

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="26"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2016"/> - * <input type="text" value="053"/>	Amendment No. (req. for Amendments *) <input type="text"/>
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Filing by NASDAQ Stock Market
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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

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

Proposal to amend Access Services Fees at Rule 7015(g)(1) to reduce the fee assessed for MITCH Wave Ports and to amend Rule 7034.

Contact Information

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

First Name * <input type="text" value="Sean"/>	Last Name * <input type="text" value="Bennett"/>
Title * <input type="text" value="Principal Associate General Counsel"/>	
E-mail * <input type="text" value="Sean.Bennett@nasdaq.com"/>	
Telephone * <input type="text" value="(301) 978-8499"/>	Fax <input type="text"/>

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

(Title *)

Date <input type="text" value="04/06/2016"/>	Executive Vice President and General Counsel
By <input type="text" value="Edward S. Knight"/>	edward.knight@nasdaq.com

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

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

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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) The Nasdaq Stock Market LLC (“Exchange”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposal to amend Access Services fees at Rule 7015(g)(1) to reduce the fee assessed for MITCH Wave Ports located at Mahwah, NJ. The Exchange is also proposing to amend Rule 7034 to: (i) reduce monthly fees assessed for NYSE Equities market data connectivity; and (ii) make technical changes to the description of market data connectivity options under the rule.

While these amendments are effective upon filing, the Exchange has designated the proposed amendments to be operative on April 1, 2016.

A notice of the proposed rule change for publication in the Federal Register is attached 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 (the “Board”) on July 1, 2015. No other action is necessary for the filing of the rule change.

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

T. Sean Bennett
Principal Associate General Counsel

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Nasdaq, Inc.
(301) 978-8499

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

a. Purpose

The purpose of the proposed rule change is to reduce certain fees under Rules 7015 and 7034, and to make technical changes to the description of market data connectivity options under Rule 7034.

Rule 7015 Changes

The Exchange is proposing to reduce the fee assessed for MITCH Wave Port at Mahwah, NJ monthly subscriptions. The Exchange provides Multi-cast ITCH ("MITCH") Wave Ports to clients co-located at other third-party data centers, including the New York Stock Exchange's ("NYSE") data center located in Mahwah, NJ, through which the Exchange's TotalView ITCH market data is distributed after delivery to those data centers via a wireless network.

The wirelessly-delivered TotalView ITCH market data arrives at Exchange-owned cabinets located at these third-party data centers, to which the co-location clients may cross-connect to the MITCH Wave Ports in those data centers to receive TotalView ITCH.³ The wireless network that the Exchange uses to connect its data center with third-party data centers is provided and maintained by third-party vendors.

The Exchange incurs costs in leasing towers and equipment to connect to third-party data centers, such as Mahwah, NJ, through its third party vendors and the Exchange

³ Subscription to MITCH Wave Ports is entirely optional. Co-location clients that opt to subscribe to MITCH Wave Ports will continue to be fee liable for the applicable market data fees as described in Rules 7019, 7023, and 7026.

recoups these costs through the fees it assesses. The Exchange has recently reduced such vendor cost for connectivity to Mahwah, NJ by switching to an alternative vendor that assesses the Exchange a lower fee for such connectivity and is accordingly proposing to reduce the monthly charge assessed to subscribers for a MITCH Wave Port at Mahwah, NJ from \$12,500 per month to \$10,000 per month.

Rule 7034 Changes

The Exchange is proposing to amend Rule 7034 to: (i) reduce monthly fees assessed for NYSE Equities market data connectivity; and (ii) make technical changes to the description of market data connectivity options under the rule. Rule 7034 provides the charges assessed by the Exchange for co-location services. Rule 7034(b) provides the various connectivity options for co-location services. The Exchange offers multicast Market Data feeds that are delivered to the Exchange's data center located in Carteret, NJ via a wireless network.⁴ The Exchange offers connectivity to data feeds provided by NYSE, BATS (including Direct Edge), and CME, which are delivered wirelessly by third party vendors from those market's data centers to the Exchange's Carteret, NJ data center. Specifically, the NYSE Equities data feeds under Rule 7034(b) are wirelessly delivered to Carteret, NJ from NYSE's Mahwah, NJ data center, the BATS and Direct Edge data feeds are wirelessly delivered to Carteret, NJ from BATS's Secaucus, NJ data center, and the CME data feeds are wirelessly delivered to Carteret, NJ from CME's Aurora, IL data center.

⁴ Subscription to the connectivity options under Rule 7034(b) is entirely optional. To receive a particular data feed, a participant must subscribe to the connectivity under Rule 7034(b) and also have a subscription to the data feed with the applicable exchange.

The first change the Exchange proposes is to reduce the recurring monthly fee assessed for connectivity to NYSE Equities data feeds, which are transmitted from the Mahwah, NJ data center to the Exchange's data center in Carteret, NJ. As discussed above, the Exchange recently reduced its vendor costs by switching to an alternative vendor that assesses the Exchange a lower fee for such connectivity. Because of the reduced vendor costs realized for connectivity to Mahwah, NJ, the Exchange is able to reduce the charges assessed for services that require wireless connectivity to Mahwah, NJ.

Currently, the Exchange assesses a recurring monthly fee of \$12,500 for connectivity to NYSE Equities Arca Integrated feed and the for the NYSE Equities Open Book feed. As a consequence of the reduced vendor costs, the Exchange is proposing to reduce the charge it assesses as a recurring monthly fee for each of these services from \$12,500 to \$10,000.

The second change the Exchange proposes is to make technical corrections to the rule text under Rule 7034(b) concerning NYSE Equities Open Book connectivity and BATS Multicast PITCH connectivity. NYSE recently combined Open Book data with NYSE BBO, NYSE Trades, and NYSE Order Imbalances data to form the "NYSE Integrated" data feed,⁵ which the Exchange began to offer on November 16, 2015. Accordingly, the Exchange is updated the rule text under Rule 7034(b) to accurately reflect this change.

⁵ See Securities Exchange Act Release No. 76485 (November 20, 2015), 80 FR 74158 (November 27, 2015) (SR-NYSE-2015-57).

The Exchange is also correcting rule text concerning BATS Multicast PITCH connectivity that was inadvertently introduced when the rule text was adopted.⁶

Specifically, the Exchange is correcting the spelling of “Multicast” in the rule and is correcting the name of the BATS BZX exchange, which is currently spelled “BZY.”⁷

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁸ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,⁹ in particular, in that it provides for the equitable allocation of reasonable dues, fees, and other charges among members and issuers and other persons using any facility or system which the Exchange 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.

⁶ See Securities Exchange Act Release No. 73562 (January 25, 2013), 78 FR 6842 (January 31, 2013) (SR-NASDAQ-2012-119)

⁷ For a description of Bats Global Markets, Inc.’s exchanges, see <http://www.batstrading.com/about/>.

⁸ 15 U.S.C. 78f(b).

⁹ 15 U.S.C. 78f(b)(4) and (5).

The Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, while adopting a series of steps to improve the current market model, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”¹⁰ Likewise, in NetCoalition v. Securities and Exchange Commission¹¹ (“NetCoalition”) the D.C. Circuit upheld the Commission’s use of a market-based approach in evaluating the fairness of market data fees against a challenge claiming that Congress mandated a cost-based approach.¹² As the court emphasized, the Commission “intended in Regulation NMS that ‘market forces, rather than regulatory requirements’ play a role in determining the market data . . . to be made available to investors and at what cost.”¹³

Further, “[n]o one disputes that competition for order flow is ‘fierce.’ . . . As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market

¹⁰ See Securities Exchange Act Release No. 51808 at 37499 (June 9, 2005) (“Regulation NMS Adopting Release”).

¹¹ NetCoalition v. SEC, 615 F.3d 525 (D.C. Cir. 2010).

¹² See NetCoalition, at 534.

¹³ Id. at 537.

share percentages for granted' because 'no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers'"¹⁴

Fee Reductions

The Exchange believes that proposed reduction in the monthly recurring fees assessed under Rules 7015 and 7034(b) are reasonable because they will allow the Exchange to align the fees assessed for the connectivity more closely with the costs incurred by the Exchange in offering the connectivity. As discussed above, the Exchange realized a reduction in its vendor costs. Vendors supply wireless connectivity from the Exchange's data center to the data centers of other markets. Vendor costs are not the only costs to the Exchange in offering such connectivity; however, the reduced vendor cost for wirelessly connecting to Mahwah, NJ has allowed the Exchange to reduce the monthly fee assessed for connectivity to Mahwah, NJ by \$2,500.

The Exchange notes that the proposed reduced monthly recurring fees are also reasonable because they are in-line with other fees assessed for similar connectivity, with differences in cost being reflective of the differences in the relative cost of offering the services. For example, the proposed reduced fees assessed under Rule 7034(b) for connectivity to the NYSE Equities feeds, although higher as reflection of the increased costs the Exchange incurs in offering the connectivity, are consistent with BATS Multicast PITCH BZX and BYX data feed connectivity under Rule 7034(b), which has a monthly recurring fee of \$7,500. With respect to the costs incurred, the Exchange notes that the distance, and hence the wireless network equipment required, is greater between Mahwah, NJ and Carteret, NJ in contrast to the distance between Secaucus, NJ and

¹⁴ Id. at 539 (quoting ArcaBook Order, 73 FR at 74782-74783).

Carteret, NJ, which is reflected in the fees that vendors charge the Exchange for such connectivity.

The Exchange believes that the proposed reduced fees are an equitable allocation and are not unfairly discriminatory because the Exchange will apply the same fee to all similarly situated co-location clients that voluntarily select these service options. The Exchange also notes that co-location clients will continue to have other connectivity options to receive the underlying data feeds, including fiber optic connectivity.

Fee Clarifications

The Exchange believes that the proposed clarifying changes to Rule 7034(b) serve to protect investors and the public interest because they remove misspelled and inaccurate rule text, which will serve to avoid investor confusion, and will not alter what is currently provided under the rule.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. In terms of inter-market competition, the Exchange 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, the Exchange 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, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited.

In this instance, the proposed changes to the charges assessed co-location clients for wireless connectivity do not impose a burden on competition because the Exchange is reducing the monthly fees assessed for such connectivity as a reflection of the Exchange's reduced vendor costs. Such a proposal is reflective of healthy competition among markets and may promote other exchanges to likewise reduce their costs and/or reduce the fees that they assess for similar connectivity.

Although the Exchange does not believe that the proposed changes will be unattractive to market participants, if they were it is likely that the Exchange will lose subscribers as a result. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of members or competing order execution venues to maintain their competitive standing in the financial markets.

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

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)

Pursuant to Section 19(b)(3)(A)(ii) of the Act,¹⁵ The Exchange has designated this proposal as establishing or changing a due, fee, or other charge imposed by the self-

¹⁵ 15 U.S.C. 78s(b)(3)(A)(ii).

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.

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.

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 Change for publication in the Federal Register.

5. Text of the proposed rule change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-NASDAQ-2016-053)

April __, 2016

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Rules 7015(g)(1) and 7034

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 April 6, 2016, The NASDAQ Stock Market LLC (“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 amend Access Services fees at Rule 7015(g)(1) to reduce the fee assessed for MITCH Wave Ports located at Mahwah, NJ. The Exchange is also proposing to amend Rule 7034 to: (i) reduce monthly fees assessed for NYSE Equities market data connectivity; and (ii) make technical changes to the description of market data connectivity options under the rule. While these amendments are effective upon filing, the Exchange has designated the proposed amendments to be operative on April 1, 2016.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

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

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

The purpose of the proposed rule change is to reduce certain fees under Rules 7015 and 7034, and to make technical changes to the description of market data connectivity options under Rule 7034.

Rule 7015 Changes

The Exchange is proposing to reduce the fee assessed for MITCH Wave Port at Mahwah, NJ monthly subscriptions. The Exchange provides Multi-cast ITCH ("MITCH") Wave Ports to clients co-located at other third-party data centers, including the New York Stock Exchange's ("NYSE") data center located in Mahwah, NJ, through which the Exchange's TotalView ITCH market data is distributed after delivery to those data centers via a wireless network.

The wirelessly-delivered TotalView ITCH market data arrives at Exchange-owned cabinets located at these third-party data centers, to which the co-location clients

may cross-connect to the MITCH Wave Ports in those data centers to receive TotalView ITCH.³ The wireless network that the Exchange uses to connect its data center with third-party data centers is provided and maintained by third-party vendors.

The Exchange incurs costs in leasing towers and equipment to connect to third-party data centers, such as Mahwah, NJ, through its third party vendors and the Exchange recoups these costs through the fees it assesses. The Exchange has recently reduced such vendor cost for connectivity to Mahwah, NJ by switching to an alternative vendor that assesses the Exchange a lower fee for such connectivity and is accordingly proposing to reduce the monthly charge assessed to subscribers for a MITCH Wave Port at Mahwah, NJ from \$12,500 per month to \$10,000 per month.

Rule 7034 Changes

The Exchange is proposing to amend Rule 7034 to: (i) reduce monthly fees assessed for NYSE Equities market data connectivity; and (ii) make technical changes to the description of market data connectivity options under the rule. Rule 7034 provides the charges assessed by the Exchange for co-location services. Rule 7034(b) provides the various connectivity options for co-location services. The Exchange offers multicast Market Data feeds that are delivered to the Exchange's data center located in Carteret, NJ via a wireless network.⁴ The Exchange offers connectivity to data feeds provided by NYSE, BATS (including Direct Edge), and CME, which are delivered wirelessly by third

³ Subscription to MITCH Wave Ports is entirely optional. Co-location clients that opt to subscribe to MITCH Wave Ports will continue to be fee liable for the applicable market data fees as described in Rules 7019, 7023, and 7026.

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party vendors from those market's data centers to the Exchange's Carteret, NJ data center. Specifically, the NYSE Equities data feeds under Rule 7034(b) are wirelessly delivered to Carteret, NJ from NYSE's Mahwah, NJ data center, the BATS and Direct Edge data feeds are wirelessly delivered to Carteret, NJ from BATS's Secaucus, NJ data center, and the CME data feeds are wirelessly delivered to Carteret, NJ from CME's Aurora, IL data center.

The first change the Exchange proposes is to reduce the recurring monthly fee assessed for connectivity to NYSE Equities data feeds, which are transmitted from the Mahwah, NJ data center to the Exchange's data center in Carteret, NJ. As discussed above, the Exchange recently reduced its vendor costs by switching to an alternative vendor that assesses the Exchange a lower fee for such connectivity. Because of the reduced vendor costs realized for connectivity to Mahwah, NJ, the Exchange is able to reduce the charges assessed for services that require wireless connectivity to Mahwah, NJ.

Currently, the Exchange assesses a recurring monthly fee of \$12,500 for connectivity to NYSE Equities Arca Integrated feed and the for the NYSE Equities Open Book feed. As a consequence of the reduced vendor costs, the Exchange is proposing to reduce the charge it assesses as a recurring monthly fee for each of these services from \$12,500 to \$10,000.

The second change the Exchange proposes is to make technical corrections to the rule text under Rule 7034(b) concerning NYSE Equities Open Book connectivity and BATS Multicast PITCH connectivity. NYSE recently combined Open Book data with NYSE BBO, NYSE Trades, and NYSE Order Imbalances data to form the "NYSE

Integrated” data feed,⁵ which the Exchange began to offer on November 16, 2015.

Accordingly, the Exchange is updated the rule text under Rule 7034(b) to accurately reflect this change.

The Exchange is also correcting rule text concerning BATS Multicast PITCH connectivity that was inadvertently introduced when the rule text was adopted.⁶

Specifically, the Exchange is correcting the spelling of “Multicast” in the rule and is correcting the name of the BATS BZX exchange, which is currently spelled “BZY.”⁷

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁸ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,⁹ in particular, in that it provides for the equitable allocation of reasonable dues, fees, and other charges among members and issuers and other persons using any facility or system which the Exchange 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

⁵ See Securities Exchange Act Release No. 76485 (November 20, 2015), 80 FR 74158 (November 27, 2015) (SR-NYSE-2015-57).

⁶ See Securities Exchange Act Release No. 73562 (January 25, 2013), 78 FR 6842 (January 31, 2013) (SR-NASDAQ-2012-119)

⁷ For a description of Bats Global Markets, Inc.’s exchanges, see <http://www.batstrading.com/about/>.

⁸ 15 U.S.C. 78f(b).

⁹ 15 U.S.C. 78f(b)(4) and (5).

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.

The Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, while adopting a series of steps to improve the current market model, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”¹⁰ Likewise, in NetCoalition v. Securities and Exchange Commission¹¹ (“NetCoalition”) the D.C. Circuit upheld the Commission’s use of a market-based approach in evaluating the fairness of market data fees against a challenge claiming that Congress mandated a cost-based approach.¹² As the court emphasized, the Commission “intended in Regulation NMS that ‘market forces, rather than regulatory requirements’ play a role in determining the market data . . . to be made available to investors and at what cost.”¹³

Further, “[n]o one disputes that competition for order flow is ‘fierce.’ . . . As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of

¹⁰ See Securities Exchange Act Release No. 51808 at 37499 (June 9, 2005) (“Regulation NMS Adopting Release”).

¹¹ NetCoalition v. SEC, 615 F.3d 525 (D.C. Cir. 2010).

¹² See NetCoalition, at 534.

¹³ Id. at 537.

where to route orders for execution’; [and] ‘no exchange can afford to take its market share percentages for granted’ because ‘no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers’”¹⁴

Fee Reductions

The Exchange believes that proposed reduction in the monthly recurring fees assessed under Rules 7015 and 7034(b) are reasonable because they will allow the Exchange to align the fees assessed for the connectivity more closely with the costs incurred by the Exchange in offering the connectivity. As discussed above, the Exchange realized a reduction in its vendor costs. Vendors supply wireless connectivity from the Exchange’s data center to the data centers of other markets. Vendor costs are not the only costs to the Exchange in offering such connectivity; however, the reduced vendor cost for wirelessly connecting to Mahwah, NJ has allowed the Exchange to reduce the monthly fee assessed for connectivity to Mahwah, NJ by \$2,500.

The Exchange notes that the proposed reduced monthly recurring fees are also reasonable because they are in-line with other fees assessed for similar connectivity, with differences in cost being reflective of the differences in the relative cost of offering the services. For example, the proposed reduced fees assessed under Rule 7034(b) for connectivity to the NYSE Equities feeds, although higher as reflection of the increased costs the Exchange incurs in offering the connectivity, are consistent with BATS Multicast PITCH BZX and BYX data feed connectivity under Rule 7034(b), which has a monthly recurring fee of \$7,500. With respect to the costs incurred, the Exchange notes that the distance, and hence the wireless network equipment required, is greater between

¹⁴ Id. at 539 (quoting ArcaBook Order, 73 FR at 74782-74783).

Mahwah, NJ and Carteret, NJ in contrast to the distance between Secaucus, NJ and Carteret, NJ, which is reflected in the fees that vendors charge the Exchange for such connectivity.

The Exchange believes that the proposed reduced fees are an equitable allocation and are not unfairly discriminatory because the Exchange will apply the same fee to all similarly situated co-location clients that voluntarily select these service options. The Exchange also notes that co-location clients will continue to have other connectivity options to receive the underlying data feeds, including fiber optic connectivity.

Fee Clarifications

The Exchange believes that the proposed clarifying changes to Rule 7034(b) serve to protect investors and the public interest because they remove misspelled and inaccurate rule text, which will serve to avoid investor confusion, and will not alter what is currently provided under the rule.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. In terms of inter-market competition, the Exchange 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, the Exchange 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, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited.

In this instance, the proposed changes to the charges assessed co-location clients for wireless connectivity do not impose a burden on competition because the Exchange is reducing the monthly fees assessed for such connectivity as a reflection of the Exchange's reduced vendor costs. Such a proposal is reflective of healthy competition among markets and may promote other exchanges to likewise reduce their costs and/or reduce the fees that they assess for similar connectivity.

Although the Exchange does not believe that the proposed changes will be unattractive to market participants, if they were it is likely that the Exchange will lose subscribers as a result. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of members or competing order execution venues to maintain their competitive standing in the financial markets.

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

No written comments were either solicited or received.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act.¹⁵

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

¹⁵ 15 U.S.C. 78s(b)(3)(A)(ii).

the protection of investors; or (iii) otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NASDAQ-2016-053 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-2016-053. 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-2016-053 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.¹⁶

Robert W. Errett
Deputy Secretary

¹⁶ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

The NASDAQ Stock Market Rules

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7015. Access Services

The charges under this rule are assessed by Nasdaq for connectivity to the following systems operated by NASDAQ or FINRA: the Nasdaq Market Center, FINRA Trade Reporting and Compliance Engine (TRACE), the FINRA/NASDAQ Trade Reporting Facility, FINRA’s OTCBB Service, and the FINRA OTC Reporting Facility (ORF). The following fees are not applicable to the NASDAQ Options Market LLC. For related options fees for Access Services refer to Chapter XV, Section 3 of the Options Rules.

(a) – (f) No change.

(g) Other Port Fees

(1) Remote Multi-cast ITCH Wave Ports

Description	Installation Fee	Recurring Monthly Fee
MITCH Wave Port at Secaucus, NJ	\$2,500	\$7,500
MITCH Wave Port at Weehawken, NJ	\$2,500	\$7,500
MITCH Wave Port at Mahwah, NJ	\$5,000	<u>\$10,000</u> [12,500]

(2) – (3) No change.

(h) – (j) No change.

* * * * *

7034. Co-Location Services

The following charges are assessed by NASDAQ for co-location services: ¹

(a) No change.

(b) Connectivity

* * * * *

Market Data Connectivity*

The following Market Data feeds are delivered to the NASDAQ OMX Data Center via a fiber optic network:

Description	Installation	Ongoing Monthly Fee
Nasdaq	\$1,000	\$0
SIAC	\$1,000	
CTS/CQS		\$1,412
OpenBook Realtime		\$2,500
OpenBook Ultra		\$2,500
NYSE Alerts		\$200
NYSE Trades		\$100
Arca Trades		\$100
ArcaBook Multicast		\$1,500
Arca BBO		\$125
AMEX- Ultra/Trades/Alerts/LRP		\$100
OPRA		\$6,000
CME	\$1,000	\$3,500
Access Fee per location device/user		\$65
BATS Multicast PITCH	\$1,000	
BATS		\$4,000
BATS Y		\$1,500
Direct Edge	\$1,000	
EDGA		\$2,500
EDGX		\$2,500
TSX/TSXV	\$1,000	
TSX and TSXV Level 1 Feed		\$300
TSX and TSVX Level 2 Feed		\$1,000
TSX Quantum Level 1 Feed		\$100
TSX Quantum Level 2 Feed		\$300

*Pricing is for connectivity only and is similar to connectivity fees imposed by other

vendors. The fees are generally based on the amount of bandwidth needed to accommodate a particular feed and Nasdaq is not the exclusive method to get market data connectivity. Market data fees are charged independently by the Nasdaq Stock Market and other exchanges.

The following multicast Market Data feeds are delivered to the NASDAQ OMX Data Center via a wireless network (microwave or millimeter wave):

Description	Installation Fee	Recurring Monthly Fee
NYSE Equities (Arca Integrated)	\$5,000	\$ <u>10,000</u> [12,500]
NYSE Equities (<u>NYSE Integrated</u>)[(Open Book)]	\$5,000	\$ <u>10,000</u> [12,500]
BATS [<u>Multicast</u>] <u>Multicast</u> PITCH (BZX[Y] and BYX)	\$2,500	\$7,500
Direct EDGE Depth of Book (EDGA, EDGX)	\$2,500	\$7,500
CME Multicast Total	\$5,000	\$23,500
CME Equities Futures Data Only		\$10,000
CME Fixed Income Futures Data Only		\$10,000
CME Metals Futures Data Only		\$3,500

(c) – (d) No change.

¹ Co-location services provided by NASDAQ Technology Services LLC.

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