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

File No. * SR 2025 - * 009

Amendment No. (req. for Amendments *)

Filing by The Nasdaq Stock Market LLC

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"/>
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Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>
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Rule

<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)
<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
Section 806(e)(1) *

Section 806(e)(2) *

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 3C(b)(2) *

Exhibit 2 Sent As Paper Document

Exhibit 3 Sent As Paper Document

Description

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

Delay the Implementation of SR-NASDAQ-2024-078, Related to the Options Regulatory Fee

Contact Information

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

First Name * Last Name *

Title *

E-mail *

Telephone * Fax

Signature


Pursuant to the requirements of the Securities Exchange of 1934, The Nasdaq Stock Market LLC has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date (Title *)

By

(Name *)

NOTE: Clicking the signature block at right will initiate digitally signing the form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

 Date: 2025.01.28
13:33:56 -05'00'

Required fields are shown with yellow backgrounds and astericks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

Add Remove View

SR-NASDAQ-2025-009 19b-4.docx

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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SR-NASDAQ-2025-009 Exhibit 1.docx

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 Advanced 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 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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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 Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

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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 Sent As Paper Document

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

SR-NASDAQ-2025-009 Exhibit 5.docx

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 (“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 delay the implementation of the new Options Regulatory Fee (“ORF”) and methodology proposed in SR-NASDAQ-2024-078.³ Specifically, the Exchange proposes to delay The Nasdaq Options Market LLC (“NOM”)’s new ORF and methodology therein which will be implemented on June 1, 2025 and sunset on December 1, 2025.⁴ Additionally, effective March 1, 2025, the Exchange proposes to revert its ORF to \$0.0016 per contract side

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”). Exchange staff

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities and Exchange Act Release No. 101892 (December 12, 2024), 89 FR 102994 (December 18, 2024) (SR-NASDAQ-2024-078) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Lower the Options Regulatory Fee (ORF) and Adopt a New Approach to ORF in 2025) (“SR-NASDAQ-2024-078”).

⁴ On January 13, 2025, SR-NASDAQ-2025-004 was filed. The Exchange is withdrawing SR-NASDAQ-2025-004 on January 28, 2025 and replacing it with this rule change.

will advise the Board of any action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change.

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

Angela Saccomandi Dunn
Principal Associate General Counsel
Nasdaq, Inc.
(215) 496-5692

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

a. Purpose

NOM previously filed a proposed amendment to its ORF, effective as of January 1, 2025,⁵ to amend its methodology of collection to: (1) exclude options transactions in proprietary products; and (2) assess ORF in all clearing ranges except market makers who clear as “M” at The Options Clearing Corporation (“OCC”).⁶ Additionally, NOM proposed to assess a different rate for trades executed on NOM (“Local ORF Rate”) and trades executed on non-NOM exchanges (“Away ORF Rate”).⁷

At this time, the Exchange proposes to (1) delay the implementation of SR-NASDAQ-2024-078, with respect to the new ORF and methodology therein which was effective on January 1, 2025, so that it would now be implemented on June 1, 2025; and (2) revert its ORF to \$0.0016 per contract side effective March 1, 2025.

Delay of Implementation

In light of a comment letter from SIFMA dated December 20, 2024,⁸ the

⁵ See supra note 3.

⁶ The Exchange notes that the proposed ORF and methodology are not intended to cover the cost of CAT.

⁷ See supra note 3.

⁸ <https://www.sec.gov/comments/sr-nasdaq-2024-078/srnasdaq2024078-550079-1574622.pdf>.

Exchange proposes to delay the implementation of SR-NASDAQ-2024-078, with respect to the new ORF and methodology therein, until June 1, 2025. This delay would provide market participants additional time to track the new ORF charges on both Local and Away executions in the “Firm” range. This delay would also allow market participants the additional time needed to design, test and implement changes to the ORF. Delaying the January 1, 2025 implementation would allow the Exchange to continue to assess the ORF that was in effect since November 1, 2024 of \$0.0014 per contract side for January 2025 transactions and thereafter until March 1, 2025 when the ORF would be amended as proposed. The revamped ORF and methodology would not take effect until June 1, 2025.

Additionally, the Exchange proposes to amend the sunset date from July 1, 2025 to December 1, 2025 in light of the proposed delay. The sunset date would revert the ORF back to the ORF methodology and rate of \$0.0016 per contract side.⁹ The Exchange is not substantively amending the proposed ORF with this proposal.

Amended ORF

In light of the unanticipated delay of implementation of its January 1, 2025 amendments to its ORF and methodology to accommodate the industry’s timeline, NOM will revert its ORF back to the rate that was in effect prior to November 1, 2024. Therefore, NOM’s ORF would be adjusted from \$0.0014 to \$0.0016 per contract side, effective March 1, 2025.¹⁰

SR-NASDAQ-2024-078 reduced the amount of ORF collected by the Exchange

⁹ The Exchange proposes to reconsider the sunset date and determine whether to proceed with the proposed ORF structure at that time.

¹⁰ See Options Trader Alert #2025 – 6. The Exchange provided Participants at least 30 calendar days prior to the effective date of the change.

from \$0.0016 to \$0.0014 per contract side, from November 1, 2024, through December 31, 2024, to account for certain fines. By lowering its ORF in 2024, NOM was able to ensure that revenue collected from the ORF, in combination with its other regulatory fees and fines, did not exceed Options Regulatory Costs.¹¹ SR-NASDAQ-2024-078 also specified that as of January 1, 2025, NOM revamped its ORF to adopt a new methodology and proposed rate changes. NOM's proposed ORF for March 1, 2025 is the preadjusted rate that was in effect prior to November 1, 2024. On January 1, 2025, NOM's ORF would have been amended once again as noted in SR-NASDAQ-2024-078, which new rates accounted for the proposed 2025 budget. As noted above, NOM delayed its January 1, 2025 amendments to its ORF and methodology in light of industry feedback requesting additional time to track the new ORF charges. The Exchange did not plan to delay the implementation and would otherwise have been collecting under the January 1, 2025 ORF rates if it were not for the delay. The proposed change to revert NOM's ORF allows NOM to continue as planned with an amended ORF until it may proceed with its proposed change on June 1, 2025.

b. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the "Act") and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.¹²

Specifically, the Exchange believes the proposed rule change is consistent with Section

¹¹ The regulatory costs for options comprise a subset of the Exchange's regulatory budget that is specifically related to options regulatory expenses and encompasses the cost to regulate all Participants' options activity ("Options Regulatory Cost").

¹² 15 U.S.C. 78f(b).

6(b)(4) of the Act¹³, which provides that Exchange rules may provide for the equitable allocation of reasonable dues, fees, and other charges among its members, and other persons using its facilities. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹⁴ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

Delay of Implementation

The Exchange's proposal to delay the implementation of SR-NASDAQ-2024-078, with respect to the revamped new ORF and methodology therein which was effective on January 1, 2025, until June 1, 2025 (notwithstanding the March 1, 2025 amendment that is discussed below), is consistent with the Act because it will provide market participants additional time to track the new ORF charges on both Local and Away executions in the "Firm" range, as well as to design, test and implement changes to the ORF. The proposal to amend the sunset date from July 1, 2025 to December 1, 2025 is also consistent with the Act as the revamped ORF and methodology will not go into effect until June 1, 2025. The Exchange is not substantively amending the proposed ORF with this proposal.

Amended ORF

The Exchange's proposal to revert its ORF back to the rate that was in effect prior to November 1, 2024, thereby adjusting its ORF from \$0.0014 to \$0.0016 per contract side, effective March 1, 2025, is consistent with the Act because it will allow NOM to continue as planned with an amended ORF until it may proceed with the proposed

¹³ 15 U.S.C. 78f(b)(4).

¹⁴ 15 U.S.C. 78f(b)(5).

revamp of its ORF on June 1, 2025. As noted herein, SR-NASDAQ-2024-078 reduced the amount of ORF collected by the Exchange from \$0.0016 to \$0.0014 per contract side, from November 1, 2024, through December 31, 2024, to account for certain fines. By lowering its ORF in 2024, NOM was able to ensure that revenue collected from the ORF, in combination with its other regulatory fees and fines, did not exceed Options Regulatory Costs.¹⁵ SR-NASDAQ-2024-078 also specified that as of January 1, 2025, NOM revamped its ORF to adopt a new methodology and proposed rate changes. NOM's proposed ORF for March 1, 2025 is the preadjusted rate that was in effect prior to November 1, 2024. On January 1, 2025, NOM's ORF would have been amended once again as noted in SR-NASDAQ-2024-078, which new rates accounted for the proposed 2025 budget. As noted above, NOM delayed its January 1, 2025 amendments to its ORF and methodology in light of industry feedback requesting additional time to track the new ORF charges. The Exchange did not plan to delay the implementation and would otherwise have been collecting under the January 1, 2025 ORF rates if it were not for the delay.

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 intra-market competition not necessary or appropriate in furtherance of the purposes of the Act. The Exchange will continue to assess the ORF in effect in since November 1, 2024 to all Participants until March 1, 2025 when the ORF will be amended. No Participant would be subject to the revamped ORF and methodology until

¹⁵ The regulatory costs for options comprise a subset of the Exchange's regulatory budget that is specifically related to options regulatory expenses and encompasses the cost to regulate all Participants' options activity ("Options Regulatory Cost").

June 1, 2025. The Exchange is not substantively amending the proposed ORF by delaying its implementation. The Exchange does not believe that the proposed rule change to delay its January 1, 2025 ORF implementation will impose any burden on inter-market competition not necessary or appropriate in furtherance of the purposes of the Act as other options exchanges may elect to adopt a similar proposal and select their own implementation date.

The Exchange does not believe that the proposed rate reversion will impose any burden on intra-market competition not necessary or appropriate in furtherance of the purposes of the Act as the proposed ORF rate for March 1, 2025 will approximate a rate equivalent to its January 1, 2025 ORF rates had they been in effect. The Exchange does not believe that the proposed rate reversion will impose any burden on inter-market competition not necessary or appropriate in furtherance of the purposes of the Act as other options markets may amend their respective ORFs.

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,¹⁶ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge imposed by the self-

¹⁶ 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-2025-009)

January __, 2025

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Delay the Implementation of SR-NASDAQ-2024-078, Related to the Options Regulatory Fee

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 January 28, 2025, 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 delay the implementation of the new Options Regulatory Fee (“ORF”) and methodology proposed in SR-NASDAQ-2024-078.³ Specifically, the Exchange proposes to delay The Nasdaq Options Market LLC (“NOM”)’s new ORF and methodology therein which will be implemented on June 1,

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities and Exchange Act Release No. 101892 (December 12, 2024), 89 FR 102994 (December 18, 2024) (SR-NASDAQ-2024-078) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Lower the Options Regulatory Fee (ORF) and Adopt a New Approach to ORF in 2025) (“SR-NASDAQ-2024-078”).

2025 and sunset on December 1, 2025.⁴ Additionally, effective March 1, 2025, the Exchange proposes to revert its ORF to \$0.0016 per contract side.

The text of the proposed rule change is available on the Exchange's Website at <https://listingcenter.nasdaq.com/rulebook/NASDAQ/rulefilings>, 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

NOM previously filed a proposed amendment to its ORF, effective as of January 1, 2025,⁵ to amend its methodology of collection to: (1) exclude options transactions in proprietary products; and (2) assess ORF in all clearing ranges except market makers who clear as "M" at The Options Clearing Corporation ("OCC").⁶ Additionally, NOM

⁴ On January 13, 2025, SR-NASDAQ-2025-004 was filed. The Exchange is withdrawing SR-NASDAQ-2025-004 on January 28, 2025 and replacing it with this rule change.

⁵ See *supra* note 3.

⁶ The Exchange notes that the proposed ORF and methodology are not intended to cover the cost of CAT.

proposed to assess a different rate for trades executed on NOM (“Local ORF Rate”) and trades executed on non-NOM exchanges (“Away ORF Rate”).⁷

At this time, the Exchange proposes to (1) delay the implementation of SR-NASDAQ-2024-078, with respect to the new ORF and methodology therein which was effective on January 1, 2025, so that it would now be implemented on June 1, 2025; and (2) revert its ORF to \$0.0016 per contract side effective March 1, 2025.

Delay of Implementation

In light of a comment letter from SIFMA dated December 20, 2024,⁸ the Exchange proposes to delay the implementation of SR-NASDAQ-2024-078, with respect to the new ORF and methodology therein, until June 1, 2025. This delay would provide market participants additional time to track the new ORF charges on both Local and Away executions in the “Firm” range. This delay would also allow market participants the additional time needed to design, test and implement changes to the ORF. Delaying the January 1, 2025 implementation would allow the Exchange to continue to assess the ORF that was in effect since November 1, 2024 of \$0.0014 per contract side for January 2025 transactions and thereafter until March 1, 2025 when the ORF would be amended as proposed. The revamped ORF and methodology would not take effect until June 1, 2025.

Additionally, the Exchange proposes to amend the sunset date from July 1, 2025 to December 1, 2025 in light of the proposed delay. The sunset date would revert the ORF back to the ORF methodology and rate of \$0.0016 per contract side.⁹ The

⁷ See supra note 3.

⁸ <https://www.sec.gov/comments/sr-nasdaq-2024-078/srnasdaq2024078-550079-1574622.pdf>.

⁹ The Exchange proposes to reconsider the sunset date and determine whether to proceed with the proposed ORF structure at that time.

Exchange is not substantively amending the proposed ORF with this proposal.

Amended ORF

In light of the unanticipated delay of implementation of its January 1, 2025 amendments to its ORF and methodology to accommodate the industry's timeline, NOM will revert its ORF back to the rate that was in effect prior to November 1, 2024. Therefore, NOM's ORF would be adjusted from \$0.0014 to \$0.0016 per contract side, effective March 1, 2025.¹⁰

SR-NASDAQ-2024-078 reduced the amount of ORF collected by the Exchange from \$0.0016 to \$0.0014 per contract side, from November 1, 2024, through December 31, 2024, to account for certain fines. By lowering its ORF in 2024, NOM was able to ensure that revenue collected from the ORF, in combination with its other regulatory fees and fines, did not exceed Options Regulatory Costs.¹¹ SR-NASDAQ-2024-078 also specified that as of January 1, 2025, NOM revamped its ORF to adopt a new methodology and proposed rate changes. NOM's proposed ORF for March 1, 2025 is the preadjusted rate that was in effect prior to November 1, 2024. On January 1, 2025, NOM's ORF would have been amended once again as noted in SR-NASDAQ-2024-078, which new rates accounted for the proposed 2025 budget. As noted above, NOM delayed its January 1, 2025 amendments to its ORF and methodology in light industry feedback requesting additional time to track the new ORF charges. The Exchange did not plan to delay the implementation and would otherwise have been collecting under the January 1,

¹⁰ See Options Trader Alert #2025 – 6. The Exchange provided Participants at least 30 calendar days prior to the effective date of the change.

¹¹ The regulatory costs for options comprise a subset of the Exchange's regulatory budget that is specifically related to options regulatory expenses and encompasses the cost to regulate all Participants' options activity ("Options Regulatory Cost").

2025 ORF rates if it were not for the delay. The proposed change to revert NOM's ORF allows NOM to continue as planned with an amended ORF until it may proceed with its proposed change on June 1, 2025.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the "Act") and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.¹² Specifically, the Exchange believes the proposed rule change is consistent with Section 6(b)(4) of the Act¹³, which provides that Exchange rules may provide for the equitable allocation of reasonable dues, fees, and other charges among its members, and other persons using its facilities. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹⁴ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

Delay of Implementation

The Exchange's proposal to delay the implementation of SR-NASDAQ-2024-078, with respect to the revamped new ORF and methodology therein which was effective on January 1, 2025, until June 1, 2025 (notwithstanding the March 1, 2025 amendment that is discussed below), is consistent with the Act because it will provide market participants additional time to track the new ORF charges on both Local and Away executions in the "Firm" range, as well as to design, test and implement changes to the ORF. The proposal to amend the sunset date from July 1, 2025 to December 1, 2025

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(4).

¹⁴ 15 U.S.C. 78f(b)(5).

is also consistent with the Act as the revamped ORF and methodology will not go into effect until June 1, 2025. The Exchange is not substantively amending the proposed ORF with this proposal.

Amended ORF

The Exchange's proposal to revert its ORF back to the rate that was in effect prior to November 1, 2024, thereby adjusting its ORF from \$0.0014 to \$0.0016 per contract side, effective March 1, 2025, is consistent with the Act because it will allow NOM to continue as planned with an amended ORF until it may proceed with the proposed revamp of its ORF on June 1, 2025. As noted herein, SR-NASDAQ-2024-078 reduced the amount of ORF collected by the Exchange from \$0.0016 to \$0.0014 per contract side, from November 1, 2024, through December 31, 2024, to account for certain fines. By lowering its ORF in 2024, NOM was able to ensure that revenue collected from the ORF, in combination with its other regulatory fees and fines, did not exceed Options Regulatory Costs.¹⁵ SR-NASDAQ-2024-078 also specified that as of January 1, 2025, NOM revamped its ORF to adopt a new methodology and proposed rate changes. NOM's proposed ORF for March 1, 2025 is the preadjusted rate that was in effect prior to November 1, 2024. On January 1, 2025, NOM's ORF would have been amended once again as noted in SR-NASDAQ-2024-078, which new rates accounted for the proposed 2025 budget. As noted above, NOM delayed its January 1, 2025 amendments to its ORF and methodology in light industry feedback requesting additional time to track the new ORF charges. The Exchange did not plan to delay the implementation and would

¹⁵ The regulatory costs for options comprise a subset of the Exchange's regulatory budget that is specifically related to options regulatory expenses and encompasses the cost to regulate all Participants' options activity ("Options Regulatory Cost").

otherwise have been collecting under the January 1, 2025 ORF rates if it were not for the delay.

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 intra-market competition not necessary or appropriate in furtherance of the purposes of the Act. The Exchange will continue to assess the ORF in effect in since November 1, 2024 to all Participants until March 1, 2025 when the ORF will be amended. No Participant would be subject to the revamped ORF and methodology until June 1, 2025. The Exchange is not substantively amending the proposed ORF by delaying its implementation. The Exchange does not believe that the proposed rule change to delay its January 1, 2025 ORF implementation will impose any burden on inter-market competition not necessary or appropriate in furtherance of the purposes of the Act as other options exchanges may elect to adopt a similar proposal and select their own implementation date.

The Exchange does not believe that the proposed rate reversion will impose any burden on intra-market competition not necessary or appropriate in furtherance of the purposes of the Act as the proposed ORF rate for March 1, 2025 will approximate a rate equivalent to its January 1, 2025 ORF rates had they been in effect. The Exchange does not believe that the proposed rate reversion will impose any burden on inter-market competition not necessary or appropriate in furtherance of the purposes of the Act as other options markets may amend their respective ORFs.

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.¹⁶

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 (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-NASDAQ-2025-009 on the subject line.

Paper Comments:

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

¹⁶ 15 U.S.C. 78s(b)(3)(A)(ii).

All submissions should refer to file number SR-NASDAQ-2025-009. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (<https://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 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-NASDAQ-2025-009 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁷

Sherry R. Haywood,

Assistant Secretary.

¹⁷ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

New text is underlined; deleted text is in brackets.

The Nasdaq Stock Market LLC Rules

* * * * *

Options Rules

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Options 7 Pricing Schedule

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Section 5 Nasdaq Options Regulatory Fee

As of November 1, 2024, [T]the ORF is \$0.0014 per contract side.

Effective March 1, 2025, the ORF will be \$0.0016 per contract side.

The Options Regulatory Fee (“ORF”) is assessed by NOM to each NOM Participant for options transactions cleared by OCC in the Customer range where: (1) the execution occurs on NOM or (2) the execution occurs on another exchange and is cleared by a NOM Participant. The ORF is collected by OCC on behalf of NOM from (1) NOM clearing members for all Customer transactions they clear or (2) non-members for all Customer transactions they clear that were executed on NOM. NOM uses reports from OCC when assessing and collecting ORF. The Exchange will notify Participants via an Options Trader Alert of any change in the amount of the fee at least 30 calendar days prior to the effective date of the change.

NOM Participants who do not transact an equities business on The Nasdaq Stock Market LLC in a calendar year will receive a refund of the fees specified in Equity 7, Section 30(b) upon written notification to the Exchange along with documentation evidencing that no equities business was conducted on The Nasdaq Stock Market for that calendar year. The Exchange will accept refund requests up until sixty (60) days after the end of the calendar year.

Effective [~~January~~June 1, 2025

The Options Regulatory Fee (“ORF”) is assessed by NOM to each NOM Participant for multi-listed options transactions, excluding options transactions in proprietary products, cleared by The Options Clearing Corporation (“OCC”) in all clearing ranges except market makers who clear as “M” at OCC where: (1) the execution occurs on NOM or (2) the execution occurs on another exchange and is cleared by a NOM Participant. The ORF is collected by OCC on behalf of NOM from (1) NOM clearing members for all Customer, Professional, Firm and Broker-Dealer transactions they clear or (2) non-members for all Customer, Professional, Firm and Broker-Dealer transactions they clear that were executed on NOM. NOM uses reports from OCC when

assessing and collecting ORF. The Exchange will notify Participants via an Options Trader Alert of any change in the amount of the fee at least 30 calendar days prior to the effective date of the change. NOM will assess a different rate for trades executed on NOM (“Local ORF Rate”) and trades executed on non-NOM exchanges (“Away ORF Rate”) as specified below.

Local ORF Rate for Customer “C” Origin Code transactions executed on NOM (Local)	Local ORF Rate for Firm “F” Origin Code transactions executed on NOM (Local)
\$0.0203 per contract side	\$0.00024 per contract side

Away ORF Rate for Customer “C” Origin Code multi-list transactions executed on non-NOM exchanges	Away ORF Rate for Firm “F” Origin Code multi-list transactions executed on non-NOM exchanges
\$0.00 per contract side	\$0.00024 per contract side

The ORF will sunset on [July]December 1, 2025 at which point the Exchange would revert back to the ORF methodology and rate (\$0.0016 per contract side)[that was in effect prior to this rule change].

NOM Participants who do not transact an equities business on The Nasdaq Stock Market LLC in a calendar year will receive a refund of the fees specified in Equity 7, Section 30(b) upon written notification to the Exchange along with documentation evidencing that no equities business was conducted on The Nasdaq Stock Market for that calendar year. The Exchange will accept refund requests up until sixty (60) days after the end of the calendar year.

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