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Page 1 of * 60

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

File No.* SR - 2014 - * 087

Amendment No. (req. for Amendments *)

Filing by NASDAQ Stock Market

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial *	Amendment *	Withdrawal	Section 19(b)(2) *	Section 19(b)(3)(A) *	Section 19(b)(3)(B) *
☑	☐	☐	☐	☑	☐

Pilot	Extension of Time Period for Commission Action *	Date Expires *
☐	☐	

Rule

☐ 19b-4(f)(1)	☐ 19b-4(f)(4)
☑ 19b-4(f)(2)	☐ 19b-4(f)(5)
☐ 19b-4(f)(3)	☐ 19b-4(f)(6)

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Section 806(e)(1) *	Section 806(e)(2) *
☐	☐

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 3C(b)(2) *
☐

Exhibit 2 Sent As Paper Document	Exhibit 3 Sent As Paper Document
☐	☐

Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

A proposed rule change to adopt an all-inclusive annual listing fee and modify certain other listing fees.

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 *	Arnold	Last Name *	Golub
Title *	Vice President		
E-mail *	arnold.golub@nasdaqomx.com		
Telephone *	(301) 978-8075	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 *)
Date	11/07/2014	Executive Vice President and General Counsel
By	Edward S. Knight	
	(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.

Persona Not Validated - 1383935917270,

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information * Add Remove View	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 * Add Remove View	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 * Add Remove View	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 Add Remove View 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 Add Remove View 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 Add Remove View	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 Add Remove View	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 Add Remove View	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 proposed rule change to adopt an all-inclusive annual listing fee and modify certain other listing fees. While changes proposed herein are effective upon filing, the Exchange has designated the proposed amendments to be operative on January 1, 2015.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1. 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 the Exchange pursuant to authority delegated by the Board of Directors of Nasdaq (the "Board") on July 16, 2014. Exchange staff will advise the Board of any action taken pursuant to delegated authority. No other action is necessary for the filing of the proposed rule change. Questions and comments on the proposed rule change may be directed to Arnold Golub, Vice President, The NASDAQ OMX Group, Inc., at (301) 978-8075.

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[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 proposes to adopt an all-inclusive annual listing fee, which will simplify billing and provide transparency and certainty to companies as to the annual cost of listing, modify annual fees for listed companies that remain on the existing fee schedule, and clarify certain fee rules.

Nasdaq understands from speaking with listed companies that many companies object to the number and in some cases the variable nature of certain of Nasdaq's listing fees. For example, a company may owe fees when it issues additional shares as a result of events that do not raise money and cannot always be forecasted or budgeted for by the company, such as the exercise by employees of stock options or the implementation of a reverse stock split. To address such concerns, Nasdaq has determined to create an alternative fee schedule, which eliminates fees related to the issuance of additional shares, record-keeping changes, and substitution listing events, thereby simplifying and clarifying for companies the annual fees to which they are subject. In addition, under this alternative fee structure, Nasdaq will also eliminate the fee for a written interpretation of the listing rules and for review by Nasdaq Staff of a compliance plan. As a result, companies subject to this alternative structure will pay only a single annual fee to Nasdaq, which will include all the ordinary costs of listing for the year.[3] This change will

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[3] A company that receives a delisting determination or public reprimand letter must still pay fees for review of that decision by an independent Hearings Panel or the Nasdaq Listing and Hearing Review Council. Companies also will pay application and entry fees to list new classes of securities.

also benefit Nasdaq, by eliminating the multiple invoices that must be sent to a company each year[4] and providing more certainty as to revenue.

As detailed in the charts below, for companies listed on the Capital Market, other than ADRs and Closed-end Funds, the all-inclusive annual fee will range from $42,000 to $75,000; for ADRs listed on the Capital Market the all-inclusive annual fee will range from $37,000 to $45,000. On the Global and Global Select Markets, the all-inclusive annual fee for companies other than ADRs and Closed-end Funds will range from $45,000 to $155,000 and the all-inclusive annual fee for ADRs will range from $45,000 to $75,000. The all-inclusive annual fee for Closed-end Funds listed on any market tier will range from $30,000 to $100,000. In each case, a company's all-inclusive annual fee will be based on its total shares outstanding.[5]

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4 In addition to the annual fee, companies are also billed quarterly for listing of additional shares fees and upon the occurrence of events that result in record keeping and substitution listing fees.

5 In establishing the fee changes described in this rule filing, including the changes to the number and cut-off point of pricing tiers, Nasdaq considered various factors that distinguish companies, including market tier, shares outstanding, and security type, as well as the perceived use of various Nasdaq regulatory and support services by companies of various characteristics. Pricing for similar securities on other national securities exchanges was also considered. Based on this analysis, Nasdaq proposes to modify the number of fee tiers within the annual fee schedule to better align fees with the size of the companies that pay those fees and the use Nasdaq believes that companies of various sizes typically make of Nasdaq's services. In setting the all-inclusive annual fee, Nasdaq reviewed the billing history of more than 1,800 companies that had been listed on Nasdaq for at least four years to determine the fees assessed these companies for all listing-related services, including those assessed for listing of additional shares, record-keeping changes, substitution listing events, rule interpretations, and compliance plan reviews. Nasdaq established the all-inclusive annual fee for each security type and shares outstanding tier based on this analysis of historical fees paid and regulatory services used, taking into account the changes also proposed to the annual fee schedule.

While this alternative is being introduced in response to feedback from Nasdaq's listed-companies, Nasdaq also understands that this innovation may not be appealing to all companies and therefore proposes to allow currently listed companies the option to switch to the proposed all-inclusive annual fee schedule for 2015 or to wait until 2018, when it will become mandatory for all companies. However, Nasdaq will offer incentives to companies that voluntarily elect the all-inclusive annual fee schedule for 2015.[6] Specifically, any company that chooses to be subject to the all-inclusive annual fee beginning in 2015 will be billed for 2015, 2016 and 2017 based on the lower of its then-current total shares outstanding or the total shares outstanding reflected in information held by Nasdaq as of December 31, 2014. As such, regardless of any increase in the company's shares outstanding during that time, the tier upon which its all-inclusive annual fee is based will not increase until at least January 1, 2018. In addition, because listing of additional shares fees are billed based on a company's public filings, share changes in the last reporting period of 2014 could be billed after the company has opted in and, in many cases, not until 2015. In order to eliminate confusion by companies that elect to pay the all-inclusive annual fee, and therefore believe they should not receive any further listing of additional shares fee bills, Nasdaq proposes to forgive these listing of additional shares fees. Specifically, a company that elects to be subject to the all-inclusive annual fee will not be billed for listing of additional shares after it notifies Nasdaq of its election by filing the required form. As such, fees for shares issued in the final period of 2014, which otherwise could be billed during 2015, will be forgiven.

[6] Companies may make this election on the NASDAQ OMX Listing Center website. A copy of the electronic form that will be used for this purpose is attached to the rule filing as Exhibit 3.

Nasdaq does not believe that these incentives will have any adverse impact on the amount of funds available for its regulatory programs.

All companies that list after January 1, 2015 will be subject to the proposed all-inclusive annual fee. However, Nasdaq acknowledges that companies that have already applied to list, or apply in the near term, may have made their listing decision based on Nasdaq's current fee schedule. As such, Nasdaq proposes to make the following accommodation for any company that applied to list on Nasdaq prior to January 1, 2015, and lists after that date. Until December 31, 2017, such an applicant will be billed the all-inclusive annual fee based on the lower of its then-current total shares outstanding or the total shares outstanding reflected in information held by Nasdaq as of the date of listing. As such, regardless of any increase in shares outstanding, the tier upon which the all-inclusive annual fee is based for such companies will not increase until at least January 1, 2018.

The proposed rule change also raises the annual fees that will be paid by listed companies that remain on the existing fee schedule. The annual fee paid by most Capital Market companies last increased effective January 1, 2013.[7] Fees have not been increased on Global Market companies since January 1, 2010.[8] Since then, Nasdaq has invested in upgrades to the NASDAQ MarketSite, which houses a state-of-the-art digital broadcast studio and can be utilized as a New York venue by listed companies, and the MarketSite Tower. In addition, Nasdaq has invested in its online tools, including the

7 Securities Exchange Act Release No. 68129 (November 1, 2012), 77 FR 66907 (November 7, 2012) (approving SR–NASDAQ–2012–120).

8 Securities Exchange Act Release No. 61669 (March 5, 2010), 75 FR 11958 (March 12, 2010) (approving SR–NASDAQ–2009–081).

Listing Center and Reference Library. The Listing Center allows companies to submit their notifications to Nasdaq electronically, using on-line forms that are pre-populated with much of the required information. The Reference Library contains more than 400 frequently asked questions describing the application of the listing rules, and summaries of approximately 450 interpretive letters and decisions of the Nasdaq Listing and Hearing Review Council. These tools, which provide transparency to the application of the listing rules and simplify some burdens of being a listed company, have had approximately 440,000 page views from January 1 to July 31, 2014. Nasdaq believes it is appropriate to modify its fees to allow continued investment in these initiatives and other innovative ideas that benefit listed companies and enhance the effectiveness of Nasdaq's regulatory program.[9]

The revised annual fees for most companies listed on the Capital Market will range from $32,000 to $45,000 based on total shares outstanding, compared with the current $32,000. The revised annual fees for most companies listed on the Global or Global Select Markets will range from $40,000 to $125,000 based on total shares outstanding, compared with the current range of $35,000 to $99,500.

The following charts summarize the current annual fee, the proposed annual fee and the proposed all-inclusive annual fee applicable to domestic and foreign companies, ADRs, and Closed-end Funds.

The revised fees for domestic and foreign companies, other than ADRs and Closed-end Funds, are as follows:

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[9] The proposed all-inclusive annual fee described above was based off of the proposed increased annual fees and also reflects Nasdaq's investment in these initiatives and enhancements.

Global/Global Select Markets

Total Shares Outstanding	2014 Annual Fee*	2015 Annual Fee*	2015 All-Inclusive Fee**
Up to 10 million shares	$35,000	$40,000	$45,000
10+ to 50 million shares	$37,500	$40,000	$55,000
50+ to 75 million shares	$46,500	$46,500	$75,000
75+ to 100 million shares	$68,500	$69,000	$100,000
100+ to 125 million shares	$89,000	$93,000	$125,000
125+ to 150 million shares	$89,000	$125,000	$135,000
Over 150 million shares	$99,500	$125,000	$155,000

Capital Market

Total Shares Outstanding	2014 Annual Fee*	2015 Annual Fee*	2015 All-Inclusive Fee**
Up to 10 million shares	$32,000	$32,000	$42,000
10+ to 50 million shares	$32,000	$40,000	$55,000
Over 50 million shares	$32,000	$45,000	$75,000

The revised fees for ADRs and Closed-end Funds are as follows:

ADRs	NASDAQ Global/Global Select Market			NASDAQ Capital Market		
Total ADRs Outstanding	2014 Annual Fee*	2015 Annual Fee*	2015 All-Inclusive Fee**	2014 Annual Fee*	2015 Annual Fee*	2015 All-Inclusive Fee**
Up to 10 million ADRs	$30,000	$40,000	$45,000	$32,000	$32,000	$37,000
10+ to 50 million ADRs	$37,500	$40,000	$45,000	$32,000	$40,000	$45,000
50+ to 75 million ADRs	$42,500	$46,500	$52,500	$32,000	$40,000	$45,000
Over 75 million ADRs	$50,000	$69,000	$75,000	$32,000	$40,000	$45,000

Closed-end Funds	NASDAQ Global/Global Select and Capital Markets		
Total Shares Outstanding	2014 Annual Fee*	2015 Annual Fee*	2015 All-Inclusive Fee**
Up to 5 million shares	$15,000	$22,500	$30,000
5 to 10 million shares	$17,500	$22,500	$30,000
10 to 25 million shares	$20,000	$22,500	$30,000
25 to 50 million shares	$22,500	$22,500	$30,000
50+ to 100 million shares	$30,000	$35,000	$50,000
100+ to 250 million shares	$50,000	$55,000	$75,000
Over 250 million shares	$75,000	$80,000	$100,000

* Company must also pay listing of additional shares, record-keeping, substitution listing, and certain regulatory fees.

** Company does not pay any additional listing of additional shares, record-keeping, substitution listing, or certain regulatory fees in connection with its continued listing.

Finally, Nasdaq proposes to make certain clarifying changes to the existing annual fee rule text and incorporate these same concepts in the proposed all-inclusive fee. First, Nasdaq proposes to clarify how annual fees (including the proposed all-inclusive annual fees) are assessed when a company first lists or transfers between market tiers. Specifically, Nasdaq proposes to codify its practice of pro-rating annual fees based on the month of a company's listing, and provide examples to demonstrate how this proration is applied. Nasdaq's rules already provide that annual fees previously paid are not refundable if a company's securities are removed from Nasdaq. Nasdaq proposes to continue to apply this provision to the proposed all-inclusive fee and to also clarify under both the annual fee and the all-inclusive fee that if a company is removed before it has paid the applicable fee, the fee is nonetheless owed and that Nasdaq will not waive the amount owed.[10] In recognition of the fact that a company does not get a refund or waiver of annual fees or all-inclusive annual fees if its securities are delisted, Nasdaq also proposes to clarify that if a company relists in the same year where it had previously paid an annual fee, that the company would not be subject to a second annual fee for that same year.

In the case of a company that transfers between Nasdaq's tiers, the proposed rule change would clarify that the annual fee or all-inclusive annual fee, as applicable, would be prorated based on the month of the company's transfer. However, no amount of the annual fee previously assessed or paid would be refunded if the prorated fee for the new market tier is lower.

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10 This situation would most commonly arise when the Company delists early in the year before it has paid its annual fee invoice.

The proposed rule would also modify the way a company is charged if it has securities listed on both the Global or Global Select Market and the Capital Market under both the standard annual fee and the all-inclusive annual fee. Presently, while Nasdaq's rules provide that Nasdaq will aggregate shares of all securities listed on the Global Market (including the Global Select Market) in calculating the fee for the Global Market and shares of all securities listed on the Capital Market in calculating the fee for the Capital Market, the rules do not address the situation where the same company has a security listed on each the Global or Global Select Market and the Capital Market. As a result, a company presently is charged separately for the securities on each market tier. Nasdaq believes that this is an inequitable result, and proposes to modify the rules such that in this situation shares listed on the Capital Market are not assessed a separate fee for the Capital Market, but instead are aggregated with the shares listed on the Global or Global Select Market in calculating the fee for that market.[11]

Nasdaq proposes to clarify that where Nasdaq rules waive fees in connection with certain merger situations, the company will receive a credit for the amount waived if the acquired company has already paid that fee. Conversely, in cases where the acquired company has not paid the fee, the forgiven fee will be treated as a waiver. The proposed rule will also extend those fee waivers and credits to companies paying the all-inclusive annual fee. In addition, the proposed rule change will specify which of the entities involved in a merger will receive the waiver or credit. Further, while the rule currently

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11 This situation currently affects fewer than five companies, which have their common stock listed on the Global or Global Select Market and a secondary class listed on the Capital Market. Each of these companies would pay less under the proposed rule change than they would if Nasdaq continued to assess fees separately for each market tier.

requires that a company apply for a fee waiver if it is applicable, Nasdaq proposes instead to apply these waivers and credits automatically for all eligible companies.

Nasdaq also proposes to delete current IM-5920-1, which provides a waiver for listed securities exempt from registration under Section 12(g) of the Act pursuant to Rule 12g3-2(b). After Nasdaq registered as a national securities exchange, these securities were initially permitted to list pursuant to an exemption from Section 12(a) of the Act.[12] This exemption expired on August 1, 2009, and companies described in the interpretive material can no longer be listed on Nasdaq.

The proposed rule change will also modify the fee accommodation available to companies that list upon emerging from bankruptcy to reflect the addition of the all-inclusive annual fee alternative. Under that rule, the annual fee for a company that lists upon emerging from bankruptcy is the minimum annual fee for the year of listing and the subsequent two full calendar years (the “Bankruptcy Annual Fee Accommodation”). As revised, such a company can opt to transition to the all-inclusive annual fee for 2015, just like any other company. And, consistent with the current rule, a company that does so will pay the minimum all-inclusive annual fee until the end of its second full calendar year following listing. In this manner, irrespective of when the company listed, it will receive the benefit of the Bankruptcy Annual Fee Accommodation. Moreover, the

12 Securities Exchange Act Release No. 54241 (July 31, 2006), 71 FR 45359 (August 8, 2006).

company will receive the benefits of proposed IM-5910-1(b)(1) for the period after the Bankruptcy Annual Fee Accommodation ends until December 31, 2017.[13]

Last, Nasdaq proposes to modify a cross reference to the record-keeping fee in Rule 5250(e)(3), since that fee will not be payable by all companies, update the preamble to the listing fee section to reflect the changes discussed herein and remove from the rules certain effective dates that are no longer applicable.

While the changes proposed herein are effective upon filing, Nasdaq has designated that the changes be operative on January 1, 2015. Until January 1, 2015, Nasdaq will maintain the existing, applicable fee schedule in its online manual, and will also display the changes proposed herein as being effective in the future.

b. Statutory Basis

Nasdaq believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,[14] in general and with Sections 6(b)(4) and (5) of the Act,[15] in particular, in that it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers and other persons using its facilities, and does not unfairly discriminate between customers, issuers, brokers or dealers.

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13 If the company initially listed in 2014, it would pay the minimum $45,000 all-inclusive annual fee for 2015 and 2016 and be subject to the all-inclusive annual fee in 2017 based on its total shares outstanding as of December 31, 2014. Alternatively, if the company initially listed in 2013, it would pay the minimum $45,000 all-inclusive annual fee for 2015 and be subject to the all-inclusive annual fee in 2016 and 2017 based on its total shares outstanding as of December 31, 2014. Fewer than 10 companies have listed on Nasdaq upon emerging from bankruptcy in 2013 or 2014.

14 15 U.S.C. 78f.

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

As a preliminary matter, Nasdaq competes for listings with other national securities exchanges and companies can easily choose to list on, or transfer to, those alternative venues.[16] As a result, the fees Nasdaq can charge listed companies are constrained by the fees charged by its competitors and Nasdaq cannot charge prices in a manner that would be unreasonable, inequitable or unfairly discriminatory.

Nasdaq believes that the proposed all-inclusive annual fees are reasonable because Nasdaq is eliminating multiple fees in favor of a single annual fee for listed companies. Under the proposed fee structure, companies can pay less than they would if they remain on the existing structure and pay annual fees, listing of additional shares fees (which can be as much as $65,000 annually) or incur record-keeping or substitution listing fees. The proposed all-inclusive annual fees are also equitably allocated and not unfairly discriminatory because they will be assessed based on a company's shares outstanding, consistent with the way Nasdaq and other national securities exchanges charge fees today.[17] This allocation method, previously approved by the Commission, is not inequitable or unfairly discriminatory because companies with fewer shares outstanding tend to be smaller companies, which may use fewer of the Exchange's services and be more willing to forgo an exchange listing if it costs more. In addition, while companies may pay separate fees today for certain corporate actions, record-

[16] The Justice Department noted the intense competitive environment for exchange listings. See "NASDAQ OMX Group Inc. and IntercontinentalExchange Inc. Abandon Their Proposed Acquisition Of NYSE Euronext After Justice Department Threatens Lawsuit" (May 16, 2011), available at http://www.justice.gov/atr/public/press_releases/2011/271214.htm.

[17] See NYSE Listed Company Manual Section 902.03 (charging an annual fee per share); NYSE MKT Company Guide Section 141 (charging an annual fee based on tiers of outstanding shares).

keeping events, and share issuances, as well as fees for written interpretations of listing rules and reviews of compliance plans, it is not inequitable or unfairly discriminatory to eliminate those fees because all companies will benefit similarly from that elimination in years where they otherwise would have had to pay these fees. In that regard, Nasdaq reviewed the historic activities of companies with various amounts of shares outstanding to assess the use of listing-related services, and established the all-inclusive annual fee for each security type and tier of outstanding shares based on this analysis.[18] Further, the expenses associated with maintaining the infrastructure to process share issuances and corporate actions and events and to review rule interpretation requests and compliance plans is part of Nasdaq's overhead, which helps Nasdaq protect investors and the public interest to the benefit of all listed companies. That necessary overhead does not vary materially based on the number of companies that utilize these services, and it is therefore equitable to spread their costs across all companies. All listed companies also benefit from the transparency provided when Nasdaq publishes summaries of its interpretive letters. As such, spreading the costs of such interpretations across all listed companies represents an equitable allocation of reasonable fees and is not unfairly discriminatory.

Nasdaq also believes that the proposed incentives offered to companies that elect the all-inclusive annual listing fee for 2015 are reasonable and not unfairly discriminatory. These incentives are available equally to all companies and would provide the same benefit to all companies that make the election. In addition, as noted above, Nasdaq will accrue benefits from companies electing the all-inclusive annual

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[18] See footnote 5, supra.

listing fee structure, including by eliminating the multiple invoices that are sent to a company each year and providing more certainty as to revenue, and the incentives are designed to help Nasdaq capture these benefits sooner, which is a reasonable and non-discriminatory reason to provide the incentives to companies.

The proposed increase to the annual fee for companies that do not elect the all-inclusive fee, which increase is also reflected in the all-inclusive annual fee, is also an equitable allocation of reasonable fees and not unfairly discriminatory based on the enhancements Nasdaq has made since fees were last increased in 2010, for Global and Global Select Market companies, and 2013, for most Capital Market companies.[19] As described above, Nasdaq has invested in upgrades to the NASDAQ MarketSite and MarketSite Tower, and its online tools, including the Listing Center and Reference Library, to the benefit of all listed companies and their investors and prospective investors. The proposed increase also will help Nasdaq continue to invest in these initiatives and its regulatory programs.

Changes to the tier ranges for fees charged issuers that do not elect the all-inclusive fee, including ADRs and Closed-end Funds , are not unreasonable nor unfairly discriminatory because these changes were based on a review of the number and size of companies in the existing tier ranges, their historic use of listing-related services, and the fees charged by other markets.

Nasdaq believes that having lower maximum fees for ADRs under the proposed all-inclusive and standard annual fees is an equitable allocation of reasonable fees and not unfairly discriminatory because the U.S. listing is not typically an ADR's primary listing.

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19 See footnotes 7 and 8, supra.

In addition, because ADRs are foreign private issuers, which currently pay a maximum listing of additional shares fee of $7,500, it is appropriate to charge ADRs a lower all-inclusive annual fee than a domestic company, which could pay a listing of additional shares fee of up to $65,000. On the other hand, Nasdaq believes that it is no longer appropriate to grant a preference for listing of additional shares fees to foreign private issuers other than ADRs, because Nasdaq is generally the primary listing for such companies and other exchanges charge additional listing fees for these companies in the same manner as domestic companies. As a result, Nasdaq proposes that foreign private issuers other than ADRs pay the same all-inclusive annual fee as domestic issuers, even though they are subject to a lower listing of additional shares fee under the current fee schedule. Nasdaq would continue to base its fees for these companies only on the shares issued and outstanding in the United States, however, so to the extent a foreign private issuer has another listing, it would only pay fees on those shares that trade on Nasdaq. As a result, Nasdaq believes it is an equitable allocation of reasonable fees and not unfairly discriminatory to require foreign private issuers, other than ADRs, pay all-inclusive fees on the same schedule as domestic companies. In addition, in light of the historic benefit provided to foreign private issuers by way of a lower listing of additional shares fee, Nasdaq believes it is not unreasonable nor unfairly discriminatory to maintain that benefit until the existing annual fee schedule is completely phased out in 2018.

Nasdaq also believes that it is appropriate to maintain a separate fee schedule for Closed-end Funds based on their unique characteristics. These companies are particularly sensitive to the expenses they incur, given that they compete for investment dollars based on return. In addition, they need to issue shares as a primary means to expand their businesses and raise additional money to invest. As such, Nasdaq already applies a different annual fee and maximum quarterly listing of additional shares fee for these companies, and the proposed rule change maintains a separate, lower fee schedule for them, which remains an equitable allocation of reasonable fees that is not unfairly discriminatory. Nasdaq believes that continuing to assess separate fees for the review of delisting decisions by the Hearings Panels and the Nasdaq Listing and Hearing Review Council is an equitable allocation of reasonable fees that is not unfairly discriminatory. These reviews come only after Nasdaq staff has either allowed the company the maximum extension permitted under the listing rules or determined that such an extension is inappropriate. Such reviews are not an ordinary cost of a company's annual listing and any benefit from consideration by the Hearings Panel or Listing and Hearing Review Council is limited to the particular company that requests review and is not precedential with respect to other companies. As such, Nasdaq believes it is appropriate to exclude the fees associated with these activities from the all-inclusive annual fee.

Nasdaq believes that the proposed clarifying changes describing how fees are assessed when a company first lists or transfers between Nasdaq's tiers is an equitable allocation of reasonable fees. In addition, these changes and the addition of examples demonstrating the application of various rules will clarify Nasdaq's rules, and thereby remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, protect investors and the public interest. Nasdaq rules already provide that a company that is removed or voluntarily delists will not receive a refund of the listing fee. Clarifying that a company that transfers to the Capital Market from the Global or Global Select Market receives a credit for the fee previously assessed, but not a refund, aligns the treatment within the rules of these companies with that of companies that are removed or voluntarily delist. Similarly, clarifying that a company that paid an annual fee or all-inclusive annual fee for the year will not be subject to a second fee if it delists and relists in the same year assures that companies do not pay twice for the same services. As such, in each of these cases the company receives listing services for the year it paid the annual fee, and the proposed changes are therefore equitable allocations of reasonable fees.

Prorating fees for new listings based on the month of listing or transfer assures that companies are not subject to fees before listing and are not subject to the higher fees of a particular market tier before they are listed on that tier, subject to the constraints of Nasdaq's monthly billing cycles. The rules already allocate annual fees in this manner for companies that transfer between Nasdaq market tiers.[20] As such, this method of assessing fees is an equitable allocation of reasonable fees.

Aggregating shares listed on the Global or Global Select Market with shares listed on the Capital Market when calculating fees provides an equitable allocation of fees in a manner that is not unfairly discriminatory because it provides the same benefit to a company with shares on both market tiers as is available to a company with all of its shares on the Global or Global Select Market and such a company does not receive any additional benefit from having some of its shares listed on the Capital Market.

A company that listed upon emerging from bankruptcy currently pays the minimum annual fee for the year of listing and subsequent two years. Allowing such companies that opt in to the all-inclusive annual fee to also pay the minimum fee on that

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20 Nasdaq Rules 5910(c)(3), 5910(d)(6) and 5920(c)(5).

fee schedule during the same period, and forgiving a portion of the all-inclusive annual fee in certain merger situations where the annual fee is similarly forgiven, is not unreasonable or unfairly discriminatory because these proposed changes extend benefits available to companies under the existing fee schedule to companies that will be on the all-inclusive fee schedule, thereby perpetuating features that the Commission has previously concluded satisfy the statutory requirements. Clarifying when a company receives a credit, instead of a waiver, and which company involved in a merger receives that credit or waiver clarifies Nasdaq's rules and is not unreasonable or unfairly discriminatory because these clarifications give effect to the intent of the current waivers while respecting the difference between the two entities involved in a merger.

Finally, Nasdaq believes that the proposed fees are consistent with the investor protection objectives of Section 6(b)(5) of the Act[21] in that they are designed to promote just and equitable principles of trade, to remove impediments to a free and open market and national market system, and in general to protect investors and the public interest. Specifically, the fees are designed, in part, to ensure that there are adequate resources for Nasdaq's listing compliance program, which helps to assure that listing standards are properly enforced and investors are protected.

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. The market for listing services is extremely competitive and listed companies may freely choose alternative venues based on the aggregate fees assessed,

[21] 15 U.S.C. 78f(b)(5).

and the value provided by each listing. This rule proposal does not burden competition with other listing venues, which are similarly free to set their fees. Further, this proposed rule change would introduce an all-inclusive annual listing fee, which no other market currently offers and which may therefore increase competition with other listing venues. Nasdaq believes that this innovative fee proposal reflects the existing competition between listing venues and will further enhance such competition. For these reasons, Nasdaq does not believe that the proposed rule change will result in any burden on competition for listings.

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

Nasdaq does not consent at this time to an extension of the time period for Commission action specified in Section 19(b)(2) of the Act.

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,[22] 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

Not applicable.

[22] 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. Advanced 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.

3. Form to be used to elect all-inclusive annual listing fee for 2015.

5. Text of the proposed rule change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. ; File No. SR-NASDAQ-2014-087)

November __, 2014

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Adopt an All-Inclusive Annual Listing Fee and Modify Certain Other Listing Fees

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")[1], and Rule 19b-4 thereunder,[2] notice is hereby given that on November 7, 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

The Exchange proposes to adopt an all-inclusive annual listing fee and modify certain other listing fees. While these amendments are effective upon filing, the Exchange has designated the proposed amendments to be operative on January 1, 2015.

The text of the proposed rule change is available at http://nasdaq.cchwallstreet.com, at NASDAQ's principal office, and at the Commission's Public Reference Room.

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

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

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

1. Purpose

Nasdaq proposes to adopt an all-inclusive annual listing fee, which will simplify billing and provide transparency and certainty to companies as to the annual cost of listing, modify annual fees for listed companies that remain on the existing fee schedule, and clarify certain fee rules.

Nasdaq understands from speaking with listed companies that many companies object to the number and in some cases the variable nature of certain of Nasdaq's listing fees. For example, a company may owe fees when it issues additional shares as a result of events that do not raise money and cannot always be forecasted or budgeted for by the company, such as the exercise by employees of stock options or the implementation of a reverse stock split. To address such concerns, Nasdaq has determined to create an alternative fee schedule, which eliminates fees related to the issuance of additional shares, record-keeping changes, and substitution listing events, thereby simplifying and clarifying for companies the annual fees to which they are subject. In addition, under this alternative fee structure, Nasdaq will also eliminate the fee for a written interpretation of the listing rules and for review by Nasdaq Staff of a compliance plan. As a result, companies subject to this alternative structure will pay only a single annual fee to Nasdaq, which will include all the ordinary costs of listing for the year.[3] This change will also benefit Nasdaq, by eliminating the multiple invoices that must be sent to a company each year[4] and providing more certainty as to revenue.

As detailed in the charts below, for companies listed on the Capital Market, other than ADRs and Closed-end Funds, the all-inclusive annual fee will range from $42,000 to $75,000; for ADRs listed on the Capital Market the all-inclusive annual fee will range from $37,000 to $45,000. On the Global and Global Select Markets, the all-inclusive annual fee for companies other than ADRs and Closed-end Funds will range from $45,000 to $155,000 and the all-inclusive annual fee for ADRs will range from $45,000 to $75,000. The all-inclusive annual fee for Closed-end Funds listed on any market tier will range from $30,000 to $100,000. In each case, a company's all-inclusive annual fee will be based on its total shares outstanding.[5]

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[3] A company that receives a delisting determination or public reprimand letter must still pay fees for review of that decision by an independent Hearings Panel or the Nasdaq Listing and Hearing Review Council. Companies also will pay application and entry fees to list new classes of securities.

[4] In addition to the annual fee, companies are also billed quarterly for listing of additional shares fees and upon the occurrence of events that result in record keeping and substitution listing fees.

[5] In establishing the fee changes described in this rule filing, including the changes to the number and cut-off point of pricing tiers, Nasdaq considered various factors that distinguish companies, including market tier, shares outstanding, and security type, as well as the perceived use of various Nasdaq regulatory and support services by companies of various characteristics. Pricing for similar securities on other national securities exchanges was also considered. Based on this analysis, Nasdaq proposes to modify the number of fee tiers within the annual fee schedule to better align fees with the size of the companies that pay those fees and the use Nasdaq believes that companies of various sizes typically make of Nasdaq's services. In setting the all-inclusive annual fee, Nasdaq reviewed the billing history of more than 1,800 companies that had been listed on Nasdaq for at least four years to determine the fees assessed these companies for all listing-related

While this alternative is being introduced in response to feedback from Nasdaq's listed-companies, Nasdaq also understands that this innovation may not be appealing to all companies and therefore proposes to allow currently listed companies the option to switch to the proposed all-inclusive annual fee schedule for 2015 or to wait until 2018, when it will become mandatory for all companies. However, Nasdaq will offer incentives to companies that voluntarily elect the all-inclusive annual fee schedule for 2015.[6] Specifically, any company that chooses to be subject to the all-inclusive annual fee beginning in 2015 will be billed for 2015, 2016 and 2017 based on the lower of its then-current total shares outstanding or the total shares outstanding reflected in information held by Nasdaq as of December 31, 2014. As such, regardless of any increase in the company's shares outstanding during that time, the tier upon which its all-inclusive annual fee is based will not increase until at least January 1, 2018. In addition, because listing of additional shares fees are billed based on a company's public filings, share changes in the last reporting period of 2014 could be billed after the company has opted in and, in many cases, not until 2015. In order to eliminate confusion by companies that elect to pay the all-inclusive annual fee, and therefore believe they should not receive any further listing of additional shares fee bills, Nasdaq proposes to forgive these listing of additional shares fees. Specifically, a company that elects to be subject to

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services, including those assessed for listing of additional shares, record-keeping changes, substitution listing events, rule interpretations, and compliance plan reviews. Nasdaq established the all-inclusive annual fee for each security type and shares outstanding tier based on this analysis of historical fees paid and regulatory services used, taking into account the changes also proposed to the annual fee schedule.

6 Companies may make this election on the NASDAQ OMX Listing Center website. A copy of the electronic form that will be used for this purpose is attached to the rule filing as Exhibit 3.

the all-inclusive annual fee will not be billed for listing of additional shares after it notifies Nasdaq of its election by filing the required form. As such, fees for shares issued in the final period of 2014, which otherwise could be billed during 2015, will be forgiven. Nasdaq does not believe that these incentives will have any adverse impact on the amount of funds available for its regulatory programs.

All companies that list after January 1, 2015 will be subject to the proposed all-inclusive annual fee. However, Nasdaq acknowledges that companies that have already applied to list, or apply in the near term, may have made their listing decision based on Nasdaq's current fee schedule. As such, Nasdaq proposes to make the following accommodation for any company that applied to list on Nasdaq prior to January 1, 2015, and lists after that date. Until December 31, 2017, such an applicant will be billed the all-inclusive annual fee based on the lower of its then-current total shares outstanding or the total shares outstanding reflected in information held by Nasdaq as of the date of listing. As such, regardless of any increase in shares outstanding, the tier upon which the all-inclusive annual fee is based for such companies will not increase until at least January 1, 2018.

The proposed rule change also raises the annual fees that will be paid by listed companies that remain on the existing fee schedule. The annual fee paid by most Capital Market companies last increased effective January 1, 2013.[7] Fees have not been increased on Global Market companies since January 1, 2010.[8] Since then, Nasdaq has invested in upgrades to the NASDAQ MarketSite, which houses a state-of-the-art digital

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7 Securities Exchange Act Release No. 68129 (November 1, 2012), 77 FR 66907 (November 7, 2012) (approving SR–NASDAQ–2012–120).

8 Securities Exchange Act Release No. 61669 (March 5, 2010), 75 FR 11958 (March 12, 2010) (approving SR–NASDAQ–2009–081).

broadcast studio and can be utilized as a New York venue by listed companies, and the MarketSite Tower. In addition, Nasdaq has invested in its online tools, including the Listing Center and Reference Library. The Listing Center allows companies to submit their notifications to Nasdaq electronically, using on-line forms that are pre-populated with much of the required information. The Reference Library contains more than 400 frequently asked questions describing the application of the listing rules, and summaries of approximately 450 interpretive letters and decisions of the Nasdaq Listing and Hearing Review Council. These tools, which provide transparency to the application of the listing rules and simplify some burdens of being a listed company, have had approximately 440,000 page views from January 1 to July 31, 2014. Nasdaq believes it is appropriate to modify its fees to allow continued investment in these initiatives and other innovative ideas that benefit listed companies and enhance the effectiveness of Nasdaq's regulatory program.[9]

The revised annual fees for most companies listed on the Capital Market will range from $32,000 to $45,000 based on total shares outstanding, compared with the current $32,000. The revised annual fees for most companies listed on the Global or Global Select Markets will range from $40,000 to $125,000 based on total shares outstanding, compared with the current range of $35,000 to $99,500.

The following charts summarize the current annual fee, the proposed annual fee and the proposed all-inclusive annual fee applicable to domestic and foreign companies, ADRs, and Closed-end Funds.

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9 The proposed all-inclusive annual fee described above was based off of the proposed increased annual fees and also reflects Nasdaq's investment in these initiatives and enhancements.

The revised fees for domestic and foreign companies, other than ADRs and Closed-end Funds, are as follows:

<u>Global/Global Select Markets</u>

Total Shares Outstanding	2014 Annual Fee*	2015 Annual Fee*	2015 All-Inclusive Fee**
Up to 10 million shares	$35,000	$40,000	$45,000
10+ to 50 million shares	$37,500	$40,000	$55,000
50+ to 75 million shares	$46,500	$46,500	$75,000
75+ to 100 million shares	$68,500	$69,000	$100,000
100+ to 125 million shares	$89,000	$93,000	$125,000
125+ to 150 million shares	$89,000	$125,000	$135,000
Over 150 million shares	$99,500	$125,000	$155,000

<u>Capital Market</u>

Total Shares Outstanding	2014 Annual Fee*	2015 Annual Fee*	2015 All-Inclusive Fee**
Up to 10 million shares	$32,000	$32,000	$42,000
10+ to 50 million shares	$32,000	$40,000	$55,000
Over 50 million shares	$32,000	$45,000	$75,000

The revised fees for ADRs and Closed-end Funds are as follows:

ADRs	NASDAQ Global/Global Select Market			NASDAQ Capital Market		
Total ADRs Outstanding	2014 Annual Fee*	2015 Annual Fee*	2015 All-Inclusive Fee**	2014 Annual Fee*	2015 Annual Fee*	2015 All-Inclusive Fee**
Up to 10 million ADRs	$30,000	$40,000	$45,000	$32,000	$32,000	$37,000
10+ to 50 million ADRs	$37,500	$40,000	$45,000	$32,000	$40,000	$45,000
50+ to 75 million ADRs	$42,500	$46,500	$52,500	$32,000	$40,000	$45,000
Over 75 million ADRs	$50,000	$69,000	$75,000	$32,000	$40,000	$45,000

Closed-end Funds	NASDAQ Global/Global Select and Capital Markets		
Total Shares Outstanding	2014 Annual Fee*	2015 Annual Fee*	2015 All-Inclusive Fee**
Up to 5 million shares	$15,000	$22,500	$30,000
5 to 10 million shares	$17,500	$22,500	$30,000
10 to 25 million shares	$20,000	$22,500	$30,000
25 to 50 million shares	$22,500	$22,500	$30,000
50+ to 100 million shares	$30,000	$35,000	$50,000
100+ to 250 million shares	$50,000	$55,000	$75,000
Over 250 million shares	$75,000	$80,000	$100,000

* Company must also pay listing of additional shares, record-keeping, substitution listing, and certain regulatory fees.

** Company does not pay any additional listing of additional shares, record-keeping, substitution listing, or certain regulatory fees in connection with its continued listing.

Finally, Nasdaq proposes to make certain clarifying changes to the existing annual fee rule text and incorporate these same concepts in the proposed all-inclusive fee. First, Nasdaq proposes to clarify how annual fees (including the proposed all-inclusive annual fees) are assessed when a company first lists or transfers between market tiers. Specifically, Nasdaq proposes to codify its practice of pro-rating annual fees based on the month of a company's listing, and provide examples to demonstrate how this proration is applied. Nasdaq's rules already provide that annual fees previously paid are not refundable if a company's securities are removed from Nasdaq. Nasdaq proposes to continue to apply this provision to the proposed all-inclusive fee and to also clarify under both the annual fee and the all-inclusive fee that if a company is removed before it has paid the applicable fee, the fee is nonetheless owed and that Nasdaq will not waive the amount owed.[10] In recognition of the fact that a company does not get a refund or waiver of annual fees or all-inclusive annual fees if its securities are delisted, Nasdaq also proposes to clarify that if a company relists in the same year where it had previously paid an annual fee, that the company would not be subject to a second annual fee for that same year.

In the case of a company that transfers between Nasdaq's tiers, the proposed rule change would clarify that the annual fee or all-inclusive annual fee, as applicable, would be prorated based on the month of the company's transfer. However, no amount of the

10 This situation would most commonly arise when the Company delists early in the year before it has paid its annual fee invoice.

annual fee previously assessed or paid would be refunded if the prorated fee for the new market tier is lower.

The proposed rule would also modify the way a company is charged if it has securities listed on both the Global or Global Select Market and the Capital Market under both the standard annual fee and the all-inclusive annual fee. Presently, while Nasdaq's rules provide that Nasdaq will aggregate shares of all securities listed on the Global Market (including the Global Select Market) in calculating the fee for the Global Market and shares of all securities listed on the Capital Market in calculating the fee for the Capital Market, the rules do not address the situation where the same company has a security listed on each the Global or Global Select Market and the Capital Market. As a result, a company presently is charged separately for the securities on each market tier. Nasdaq believes that this is an inequitable result, and proposes to modify the rules such that in this situation shares listed on the Capital Market are not assessed a separate fee for the Capital Market, but instead are aggregated with the shares listed on the Global or Global Select Market in calculating the fee for that market.[11]

Nasdaq proposes to clarify that where Nasdaq rules waive fees in connection with certain merger situations, the company will receive a credit for the amount waived if the acquired company has already paid that fee. Conversely, in cases where the acquired company has not paid the fee, the forgiven fee will be treated as a waiver. The proposed rule will also extend those fee waivers and credits to companies paying the all-inclusive

[11] This situation currently affects fewer than five companies, which have their common stock listed on the Global or Global Select Market and a secondary class listed on the Capital Market. Each of these companies would pay less under the proposed rule change than they would if Nasdaq continued to assess fees separately for each market tier.

annual fee. In addition, the proposed rule change will specify which of the entities involved in a merger will receive the waiver or credit. Further, while the rule currently requires that a company apply for a fee waiver if it is applicable, Nasdaq proposes instead to apply these waivers and credits automatically for all eligible companies.

Nasdaq also proposes to delete current IM-5920-1, which provides a waiver for listed securities exempt from registration under Section 12(g) of the Act pursuant to Rule 12g3-2(b). After Nasdaq registered as a national securities exchange, these securities were initially permitted to list pursuant to an exemption from Section 12(a) of the Act.[12] This exemption expired on August 1, 2009, and companies described in the interpretive material can no longer be listed on Nasdaq.

The proposed rule change will also modify the fee accommodation available to companies that list upon emerging from bankruptcy to reflect the addition of the all-inclusive annual fee alternative. Under that rule, the annual fee for a company that lists upon emerging from bankruptcy is the minimum annual fee for the year of listing and the subsequent two full calendar years (the “Bankruptcy Annual Fee Accommodation”). As revised, such a company can opt to transition to the all-inclusive annual fee for 2015, just like any other company. And, consistent with the current rule, a company that does so will pay the minimum all-inclusive annual fee until the end of its second full calendar year following listing. In this manner, irrespective of when the company listed, it will receive the benefit of the Bankruptcy Annual Fee Accommodation. Moreover, the

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12 Securities Exchange Act Release No. 54241 (July 31, 2006), 71 FR 45359 (August 8, 2006).

company will receive the benefits of proposed IM-5910-1(b)(1) for the period after the Bankruptcy Annual Fee Accommodation ends until December 31, 2017.[13]

Last, Nasdaq proposes to modify a cross reference to the record-keeping fee in Rule 5250(e)(3), since that fee will not be payable by all companies, update the preamble to the listing fee section to reflect the changes discussed herein and remove from the rules certain effective dates that are no longer applicable.

While the changes proposed herein are effective upon filing, Nasdaq has designated that the changes be operative on January 1, 2015. Until January 1, 2015, Nasdaq will maintain the existing, applicable fee schedule in its online manual, and will also display the changes proposed herein as being effective in the future.

2. Statutory Basis

Nasdaq believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,[14] in general and with Sections 6(b)(4) and (5) of the Act,[15] in particular, in that it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers and other persons using its facilities, and does not unfairly discriminate between customers, issuers, brokers or dealers.

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13 If the company initially listed in 2014, it would pay the minimum $45,000 all-inclusive annual fee for 2015 and 2016 and be subject to the all-inclusive annual fee in 2017 based on its total shares outstanding as of December 31, 2014. Alternatively, if the company initially listed in 2013, it would pay the minimum $45,000 all-inclusive annual fee for 2015 and be subject to the all-inclusive annual fee in 2016 and 2017 based on its total shares outstanding as of December 31, 2014. Fewer than 10 companies have listed on Nasdaq upon emerging from bankruptcy in 2013 or 2014.

14 15 U.S.C. 78f.

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

As a preliminary matter, Nasdaq competes for listings with other national securities exchanges and companies can easily choose to list on, or transfer to, those alternative venues.[16] As a result, the fees Nasdaq can charge listed companies are constrained by the fees charged by its competitors and Nasdaq cannot charge prices in a manner that would be unreasonable, inequitable or unfairly discriminatory.

Nasdaq believes that the proposed all-inclusive annual fees are reasonable because Nasdaq is eliminating multiple fees in favor of a single annual fee for listed companies. Under the proposed fee structure, companies can pay less than they would if they remain on the existing structure and pay annual fees, listing of additional shares fees (which can be as much as $65,000 annually) or incur record-keeping or substitution listing fees. The proposed all-inclusive annual fees are also equitably allocated and not unfairly discriminatory because they will be assessed based on a company's shares outstanding, consistent with the way Nasdaq and other national securities exchanges charge fees today.[17] This allocation method, previously approved by the Commission, is not inequitable or unfairly discriminatory because companies with fewer shares outstanding tend to be smaller companies, which may use fewer of the Exchange's services and be more willing to forgo an exchange listing if it costs more. In addition, while companies may pay separate fees today for certain corporate actions, record-keeping events, and share issuances, as well as fees for written interpretations of listing

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[16] The Justice Department noted the intense competitive environment for exchange listings. See "NASDAQ OMX Group Inc. and IntercontinentalExchange Inc. Abandon Their Proposed Acquisition Of NYSE Euronext After Justice Department Threatens Lawsuit" (May 16, 2011), available at http://www.justice.gov/atr/public/press_releases/2011/271214.htm.

[17] See NYSE Listed Company Manual Section 902.03 (charging an annual fee per share); NYSE MKT Company Guide Section 141 (charging an annual fee based on tiers of outstanding shares).

rules and reviews of compliance plans, it is not inequitable or unfairly discriminatory to eliminate those fees because all companies will benefit similarly from that elimination in years where they otherwise would have had to pay these fees. In that regard, Nasdaq reviewed the historic activities of companies with various amounts of shares outstanding to assess the use of listing-related services, and established the all-inclusive annual fee for each security type and tier of outstanding shares based on this analysis.[18] Further, the expenses associated with maintaining the infrastructure to process share issuances and corporate actions and events and to review rule interpretation requests and compliance plans is part of Nasdaq's overhead, which helps Nasdaq protect investors and the public interest to the benefit of all listed companies. That necessary overhead does not vary materially based on the number of companies that utilize these services, and it is therefore equitable to spread their costs across all companies. All listed companies also benefit from the transparency provided when Nasdaq publishes summaries of its interpretive letters. As such, spreading the costs of such interpretations across all listed companies represents an equitable allocation of reasonable fees and is not unfairly discriminatory.

Nasdaq also believes that the proposed incentives offered to companies that elect the all-inclusive annual listing fee for 2015 are reasonable and not unfairly discriminatory. These incentives are available equally to all companies and would provide the same benefit to all companies that make the election. In addition, as noted above, Nasdaq will accrue benefits from companies electing the all-inclusive annual listing fee structure, including by eliminating the multiple invoices that are sent to a

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[18] See footnote 5, supra.

company each year and providing more certainty as to revenue, and the incentives are designed to help Nasdaq capture these benefits sooner, which is a reasonable and non-discriminatory reason to provide the incentives to companies.

The proposed increase to the annual fee for companies that do not elect the all-inclusive fee, which increase is also reflected in the all-inclusive annual fee, is also an equitable allocation of reasonable fees and not unfairly discriminatory based on the enhancements Nasdaq has made since fees were last increased in 2010, for Global and Global Select Market companies, and 2013, for most Capital Market companies.[19] As described above, Nasdaq has invested in upgrades to the NASDAQ MarketSite and MarketSite Tower, and its online tools, including the Listing Center and Reference Library, to the benefit of all listed companies and their investors and prospective investors. The proposed increase also will help Nasdaq continue to invest in these initiatives and its regulatory programs.

Changes to the tier ranges for fees charged issuers that do not elect the all-inclusive fee, including ADRs and Closed-end Funds , are not unreasonable nor unfairly discriminatory because these changes were based on a review of the number and size of companies in the existing tier ranges, their historic use of listing-related services, and the fees charged by other markets.

Nasdaq believes that having lower maximum fees for ADRs under the proposed all-inclusive and standard annual fees is an equitable allocation of reasonable fees and not unfairly discriminatory because the U.S. listing is not typically an ADR's primary listing. In addition, because ADRs are foreign private issuers, which currently pay a maximum

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[19] See footnotes 7 and 8, supra.

listing of additional shares fee of $7,500, it is appropriate to charge ADRs a lower all-inclusive annual fee than a domestic company, which could pay a listing of additional shares fee of up to $65,000. On the other hand, Nasdaq believes that it is no longer appropriate to grant a preference for listing of additional shares fees to foreign private issuers other than ADRs, because Nasdaq is generally the primary listing for such companies and other exchanges charge additional listing fees for these companies in the same manner as domestic companies. As a result, Nasdaq proposes that foreign private issuers other than ADRs pay the same all-inclusive annual fee as domestic issuers, even though they are subject to a lower listing of additional shares fee under the current fee schedule. Nasdaq would continue to base its fees for these companies only on the shares issued and outstanding in the United States, however, so to the extent a foreign private issuer has another listing, it would only pay fees on those shares that trade on Nasdaq. As a result, Nasdaq believes it is an equitable allocation of reasonable fees and not unfairly discriminatory to require foreign private issuers, other than ADRs, pay all-inclusive fees on the same schedule as domestic companies. In addition, in light of the historic benefit provided to foreign private issuers by way of a lower listing of additional shares fee, Nasdaq believes it is not unreasonable nor unfairly discriminatory to maintain that benefit until the existing annual fee schedule is completely phased out in 2018.

Nasdaq also believes that it is appropriate to maintain a separate fee schedule for Closed-end Funds based on their unique characteristics. These companies are particularly sensitive to the expenses they incur, given that they compete for investment dollars based on return. In addition, they need to issue shares as a primary means to expand their businesses and raise additional money to invest. As such, Nasdaq already applies a different annual fee and maximum quarterly listing of additional shares fee for these companies, and the proposed rule change maintains a separate, lower fee schedule for them, which remains an equitable allocation of reasonable fees that is not unfairly discriminatory. Nasdaq believes that continuing to assess separate fees for the review of delisting decisions by the Hearings Panels and the Nasdaq Listing and Hearing Review Council is an equitable allocation of reasonable fees that is not unfairly discriminatory. These reviews come only after Nasdaq staff has either allowed the company the maximum extension permitted under the listing rules or determined that such an extension is inappropriate. Such reviews are not an ordinary cost of a company's annual listing and any benefit from consideration by the Hearings Panel or Listing and Hearing Review Council is limited to the particular company that requests review and is not precedential with respect to other companies. As such, Nasdaq believes it is appropriate to exclude the fees associated with these activities from the all-inclusive annual fee.

Nasdaq believes that the proposed clarifying changes describing how fees are assessed when a company first lists or transfers between Nasdaq's tiers is an equitable allocation of reasonable fees. In addition, these changes and the addition of examples demonstrating the application of various rules will clarify Nasdaq's rules, and thereby remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, protect investors and the public interest. Nasdaq rules already provide that a company that is removed or voluntarily delists will not receive a refund of the listing fee. Clarifying that a company that transfers to the Capital Market from the Global or Global Select Market receives a credit for the fee previously assessed, but not a refund, aligns the treatment within the rules of these companies with that of companies that are removed or voluntarily delist. Similarly, clarifying that a company that paid an annual fee or all-inclusive annual fee for the year will not be subject to a second fee if it delists and relists in the same year assures that companies do not pay twice for the same services. As such, in each of these cases the company receives listing services for the year it paid the annual fee, and the proposed changes are therefore equitable allocations of reasonable fees.

Prorating fees for new listings based on the month of listing or transfer assures that companies are not subject to fees before listing and are not subject to the higher fees of a particular market tier before they are listed on that tier, subject to the constraints of Nasdaq's monthly billing cycles. The rules already allocate annual fees in this manner for companies that transfer between Nasdaq market tiers.[20] As such, this method of assessing fees is an equitable allocation of reasonable fees.

Aggregating shares listed on the Global or Global Select Market with shares listed on the Capital Market when calculating fees provides an equitable allocation of fees in a manner that is not unfairly discriminatory because it provides the same benefit to a company with shares on both market tiers as is available to a company with all of its shares on the Global or Global Select Market and such a company does not receive any additional benefit from having some of its shares listed on the Capital Market.

A company that listed upon emerging from bankruptcy currently pays the minimum annual fee for the year of listing and subsequent two years. Allowing such companies that opt in to the all-inclusive annual fee to also pay the minimum fee on that fee schedule during the same period, and forgiving a portion of the all-inclusive annual

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20 Nasdaq Rules 5910(c)(3), 5910(d)(6) and 5920(c)(5).

fee in certain merger situations where the annual fee is similarly forgiven, is not unreasonable or unfairly discriminatory because these proposed changes extend benefits available to companies under the existing fee schedule to companies that will be on the all-inclusive fee schedule, thereby perpetuating features that the Commission has previously concluded satisfy the statutory requirements. Clarifying when a company receives a credit, instead of a waiver, and which company involved in a merger receives that credit or waiver clarifies Nasdaq's rules and is not unreasonable or unfairly discriminatory because these clarifications give effect to the intent of the current waivers while respecting the difference between the two entities involved in a merger.

Finally, Nasdaq believes that the proposed fees are consistent with the investor protection objectives of Section 6(b)(5) of the Act[21] in that they are designed to promote just and equitable principles of trade, to remove impediments to a free and open market and national market system, and in general to protect investors and the public interest. Specifically, the fees are designed, in part, to ensure that there are adequate resources for Nasdaq's listing compliance program, which helps to assure that listing standards are properly enforced and investors are protected.

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. The market for listing services is extremely competitive and listed companies may freely choose alternative venues based on the aggregate fees assessed, and the value provided by each listing. This rule proposal does not burden competition

[21] 15 U.S.C. 78f(b)(5).

with other listing venues, which are similarly free to set their fees. Further, this proposed rule change would introduce an all-inclusive annual listing fee, which no other market currently offers and which may therefore increase competition with other listing venues. Nasdaq believes that this innovative fee proposal reflects the existing competition between listing venues and will further enhance such competition. For these reasons, Nasdaq does not believe that the proposed rule change will result in any burden on competition for listings.

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[22] and paragraph (f) of Rule 19b-4 thereunder.[23]

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.

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:

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[22] 15 U.S.C. 78s(b)(3)(A)(ii).

[23] 17 CFR 240.19b-4(f).

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-2014-087 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-2014-087. 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-2014-087 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.[24]

Kevin M O'Neill
Deputy Secretary

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[24] 17 CFR 200.30-3(a)(12).

Exhibit 3

NASDAQ OMX
LISTING CENTER

Opt-in Form: All-Inclusive Annual Listing Fee

Record Id:

Companies listed on NASDAQ before January 1, 2015 may opt-in to the All-Inclusive Annual Listing Fee by submitting this form. While all companies will be subject to the All-Inclusive Fee beginning in January 2018, listed companies can elect to opt-in to this program for 2015 anytime between now and December 31, 2014.

For more detailed information on the All-Inclusive Annual Listing Fee Program or incentives that NASDAQ is offering companies to opt-in before December 31, 2014, refer to IM-5910-1 or take a few minutes to review our frequently asked questions.

If you still have questions after reviewing these materials, please contact Listing Qualifications Staff at +1 301 978 8008.

GENERAL COMPANY INFORMATION

Company Name

Please provide your contact information for this form. You can share access to this form with other company representatives by entering their email address on our Share Your Form page.

	Company Contact *	Company Billing Contact *
Name *		
Title/Firm *		
Contact Phone *		
Email *		

☐ Check here if Company Contact listed above is the same as Company Billing Contact.

OPT-IN ELECTION

☐ <Company Name> has elected to opt-in to the All-Inclusive Annual Listing Fee beginning January 1, 2015. The company understands that this is an irrevocable election.

AFFIRMATION

User Id

Name *

Title/Firm *

Date *

Initials *

* Indicates a field required for submission.

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

The NASDAQ Stock Market Rules

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5250. Obligations for Companies Listed on The Nasdaq Stock Market

(a) – (d) No change.

(e) Nasdaq Notification Requirements

Various corporate events resulting in material changes will trigger the requirement for Companies to submit certain forms and applicable fees to Nasdaq as specified below.

All applicable forms can be found at http://www.nasdaq.com/about/listing_information.stm#forms .

(1) – (2) No change.

(3) Record Keeping Change

(A) The Company shall file on a form designated by Nasdaq notification of any [corporate name change, or other change requiring payment of a record-keeping fee,] change to its name, the par value or title of its security, its symbol, or a similar change, no later than 10 days after the change. The Company shall also pay the appropriate Record-Keeping Fee as referenced in the Rule 5900 Series.

(B) No change.

(4) – (6) No change.

(f) No change.

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5602. Written Interpretations of Nasdaq Listing Rules

(a) – (b) No change.

(c) An applicant to Nasdaq that has submitted the applicable entry fee under Rule 5910(a) or Rule 5920(a) will not also be required to submit a fee in connection with a request for a written interpretation involving the applicant's initial listing on Nasdaq. A listed

Company that is subject to the All-Inclusive Annual Listing Fee described in IM-5910-1 or IM-5920-1 is not required to submit a fee in connection with a request for a written interpretation. In addition, a Company is not required to submit a fee in connection with a request for an exception from the Nasdaq shareholder approval rules pursuant to the financial viability exception as described in Rule 5635(f).

(d) – (f) No change.

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5810. Notification of Deficiency by the Listing Qualifications Department

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(a) – (b) No change.

(c) Types of Deficiencies and Notifications

The type of deficiency at issue determines whether the Company will be immediately suspended and delisted, or whether it may submit a compliance plan for review or is entitled to an automatic cure or compliance period before a Staff Delisting Determination is issued. In the case of a deficiency not specified below, Staff will issue the Company a Staff Delisting Determination or a Public Reprimand Letter.

(1) No change.

(2) Deficiencies for which a Company may Submit a Plan of Compliance for Staff Review

(A) Unless the Company is currently under review by an Adjudicatory Body for a Staff Delisting Determination, the Listing Qualifications Department may accept and review a plan to regain compliance when a Company is deficient with respect to one of the standards listed in subsections (i) through (iv) below. In accordance with Rule 5810(c)(2)(C), plans provided pursuant to subsections (i) through (iii) below must be provided generally within 45 calendar days, and in accordance with Rule 5810(c)(2)(F), plans provided pursuant to subsection (iv) must be provided generally within 60 calendar days. If a Company that is not subject to the All-Inclusive Annual Listing Fee described in IM-5910-1 or IM-5920-1 submits a plan of compliance under subsections (i), (iii), or (iv)[in response to a staff notification sent after October 15, 2013], it must also pay a compliance plan review fee of $5,000. If a Company's plan consists of transferring from the Nasdaq Global or Global Select Market to the Nasdaq Capital Market, the Company should submit its application and the applicable application fee at the same time as its plan to regain compliance, but does not need to also pay the compliance plan review fee.

(i) – (iv) No change.

(B) – (F) No change.

(3) – (4) No change.

(d) No change.

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5900. Company Listing Fees

5901. Preamble to Company Listing Fees

This section sets forth the required fees for Companies both seeking listing and currently listed on Nasdaq. Rule 5930 describes fees for Linked Securities, SEEDS, and Other Securities qualified for listing under Rule 5710, 5715 or 5730. Rule 5940 describes fees for other Exchange Listed Products. The fees for all other Companies are described in Rule 5910 (for the Global and Global Select Markets) and Rule 5920 (for the Capital Market). With certain exceptions, these Companies [seeking to list on Nasdaq]must pay a non-refundable application fee, and an entry fee, which is based on the number of shares being listed. Starting January 1, 2015, Nasdaq will offer Companies that pay fees under Rules 5910 or 5920 an All-Inclusive Annual Listing Fee described in IM-5910-1 and IM-5920-1. Any Company not subject to the All-Inclusive Annual Listing Fee must pay applicable standard annual fees, listing of additional shares fees, record keeping fees and substitution listing fees as described in Rules 5910 and 5920. [Listed Companies are required to pay annual fees, fees for listing additional shares, and fees for certain corporate changes, such as a change in name or a substitution listing. Please note that the fees related to written interpretations of Nasdaq listing rules can be found in Rule 5602.]

5910. The Nasdaq Global Market (including the Nasdaq Global Select Market)

(a) - (b) No change.

(c) Standard Annual Fee — Domestic and Foreign Issues

(1) The issuer of each class of securities (not otherwise identified in this Rule 5900 Series) that is a domestic or foreign issue listed on the Nasdaq Global Market shall pay to Nasdaq an annual fee calculated on total shares outstanding according to the following schedule:

Up to [10]50 million shares	[$35,000] $40,000
[10+ to 50 million shares	$37,500]
50+ to 75 million shares	$46,500
75+ to 100 million shares	[$68,500] $69,000
100+ to [150]125 million shares	[$89,000] $93,000
Over [150]125 million shares	[$99,500] $125,000

(2) No change.

(3) [If a class of securities is removed from the Nasdaq Global Market that portion of the annual fees for such class of securities attributable to the months following the date of removal shall not be refunded, except such portion shall be applied to the Nasdaq Capital Market fees for that calendar year.]**Assessment of Annual Fee**

(A) In the first calendar year of listing, a Company's annual fee will be based on the total shares outstanding as of the date of listing and will be prorated based on the month of listing. For example, a Company that lists on any day in March will owe 10/12 of the applicable annual fee; if it lists on any day in April, it will owe 9/12 of the applicable annual fee.

(B) After the first calendar year of listing, a Company's annual fee will be assessed on January 1st for the upcoming calendar year based on the total shares outstanding as of December 31st of the prior year. If a Company is listed on January 1st, the Company will owe the annual fee for the entire year, even if the Company delists or is removed before the Company is billed or pays the fee for that year.

(C) **Transfers from Capital Market**. If a Company transfers its listing from the Capital Market to the Global or Global Select Market, the annual fee will be prorated based on the month of the transfer. Such a Company will owe the annual fee for the new market tier starting in the month of transfer and the annual fee for the Capital Market for all earlier months in the calendar year.

For example, a Company with 8 million total shares outstanding is listed on the Capital Market and transfers to the Global Market on October 20th. Its new annual fee for the Global Market is $40,000, which is prorated from October to December, resulting in an annual fee due of $10,000 for its first calendar year of listing on the Global Market. Since this Company already paid an annual fee of $32,000 on the Capital Market, it will be credited $8,000, which represents the portion of the annual fee already paid for listing on the Capital Market for the remainder of the year. The Company, therefore, has a balance due to Nasdaq of $2,000.

(D) No portion of the annual fee paid is refundable if a class of securities is delisted or otherwise removed from The Nasdaq Stock Market. No portion of the annual fee that is due and payable when a class of securities is delisted or otherwise removed from The Nasdaq Stock Market will be waived upon delisting or removal.

(E) **Relisting.** A Company that was suspended, delisted, or removed from Nasdaq for any reason, whether regulatory or voluntary, is not required to pay a second annual fee if it relists in the same calendar year.

(4) Total shares outstanding means the aggregate of all classes of equity securities listed on [the] Nasdaq [Global Market], including equity securities listed on the Nasdaq Capital Market, as shown in the Company's most recent periodic report required to be filed with the Company's appropriate regulatory authority or in more recent information held by Nasdaq. In the case of foreign companies, total shares outstanding shall include only those shares issued and outstanding in the United States.

(5) No change.

(d) Standard Annual Fee — American Depositary Receipts (ADRs) and Closed-End Funds

(1) The issuer of each class of securities that is an ADR listed on The Nasdaq Global Market shall pay to Nasdaq an annual fee calculated on ADRs outstanding according to the following schedule[not to exceed $50,000 per Company]:

Up to [10]50 million ADRs	[$30,000] $40,000
[10+ to 50 million ADRs	$37,500]
50+ to 75 million ADRs	[$42,500] $46,500
Over 75 million ADRs	[$50,000] $69,000

(2) No change.

(3) A Closed-End Fund listed on the Nasdaq Global Market shall pay to Nasdaq an annual fee calculated based on total shares outstanding according to the following schedule:

[Up to 5 million shares	$15,000]
[5+ to 10 million shares	$17,500]
[10+ to 25 million shares	$20,000]
[25+]Up to 50 million shares	$22,500
50+ to 100 million shares	[$30,000]$35,000
100+ to 250 million shares	[$50,000]$55,000
Over 250 million shares	[$75,000]$80,000

(4) – (5) No change.

(6) [If a class of securities is removed from the Nasdaq Global Market, that portion of the annual fees for such class of securities attributable to the months following the date of removal shall not be refunded, except such portion shall be applied to the Nasdaq Capital Market fees for that calendar year.]**Assessment of Annual Fee**

(A) In the first calendar year of listing, a Company's annual fee will be based on the total shares outstanding as of the date of listing and will be prorated based on the month of listing. For example, a Company that lists on any day in March will owe 10/12 of the applicable annual fee; if it lists on any day in April, it will owe 9/12 of the applicable annual fee.

(B) After the first calendar year of listing, a Company's annual fee will be assessed on January 1st for the upcoming calendar year based on the total shares outstanding as of December 31st of the prior year. If a Company is listed on January 1st, the Company will owe the annual fee for the entire year, even if the Company delists or is removed before the Company is billed or pays the fee for that year.

(C) **Transfers from Capital Market**. If a Company transfers its listing from the Capital Market to the Global or Global Select Market, the annual fee will be prorated based on the month of the transfer. Such a Company will owe the annual fee for the new market tier starting in the month of transfer and the annual fee for the Capital Market for all earlier months in the calendar year.

For example, a Company with 8 million total ADRs outstanding is listed on the Capital Market and transfers to the Global Market on October 20th. Its new annual fee for the Global Market is $40,000, which is prorated from October to December, resulting in an annual fee due of $10,000 for its first calendar year of listing on the Global Market. Since this Company already paid an annual fee of $32,000 on the Capital Market, it will be credited $8,000, which represents the portion of the annual fee already paid for listing on the Capital Market for the remainder of the year. The Company, therefore, has a balance due to Nasdaq of $2,000.

(D) No portion of the annual fee paid is refundable if a class of securities is delisted or otherwise removed from The Nasdaq Stock Market. No portion of the annual fee that is due and payable when a class of securities is delisted or otherwise removed from The Nasdaq Stock Market will be waived upon delisting or removal.

(E) **Relisting.** A Company that was suspended, delisted, or removed from Nasdaq for any reason, whether regulatory or voluntary, is not required to pay a second annual fee if it relists in the same calendar year.

(e) - (f) No change.

IM-5910-1. All-Inclusive Annual Listing Fee

(a) Starting January 1, 2015, Nasdaq will offer an All-Inclusive Annual Listing Fee. Companies that list on Nasdaq after January 1, 2015, will be subject to this fee schedule.

A Company listed before January 1, 2015 may make an irrevocable election to be subject to the All-Inclusive Annual Listing Fee before that time by submitting the opt-in form available on Nasdaq's website by December 31, 2014. All other Companies will be subject to this fee schedule beginning January 1, 2018.

(b) **Transition**

(1) Nasdaq will offer the following incentives to a Company listed before January 1, 2015, which, prior to December 31, 2014, makes an irrevocable election to be subject to the All-Inclusive Annual Listing Fee:

(A) Until December 31, 2017, the Company will be billed based on the lower of its then-current total shares outstanding or the total shares outstanding reflected in information held by Nasdaq as of December 31, 2014. As such, regardless of any increase in shares outstanding, the number of shares outstanding used to determine the Company's All-Inclusive Annual Listing Fee will not increase until at least January 1, 2018.

(B) The Company will not be billed for the listing of additional shares after it submits the opt-in form to Nasdaq, regardless of when the shares were issued. As such, fees for shares issued in the final period of 2014, which otherwise could be billed during 2015, will be forgiven.

(2) In addition, until December 31, 2017, any Company that applied to list on Nasdaq prior to January 1, 2015, and lists after that date will be billed based on the lower of its then-current total shares outstanding or the total shares outstanding reflected in information held by Nasdaq as of the date of listing. As such, regardless of any increase in shares outstanding, the number of shares outstanding used to determine the Company's All-Inclusive Annual Listing Fee will not increase, until at least January 1, 2018.

(c) The All-Inclusive Annual Listing Fee eliminates all fees described in Rules 5910(b) – (f) for standard annual fees, additional shares fees, record-keeping fees, and substitution listing event fees. In addition, Companies that pay the All-Inclusive Annual Listing Fee are not subject to the fees described in Rule 5602 (for a written interpretation of the listing rules) and Rule 5810(c) (for review by Nasdaq Staff of a compliance plan). For the avoidance of doubt, Companies that pay the All-Inclusive Annual Listing Fee must still pay the fees described in Rules 5815(a)(3) and 5820(a) (for review by a Hearings Panel or the Nasdaq Listing and Hearing Review Council, respectively, of a Staff Delisting Determination or Public Reprimand Letter). These Companies must also pay fees described in Rule 5910(a) relating to the listing of an additional class of securities of the Company.

(d) The All-Inclusive Annual Listing Fee will be calculated according to the following schedules:

(1) All domestic and foreign Companies listing equity securities, except as described below:

Up to 10 million shares	$45,000
10+ to 50 million shares	$55,000
50+ to 75 million shares	$75,000
75+ to 100 million shares	$100,000
100+ to 125 million shares	$125,000
125+ to 150 million shares	$135,000
Over 150 million shares	$155,000

(2) American Depositary Receipts (ADRs):

Up to 50 million ADRs	$45,000
50+ to 75 million ADRs	$52,500
Over 75 million ADRs	$75,000

(3) Closed-end Funds:

Up to 50 million shares	$30,000
50+ to 100 million shares	$50,000
100+ to 250 million shares	$75,000
Over 250 million shares	$100,000

(e) Assessment of All-Inclusive Annual Listing Fee

(1) In the first calendar year of listing, a Company's All-Inclusive Annual Listing Fee will be based on the total shares outstanding as of the date of listing and will be prorated based on the month of listing. For example, a Company that lists on any day in March will owe 10/12 of the applicable annual fee; if it lists on any day in April, it will owe 9/12 of the applicable annual fee.

(2) After the first calendar year of listing, a Company's All-Inclusive Annual Listing Fee will be assessed on January 1st for the upcoming calendar year based on the total shares outstanding as of December 31st of the prior year. If a Company is listed on January 1st, the Company will owe the All-Inclusive Annual Listing Fee for the entire year, even if the Company delists or is removed before the Company is billed or pays the fee for that year.

(3) For a Company with any equity securities listed on the Nasdaq Global or Global Select Markets, the All-Inclusive Annual Listing Fee for the year shall be based on the aggregate number of all shares outstanding for each class of equity securities (not otherwise identified in this Rule 5900 Series) listed on the Nasdaq Global Select, Global and Capital Markets as of January 1 of that year, as shown in the Company's periodic reports required to be filed with the Company's

appropriate regulatory authority or in more recent information held by Nasdaq. In the case of a foreign private issuer, the All-Inclusive Annual Listing Fee will be based on only those shares issued and outstanding in the United States, provided the Company notifies Nasdaq of that number by completing the appropriate form in the Nasdaq Listing Center.

(4) **Transfers from Capital Market**. If a Company transfers its listing from the Capital Market to the Global or Global Select Market, its All-Inclusive Annual Listing Fee will be prorated based on the month of the transfer. Such a Company will owe the All-Inclusive Annual Listing Fee for the new market tier starting in the month of transfer and the All-Inclusive Annual Listing Fee for the Capital Market for all earlier months in the calendar year.

For example, a Company with 80 million total shares outstanding is listed on the Capital Market and transfers to the Global Market on October 20th. Its new All-Inclusive Annual Fee for the Global Market is $100,000, which is prorated from October to December, resulting in an annual fee due of $25,000 for its first calendar year of listing on the Global Market. Since this Company already paid an All-Inclusive Annual Fee of $75,000 on the Capital Market, it will be credited $18,750, which represents the portion of the All-Inclusive Annual Fee already paid for listing on the Capital Market for the remainder of the year. The Company, therefore, has a balance due to Nasdaq of $6,250.

(5) No portion of the All-Inclusive Annual Listing Fee paid is refundable if a class of securities is delisted or otherwise removed from The Nasdaq Stock Market. No portion of the All-Inclusive Annual Listing Fee that is due and payable when a class of securities is delisted or otherwise removed from The Nasdaq Stock Market will be waived upon delisting or removal.

(6) **Relisting.** A Company that was suspended, delisted, or removed from Nasdaq for any reason, whether regulatory or voluntary, is not required to pay a second All-Inclusive Annual Listing Fee if it relists in the same calendar year.

5920. The Nasdaq Capital Market

(a) – (b) No change.

(c) Standard Annual Fee

(1)

(A) The issuer of each class of securities that is a domestic or foreign issue, other than American Depositary Receipts (ADRs) and Closed-End Funds, listed on the Nasdaq Capital Market shall pay to Nasdaq an annual fee [in the amount of $32,000.]according to the following schedule:

Up to 10 million shares	$32,000

10+ to 50 million shares	$40,000
Over 50 million shares	$45,000

(B) [Effective January 1, 2013, the issuer of each class of securities that is an ADR listed on the Nasdaq Capital Market shall pay to Nasdaq an annual fee in the amount of $25,000. Effective January 1, 2014, the]The issuer of each class of securities that is an ADR listed on the Nasdaq Capital Market shall pay to Nasdaq an annual fee [in the amount of $32,000.]according to the following schedule:

Up to 10 million ADRs	$32,000
Over 10 million ADRs	$40,000

(2) No change.

(3) Notwithstanding paragraph (1), a Closed-End Fund listed on the Nasdaq Capital Market shall pay to Nasdaq an annual fee calculated based on total shares outstanding according to the following schedule:

[Up to 5 million shares	$15,000]
[5+ to 10 million shares	$17,500]
[10+ to 25 million shares	$20,000]
[25+]Up to 50 million shares	$22,500
50+ to 100 million shares	[$30,000]$35,000
100+ to 250 million shares	[$50,000]$55,000
Over 250 million shares	[$75,000]$80,000

(4) No change.

(5) [If a class of securities is removed from the Nasdaq Capital Market, that portion of the annual fees for such class of securities attributable to the months following the date of removal shall not be refunded, except such portion shall be applied to Nasdaq Global Market fees for that calendar year.]**Assessment of Annual Fee**

(A) In the first calendar year of listing, a Company's annual fee will be based on the total shares outstanding as of the date of listing and will be prorated based on the month of listing. For example, a Company that lists on any day in March will owe 10/12 of the applicable annual fee; if it lists on any day in April, it will owe 9/12 of the applicable annual fee.

(B) After the first calendar year of listing, a Company's annual fee will be assessed on January 1st for the upcoming calendar year based on the total shares outstanding as of December 31st of the prior year. If a Company is listed on January 1st, the Company will owe the annual fee for the entire year, even if the Company delists or is removed before the Company is billed or pays the fee for that year.

(C) **Transfers from Global and Global Select Market**. If a Company transfers its listing from the Global or Global Select Market to the Capital Market, it will not owe any additional annual fee for the Capital Market, nor shall it receive any credit or offset of the portion of the annual fee paid or assessed for the prior market.

For example, a Company with 8 million total shares outstanding is listed on the Global Market and transfers to the Capital Market on October 20th. Its new annual fee for the Capital Market is $32,000. Since this Company already paid an annual fee of $40,000 on the Global Market, it will not owe any additional annual fee for that calendar year. However, the Company would not receive any further credit of the amount previously paid for listing on the Global Market and would owe the full $32,000 Capital Market annual fee in the following year.

(D) **Relisting.** A Company that was suspended, delisted, or removed from Nasdaq for any reason, whether regulatory or voluntary, is not required to pay a second annual fee if it relists in the same calendar year.

(6) Total shares outstanding means the aggregate of all classes of equity securities listed on the Nasdaq Capital Market as shown in the Company's most recent periodic report required to be filed with the Company's appropriate regulatory authority or in more recent information held by Nasdaq. In the case of foreign companies, total shares outstanding shall include only those shares issued and outstanding in the United States. ADRs outstanding means the aggregate of all classes of ADRs listed on the Nasdaq Capital Market as shown in the Company's most recent periodic report required to be filed with the Company's appropriate regulatory authority or in more recent information held by Nasdaq. If a Company has any equity securities listed on the Nasdaq Global or Global Select Markets, the shares listed on the Nasdaq Capital Market will be aggregated with those shares on the Global and Global Select Market, and the Company shall not be subject to the fee described in this Rule 5920(c), but instead shall be subject to the fee contained in Rule 5910(c) or (d), as applicable.

(7) - (8) No change.

(d) - (e) No change.

IM-5920-1. All-Inclusive Annual Listing Fee

(a) Starting January 1, 2015, Nasdaq will offer an All-Inclusive Annual Listing Fee. Companies that list on Nasdaq after January 1, 2015, will be subject to this fee schedule. A Company listed before January 1, 2015 may make an irrevocable election to be subject to the All-Inclusive Annual Listing Fee before that time by submitting the opt-in form available on Nasdaq’s website by December 31, 2014. All other Companies will be subject to this fee schedule beginning January 1, 2018.

(b) **Transition**

(1) Nasdaq will offer the following incentives to a Company listed before January 1, 2015, which, prior to December 31, 2014, makes an irrevocable election to be subject to the All-Inclusive Annual Listing Fee:

(A) Until December 31, 2017, the Company will be billed based on the lower of its then-current total shares outstanding or the total shares outstanding reflected in information held by Nasdaq as of December 31, 2014. As such, regardless of any increase in shares outstanding, the number of shares outstanding used to determine the Company's All-Inclusive Annual Listing Fee for such a Company will not increase until at least January 1, 2018.

(B) The Company will not be billed for the listing of additional shares after it submits the opt-in form to Nasdaq, regardless of when the shares were issued. As such, fees for shares issued in the final period of 2014, which otherwise could be billed during 2015, will be forgiven.

(2) In addition, until December 31, 2017, any Company that applied to list on Nasdaq prior to January 1, 2015, and lists after that date will be billed based on the lower of its then-current total shares outstanding or the total shares outstanding reflected in information held by Nasdaq as of the date of listing. As such, the number of shares outstanding used to determine the Company's All-Inclusive Annual Listing Fee will not increase, regardless of any increase in shares outstanding, until at least January 1, 2018.

(c) The All-Inclusive Annual Listing Fee eliminates all fees described in Rules 5920(b) – (e) for standard annual fees, additional shares fees, record-keeping fees, and substitution listing event fees. In addition, Companies that pay the All-Inclusive Annual Listing Fee are not subject to the fees described in Rule 5602 (for a written interpretation of the listing rules) and Rule 5810(c) (for review by Nasdaq Staff of a compliance plan). For the avoidance of doubt, Companies that pay the All-Inclusive Annual Listing Fee must still pay the fees described in Rules 5815(a)(3) and 5820(a) (for review by a Hearings Panel or the Nasdaq Listing and Hearing Review Council, respectively, of a Staff Delisting Determination or Public Reprimand Letter). These Companies must also pay fees described in Rule 5920(a) relating to the listing of an additional class of securities of the Company.

(d) The All-Inclusive Annual Listing Fee will be calculated according to the following schedules:

(1) All domestic and foreign Companies listing equity securities, except as described below:

Up to 10 million shares	$42,000
10+ to 50 million shares	$55,000
Over 50 million shares	$75,000

(2) American Depositary Receipts (ADRs):

Up to 10 million ADRs	$37,000
Over 10 million ADRs	$45,000

(3) Closed-end Funds:

Up to 50 million shares	$30,000
50+ to 100 million shares	$50,000
100+ to 250 million shares	$75,000
Over 250 million shares	$100,000

(e) Assessment of All-Inclusive Annual Listing Fee

(1) In the first calendar year of listing, a Company's All-Inclusive Annual Listing Fee will be based on the total shares outstanding as of the date of listing and will be prorated based on the month of listing. For example, a Company that lists on any day in March will owe 10/12 of the applicable annual fee; if it lists on any day in April, it will owe 9/12 of the applicable annual fee.

(2) After the first calendar year of listing, a Company's All-Inclusive Annual Listing Fee will be assessed on January 1st for the upcoming calendar year based on the total shares outstanding as of December 31st of the prior year. If a Company is listed on January 1st, the Company will owe the All-Inclusive Annual Listing Fee for the entire year, even if the Company delists or is removed before the Company is billed or pays the fee for that year.

(3) For a Company with equity securities listed only on the Nasdaq Capital Market, the All-Inclusive Annual Listing Fee for the year shall be based on the aggregate number of shares outstanding for each class of listed equity securities (not otherwise identified in this Rule 5900 Series) as of January 1 of that year, as shown in the Company's periodic reports required to be filed with the Company's appropriate regulatory authority or in more recent information held by Nasdaq. If a Company has any equity securities listed on the Nasdaq Global or Global Select Markets, the shares listed on the Nasdaq Capital Market will be aggregated with those on the Global and Global Select Market, and the Company shall not be subject to the fee described in this IM-5920-1, but instead shall be subject to the fee contained in IM-5910-1. In the case of a foreign private issuer, the All-Inclusive Annual Listing Fee will be based on only those shares issued and outstanding in the United States, provided the Company notifies Nasdaq of that number by completing the appropriate form in the Nasdaq Listing Center.

(4) **Transfers from Global and Global Select Market**. If a Company transfers its listing from the Global or Global Select Market to the Capital Market, it will not owe any additional All-Inclusive Annual Listing Fee for the Capital Market, nor shall it receive any credit or offset of the portion of the All-Inclusive Annual Listing Fee paid or assessed for the prior market.

For example, a Company with 110 million total shares outstanding is listed on the Global Market and transfers to the Capital Market on October 20th. Its new All-Inclusive Annual Listing Fee for the Capital Market is $75,000. Since this Company already paid an All-Inclusive Annual Listing Fee of $125,000 on the Global Market, it will not owe any additional annual fee for that calendar year. However, the Company would not receive any further credit of the amount previously paid for listing on the Global Market and would owe the full $75,000 Capital Market annual fee in the following year.

(5) No portion of the All-Inclusive Annual Listing Fee paid is refundable if a class of securities is delisted or otherwise removed from The Nasdaq Stock Market. No portion of the All-Inclusive Annual Listing Fee that is due and payable when a class of securities is delisted or otherwise removed from The Nasdaq Stock Market will be waived upon delisting or removal.

(6) **Relisting.** A Company that was suspended, delisted, or removed from Nasdaq for any reason, whether regulatory or voluntary, is not required to pay a second All-Inclusive Annual Listing Fee if it relists in the same calendar year.

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[IM-5920-1. Foreign Exempt Securities

Rules 5920(b)(4) and 5920(c)(4) provide Nasdaq with the discretion to waive all or part of the additional shares and annual fee otherwise due. Pursuant to that authority, Nasdaq has determined to waive any additional shares or annual fee that otherwise would be due from any foreign Company whose securities or underlying ADRs were exempt from registration under Section 12(g) of the Act pursuant to Rule 12g3-2(b) prior to Nasdaq's registration as a national securities exchange and whose securities are also subject to an exemption issued by the Commission that permits the listing the security notwithstanding its failure to be registered pursuant to Section 12(b) of the Act.]

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IM-5900-1. Waiver or Credit of Fees upon Application in Certain Merger Situations

Rules 5910(c)(2), 5910(d)(5), 5920(c)(4), 5930(b)(2), and 5940(b)(3) provide Nasdaq with the discretion to waive all or part of the annual listing fees prescribed in this Rule 5900 Series. Pursuant to that authority, Nasdaq has determined to waive or credit fees in the following situations involving mergers.

(a) [Nasdaq will permit a]A Nasdaq Company that completes a merger with another Nasdaq Company during the first 90 days of a calendar year [to apply for and]will receive a credit or waiver for 75% of the annual fee or All-Inclusive Annual Listing Fee assessed to the acquired Nasdaq Company. [Companies must apply for the credit no later than June 30 of the year in which the merger occurred.]

(b) [Nasdaq will permit] Companies will receive a credit or waiver when a non-Nasdaq Company [that] completes a merger with a Nasdaq Company [that results in] and the non-Nasdaq Company [being] is the surviving entity and [listing] lists on Nasdaq. [to apply for and] If the Nasdaq Company previously paid its annual fee or All-inclusive Annual Listing Fee, the surviving non-Nasdaq entity will, upon listing on Nasdaq, receive a [waiver of the pro rated]credit for the annual fee or All-Inclusive Annual Listing Fee previously paid by the Nasdaq Company, prorated for the [period of time]months remaining in the year after the merger. If the Nasdaq Company has not paid its annual fee or All-inclusive Annual Listing Fee for the year, the Nasdaq Company will receive a waiver of the annual fee or All-Inclusive Annual Listing Fee applicable to the months remaining in the year after the merger and must pay the remaining balance of its annual fee or All-Inclusive Annual Listing Fee, representing the fee for the period it was listed.

[Applications pertaining to the waivers described in paragraphs (a) and (b) above should be addressed to: Finance Department CCG Billing Operations, The Nasdaq Stock Market Inc., 9600 Blackwell Road, Rockville, Maryland 20850.]

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IM-5900-6. Waiver of Fees for Companies Emerging from Bankruptcy

(a) No change.

(b) Annual Fees.

> (1) The annual fee or All-Inclusive Annual Listing Fee for any Company that lists on the Nasdaq Global Market (including the Nasdaq Global Select Market) upon emerging from bankruptcy will be the minimum annual listing fee specified in Rule [5910(c)(1)] 5910 or IM-5910-1, as applicable, for the first ([pro rated]prorated) year that such a Company is listed and for each of the subsequent two full years. If a Company eligible for treatment under this paragraph transitions from the standard annual fee to the All-Inclusive Annual Listing Fee pursuant to IM-5910-1(b)(1), the Company's All-Inclusive Annual Listing Fee for each full year after it opts in, until the end of the period described in the preceding sentence, shall be the minimum All-Inclusive Annual Listing Fee specified in IM-5910-1.

(2) Any Company listing on Nasdaq upon emerging from bankruptcy that relists during the same year that it had previously paid an annual fee or All-Inclusive Annual Listing Fee will not be subject to a second annual fee in that year.

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