

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="36"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2017"/> - * <input type="text" value="040"/>	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)(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 *).

Proposal to amend previously approved continued listing requirements for exchange-traded products in the Nasdaq Rule 5700 Series, as well as to Nasdaq Rule 5810 to make a number of conforming and housekeeping changes.

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="Jonathan"/>	Last Name * <input type="text" value="Cayne"/>
Title * <input type="text" value="Senior Associate General Counsel"/>	
E-mail * <input type="text" value="Jonathan.Cayne@nasdaq.com"/>	
Telephone * <input type="text" value="(301) 978-8493"/>	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="04/19/2017"/>	<input type="text" value="Executive Vice President and General Counsel"/>
By <input type="text" value="Edward S. Knight"/>	<input type="text" value="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 *

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 *

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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

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 the Proposed Rule Change

(a) The NASDAQ Stock Market LLC (“Nasdaq” or “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 the previously approved continued listing requirements for exchange-traded products (“ETPs”) in the Nasdaq Rule 5700 Series, as well as Nasdaq Rule 5810 (Notification of Deficiency by the Listing Qualifications Department), to make a number of conforming and housekeeping changes.³

The Exchange also proposes to delay the implementation date of the previously approved changes to the continued listing standards from August 1, 2017 to October 1, 2017.

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 August 15, 2016. Exchange staff will advise the Board of any action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 79784 (Jan. 12, 2017), 82 FR 6664 (Jan. 19, 2017) (SR-NASDAQ-2016-135).

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

Earlier this year, the Commission approved a Nasdaq filing (the “Prior Filing”) to amend the continued listing requirements for ETPs.⁴ The Exchange now proposes to make a number of housekeeping changes, as well as conform the language in the Nasdaq Rule 5700 Series (Other Securities) and Nasdaq Rule 5810 (Notification of Deficiency by the Listing Qualifications Department) to either the current rule language for NYSE Arca, Inc. (“Arca”) and Bats BZX Exchange, Inc. (“Bats”) or to the rule language included in approved filings for both Arca⁵ and Bats⁶ (the “Arca and Bats Filings”).

Most of the proposed changes are to the Nasdaq Rule 5700 Series where the current rule text refers to statements or representations regarding the applicability of Nasdaq rules and surveillance procedures. The proposed changes revise this language from “the applicability of Nasdaq rules and surveillance procedures” to “the applicability of Nasdaq listing rules specified in such proposals”. These changes are also consistent

⁴ Id.

⁵ See Securities Exchange Act Release No. 80189 (Mar. 9, 2017), 82 FR 13889 (Mar. 15, 2017) (SR-NYSEArca-2017-01).

⁶ See Securities Exchange Act Release No. 80169 (Mar. 7, 2017), 82 FR 13536 (Mar. 13, 2017) (SR-BatsBZX-2016-80).

with the language in the Arca⁷ and Bats⁸ Filings.

The amendment to Nasdaq Rule 5810(c)(2)(A) changes the language therein to specify that a failure to meet a continued listing requirement contained in the Rule 5700 Series does not require a company to pay a compliance plan review fee of \$5,000. This change is consistent with the practice of Arca and Bats in that neither imposes such a fee.

The proposed change to Nasdaq Rule 5720(c)(7)(F) (Trust Issued Receipts) is to reinsert a word deleted by the Prior. Specifically, the word “initially” will be reinserted into the following rule language: “the most heavily weighted component security may not initially represent more than 20% of the overall value of the Trust Issued Receipt.”

Adding the word “initial” back into the designated rule properly reflects the intended meaning of the language and is in keeping with language as it was initially adopted and conforms to the rules of Arca and Bats.

Additionally, the Exchange proposes to delay the implementation date of the previously approved changes to the continued listing standards⁹ from August 1, 2017 to October 1, 2017. Given the scope of the proposed rule changes, the Exchange believes that this will ensure that Nasdaq has adequate time to develop and put into operation the new processes and systems necessitated by them. Also, an implementation date of October 1, 2017 will match the implementation dates set forth in the Arca and Bats Filings. This will benefit those impacted by the amended continued listing standards by providing for a single implementation date across the exchanges, which will promote

⁷ Supra note 6.

⁸ Supra note 7.

⁹ Supra note 3.

clarity in the timing of these significant changes to the continued listing standards and lessen potential confusion.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,¹⁰ in general, and furthers the objectives of Section 6(b)(5) of the Act,¹¹ in particular, in that it is designed to promote just and equitable principles of trade, 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.

The Exchange believes that the proposed rule changes to conform the Nasdaq Rule 5700 Series and Nasdaq Rule 5810 with either the current rule language for Arca and Bats or to the rule language included in the Arca and Bats Filings will promote just and equitable principles of trade, and, in general to protect investors and the public interest since it will promote the application of consistent listing standards across the exchanges. Also, the proposed rule change to reinsert the word “initially” into Nasdaq Rule 5720(c)(7)(F) will provide clarity and accurately reflect the intent of the rule to the benefit of investors and the public interest. Changing the implementation date to October 1, 2017 also will provide clarity and lessen confusion to the benefit of investors and the public interest.

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

¹⁰ 15 U.S.C. 78f(b).

¹¹ 15 U.S.C. 78f(b)(5).

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, as amended. Instead, the Exchange believes that the proposed rule change to conform the Nasdaq Rule 5700 Series and Nasdaq Rule 5810 with either the current rule language for Arca and Bats or the approved rule text included in the Arca and Bats Filings may enhance competition since the exchanges will have substantially similar and consistent listing requirements for ETPs.

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 foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(iii)¹² of the Act and Rule 19b-4(f)(6) thereunder¹³ in that it effects a change that: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

¹² 15 U.S.C. 78s(b)(3)(A)(iii).

¹³ 17 CFR 240.19b-4(f)(6).

The Exchange believes that this proposal does not significantly affect the protection of investors or the public interest, and does not impose any significant burden on competition, because it will lead to a more consistent initial and continued listing standard across the exchanges and thereby also enhance competition.

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.

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

The proposed rule change is based on substantially similar rule changes made by Arca and Bats.¹⁴

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.

¹⁴ Supra notes 5 and 6.

11. Exhibits

1. Notice of proposed rule 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-2017-040)

April __, 2017

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to ETPs Continued Listing Standards

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 19, 2017, The NASDAQ Stock Market LLC (“Nasdaq” or “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III, below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to amend the previously approved continued listing requirements for exchange-traded products (“ETPs”) in the Nasdaq Rule 5700 Series, as well as Nasdaq Rule 5810 (Notification of Deficiency by the Listing Qualifications Department), to make a number of conforming and housekeeping changes.³

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 79784 (Jan. 12, 2017), 82 FR 6664 (Jan. 19, 2017) (SR-NASDAQ-2016-135).

The Exchange also proposes to delay the implementation date of the previously approved changes to the continued listing standards from August 1, 2017 to October 1, 2017.

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

Earlier this year, the Commission approved a Nasdaq filing (the "Prior Filing") to amend the continued listing requirements for ETPs.⁴ The Exchange now proposes to make a number of housekeeping changes, as well as conform the language in the Nasdaq Rule 5700 Series (Other Securities) and Nasdaq Rule 5810 (Notification of Deficiency by the Listing Qualifications Department) to either the current rule language for NYSE Arca, Inc. ("Arca") and Bats BZX Exchange, Inc. ("Bats") or to the rule language

⁴ Id.

included in approved filings for both Arca⁵ and Bats⁶ (the “Arca and Bats Filings”).

Most of the proposed changes are to the Nasdaq Rule 5700 Series where the current rule text refers to statements or representations regarding the applicability of Nasdaq rules and surveillance procedures. The proposed changes revise this language from “the applicability of Nasdaq rules and surveillance procedures” to “the applicability of Nasdaq listing rules specified in such proposals”. These changes are also consistent with the language in the Arca⁷ and Bats⁸ Filings.

The amendment to Nasdaq Rule 5810(c)(2)(A) changes the language therein to specify that a failure to meet a continued listing requirement contained in the Rule 5700 Series does not require a company to pay a compliance plan review fee of \$5,000. This change is consistent with the practice of Arca and Bats in that neither imposes such a fee.

The proposed change to Nasdaq Rule 5720(c)(7)(F) (Trust Issued Receipts) is to reinsert a word deleted by the Prior. Specifically, the word “initially” will be reinserted into the following rule language: “the most heavily weighted component security may not initially represent more than 20% of the overall value of the Trust Issued Receipt.” Adding the word “initial” back into the designated rule properly reflects the intended meaning of the language and is in keeping with language as it was initially adopted and conforms to the rules of Arca and Bats.

⁵ See Securities Exchange Act Release No. 80189 (Mar. 9, 2017), 82 FR 13889 (Mar. 15, 2017) (SR-NYSEArca-2017-01).

⁶ See Securities Exchange Act Release No. 80169 (Mar. 7, 2017), 82 FR 13536 (Mar. 13, 2017) (SR-BatsBZX-2016-80).

⁷ Supra note 6.

⁸ Supra note 7.

Additionally, the Exchange proposes to delay the implementation date of the previously approved changes to the continued listing standards⁹ from August 1, 2017 to October 1, 2017. Given the scope of the proposed rule changes, the Exchange believes that this will ensure that Nasdaq has adequate time to develop and put into operation the new processes and systems necessitated by them. Also, an implementation date of October 1, 2017 will match the implementation dates set forth in the Arca and Bats Filings. This will benefit those impacted by the amended continued listing standards by providing for a single implementation date across the exchanges, which will promote clarity in the timing of these significant changes to the continued listing standards and lessen potential confusion.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,¹⁰ in general, and furthers the objectives of Section 6(b)(5) of the Act,¹¹ in particular, in that it is designed to promote just and equitable principles of trade, 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.

The Exchange believes that the proposed rule changes to conform the Nasdaq Rule 5700 Series and Nasdaq Rule 5810 with either the current rule language for Arca and Bats or to the rule language included in the Arca and Bats Filings will promote just and equitable principles of trade, and, in general to protect investors and the public

⁹ Supra note 3.

¹⁰ 15 U.S.C. 78f(b).

¹¹ 15 U.S.C. 78f(b)(5).

interest since it will promote the application of consistent listing standards across the exchanges. Also, the proposed rule change to reinsert the word “initially” into Nasdaq Rule 5720(c)(7)(F) will provide clarity and accurately reflect the intent of the rule to the benefit of investors and the public interest. Changing the implementation date to October 1, 2017 also will provide clarity and lessen confusion to the benefit of investors and the public interest.

For these 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 impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act, as amended. Instead, the Exchange believes that the proposed rule change to conform the Nasdaq Rule 5700 Series and Nasdaq Rule 5810 with either the current rule language for Arca and Bats or the approved rule text included in the Arca and Bats Filings may enhance competition since the exchanges will have substantially similar and consistent listing requirements for ETPs.

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

No written comments were either solicited or received.

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

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

to Section 19(b)(3)(A)(iii) of the Act¹² and subparagraph (f)(6) of Rule 19b-4 thereunder.¹³

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

IV. Solicitation of Comments

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

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NASDAQ-2017-040 on the subject line.

¹² 15 U.S.C. 78s(b)(3)(A)(iii).

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

Paper comments:

- Send paper comments in triplicate to 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-2017-040. 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-2017-040 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.¹⁴

Robert W. Errett
Deputy Secretary

¹⁴ 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 in brackets.

NASDAQ Stock Market Rules

5700. Other Securities

5705. Exchange Traded Funds: Portfolio Depository Receipts and Index Fund Shares**(a) Portfolio Depository Receipts****(1) – (8)** No Change.**(9)** A Trust upon which a series of Portfolio Depository Receipts is based will be listed and traded on Nasdaq subject to application of the following criteria:**(A)** No Change.**(B)** Continued Listing —**(i)** Nasdaq will consider the suspension of trading in, and will initiate delisting proceedings under the Rule 5800 Series of, a Trust upon which a series of Portfolio Depository Receipts is based under any of the following circumstances:**a.** No Change.**b.** if Nasdaq files separate proposals under Section 19(b) of the Act, any of the statements or representations regarding the index composition, the description of the portfolio, limitations on portfolio holdings or reference assets, dissemination and availability of the index or intraday indicative values, or the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures,] are not continuously maintained as referenced in subsection 10 of this rule;**c. – f.** No Change.**(C) – (D)** No Change.**(10)** Nasdaq may submit a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of Portfolio Depository Receipts that do not otherwise meet the standards set forth in this rule. Any of the statements or representations regarding the index composition, the description of the portfolio, limitations on portfolio holdings or

reference assets, dissemination and availability of the index or intraday indicative values, or the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures,] constitute continued listing standards.

(11) No Change.

(b) Index Fund Shares

(1) – (8) No Change.

(9) Each series of Index Fund Shares will be listed and traded on Nasdaq subject to application of the following criteria:

(A) No Change.

(B) Continued Listing —

(i) Nasdaq will consider the suspension of trading in, and will initiate delisting proceedings under the Rule 5800 Series of, a series of Index Fund Shares under any of the following circumstances:

a. No Change.

b. if Nasdaq files separate proposals under Section 19(b) of the Act, any of the statements or representations regarding (a) the index composition;[, (b) the description of the portfolio, (c) limitations on portfolio holdings or reference assets;[, (d) dissemination and availability of the index or intraday indicative values;[, or (e) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures,] are not continuously maintained as referenced in subsection 10 of this rule;

c. – f. No Change.

(C) No Change

(10) Nasdaq may submit a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of Index Fund Shares that do not otherwise meet the standards set forth in this rule. Any of the statements or representations regarding (a) the index composition;[, (b) the description of the portfolio;[, (c) limitations on portfolio holdings or reference assets;[, (d) dissemination and availability of the index or intraday indicative values;[, or (e) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] constitute continued listing standards.

(11) No Change.

5710. Securities Linked to the Performance of Indexes and Commodities (Including Currencies)

Linked Securities may or may not provide for the repayment of the original principal investment amount. Nasdaq will consider Linked Securities for listing and trading pursuant to Rule 19b-4(e) under the Act, provided:

(a) – (k) No Change.

(l) Nasdaq may submit a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of Linked Securities that do not otherwise meet the standards set forth in this rule. Any of the statements or representations regarding (a) the index composition or reference asset description and limitations;[, (b) dissemination and availability of the index, reference asset, or intraday indicative values;[, or (c) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures,] constitute continued listing standards. If a series of Linked Securities does not satisfy these requirements, Nasdaq may halt trading in the securities and will initiate delisting proceedings pursuant to the Rule 5800 Series.

• • • Commentary -----

No Change

5711. Trading of Certain Derivative Securities

(a) Index-Linked Exchangeable Notes

Index-Linked Exchangeable Notes which are exchangeable debt securities that are exchangeable at the option of the holder (subject to the requirement that the holder in most circumstances exchange a specified minimum amount of notes), on call by the issuer or at maturity for a cash amount (the "Cash Value Amount") based on the reported market prices of the underlying stocks of an underlying index will be considered for listing and trading by Nasdaq pursuant to Rule 19b-4(e) under the Act, provided:

(i) – (v) No Change.

(vi) This section contains the continued listing requirements for Index-Linked Exchangeable Notes. If a series of Index-Linked Exchangeable Notes does not satisfy these requirements, Nasdaq may halt trading in the securities and will initiate delisting proceedings pursuant to the Rule 5800 Series.

a. – c. No Change.

d. If Nasdaq submits a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of Index-Linked Exchangeable Notes that do not otherwise meet the

standards set forth in this rule and any of the statements or representations regarding (a) the index composition;[,] (b) the index or intraday indicative value;[,] or (c) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] are not continuously maintained;

e. – f. No Change.

(b) Equity Gold Shares

(i) – (iii) No Change.

(c) Trust Certificates

Nasdaq will consider for trading, whether by listing or pursuant to unlisted trading privileges, certificates ("Trust Certificates") representing an interest in a special purpose trust (the "Trust") created pursuant to a trust agreement. The Trust will only issue Trust Certificates. Trust Certificates may or may not provide for the repayment of the original principal investment amount.

(i) No Change

(ii) Nasdaq will file separate proposals under Section 19(b) of the Act before listing and trading Trust Certificates. Any of the statements or representations regarding (a) the description of the index, reference assets, or trust holdings; (b) limitations on index composition, reference assets, or trust holdings; (c) dissemination and availability of the index, reference asset, or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] shall constitute continued listing standards.

Commentary:

.01 Continued Listing. Nasdaq will commence delisting proceedings under the Rule 5800 Series with respect to an issue of Trust Certificates (unless the Commission has approved the continued trading of such issue), under any of the following circumstances:

(a) – (b) No Change.

(c) if the series of Trust Certificates is not in compliance with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the index, reference assets, or trust holdings; (b) limitations on index composition, reference assets, or trust holdings; (c) dissemination and availability of the index, reference asset, or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures];

(d) – (e) No Change.

.02 - .11 No Change.

(d) Commodity-Based Trust Shares

(i) – (ii) No Change.

(iii) Nasdaq will file separate proposals under Section 19(b) of the Act before listing Commodity-Based Trust Shares. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets or trust holdings; (b) limitations on the reference assets or trust holdings; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] shall constitute continued listing standards.

(iv) – (v) No Change.

(vi) Initial and Continued Listing. Commodity-Based Trust Shares will be listed and traded on Nasdaq subject to application of the following criteria:

(A) No Change.

(B) Continued Listing—Nasdaq will consider the suspension of trading in, and will initiate delisting proceedings under the Rule 5800 Series of, such series under any of the following circumstances:

(1) – (3) No Change.

(4) if a series of Commodity-Based Trust Shares is not in compliance with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets or trust holdings; (b) limitations on the reference assets or trust holdings; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures];

(5) – (6) No Change.

(C) – (E) No Change.

(vii) – (viii) No Change.

Commentary:

No Change.

(e) Currency Trust Shares

(i) – (iv) No Change.

(v) Nasdaq may submit a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of Currency Trust Shares that do not otherwise meet the standards set forth below. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets or trust holdings; (b) limitations on the reference assets or trust holdings; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] shall constitute continued listing standards.

(vi) Initial and Continued Listing. Currency Trust Shares will be listed and traded on Nasdaq subject to application of the following criteria:

(A) No Change.

(B) Continued Listing Nasdaq will consider the suspension of trading in and will initiate delisting proceedings under the Rule 5800 Series of, such series under any of the following circumstances:

(1) – (3) No Change.

(4) If Nasdaq files separate proposals under Section 19(b) of the Act, any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets or trust holdings; (b) limitations on reference assets or trust holdings; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] are not satisfied on a continued listing basis;

(5) – (6) No Change.

(C) – (E) No Change.

(vii) – (viii) No Change.

Commentary:

.01 - .07 No Change.

(f) Commodity Index Trust Shares

(i) - (ii) No Change

(iii) Nasdaq will file separate proposals under Section 19(b) of the Act before listing and trading Commodity Index Trust Shares. Any statements or representations included in the

applicable rule proposal under Section 19(b) regarding: (a) the description of the index, reference assets, or trust holdings; (b) limitations on index composition, reference assets, or trust holdings; (c) dissemination and availability of the reference asset, index, or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] shall constitute continued listing standards.

(iv) – (v) No Change.

(vi) Initial and Continued Listing. Commodity Index Trust Shares will be listed and traded on Nasdaq subject to application of the following criteria:

(A) No Change.

(B) Continued Listing—Nasdaq will consider the suspension of trading in, and will initiate delisting proceedings under the Rule 5800 Series of, a series of Commodity Index Trust Shares under any of the following circumstances:

(1) – (4) No Change.

(5) if the Commodity Index Trust Shares do not comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the index, reference assets, or trust holdings; (b) limitations on index composition, reference assets, or trust holdings; (c) dissemination and availability of the reference asset, index, or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures];

(6) – (7) No Change.

(C) – (E) No Change.

(vii) – (viii) No Change.

Commentary:

.01 - .03 No Change.

(g) Commodity Futures Trust Shares

(i) - (iv) No Change.

(v) Nasdaq will file separate proposals under Section 19(b) of the Act before listing and trading separate and distinct Commodity Futures Trust Shares designated on different underlying futures contracts. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets or trust holdings; (b) limitations on reference assets, or trust holdings; (c) dissemination and

availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] shall constitute continued listing standards.

(vi) Initial and Continued Listing . Commodity Futures Trust Shares will be listed and traded on Nasdaq subject to application of the following criteria:

(A) No Change.

(B) Continued Listing—Nasdaq will consider the suspension of trading in, and will initiate delisting proceedings under the Rule 5800 Series of, a series of Commodity Futures Trust Shares under any of the following circumstances:

(1) – (4) No Change.

(5) if the Commodity Futures Trust Shares do not comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets or trust holdings; (b) limitations on reference assets or trust holdings; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures];

(6) if any of the requirements set forth in this rule are not continuously maintained; or

(7) No Change.

(C) – (E) No Change.

(vii) – (viii) No Change.

Commentary:

.01 - .05 No Change.

(h) Partnership Units

(i) - (iii) No Change

(iv) Nasdaq will file separate proposals under Section 19(b) of the Act before listing and trading separate and distinct Partnership Units designated on different underlying investments, commodities and/or assets. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] shall constitute continued listing standards.

(v) Initial and Continued Listing. Partnership Units will be listed and/or traded on Nasdaq subject to application of the following criteria:

(A) No Change.

(B) Continued Listing— Nasdaq will consider the suspension of trading in and will initiate delisting proceedings under the Rule 5800 Series of Partnership Units under any of the following circumstances:

(1) – (3) No Change.

(4) if the Partnership Units do not comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures];

(5) – (6) No Change.

(C) – (E) No Change.

(vi) – (vii) No Change.

Commentary:

No Change.

(i) **Trust Units**

(i) No Change.

(ii) Nasdaq will file separate proposals under Section 19(b) of the Act before listing and trading separate and distinct Trust Units designated on different underlying investments, commodities, assets and/or portfolios. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets or trust holdings; (b) limitations on reference assets or trust holdings; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] shall constitute continued listing standards.

(iii) – (iv) No Change.

(v) Initial and Continued Listing. Trust Units will be listed and/or traded on Nasdaq subject to application of the following criteria:

(A) No Change.

(B) Continued Listing.

(1) Nasdaq will consider the suspension of trading in and will initiate delisting proceedings under the Rule 5800 Series of Trust Units under any of the following circumstances:

(a) No Change.

(b) if the Trust Units do not comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets or trust holdings; (b) limitations on reference assets or trust holdings; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures];

(c) – (d) No Change.

(2) No Change.

(C) – (E) No Change.

(vi) – (vii) No Change.

Commentary:

No Change.

(j) Managed Trust Securities

(i) – (ii) No Change.

(iii) Nasdaq will file separate proposals under Section 19(b) of the Act before listing and trading separate and distinct Managed Trust Securities. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] shall constitute continued listing standards.

(iv) – (v) No Change.

(vi) Initial and Continued Listing. Managed Trust Securities will be listed and traded on Nasdaq subject to application of the following criteria:

(A) No Change.

(B) Continued Listing—Each series of Managed Trust Securities will be listed and traded on Nasdaq subject to application of the following continued listing criteria:

(1) – (2) No Change.

(3) Rule Proposal Representations. Managed Trust Securities must continue to comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures].

(4) – (6) No Change.

(C) – (E) No Change.

(vii) – (viii) No Change.

Commentary:

No Change.

(k) Listing of Currency Warrants

(i) Nasdaq will file separate proposals under Section 19(b) of the Act before listing and trading separate and distinct Currency Warrants. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets; (b) limitations on the reference assets; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] shall constitute continued listing standards.

(ii) – (iii) No Change.

(iv) Suspension of trading or removal. Nasdaq will consider the suspension of trading in, and will initiate delisting proceedings under the Rule 5800 Series of, a series of Currency Warrants under any of the following circumstances:

(A) if a series of Currency Warrants is not in compliance with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets; (b) limitations on the reference assets; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or

(d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures];

(B) – (F) No Change.

(vi) – (vii) No Change.

5712. Alpha Index-Linked Securities.

* * * * *

(a) Nasdaq will file separate proposals under Section 19(b) of the Act before listing and trading separate and distinct Alpha Index-Linked Securities that are not linked to previously approved Alpha Indexes. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets; (b) limitations on the reference assets; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] shall constitute continued listing standards.

(b) – (c) No Change.

(d) **Delisting or Removal Proceedings.** Nasdaq may halt trading in the securities and will initiate delisting proceedings pursuant to the Rule 5800 Series (unless the Commission has approved the continued trading) with respect to any Alpha Index-Linked Security if the standards set forth in Rule 5712(c) with respect to the underlying Alpha Index or any of the requirements below are not continuously maintained.

(i) – (iii) No Change.

(iv) if the Alpha-Index Linked Securities no longer comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets; (b) limitations on the reference assets; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures]; or

(v) – (vi) No Change.

5713. Paired Class Shares

(a) – (b) No Change.

(c) Nasdaq will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 ("Act") before listing and trading Paired Class Shares. In addition, prior to a

substitute or replacement Underlying Benchmark being selected for the Fund, Nasdaq must file a related proposed rule change pursuant to Rule 19b-4 under the Act to continue listing and trading the Paired Class Shares. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference asset[,] or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] shall constitute continued listing standards.

(d) – (f) No Change.

(g) Initial and Continued Listing. Paired Class Shares will be listed and traded on Nasdaq subject to application of the following criteria:

(i) No Change.

(ii) Continued Listing—Nasdaq will consider the suspension of trading in and will initiate delisting proceedings under the Rule 5800 Series of a Fund's Paired Class Shares under any of the following circumstances:

(A) – (E) No Change.

(F) if Paired Class Shares no longer comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures];

(G) – (H) No Change.

(iii) – (v) No Change.

(h) – (i) No Change.

••• Commentary -----

.01 - .03 No Change.

5715. Selected Equity-linked Debt Securities ("SEEDS")

(a) Definition

(1) No Change.

(2) Nasdaq may submit a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of SEEDS that do not otherwise meet the standards set forth in this

rule. Any of the statements or representations regarding the index composition or reference asset, the description of the index or reference asset, limitations on the index or reference assets, dissemination and availability of the index, reference asset, or intraday indicative values, or the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures ,] constitute continued listing standards.

(b) Listing Requirements – SEEDS shall meet the following criteria on both an initial and continued listing basis. If a series of SEEDS does not satisfy these requirements, Nasdaq may halt trading in the securities and will initiate delisting proceedings pursuant to the Rule 5800 Series.

Nasdaq will consider listing on the Nasdaq Global Market or Nasdaq Global Select Market Selected Equity-linked Debt Securities (SEEDS), pursuant to Rule 19b-4(e) under the Act, that meet the criteria of paragraph (b) of this rule.

(1) – (2) No Change.

(3) Rule Proposal Representations. SEEDS must continue to comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding (a) the index composition or reference assets;[,] (b) limitations on the index or reference assets;[,] (c) dissemination and availability of the index, reference asset, or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures].

5720. Trust Issued Receipts

(a) No Change.

(b) Nasdaq may submit a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of Trust Issued Receipts that do not otherwise meet the standards set forth below. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; or (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] shall constitute continued listing standards.

(c) Listing Requirements

(1) – (4) No Change

(5) Trust Issued Receipts will be listed and traded on Nasdaq subject to application of the following criteria:

(A) No Change

(B) Continued Listing —Nasdaq will consider the suspension of trading in, and will initiate delisting proceedings under the Rule 5800 Series of, a Trust upon which a series of Trust Issued Receipts is based under any of the following circumstances:

(i) – (iii) No Change.

(iv) if the Trust Issued Receipts do not comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; [or](c) dissemination and availability of the reference asset or intraday indicative values, or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures];

(v) – (vii) No Change.

(C) – (E) No Change.

(6) No Change.

(7) Nasdaq may approve a series of Trust Issued Receipts for listing and trading on Nasdaq pursuant to Rule 19b-4(e) under the Act, provided each of the component securities satisfies the following criteria on an initial and continued listing basis:

(A) – (E) No Change.

(F) the most heavily weighted component security may not initially represent more than 20% of the overall value of the Trust Issued Receipt.

5725. Index Warrants

(a) Definitions

(1) No Change.

(2) Nasdaq may submit a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of Index Warrants that do not otherwise meet the standards set forth in this rule. Any of the statements or representations regarding (a) the index composition or reference assets;[, (b) limitations on the index or reference assets;[, or] (c) dissemination and availability of the index, reference asset, or intraday indicative values;[, or] (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures,] constitute continued listing standards.

(b) Listing Requirements. Index Warrants listed pursuant to this rule shall meet the following criteria on an initial and continued listing basis. If any of these criteria are not

continuously maintained, Nasdaq will consider the suspension of trading in, and will initiate delisting proceedings under the Rule 5800 Series of, the series of Index Warrants.

(1) An Index Warrant may be listed on the Global Market if it substantially meets the following criteria:

(A) – (K) No Change

(L) Rule Proposal Representations. Index Warrants must continue to comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding (a) the index composition or reference asset;[,], (b) the description of the index or reference asset;[,], (c) limitations on the index or reference assets;[,], (c) dissemination and availability of the index, reference asset, or intraday indicative values;[,], or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures].

Any Index Warrant listed pursuant to this paragraph shall not be required to meet the requirements of Rule 5210(h), 5210(a), or 5450. Nasdaq may apply additional or more stringent criteria as necessary to protect investors and the public interest.

5735. Managed Fund Shares

(a) No Change.

(b) Applicability. Rule 5735 is applicable only to Managed Fund Shares. Except to the extent inconsistent with Rule 5735, or unless the context otherwise requires, the rules and procedures of the Board of Directors shall be applicable to the trading on Nasdaq of such securities. Managed Fund Shares are included within the definition of "security" or "securities" as such terms are used in the Rules of Nasdaq.

(1) Nasdaq may approve Managed Fund Shares for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934. Components of a series of Managed Fund Shares listed pursuant to Rule 19b-4(e) shall satisfy the criteria set forth in this Rule 5735 upon initial listing and on a continual basis. Nasdaq will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before the listing and trading of a series of Managed Fund Shares with components that do not satisfy the criteria set forth in this Rule 5735(b)(1) or components other than those specified below. Any of the statements or representations regarding (a) the description of the portfolio; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference asset or intraday indicative values;[,], or (d) the applicability of Nasdaq listing rules specified in

such proposals[rules and surveillance procedures] shall constitute continued listing standards.

(A) – (F) No Change.

(2) – (5) No Change.

(c) No Change

(d) Initial and Continued Listing — Managed Fund Shares will be listed and traded on Nasdaq subject to application of the following criteria:

(1) No Change

(2) Continued Listing — Each series of Managed Fund Shares will be listed and traded on Nasdaq subject to application of the following continued listing criteria:

(A) – (B) No Change

(C) Suspension of trading or removal. Nasdaq will consider the suspension of trading in, and will initiate delisting proceedings under the Rule 5800 Series of, a series of Managed Fund Shares under any of the following circumstances:

(i) – (iii) No Change.

(iv) if the series of Managed Fund Shares is not in compliance with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures];

(v) – (vi) No Change.

(D) – (F) No Change.

(e) – (g) No Change.

5745. Exchange-Traded Managed Fund Shares ("NextShares")

(a) No Change.

(b) Applicability. Rule 5745 is applicable only to NextShares. Except to the extent inconsistent with Rule 5745, or unless the context otherwise requires, the rules and procedures of the Board of Directors shall be applicable to the trading on Nasdaq of such

securities. NextShares are included within the definition of "security" or "securities" as such terms are used in the Rules of Nasdaq.

(1) Nasdaq will file separate proposals under Section 19(b) of the Act before the listing of NextShares. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference asset or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures] shall constitute continued listing standards.

(2) – (6) No Change.

(c) No Change

(d) Initial and Continued Listing — NextShares will be listed and traded on Nasdaq subject to application of the following criteria:

(1) No Change

(2) Continued Listing — Each series of NextShares will be listed and traded on Nasdaq subject to application of the following continued listing criteria:

(A) – (B) No Change.

(C) Suspension of trading or removal. Nasdaq will consider the suspension of trading in, and will initiate delisting proceedings under the Rule 5800 Series of, a series of NextShares under any of the following circumstances:

(i) – (iii) No Change.

(iv) if the series of NextShares is not in compliance with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the [portfolio,]reference asset[,] or intraday indicative values;[,] or (d) the applicability of Nasdaq listing rules specified in such proposals[rules and surveillance procedures];

(v) – (vi) No Change.

(D) – (F) No Change.

(e) - (g) No Change.

5810. Notification of Deficiency by the Listing Qualifications Department

(c) Types of Deficiencies and Notifications

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

(1) No Change.

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

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

(i) – (vi) No Change.
