OMB APPROVAL
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Required fields are shown with yellow backgrounds and asterisks.

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

File No.* SR - 2015 - * 099
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 *).

Proposed changes to the national best bid or best offer program.

Contact Information

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

First Name * Sean Last Name * Bennett

Title * Associate General Counsel

E-mail * sean.bennett@nasdaq.com

Telephone * (301) 978-8499 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.

Date 08/12/2015

By Edward S. Knight

(Name *)

(Title *)

Executive Vice President and General Counsel

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.

edward.knight@nasdaq.com

Required fields are shown with yellow backgrounds and asterisks.

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”) proposed changes to the national best bid or best offer (“NBBO”) program (“NBBO Program”) in Nasdaq Rule 7014, as well as proposed changes to amend Nasdaq Rule 7018, governing fees and credits assessed for execution and routing of securities.

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

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of Nasdaq pursuant to authority delegated by the Board of Directors of Nasdaq on July 1, 2015. Nasdaq staff will advise the Board of Directors of Nasdaq of any action taken pursuant to delegated authority. No other action by Nasdaq is necessary for the filing of the rule change.

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

[2] 17 CFR 240.19b-4.

Questions regarding this rule filing may be directed to T. Sean Bennett, Associate General Counsel, Nasdaq at (301) 978-8499 (telephone) or Jonathan F. Cayne, Senior Associate General Counsel, Nasdaq at (301) 978-8493 (telephone).

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

a. Purpose

Nasdaq proposes to amend a qualification to receive a certain credit for execution and routing of orders in Nasdaq Rule 7018. Specifically, the proposed rule change applies to qualification to receive a credit in Rule 7018(a)(1), (2) and (3) and, respectively, the securities listed on Nasdaq ("Tape C"), the securities listed on the New York Stock Exchange ("NYSE") ("Tape A") and on exchanges other than Nasdaq and NYSE ("Tape B") (collectively, the "Tapes").

Currently, a $0.0029 per share executed credit is provided to member firms that add Customer,[3] Professional,[4] Firm,[5] Non-Nasdaq Options Market ("NOM") market maker[6] and/or broker-dealer[7] liquidity in Penny Pilot Options[8] and/or Non-Penny Pilot

3 As defined by NASDAQ Options Rules, Chapter XV.

4 Id.

5 Id.

6 Id.

7 Id.

8 The Penny Pilot allows market participants to quote in penny increments in certain series of option classes and is designed to narrow the average quoted spreads in all classes in the Pilot, which may result in customers and other market participants to trade options at better prices. See NASDAQ Options Rules, Chapter XV, Sec. 2(1).

Options[9] of 1.25% or more of total industry average daily volume (“ADV”) in the customer clearing range for equity and ETF option contracts per day, in a month on NOM. The Exchange proposes to adjust the criteria from 1.25% to 1.15% or more of total industry ADV. The Exchange believes the revised criteria to receive the credit will provide a greater incentive to Nasdaq market participants to also provide liquidity in NOM.

The Exchange also proposes to amend the NBBO Program under Nasdaq Rule 7014(g). The NBBO Program provides a per share executed rebate[10] with respect to all other displayed orders (other than Designated Retail Orders, as defined in Nasdaq Rule 7018) in securities priced at $1 or more per share that provide liquidity and establish the NBBO. Nasdaq is proposing to harmonize the qualification criteria a member firm must meet to receive a rebate under the program for all three Tapes. Currently, a member firm may qualify for a $0.0002 per share executed NBBO Program rebate in the securities of all three Tapes: (1) Executes shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represents 0.475% or more of Consolidated Volume during the month; or (2) Adds NOM Market Maker liquidity, as defined in Chapter XV, Section 2 of the Nasdaq Options Market rules, in Penny Pilot Options and/or Non-Penny Pilot Options above 0.90% of total industry customer equity and ETF option ADV contracts per day in a month. A member firm may qualify for a $0.0004 per share executed NBBO Program rebate in Tape A securities in lieu of the

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9 Id.

10 The rebate is provided in addition to any rebate or credit payable under Nasdaq Rule 7018(a) and the Investor Support Program and Qualified Market Maker Program under Nasdaq Rule 7014.

$0.0002 per share executed rebate if it executes shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represents 0.50% or more of Consolidated Volume during the month. The Exchange proposes to increase the level of Consolidated Volume required to qualify for a $0.0002 per share executed rebate from 0.475% to 0.50%, which is the level of Consolidated Volume required to receive the $0.0004 per share executed rebate. As a consequence of increasing the required level of Consolidated Volume to receive the $0.0002 per share executed rebate to that of the current $0.0004 per share executed rebate in Tape A securities, member firms will no longer have an option to qualify for a $0.0002 per share executed rebate in Tape A securities. In addition, the Exchange is extending the optional NOM-based qualification criteria, currently only available for the $0.0002 NBBO program rebate, to rebates of $0.0004 in Tape A securities. As a consequence of these changes, the same qualification criteria will apply to all three Tapes, with only the amount of rebate provided differing. As such, the Exchange is proposing to integrate the current rule text under Rule 7014(g) that sets forth the qualification requirements for each NBBO Program rebate into a single requirement under the rule.

b. Statutory Basis

Nasdaq believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,[11] in general, and with Sections 6(b)(4) and 6(b)(5) of the Act,[12] in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system

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[11] 15 U.S.C. 78f.

[12] 15 U.S.C. 78f(b)(4) and (5).

which Nasdaq operates or controls and is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest; and are not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

Nasdaq believes that the proposed changes to Nasdaq Rule 7018(a)(1), (2) and (3) to amend a qualification to receive the $0.0029 per share executed credit applied to securities of all three Tapes provided to member firms that add Customer, Professional, Firm, Non-NOM market maker and/or broker-dealer liquidity in Penny Pilot Options and/or Non-Penny Pilot Options of 1.15% (decreasing from current 1.25%) or more of total industry ADV in the customer clearing range for equity and ETF option contracts per day, in a month on NOM is reasonable because the Exchange believes the revised criteria to receive the credit will provide a greater incentive to Nasdaq market participants to also provide liquidity in NOM. The Exchange also believes that the proposed rule changes is equitable and not unfairly discriminatory because the amended qualification to receive the credit is applied uniformly to securities of all three Tapes and it is immediately available to all market participants that qualify.

The Exchange believes the proposed changes that harmonize the criteria required to qualify for a rebate under the NBBO Program are reasonable because they will continue to provide incentives to market participants to improve the NBBO and increase their participation on the Exchange. In particular, increasing the Consolidated Volume required to qualify for a $0.0002 per share executed rebate under Rule 7014(g)(1) from 0.475% to 0.5% represents a modest increase to the requirement in return for the rebate, which the Exchange believes will continue to provide incentive to market participants with attainable criteria. Moreover, the Exchange believes that it is reasonable to apply a higher Consolidated Volume requirement to receive a rebate in Tape B and C securities notwithstanding that the amount of the rebate is lower than that of Tape A because the market in terms of setting the NBBO in Tape B and C securities is sufficiently robust to support higher requirements. As such, the Exchange believes that requiring member firms to provide more market-improving Consolidated Volume in return for the rebate is reasonable. The Exchange also believes that extending the NOM-based means by which a member firm may qualify for a rebate under Rule 7014(g)(2) to the $0.0004 rebate in Tape A securities under the program is reasonable because it will provide market participants another means by which they may qualify for a rebate, which is currently available as an option to qualify for the $0.0002 rebate.

Additionally, Nasdaq believes the proposed changes to Rule 7014(g) are equitable and not unfairly discriminatory because all members that qualify under the conditions described above are eligible to receive the rebate under the NBBO Program. The NBBO Program is intended to encourage members to add liquidity at prices that benefit all Nasdaq market participants and the Nasdaq market itself, and enhance price discovery. Also, the Exchange believes that increasing the level of Consolidated Volume required to receive a rebate in Tape B and C securities under the NBBO Program is equitable and not unfairly discriminatory because it is the same level of Consolidated

Volume currently required to qualify for a $0.0004 per share executed rebate in Tape A securities. As such, all market participants will receive a rebate if they meet the same Consolidated Volume requirement. The Exchange believes that making the NOM-based qualifying criteria of Rule 7014(g)(2) available to member firms in Tape A securities is an equitable and not unfairly discriminatory because all member firms will have the option to qualify under this criteria. In sum, the Exchange believes that these proposed rule changes are equitable and not unfairly discriminatory because they apply uniform criteria to all member firms in return for a rebate from the Exchange, the rate at which is set by the Exchange based on the Tape of the security in which it seeks to incentivize market participants to improve the NBBO.

Finally, Nasdaq notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive. In such an environment, Nasdaq must continually adjust its fees to remain competitive with other exchanges and with alternative trading systems that have been exempted from compliance with the statutory standards applicable to exchanges. Nasdaq believes that the proposed rule change reflects this competitive environment because it is designed, in part, to increase rebates for members that enhance the quality of Nasdaq's market.

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

Nasdaq does not believe that the proposed rule changes will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended.[13] Nasdaq notes that it operates in a highly competitive market in which

[13] 15 U.S.C. 78f(b)(8).

market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, Nasdaq must continually adjust its fees to remain competitive with other exchanges and with alternative trading systems that have been exempted from compliance with the statutory standards applicable to exchanges. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices.

Nasdaq believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited or even non-existent. In this instance, the changes to Nasdaq Rules 7014 and 7018 do not impose a burden on competition because the NBBO Program, as amended, still offers economically advantageous credits and is reflective of the need for exchanges to offer and to let the financial incentives to attract order flow evolve, and the change to one of the qualifications to receive a credit in Nasdaq Rule 7018(a)(1), (2) and (3) does not impose a burden on competition because Nasdaq's execution services are completely voluntary and subject to extensive competition both from other exchanges and from off-exchange venues. While the Exchange does not believe that the proposed changes will result in any burden on competition, if the changes proposed herein are unattractive to market participants it is likely that Nasdaq will lose market share as a result.

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

Written comments were neither solicited nor received.

6. Extension of Time Period for Commission Action

Not applicable.

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act,[14] 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.

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

Not applicable.

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

Not applicable.

11. Exhibits

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

5. Text of the proposed rule change.

[14] 15 U.S.C. 78s(b)(3)(A)(ii).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NASDAQ-2015-099)

August ___, 2015

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Nasdaq Rules 7014 and 7018

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 August 12, 2015, The NASDAQ Stock Market LLC ("Nasdaq" or the "Exchange") filed with the Securities and Exchange Commission ("Commission") a proposed rule change as described in Items I, II and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

Nasdaq is proposing changes to the national best bid or best offer ("NBBO") program ("NBBO Program") in Nasdaq Rule 7014, as well as proposed changes to amend Nasdaq Rule 7018, governing fees and credits assessed for execution and routing of securities.

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

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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, Nasdaq included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at 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 parts 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 amend a qualification to receive a certain credit for execution and routing of orders in Nasdaq Rule 7018. Specifically, the proposed rule change applies to qualification to receive a credit in Rule 7018(a)(1), (2) and (3) and, respectively, the securities listed on Nasdaq ("Tape C"), the securities listed on the New York Stock Exchange ("NYSE") ("Tape A") and on exchanges other than Nasdaq and NYSE ("Tape B") (collectively, the "Tapes").

Currently, a $0.0029 per share executed credit is provided to member firms that add Customer,[3] Professional,[4] Firm,[5] Non-Nasdaq Options Market ("NOM") market maker[6] and/or broker-dealer[7] liquidity in Penny Pilot Options[8] and/or Non-Penny Pilot

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3 As defined by NASDAQ Options Rules, Chapter XV.

4 Id.

5 Id.

6 Id.

7 Id.

Options[9] of 1.25% or more of total industry average daily volume ("ADV") in the customer clearing range for equity and ETF option contracts per day, in a month on NOM. The Exchange proposes to adjust the criteria from 1.25% to 1.15% or more of total industry ADV. The Exchange believes the revised criteria to receive the credit will provide a greater incentive to Nasdaq market participants to also provide liquidity in NOM.

The Exchange also proposes to amend the NBBO Program under Nasdaq Rule 7014(g). The NBBO Program provides a per share executed rebate[10] with respect to all other displayed orders (other than Designated Retail Orders, as defined in Nasdaq Rule 7018) in securities priced at $1 or more per share that provide liquidity and establish the NBBO. Nasdaq is proposing to harmonize the qualification criteria a member firm must meet to receive a rebate under the program for all three Tapes. Currently, a member firm may qualify for a $0.0002 per share executed NBBO Program rebate in the securities of all three Tapes: (1) Executes shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represents 0.475% or more of Consolidated Volume during the month; or (2) Adds NOM Market Maker liquidity, as defined in Chapter XV, Section 2 of the Nasdaq Options Market rules, in Penny Pilot

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8 The Penny Pilot allows market participants to quote in penny increments in certain series of option classes and is designed to narrow the average quoted spreads in all classes in the Pilot, which may result in customers and other market participants to trade options at better prices. See NASDAQ Options Rules, Chapter XV, Sec. 2(1).

9 Id.

10 The rebate is provided in addition to any rebate or credit payable under Nasdaq Rule 7018(a) and the Investor Support Program and Qualified Market Maker Program under Nasdaq Rule 7014.

Options and/or Non-Penny Pilot Options above 0.90% of total industry customer equity and ETF option ADV contracts per day in a month. A member firm may qualify for a $0.0004 per share executed NBBO Program rebate in Tape A securities in lieu of the $0.0002 per share executed rebate if it executes shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represents 0.50% or more of Consolidated Volume during the month. The Exchange proposes to increase the level of Consolidated Volume required to qualify for a $0.0002 per share executed rebate from 0.475% to 0.50%, which is the level of Consolidated Volume required to receive the $0.0004 per share executed rebate. As a consequence of increasing the required level of Consolidated Volume to receive the $0.0002 per share executed rebate to that of the current $0.0004 per share executed rebate in Tape A securities, member firms will no longer have an option to qualify for a $0.0002 per share executed rebate in Tape A securities. In addition, the Exchange is extending the optional NOM-based qualification criteria, currently only available for the $0.0002 NBBO program rebate, to rebates of $0.0004 in Tape A securities. As a consequence of these changes, the same qualification criteria will apply to all three Tapes, with only the amount of rebate provided differing. As such, the Exchange is proposing to integrate the current rule text under Rule 7014(g) that sets forth the qualification requirements for each NBBO Program rebate into a single requirement under the rule.

2. Statutory Basis

Nasdaq believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,[11] in general, and with Sections 6(b)(4) and 6(b)(5) of the Act,[12] in

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[11] 15 U.S.C. 78f.

particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which Nasdaq operates or controls and is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest; and are not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

Nasdaq believes that the proposed changes to Nasdaq Rule 7018(a)(1), (2) and (3) to amend a qualification to receive the $0.0029 per share executed credit applied to securities of all three Tapes provided to member firms that add Customer, Professional, Firm, Non-NOM market maker and/or broker-dealer liquidity in Penny Pilot Options and/or Non-Penny Pilot Options of 1.15% (decreasing from current 1.25%) or more of total industry ADV in the customer clearing range for equity and ETF option contracts per day, in a month on NOM is reasonable because the Exchange believes the revised criteria to receive the credit will provide a greater incentive to Nasdaq market participants to also provide liquidity in NOM. The Exchange also believes that the proposed rule changes is equitable and not unfairly discriminatory because the amended qualification to receive the credit is applied uniformly to securities of all three Tapes and it is immediately available to all market participants that qualify.

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[12] 15 U.S.C. 78f(b)(4) and (5).

The Exchange believes the proposed changes that harmonize the criteria required to qualify for a rebate under the NBBO Program are reasonable because they will continue to provide incentives to market participants to improve the NBBO and increase their participation on the Exchange. In particular, increasing the Consolidated Volume required to qualify for a $0.0002 per share executed rebate under Rule 7014(g)(1) from 0.475% to 0.5% represents a modest increase to the requirement in return for the rebate, which the Exchange believes will continue to provide incentive to market participants with attainable criteria. Moreover, the Exchange believes that it is reasonable to apply a higher Consolidated Volume requirement to receive a rebate in Tape B and C securities notwithstanding that the amount of the rebate is lower than that of Tape A because the market in terms of setting the NBBO in Tape B and C securities is sufficiently robust to support higher requirements. As such, the Exchange believes that requiring member firms to provide more market-improving Consolidated Volume in return for the rebate is reasonable. The Exchange also believes that extending the NOM-based means by which a member firm may qualify for a rebate under Rule 7014(g)(2) to the $0.0004 rebate in Tape A securities under the program is reasonable because it will provide market participants another means by which they may qualify for a rebate, which is currently available as an option to qualify for the $0.0002 rebate.

Additionally, Nasdaq believes the proposed changes to Rule 7014(g) are equitable and not unfairly discriminatory because all members that qualify under the conditions described above are eligible to receive the rebate under the NBBO Program. The NBBO Program is intended to encourage members to add liquidity at prices that benefit all Nasdaq market participants and the Nasdaq market itself, and enhance price discovery. Also, the Exchange believes that increasing the level of Consolidated Volume required to receive a rebate in Tape B and C securities under the NBBO Program is equitable and not unfairly discriminatory because it is the same level of Consolidated Volume currently required to qualify for a $0.0004 per share executed rebate in Tape A securities. As such, all market participants will receive a rebate if they meet the same Consolidated Volume requirement. The Exchange believes that making the NOM-based qualifying criteria of Rule 7014(g)(2) available to member firms in Tape A securities is an equitable and not unfairly discriminatory because all member firms will have the option to qualify under this criteria. In sum, the Exchange believes that these proposed rule changes are equitable and not unfairly discriminatory because they apply uniform criteria to all member firms in return for a rebate from the Exchange, the rate at which is set by the Exchange based on the Tape of the security in which it seeks to incentivize market participants to improve the NBBO.

Finally, Nasdaq notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive. In such an environment, Nasdaq must continually adjust its fees to remain competitive with other exchanges and with alternative trading systems that have been exempted from compliance with the statutory standards applicable to exchanges. Nasdaq believes that the proposed rule change reflects this competitive environment because it is designed, in part, to increase rebates for members that enhance the quality of Nasdaq's market.

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

Nasdaq does not believe that the proposed rule changes will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the

Act, as amended.[13] Nasdaq notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, Nasdaq must continually adjust its fees to remain competitive with other exchanges and with alternative trading systems that have been exempted from compliance with the statutory standards applicable to exchanges. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices.

Nasdaq believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited or even non-existent. In this instance, the changes to Nasdaq Rules 7014 and 7018 do not impose a burden on competition because the NBBO Program, as amended, still offers economically advantageous credits and is reflective of the need for exchanges to offer and to let the financial incentives to attract order flow evolve, and the change to one of the qualifications to receive a credit in Nasdaq Rule 7018(a)(1), (2) and (3) does not impose a burden on competition because Nasdaq's execution services are completely voluntary and subject to extensive competition both from other exchanges and from off-exchange venues. While the Exchange does not believe that the proposed changes will result in any burden on competition, if the changes proposed herein are unattractive to market participants it is likely that Nasdaq will lose market share as a result.

C. 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.

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[13] 15 U.S.C. 78f(b)(8).

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

The foregoing change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act[14]. 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:

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-2015-099 on the subject line.

Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-NASDAQ-2015-099. 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

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14 15 U.S.C. 78s(b)(3)(A)(ii).

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 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal offices 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-2015-099, 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.[15]

Robert W. Errett
Deputy Secretary

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[15] 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

7014. Market Quality Incentive Programs

Investor Support Program

(a) – (f) No change.

NBBO Program

(g) Nasdaq will provide a rebate per share executed with respect to all other displayed orders (other than Designated Retail Orders, as defined in Rule 7018) in securities priced at $1 or more per share that provide liquidity and establish the NBBO. The rebate will be in addition to any rebate or credit payable under Rule 7018(a) and the ISP and QMM Program under Rule 7014.

To qualify for the $0.000[2]4 per share executed NBBO Program rebate in NYSE-listed securities and the $0.0002 per share executed NBBO Program rebate in Nasdaq-listed Securities and in Securities Listed on Exchanges other than Nasdaq and NYSE, a member must either:

(1) Execute shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represents 0.[47]5% or more of Consolidated Volume during the month, or

(2) Add NOM Market Maker liquidity, as defined in Chapter XV, Section 2 of the Nasdaq Options Market rules, in Penny Pilot Options and/or Non-Penny Pilot Options above 0.90% of total industry customer equity and ETF option ADV contracts per day in a month.

[To qualify for the $0.0004 per share executed NBBO Program rebate in NYSE-listed securities (in lieu of the $0.0002 per share executed rebate above) a member must execute shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represents 0.50% or more of Consolidated Volume during the month.]

Definitions and Certifications

(h) – (i) No change.

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7018. Nasdaq Market Center Order Execution and Routing

(a) No change.

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

* * * * *

Adds Customer, Professional, Firm, Non-NOM Market Maker and/or Broker-Dealer liquidity in Penny Pilot Options and/or Non- Penny Pilot Options of 1.[2]15%or more of total industry ADV in the customer clearing range for Equity and ETF option contracts per day in a month on the Nasdaq Options Market	$0.0029 per share executed

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

* * * * *

Adds Customer, Professional, Firm, Non-NOM Market Maker and/or Broker-Dealer liquidity in Penny Pilot Options and/or Non- Penny Pilot Options of 1.[2]15% or more of total industry ADV in the customer clearing range for Equity and ETF option contracts per day in a month on the Nasdaq Options Market	$0.0029 per share executed

* * * * *

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

* * * * *

Adds Customer, Professional, Firm, Non-NOM Market Maker and/or Broker-Dealer liquidity in Penny Pilot Options and/or Non- Penny Pilot Options of 1.[2]15% or more of total industry ADV in the customer clearing range for Equity and ETF option contracts per day in a month on the Nasdaq Options Market	$0.0029 per share executed

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(b) – (m) No change.

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