

Required fields are shown with yellow backgrounds and asterisks.

Filing by NASDAQ Stock Market  
 Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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

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

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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**Description**  
 Provide a brief description of the action (limit 250 characters, required when Initial is checked \*).

**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 \*  Last Name \*   
 Title \*   
 E-mail \*   
 Telephone \*  Fax

**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  Executive Vice President and General Counsel  
 By    
 (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.

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

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

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

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

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

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

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

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

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Exhibit Sent As Paper Document

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

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

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Exhibit Sent As Paper Document

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

**Exhibit 4 - Marked Copies**

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

**Exhibit 5 - Proposed Rule Text**

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

**Partial Amendment**

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

1. Text of the Proposed Rule Change

(a) Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> The Nasdaq Stock Market LLC (“Nasdaq” or “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change with respect to the Eaton Vance Global Dividend Income NextShares (the “Fund”), a series of Eaton Vance ETMF Trust (the “Trust”).

The proposed rule change is being filed to reflect a proposed revision to the Fund’s name and to modify its investment objective and proposed investments (which are set forth in an order previously granted by the Commission<sup>3</sup>).

Except for the changes discussed below, all other facts presented and representations made in the Prior Release remain unchanged and in full effect. All capitalized terms referenced but not defined herein have the same meaning as in the Prior Release.

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

(b) Not applicable.

(c) Not applicable.

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

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

<sup>3</sup> See Securities Exchange Act Release No. 74797 (Apr. 23, 2015), 80 FR 23831 (Apr. 29, 2015) (SR-NASDAQ-2015-036) (the “Prior Notice”); see also Securities Exchange Act Release No. 75499 (Jul. 21, 2015), 80 FR 44406 (Jul. 27, 2015) (SR-NASDAQ-2015-036) (the “Prior Order,” and, together with the Prior Notice, the “Prior Release”).

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of Nasdaq pursuant to authority delegated to it by the Board of Directors of Nasdaq on July 1, 2015.

No other action by Nasdaq is necessary for the filing of the rule change.

Questions and comments on the proposed rule change may be directed to:

Jonathan F. Cayne  
Senior Associate General Counsel  
Nasdaq, Inc.  
(301) 978-8493

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

a. Purpose

The shares of the Fund will be offered by the Trust. The Trust is registered with the Commission as an open-end investment company and has filed a registration statement on Form N-1A (“Registration Statement”) with the Commission.<sup>4</sup> The Fund is a series of the Trust.

The Commission previously approved the listing and trading on the Exchange of the shares of the Fund under Nasdaq Rule 5745, which governs the listing and trading of NextShares on the Exchange.<sup>5</sup> The shares of the Fund have not commenced trading on the Exchange.

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<sup>4</sup> See Registration Statement on Form N-1A for the Eaton Vance NextShares Trust dated Dec. 10, 2015 (File Nos. 333-197733 and 811-22982).

<sup>5</sup> The Commission approved Nasdaq Rule 5745 in Securities Exchange Act Release No. 73562 (Nov. 7, 2014), 79 FR 68309 (Nov. 14, 2014) (SR-NASDAQ-2014-020).

In this proposed rule change, the Exchange proposes to change its name and modify its investment objective and proposed investments.<sup>6</sup> As stated in the Prior Release, the Fund is named the Eaton Vance Global Dividend Income NextShares and its investment objective of the Fund is to provide current income and long-term growth of capital. As stated in the Prior Release, the Fund normally will invest primarily in common stocks and, in Eaton Vance Management's (the "Adviser") discretion, preferred stocks of U.S. and foreign companies that pay dividends.

As proposed, the Fund will be renamed the Eaton Vance Global Income Builder NextShares and the investment objective will be total return. Under normal market conditions, the Fund will invest primarily in common stocks, preferred stocks and other hybrid securities, and in income instruments including cash or cash equivalents.<sup>7</sup>

Beyond the changes described above, there are no changes to any other information included in the Prior Release; and all other facts presented and representations made in the Prior Release remain true and in effect. The Trust confirms that the Fund will continue to comply with all initial listing requirements under Nasdaq Rule 5745.

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<sup>6</sup> The changes described herein will be effective contingent upon effectiveness of a post-effective amendment to the Registration Statement of the Trust, on behalf of the Fund. The changes described herein will not be implemented until such proposed rule change is declared operative.

<sup>7</sup> Hybrid securities generally possess characteristics common to both equity and debt securities. Preferred stocks, convertible securities, and certain debt obligations are types of hybrid securities. Income instruments include all types of fixed and floating-rate bonds and notes; corporate commercial paper; mortgage-backed and other asset-backed securities; inflation-indexed bonds issued by both governments and corporations; structured notes; loans; loan participations and assignments; delayed funding loans and revolving credit facilities; and bank certificates of deposit, fixed time deposits, and bank deposits.

b. Statutory Basis

The Exchange believes that the proposal is consistent with Section 6(b) of the Act<sup>8</sup> in general, and Section 6(b)(5) of the Act<sup>9</sup> in particular, in that it 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 facilitating transactions in securities, and to remove impediments to and perfect the mechanism of a free and open market and a national market system. The Exchange believes that the proposed rule change to change the Fund's name and modify the Fund's investment objective and proposed investments does not alter any of the arguments contained in the Prior Release in support of the original approval order that permitted the listing and trading of shares of the Fund. The Exchange believes that the mechanisms supporting efficient trading of NextShares are equally applicable across different asset classes and investment strategies.

As described in the Prior Release, the Exchange believes that the proposed rule change is designed to prevent fraudulent and manipulative acts and practices in that the NextShares will be listed and traded on the Exchange pursuant to the initial and continued listing criteria in Nasdaq Rule 5745. The Exchange believes that its surveillance procedures are adequate to properly monitor the trading of NextShares on Nasdaq and to deter and detect violations of Exchange rules and the applicable federal securities laws. The Adviser is affiliated with a broker-dealer and has implemented a "fire wall" between the investment adviser and the broker-dealer affiliate with respect to access to information

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<sup>8</sup> 15 U.S.C. 78f(b).

<sup>9</sup> 15 U.S.C. 78f(b)(5).

concerning the composition and/or changes to the Fund's portfolio holdings. The Exchange may obtain information via ISG from other exchanges that are members of ISG or with which the Exchange has entered into a comprehensive surveillance sharing agreement, to the extent necessary.

The proposed rule change is designed to promote just and equitable principles of trade and to protect investors and the public interest. The Exchange will obtain a representation from the Trust that the NAV per Share will be calculated on each business day that the New York Stock Exchange is open for trading and that the NAV will be made available to all market participants at the same time. In addition, a large amount of information will be publicly available regarding the Fund and the NextShares, thereby promoting market transparency.

Prior to the commencement of market trading in NextShares, the Fund will be required to establish and maintain a public website through which its current prospectus may be downloaded. The website will display additional Fund information updated on a daily basis, including the prior business day's NAV, and the following trading information for such business day expressed as premiums/discounts to NAV: (a) intraday high, low, average and closing prices of NextShares in Exchange trading; (b) the Closing Bid/Ask Midpoint; and (c) the Closing Bid/Ask Spread. The website will also contain charts showing the frequency distribution and range of values of trading prices, Closing Bid/Ask Midpoints and Closing Bid/Ask Spreads over time. The Composition File will be disseminated through the NSCC before the open of trading in NextShares on each business day and also will be made available to the public each day on a free website. The Exchange will obtain a representation from the Trust that the IIV will be calculated and

disseminated on an intraday basis at intervals of not more than 15 minutes during trading on the Exchange and provided to Nasdaq for dissemination. A complete list of current portfolio positions for the Fund will be made available at least once each calendar quarter, with a reporting lag of not more than 60 days. The Fund may provide more frequent disclosures of portfolio positions at their discretion.

Transactions in NextShares will be reported to the Consolidated Tape at the time of execution in proxy price format and will be disseminated to member firms and market data services through Nasdaq's trading service and market data interfaces, as described in the Prior Release. Once the Fund's daily NAV has been calculated and the final price of its intraday NextShares trades has been determined, Nasdaq will deliver a confirmation with final pricing to the transacting parties. At the end of the day, Nasdaq will also post a newly created FTP file with the final transaction data for the trading and market data services.

The Exchange expects that information regarding NAV-based trading prices and volumes of NextShares traded will be continuously available on a real-time basis throughout each trading day on brokers' computer screens and other electronic services. Because NextShares will trade at prices based on the next-determined NAV, investors will be able to buy and sell individual NextShares at a known premium or discount to NAV that they can limit by transacting using limit orders at the time of order entry.

Trading in NextShares will be subject to Nasdaq Rules 5745(d)(2)(B) and (C), which provide for the suspension of trading or trading halts under certain circumstances, including if, in the view of the Exchange, trading in NextShares becomes inadvisable.



The proposed rule change is designed to perfect the mechanism of a free and open market and, in general, to protect investors and the public interest in that it will facilitate the listing and trading of the Fund, which seeks to provide investors with access to an actively managed investment strategy in a structure that offers the cost and tax efficiencies and shareholder protections of ETFs, while removing the requirement for daily portfolio holdings disclosure to ensure a tight relationship between market trading prices and NAV.

For the above reasons, Nasdaq believes the proposed rule change is consistent with the requirements of Section 6(b)(5) of the Act.

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

The Exchange 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. In fact, the Exchange believes that the introduction of the Fund will promote competition by making available to investors an actively managed investment strategy in a structure that offers the cost and tax efficiencies and shareholder protections of ETFs, while removing the requirement for daily portfolio holdings disclosure to ensure a tight relationship between market trading prices and NAV.

Moreover, the Exchange believes that the proposed method of trading in NextShares will provide investors with transparency of trading costs, and the ability to control trading costs using limit orders, that is not available for conventionally traded ETFs.

These developments could significantly enhance competition to the benefit of the markets and investors.

5. 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.

6. Extension of Time Period for Commission Action

Not applicable.

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

The proposed rule change is filed for immediate effectiveness pursuant to Section 19(b)(3)(A)<sup>10</sup> of the Act and Rule 19b-4(f)(6) thereunder.<sup>11</sup> The Exchange asserts that the proposed rule change does not (i) significantly affect the protection of investors or the public interest, (ii) impose any significant burden on competition, and (iii) become operative for 30 days after its filing date, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

The Exchange believes that the proposed rule change does not significantly affect the protection of investors or the public interest because the proposed rule changes would assist in the introduction of this Fund, and thereby prove beneficial to the Exchange and its traders, investors, and market participants in general through increased clarity around the trading of NextShares.

The Exchange does not believe that the proposed rule change will result in any significant burden on competition. In fact, the Exchange believes that the introduction of the Fund will promote competition by making available to investors an actively managed investment strategy in a structure that offers the cost and tax efficiencies and shareholder

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<sup>10</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>11</sup> 17 CFR 240.19b-4(f)(6).

protections of ETFs, while removing the requirement for daily portfolio holdings disclosure to ensure a tight relationship between market trading prices and NAV.

Moreover, the Exchange believes that the proposed method of trading in NextShares will provide investors with transparency of trading costs, and the ability to control trading costs using limit orders, that is not available for conventionally traded ETFs. These developments could significantly enhance competition to the benefit of the markets and investors. The Exchange believes the rule change qualifies for immediate effectiveness as a “non-controversial” rule change under Rule 19b-4(f)(6) of the Act.

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

A proposed rule change filed under Rule 19b-4(f)(6) normally does not become operative prior to 30 days after the date of filing. Rule 19b-4(f)(6)(iii), however, permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange requests the Commission to waive the noted operative delay and believes that good reason exists for such waiver and that it would be consistent with the protection of investors and in the public interest. The waiver is consistent with public interest and the protection of investors because the proposed changes to the Fund are consistent with the arguments made in the Exchange’s initial

filing to list and trade the Fund and consistent with the Commission's findings in approving the listing and trading of the NextShares.

The Exchange believes that that the proposed rule change to change the Fund's name and to modify its investment objective and proposed investments will help in the introduction of the Fund and will promote competition by making available to investors a broad range of actively managed investment strategies in a structure that offers the cost and tax efficiencies and shareholder protections of ETFs, while removing the requirement for daily portfolio holdings disclosure to ensure a tight relationship between market trading prices and NAV.

The Exchange, therefore, concludes that waiver of the operative delay so that it can change the Fund's name and modify its investment objective and proposed investments in time for its planned launch in March is not only consistent with the protection of investors and the public interest, but will also benefit investors and the public interest.

Furthermore, Rule 19b-4(f)(6)(iii) requires a self-regulatory organization to give the Commission written notice of its intent to file a proposed rule change under that subsection at least five business days prior to the date of filing, or such shorter time as designated by the Commission. The Exchange has provided such notice.

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. Notice of proposed rule for publication in the Federal Register.

**EXHIBIT 1**

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34- ; File No. SR-NASDAQ-2016-041)

March \_\_, 2016

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing of Proposed Rule Change Relating to the Listing and Trading of the Shares of the Eaton Vance Global Income Builder NextShares of the Eaton Vance ETMF Trust

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on March 18, 2016, The Nasdaq Stock Market LLC (“Nasdaq” or the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in in Items I, II, and III below, which Items have been prepared by Nasdaq. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

Nasdaq proposes a proposed rule change with respect to the Eaton Vance Global Dividend Income NextShares (the “Fund”), a series of Eaton Vance ETMF Trust (the “Trust”).

The proposed rule change is being filed to reflect a proposed revision to the Fund’s name and to modify its investment objective and proposed investments (which are set forth in an order previously granted by the Commission<sup>3</sup>).

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

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

<sup>3</sup> See Securities Exchange Act Release No. 74797 (Apr. 23, 2015), 80 FR 23831 (Apr. 29, 2015) (SR-NASDAQ-2015-036) (the “Prior Notice”); see also Securities Exchange Act Release No. 75499 (Jul. 21, 2015), 80 FR 44406 (Jul. 27,

Except for the changes discussed below, all other facts presented and representations made in the Prior Release remain unchanged and in full effect. All capitalized terms referenced but not defined herein have the same meaning as in the Prior Release.

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

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

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

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

1. Purpose

The shares of the Fund will be offered by the Trust. The Trust is registered with the Commission as an open-end investment company and has filed a registration statement on Form N-1A ("Registration Statement") with the Commission.<sup>4</sup> The Fund is a series of the Trust.

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2015) (SR-NASDAQ-2015-036) (the "Prior Order," and, together with the Prior Notice, the "Prior Release").

<sup>4</sup> See Registration Statement on Form N-1A for the Eaton Vance NextShares Trust dated Dec. 10, 2015 (File Nos. 333-197733 and 811-22982).

The Commission previously approved the listing and trading on the Exchange of the shares of the Fund under Nasdaq Rule 5745, which governs the listing and trading of NextShares on the Exchange.<sup>5</sup> The shares of the Fund have not commenced trading on the Exchange.

In this proposed rule change, the Exchange proposes to change its name and modify its investment objective and proposed investments.<sup>6</sup> As stated in the Prior Release, the Fund is named the Eaton Vance Global Dividend Income NextShares and its investment objective of the Fund is to provide current income and long-term growth of capital. As stated in the Prior Release, the Fund normally will invest primarily in common stocks and, in Eaton Vance Management's (the "Adviser") discretion, preferred stocks of U.S. and foreign companies that pay dividends.

As proposed, the Fund will be renamed the Eaton Vance Global Income Builder NextShares and the investment objective will be total return. Under normal market conditions, the Fund will invest primarily in common stocks, preferred stocks and other hybrid securities, and in income instruments including cash or cash equivalents.<sup>7</sup>

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<sup>5</sup> The Commission approved Nasdaq Rule 5745 in Securities Exchange Act Release No. 73562 (Nov. 7, 2014), 79 FR 68309 (Nov. 14, 2014) (SR-NASDAQ-2014-020).

<sup>6</sup> The changes described herein will be effective contingent upon effectiveness of a post-effective amendment to the Registration Statement of the Trust, on behalf of the Fund. The changes described herein will not be implemented until such proposed rule change is declared operative.

<sup>7</sup> Hybrid securities generally possess characteristics common to both equity and debt securities. Preferred stocks, convertible securities, and certain debt obligations are types of hybrid securities. Income instruments include all types of fixed and floating-rate bonds and notes; corporate commercial paper; mortgage-backed and other asset-backed securities; inflation-indexed bonds issued by both governments and corporations; structured notes; loans; loan participations and



Beyond the changes described above, there are no changes to any other information included in the Prior Release; and all other facts presented and representations made in the Prior Release remain true and in effect. The Trust confirms that the Fund will continue to comply with all initial listing requirements under Nasdaq Rule 5745.

## 2. Statutory Basis

The Exchange believes that the proposal is consistent with Section 6(b) of the Act<sup>8</sup> in general, and Section 6(b)(5) of the Act<sup>9</sup> in particular, in that it 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 facilitating transactions in securities, and to remove impediments to and perfect the mechanism of a free and open market and a national market system. The Exchange believes that the proposed rule change to change the Fund's name and modify the Fund's investment objective and proposed investments does not alter any of the arguments contained in the Prior Release in support of the original approval order that permitted the listing and trading of shares of the Fund. The Exchange believes that the mechanisms supporting efficient trading of NextShares are equally applicable across different asset classes and investment strategies.

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assignments; delayed funding loans and revolving credit facilities; and bank certificates of deposit, fixed time deposits, and bank deposits.

<sup>8</sup> 15 U.S.C. 78f(b).

<sup>9</sup> 15 U.S.C. 78f(b)(5).

As described in the Prior Release, the Exchange believes that the proposed rule change is designed to prevent fraudulent and manipulative acts and practices in that the NextShares will be listed and traded on the Exchange pursuant to the initial and continued listing criteria in Nasdaq Rule 5745. The Exchange believes that its surveillance procedures are adequate to properly monitor the trading of NextShares on Nasdaq and to deter and detect violations of Exchange rules and the applicable federal securities laws. The Adviser is affiliated with a broker-dealer and has implemented a “fire wall” between the investment adviser and the broker-dealer affiliate with respect to access to information concerning the composition and/or changes to the Fund’s portfolio holdings. The Exchange may obtain information via ISG from other exchanges that are members of ISG or with which the Exchange has entered into a comprehensive surveillance sharing agreement, to the extent necessary.

The proposed rule change is designed to promote just and equitable principles of trade and to protect investors and the public interest. The Exchange will obtain a representation from the Trust that the NAV per Share will be calculated on each business day that the New York Stock Exchange is open for trading and that the NAV will be made available to all market participants at the same time. In addition, a large amount of information will be publicly available regarding the Fund and the NextShares, thereby promoting market transparency.

Prior to the commencement of market trading in NextShares, the Fund will be required to establish and maintain a public website through which its current prospectus may be downloaded. The website will display additional Fund information updated on a daily basis, including the prior business day’s NAV, and the following trading

information for such business day expressed as premiums/discounts to NAV: (a) intraday high, low, average and closing prices of NextShares in Exchange trading; (b) the Closing Bid/Ask Midpoint; and (c) the Closing Bid/Ask Spread. The website will also contain charts showing the frequency distribution and range of values of trading prices, Closing Bid/Ask Midpoints and Closing Bid/Ask Spreads over time. The Composition File will be disseminated through the NSCC before the open of trading in NextShares on each business day and also will be made available to the public each day on a free website. The Exchange will obtain a representation from the Trust that the IIV will be calculated and disseminated on an intraday basis at intervals of not more than 15 minutes during trading on the Exchange and provided to Nasdaq for dissemination. A complete list of current portfolio positions for the Fund will be made available at least once each calendar quarter, with a reporting lag of not more than 60 days. The Fund may provide more frequent disclosures of portfolio positions at their discretion.

Transactions in NextShares will be reported to the Consolidated Tape at the time of execution in proxy price format and will be disseminated to member firms and market data services through Nasdaq's trading service and market data interfaces, as described in the Prior Release. Once the Fund's daily NAV has been calculated and the final price of its intraday NextShares trades has been determined, Nasdaq will deliver a confirmation with final pricing to the transacting parties. At the end of the day, Nasdaq will also post a newly created FTP file with the final transaction data for the trading and market data services.

The Exchange expects that information regarding NAV-based trading prices and volumes of NextShares traded will be continuously available on a real-time basis

throughout each trading day on brokers' computer screens and other electronic services. Because NextShares will trade at prices based on the next-determined NAV, investors will be able to buy and sell individual NextShares at a known premium or discount to NAV that they can limit by transacting using limit orders at the time of order entry.

Trading in NextShares will be subject to Nasdaq Rules 5745(d)(2)(B) and (C), which provide for the suspension of trading or trading halts under certain circumstances, including if, in the view of the Exchange, trading in NextShares becomes inadvisable.

The proposed rule change is designed to perfect the mechanism of a free and open market and, in general, to protect investors and the public interest in that it will facilitate the listing and trading of the Fund, which seeks to provide investors with access to an actively managed investment strategy in a structure that offers the cost and tax efficiencies and shareholder protections of ETFs, while removing the requirement for daily portfolio holdings disclosure to ensure a tight relationship between market trading prices and NAV.

For the above reasons, Nasdaq believes the proposed rule change is consistent with the requirements of Section 6(b)(5) of the Act.

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

The Exchange 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. In fact, the Exchange believes that the introduction of the Fund will promote competition by making available to investors an actively managed investment strategy in a structure that offers the cost and tax efficiencies and shareholder protections of ETFs, while removing the requirement for daily portfolio holdings disclosure to ensure a tight relationship between market trading prices and NAV.

Moreover, the Exchange believes that the proposed method of trading in NextShares will provide investors with transparency of trading costs, and the ability to control trading costs using limit orders, that is not available for conventionally traded ETFs.

These developments could significantly enhance competition to the benefit of the markets and investors.

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.

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

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the Exchange consents, the Commission shall: (a) by order approve or disapprove such proposed rule change, or (b) institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act.

Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form

(<http://www.sec.gov/rules/sro.shtml>); or

- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-NASDAQ-2016-041 on the subject line.

Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, Station Place, 100 F Street, NE, Washington, DC 20549-9303.

All submissions should refer to File Number SR-NASDAQ-2016-041. 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 website <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 Nasdaq. 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-2016-041 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>10</sup>

Robert W. Errett  
Deputy Secretary

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<sup>10</sup> 17 CFR 200.30-3(a)(12).