination market, NASDAQ would cancel the order.

¹⁸ As described above, this logic would not apply if the order was designated as closing only. NASDAQ is proposing to add language to make it clear that the routing of orders entered after market close would not apply if the order was designated as closing only.

b. Statutory Basis

NASDAQ believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,¹⁹ in general, and with Section 6(b)(5) of the Act²⁰ in particular, in that the proposal is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. NASDAQ believes that the changes will increase the flexibility of market participants by making it clear that they may designate DOT, DOTI, and LIST orders to participate in the opening only or closing only of a primary listing venue, in accordance with the specifications of the primary market, and by providing that orders entered before a destination market is ready to receive them will be held by NASDAQ until they may be routed. In addition, the change with respect to LIST orders received after a market close will increase the likelihood of such order's executing, by providing that they will be routed before posting to the NASDAQ book. The changes also increase the clarity and precision of the rule text. Collectively, these changes facilitate transactions in securities and perfect the mechanism of a free and open market and a national market system by providing NASDAQ members with greater control over the routing of their orders.

¹⁹ 15 U.S.C. 78f.

²⁰ 15 U.S.C. 78f(b)(5).

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. NASDAQ believes that the changes will promote competition by enhancing the value of NASDAQ's routing functionality to its members. However, since the use of NASDAQ's routing services is optional and members have numerous alternative mechanisms for order routing, the changes will not impair the ability of members to use other means of accessing competitive trading venues.

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)

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)²¹ of the Act and Rule 19b-4(f)(6) thereunder²² in that it effects a change that: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

Furthermore, Rule 19b-4(f)(6)(iii) requires a self-regulatory organization to give the

²¹ 15 U.S.C. 78s(b)(3)(A).

²² 17 CFR 240.19b-4(f)(6).

Commission written notice of its intent to file a proposed rule change under that subsection at least five business days prior to the date of filing, or such shorter time as designated by the Commission. NASDAQ provided such notice on February 24, 2014.

The proposal does not affect the protection of investors or the public interest, because it makes minor changes to NASDAQ's voluntary routing functionality. Specifically, the changes (i) make it clear that DOT, DOTI, and LIST orders may be designated as opening or closing only in accordance with specifications of destination markets and describe the effect of such a designation, (ii) provide that orders using these routing strategies entered before the destination market is able to accept them will be held until the destination market can receive them, and (iii) improve the clarity of the drafting of the rule. Accordingly, NASDAQ believes that these changes will serve to increase the flexibility and usefulness of the routing functionality. Moreover, the changes increase the competitiveness of NASDAQ's routing functionality; however, because use of the functionality is voluntary, the changes do not impair the ability of member's to make use of competitive alternatives. Accordingly, the change does not impose any burden on competition.

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

Not applicable.

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

Not applicable.

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-2014-025)

March __, 2014

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Modify NASDAQ's DOT, DOTI, and LIST Routing Strategies

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹, and Rule 19b-4 thereunder,² notice is hereby given that on March 11, 2014, 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 the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

NASDAQ proposes to modify Rule 4758 with respect to its DOT, DOTI, and LIST routing strategies. The text of the proposed rule change is available on the Exchange's Website at <http://nasdaq.cchwallstreet.com>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

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

1. Purpose

NASDAQ offers its members optional routing functionality that allows them to use NASDAQ's facilities to access liquidity available on other trading venues. The functionality includes a range of defined routing algorithms – known as strategies – that determine the destinations and pattern of routing. The particular pattern of routing to other venues associated with a particular strategy is referred to in Rule 4758 as the “System routing table” for that strategy. All routing is designed to be conducted in a manner consistent with the requirements of Regulation NMS.

NASDAQ currently offers a set of strategies designed to allow market participants to route orders to the primary market on which a security is listed. NASDAQ is proposing minor changes to these strategies to improve their functioning and the clarity of the rule that describes them in certain situations. First, NASDAQ offers the DOT strategy (which includes several variations) as a means of designating an order for routing to the New York Stock Exchange (“NYSE”) or NYSE MKT³ for participation in their respective opening or closing processes. DOT orders are routed directly to NYSE or NYSE MKT, as appropriate. After attempting to execute in the opening or closing process, if any shares remain unexecuted, DOT orders thereafter check the NASDAQ

³ Formerly, NYSE Amex. NASDAQ is amending Rule 4758 to reflect the change in this exchange's name.

Market Center System for available shares and are converted into SCAN or STGY orders, depending on the designation of the entering firm.⁴

NASDAQ is proposing to modify the language of the rule to make it clear that a DOT order may be designated to participate in the opening only or in the closing only (as provided by the specifications of the destination market) or to remain in force after the opening or closing, as applicable. An order entered before the open (or close) that is designated as opening only (or closing only) will likely be cancelled by the destination market after the open (or close) in accordance with its terms and therefore will not return to NASDAQ, even if not executed in full. Similarly, if NASDAQ receives a DOT order after the security has opened (or closed) and the order has been designated to participate in the opening only (or closing only), the order will nevertheless be routed to NYSE or NYSE MKT (which would be expected to reject the order based on its designation as opening only or closing only).⁵ NASDAQ is also proposing to add language to the rule to make it clear that the conversion of DOT orders into SCAN or STGY orders applies only if the orders are not designated opening or closing only and are not fully executed,

⁴ STGY is a routing option under which orders check the System for available shares and simultaneously route the remaining shares to destinations on the applicable System routing table. If shares remain un-executed after routing, they are posted on the NASDAQ book. Once the order is on the book, if the order is subsequently locked or crossed by another accessible market center, the System routes the order to the locking or crossing market center. SCAN behaves similarly, but once the order is on the NASDAQ book, the System will not route the order to a locking or crossing market center. Although both options are described in Rule 4758 as variations of the DOT strategy, NASDAQ's system specifications refer to the SCAN option as either "DOTA" or "DOTD" and refer to the STGY option as "DOTM."

⁵ In the event that an opening or closing only order was returned to NASDAQ after the time of the open or close on the destination market, NASDAQ would cancel the order.

rejected, or cancelled by the market to which they are routed. NASDAQ is also modifying a sentence describing the treatment of DOT orders entered after 9:30 a.m. (i.e., orders that are intended to participate in the opening but that are entered after the opening); such orders are not routed to NYSE or NYSE MKT, but rather are immediately converted to SCAN or STGY orders. The modifications make it clear that this processing logic would be applied to an order that is intended to participate in the close but that is entered after the close. The modifications also make it clear that the processing logic would not be applied if the order was designated as opening only or closing only, since, as described above, the order would be routed and would be expected to be rejected. Finally, NASDAQ is modifying the rule to provide that DOT orders that are designated to participate in an opening process and that are received by NASDAQ before the destination market can receive them will be held until such time as the destination market can receive them. Currently, such orders are routed to the destination market and may be rejected.

NASDAQ is proposing similar changes to the DOTI routing strategy. DOTI is a routing option for orders that the entering firm wishes to direct to the NYSE or NYSE MKT without them returning to the Nasdaq Market Center. DOTI orders check the System for available shares and then are sent to destinations on the System routing table before being sent to NYSE or NYSE MKT, as appropriate. Alternatively, the member entering the order may opt to have it check the System and then be sent directly to NYSE or NYSE MKT, without routing to destinations on the System routing table.⁶ DOTI orders do not return to the Nasdaq Market Center book after routing.

⁶ This option is referred to in system specifications as “DOTZ”.

As is the case with DOT, NASDAQ is modifying the language of the rule to make it clear that a DOTI order may be designated to participate in the opening only or in the closing only (as provided by the specifications of the destination market) or to remain in force after the opening or closing, as applicable. An order entered before the open (or close) that is designated as opening only (or closing only) will likely be cancelled by the destination market after the open (or close) in accordance with its terms and therefore will not return to NASDAQ, even if not executed in full. Similarly, if NASDAQ receives a DOTI order after the security has opened (or closed) and the order has been designated to participate in the opening only (or closing only), the order will nevertheless be routed to NYSE or NYSE MKT (which may reject the order based on its designation as opening only or closing only).⁷ NASDAQ is also proposing to modify the rule to provide that DOTI orders that are designated to participate in an opening process and that are received by NASDAQ before the destination market can receive them will be held until such time as the destination market can receive them.

LIST is a routing option designed to allow orders to participate in the opening and/or closing process of the primary listing market for a security, and to follow additional routing logic as described below.⁸ A LIST order received before the security has opened on its primary listing market will be routed to the primary listing market for participation in that market's opening process. After the security has opened on its

⁷ In the event that an opening or closing only order was returned to NASDAQ after the time of the open or close on the destination market, NASDAQ would cancel the order.

⁸ NASDAQ is adding this language to the existing rule text to describe the overall framework for the routing strategy.

primary listing market, unexecuted shares will be returned to the NASDAQ system.⁹

Thereafter, the order will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table. Any remaining shares will be posted on the book. As with DOT and DOTI, NASDAQ is proposing to modify the rule governing LIST orders to provide that if a LIST order is received by NASDAQ before the destination market is able to receive orders for its opening process, the order will be held until such time as the destination market can receive it.

NASDAQ is also proposing to modify the language of the rule governing LIST orders to make it clear that a LIST order may be designated to participate in the opening only, as provided by the specifications of the destination market. Accordingly, an order entered before the open that is designated as opening only will likely be cancelled by the destination market after the open in accordance with its terms and therefore will not return to NASDAQ, even if not executed in full. Similarly, if NASDAQ receives a LIST order after the security has opened and the order has been designated to participate in the opening only, the order will nevertheless be routed to the primary market (which would be expected to reject the order based on its designation as opening only).¹⁰

⁹ NASDAQ is proposing to add language to the rule to make it clear that the order would be returned only to the extent that the order has not been designated opening only and has not been fully executed, rejected, or cancelled by the destination market.

¹⁰ In the event that an opening only order was returned to NASDAQ after the time of the open on the destination market, NASDAQ would cancel the order.

Otherwise, if an order that has not been designated as opening only¹¹ is entered after the market open (but before a time that is two minutes before market close),¹² NASDAQ will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table, with remaining shares posted on the book. Once on the book, if the order is subsequently locked or crossed by another market center, the System will not route the order to the locking or crossing market center.¹³ Two minutes before market close, all LIST orders on the book will route to the security's primary listing market for participation in its closing process.¹⁴ Similarly, if a LIST order is received at or after a time that is two minutes before market close but before market close, NASDAQ will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table;

¹¹ NASDAQ is proposing to add qualifying language to the rule to make it clear that the behavior of orders after the market open would not apply to an order that has been designated as opening only.

¹² NASDAQ is proposing to replace references to specific times, such as 4:00 p.m., in Rule 4758 with more general references to account for the possibility of variation in the precise time of NASDAQ's system hours, the time of the market open and close, and the periodic occurrence of days when the markets are planned to close early (e.g., the day after Thanksgiving).

¹³ If trading in the security is stopped across all markets, LIST orders will be sent to the primary listing market to participate in its re-opening process. When normal trading resumes, unexecuted shares will be removed from the primary listing market and posted on the NASDAQ book. LIST orders may not be assigned a time-in-force of good-till-cancelled. NASDAQ is proposing to modify the rule language governing this behavior to improve its clarity by replacing the words "cancelled off of the primary" with the words "removed from the primary listing market."

¹⁴ NASDAQ is proposing to delete language stating that the routed order "will be cancelled by the System". The language was intended to reflect the fact that the routed shares would no longer be on the NASDAQ book, but the reference to the order being "cancelled" may be confusing and therefore is being deleted.

remaining shares will be routed to the security's primary listing market to participate in its closing process.¹⁵ After the security has closed on the primary listing market, a LIST order that has not been designated as closing only and that has not been fully executed, rejected or cancelled by the destination market will be returned to NASDAQ and unexecuted shares will be posted to the NASDAQ book.¹⁶

NASDAQ is also modifying the language of the rule governing LIST orders to make it clear that a LIST order may be designated to participate in the closing only, as provided by the specifications of the destination market. Accordingly, an order entered before the close that is designated as closing only will likely be cancelled by the destination market after the close in accordance with its terms and therefore will not return to NASDAQ, even if not executed in full. Similarly, if NASDAQ receives a LIST order after the security has closed and the order has been designated to participate in the closing only, the order will nevertheless be routed to the primary market (which may reject the order based on its designation as closing only).¹⁷

Currently, any LIST order shares that are received after market close are posted to the NASDAQ book. However, NASDAQ is modifying this behavior, so that rather than

¹⁵ NASDAQ notes, however, the certain trading venues have established cut-off times for participation in their opening and closing processes. Orders received by NASDAQ before the time of the opening or closing processes will be routed to the primary market; however, if a market receives such orders after its applicable cut-off time, the order may be rejected by the destination market.

¹⁶ NASDAQ is proposing to add language to the existing sentence regarding shares posting to the NASDAQ book to make it clear that it applies after the security has closed on the primary market and applies only if the order has not been designated as closing only and has not been fully executed, rejected, or cancelled by the destination market.

¹⁷ In the event that a closing only order was returned to NASDAQ after the time of the close on the destination market, NASDAQ would cancel the order.

posting to the NASDAQ book immediately, the order will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table. Any remaining shares will then be posted to the NASDAQ book.¹⁸

2. Statutory Basis

NASDAQ believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,¹⁹ in general, and with Section 6(b)(5) of the Act²⁰ in particular, in that the proposal is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. NASDAQ believes that the changes will increase the flexibility of market participants by making it clear that they may designate DOT, DOTI, and LIST orders to participate in the opening only or closing only of a primary listing venue, in accordance with the specifications of the primary market, and by providing that orders entered before a destination market is ready to receive them will be held by NASDAQ until they may be routed. In addition, the change with respect to LIST orders received after a market close will increase the likelihood of such order's executing, by providing that they will be routed before posting to the NASDAQ book.

¹⁸ As described above, this logic would not apply if the order was designated as closing only. NASDAQ is proposing to add language to make it clear that the routing of orders entered after market close would not apply if the order was designated as closing only.

¹⁹ 15 U.S.C. 78f.

²⁰ 15 U.S.C. 78f(b)(5).

The changes also increase the clarity and precision of the rule text. Collectively, these changes facilitate transactions in securities and perfect the mechanism of a free and open market and a national market system by providing NASDAQ members with greater control over the routing of their orders.

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. NASDAQ believes that the changes will promote competition by enhancing the value of NASDAQ's routing functionality to its members. However, since the use of NASDAQ's routing services is optional and members have numerous alternative mechanisms for order routing, the changes will not impair the ability of members to use other means of accessing competitive trading venues.

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

No written comments were either solicited or received.

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

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant

to Section 19(b)(3)(A)(ii) of the Act²¹ and subparagraph (f)(6) of Rule 19b-4 thereunder.²²

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: (i) necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) 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. Please include File Number SR-NASDAQ-2014-025 on the subject line.

²¹ 15 U.S.C. 78s(b)(3)(a)(ii).

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

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-2014-025. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet 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-2014-025 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.²³

Kevin M O'Neill
Deputy Secretary

²³ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

The text of the proposed rule change is below. Proposed new language is underlined; deletions are bracketed.

4758. Order Routing**(a) Order Routing Process**

(1) The Order Routing Process shall be available to Participants from the opening of the System (generally 4:00 a.m. Eastern Time) until the closing of the System (generally 8:00 p.m. Eastern Time), and shall route orders as described below. All routing of orders shall comply with Rule 611 of Regulation NMS under the Exchange Act.

(A) The System provides a variety of routing options. Routing options may be combined with all available order types and times-in-force, with the exception of order types and times-in-force whose terms are inconsistent with the terms of a particular routing option. The System will consider the quotations only of accessible markets. The term "System routing table" refers to the proprietary process for determining the specific trading venues to which the System routes orders and the order in which it routes them. Nasdaq reserves the right to maintain a different System routing table for different routing options and to modify the System routing table at any time without notice. The System routing options are:

(i) DOT is a routing option for orders that the entering firm wishes to designate for participation in the NYSE or NYSE [Amex] MKT opening or closing processes. DOT orders are routed directly to NYSE or NYSE [Amex] MKT, as appropriate. A DOT order may be designated to participate in the opening or closing only (as provided in the specifications of the destination market) or to remain in force after the opening or closing, as applicable. If a DOT order has been designated to participate in the opening only (or closing only) and is entered after the security has opened (or closed), the order will nevertheless be routed to NYSE or NYSE MKT; based on its designation as opening or closing only, such an order would be expected to be rejected by the destination market, and would also be cancelled by Nasdaq if returned by the destination market. After attempting to execute in the opening or closing process, DOT orders that are not designated opening or closing only and that have not been fully executed, rejected, or cancelled by the market to which they were routed thereafter check the System for available shares and are converted into SCAN or STGY orders, depending on the designation of the entering firm. DOT orders that are not designated as opening or closing only orders but that are [designated to participate in the NYSE or NYSE

Amex opening process but that are] entered after [9:30 a.m.] the time of the opening or closing, as applicable, will also be converted into SCAN or STGY orders, depending on the designation of the entering firm. DOT orders that are designated to participate in an opening process and that are received by NASDAQ before the destination market can receive them will be held until such time as the destination market can receive them.

(ii)

a. DOTI is a routing option for orders that the entering firm wishes to direct to the NYSE or NYSE [Amex] MKT without returning to the Nasdaq Market Center. DOTI orders check the System for available shares and then are sent to destinations on the System routing table before being sent to NYSE or NYSE [Amex] MKT, as appropriate. DOTI orders do not return to the Nasdaq Market Center book after routing. A DOTI order may be designated to participate in the opening or closing only (as provided in the specifications of the destination market) or to remain in force after the opening or closing, as applicable. If a DOTI order has been designated to participate in the opening only (or closing only) and is entered after the security has opened (or closed), the order will nevertheless be routed to NYSE or NYSE MKT; based on its designation as opening or closing only, such an order would be expected to be rejected by the destination market, and would also be cancelled by Nasdaq if returned by the destination market.

b. The entering firm may alternatively elect to have DOTI orders check the System for available shares and thereafter be directly sent to NYSE or NYSE [Amex] MKT as appropriate.

c. DOTI orders that are designated to participate in an opening process and that are received by NASDAQ before the destination market can receive them will be held until such time as the destination market can receive them.

(iii) - (ix) No change.

(x) LIST is a routing option designed to allow orders to participate in the opening and/or closing process of the primary listing market for a security, and to follow additional routing logic as described below. A LIST order [under which an order, if] received before the security has opened on its primary listing market[,] will be

routed to the primary listing market for participation in that market's opening process. A LIST order may be designated to participate in the opening or closing only (as provided in the specifications of the destination market) or to remain in force after the opening or closing, as applicable. If a LIST order has been designated to participate in the opening only and is entered after the security has opened, the order will nevertheless be routed to the primary listing market; based on its designation as opening only, such an order would be expected to be rejected by the destination market, and would also be cancelled by Nasdaq if returned by the destination market. If a LIST order is received by NASDAQ before the destination market is able to receive orders for its opening process, the order will be held until such time as the destination market can receive it.

After the security has opened on its primary listing market, [unexecuted shares] a LIST order that has not been designated opening only and that has not been fully executed, rejected, or cancelled by the market to which it was routed will be returned to the NASDAQ system. Thereafter, the order will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table. Any remaining shares will be posted on the book. In addition, if a LIST order[s] is entered after the security has opened on the primary listing market (but before [3:58 p.m.]a time that is two minutes before market close) and the order has not been designated to participate in the opening only, NASDAQ will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table, with remaining shares posted on the book. Once on the book, if the order is subsequently locked or crossed by another market center, the System will not route the order to the locking or crossing market center. [At 3:58pm]Two minutes before market close, all LIST orders on the book will [be cancelled on the System and any remaining shares will] route to the security's primary listing market for participation in its closing process. If a LIST order[s] is received at or after [3:58 p.m.]a time that is two minutes before market close but before [4:00 p.m.]market close, NASDAQ will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table;[, and] remaining shares will be routed to the security's primary listing market to participate in its closing process. After the security has closed on the primary market, a LIST order that has not been designated as closing only and that has not fully executed, rejected, or cancelled by the market to which it was routed will be returned to the NASDAQ System and [S]shares unexecuted in the closing process will be posted to the NASDAQ book. If a LIST order has been designated

to participate in the closing only and is entered after the security has closed, the order will nevertheless be routed to the primary listing market; based on its designation as closing only, such an order would be expected to be rejected by the destination market, and would also be cancelled by Nasdaq if returned by the destination market. LIST orders received after [4:00 p.m.] market close that have not been designated as closing only will [be posted to the NASDAQ book] check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table. Any remaining shares will be posted to the NASDAQ book.

If trading in the security is stopped across all markets, LIST orders will be sent to the primary listing market to participate in the re-opening process. When normal trading resumes, unexecuted shares will be [cancelled off of] removed from the primary listing market and posted on the NASDAQ book. LIST orders may not be designated as MGTC or SGTC.

(xi) - (xiv) No change.

(B) No change.

(b) – (d) No change.