

Required fields are shown with yellow backgrounds and asterisks.

Proposed Rule Change by NASDAQ OMX PHLX LLC.
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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|--|--|--|--|--|---|---|---|---|
| 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"/> | 19b-4(f)(1) <input type="checkbox"/> | 19b-4(f)(2) <input checked="" type="checkbox"/> | 19b-4(f)(3) <input type="checkbox"/> | 19b-4(f)(4) <input type="checkbox"/> | 19b-4(f)(5) <input type="checkbox"/> | 19b-4(f)(6) <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 proposed rule change (limit 250 characters, required when Initial is checked *).
A proposed rule change to assess a monthly subscription fee for the QView service.

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 proposed rule change.

| | | | |
|--------------|----------------------------|-------------|----------------|
| First Name * | Sean | Last Name * | Bennett |
| Title * | Assistant General Counsel | | |
| E-mail * | sean.bennett@nasdaqomx.com | | |
| Telephone * | (301) 978-8499 | Fax | (301) 978-8472 |

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

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

| | |
|------|---|
| Date | 10/09/2012 |
| By | Edward S. Knight (Name *) |
| | Executive Vice President and General Counsel (Title *) |

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 EFFS website.

Form 19b-4 Information (required)

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 (required)

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 2 - Notices, Written Comments, Transcripts, Other Communications

Add Remove View

Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

Add Remove View

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

Exhibit 5 - Proposed Rule Text

Add Remove View

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

Partial Amendment

Add Remove View

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

1. Text of Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² NASDAQ OMX PHLX LLC (“PHLX” or “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to assess a monthly subscription fee for the QView service.

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

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors of the Exchange on July 10, 2012. Exchange staff will advise the Board of Directors of the Exchange of any action taken pursuant to delegated authority. No other action by the Exchange is necessary for the filing of the rule change. The Exchange is proposing to implement the proposed fee on October 15, 2012.

Questions regarding this rule proposal may be directed to T. Sean Bennett, Assistant General Counsel, The NASDAQ OMX Group, Inc., at (301) 978-8499 (telephone) or (301) 978-8472 (fax).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

a. Purpose

The Exchange is proposing to adopt a fee of \$100 per month, per member firm for subscription to the new QView service. The Exchange recently introduced the QView service, a web-based, front-end application that provides a subscribing member firm with increased transparency over its trading activity on the Exchange by allowing the member firm to track its Exchange order flow.³ The Exchange is proposing to implement the proposed fee on October 15, 2012.

PHLX notes that QView is currently offered by its sister exchange, The NASDAQ Stock Market LLC for a fee of \$600 per month, per member firm.⁴ PHLX's QView service is identical to that of NASDAQ, yet offered at a lower monthly subscription fee of \$100 per month, per member firm. The Exchange determined to assess a lower fee than the NASDAQ service based on the lower volume of trading on the Exchange's equities market, NASDAQ OMX PSX ("PSX") and, hence, less data provided by PHLX QView as compared to NASDAQ QView.⁵ As noted in adopting PHLX QView, a subscriber must also subscribe to Tradeinfo PSX to subscribe to PHLX QView.⁶

³ See Securities Exchange Act Release No. 67951 (October 1, 2012), 77 FR 61039 (October 5, 2012) (SR-Phlx-2012-114) (adopting the QView Service on PHLX).

⁴ See NASDAQ Rule 7015(f).

⁵ Member firms are assessed an initial monthly subscription fee prorated for the remainder of the month subscribed.

⁶ Supra note 3.

b. Statutory Basis

The Exchange believes the proposed rule change is consistent with Section 6(b)(4) of the Act⁷ in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which the Exchange operates or controls, and it does not unfairly discriminate between customers, issuers, brokers or dealers. The Exchange believes that the proposed fee is equitable and not unfairly discriminatory because member firms that voluntarily elect to subscribe to this service will be charged the same fee. QView provides subscribing member firms with a top down view of their trading activity on the Exchange and the proposed fee is assessed on a per member firm basis. The value of QView to a subscribing member firm is the convenience of aggregating and displaying the firm's data in a single interface regardless of the amount of data (executions, open orders, etc.) or the number of MPIDs that the firm has. In this regard, the Exchange notes that the number of MPIDs that a subscribing member firm possesses is not indicative of quantity and value of the data provided by QView. In many cases, a firm with a single MPID may in fact have more data than a firm with multiple MPIDs. As such, the Exchange believes that it is equitable to assess the fee on a per firm basis, as opposed to a per MPID basis. The Exchange also believes that the proposed fee does not unfairly discriminate because it is available to all member firms on equal terms and there is no differentiation among member firms in regard to the fee assessed to subscribers. In addition, the Exchange believes that it is not unfair discrimination to limit the service to broker-dealers that are

⁷ 15 U.S.C. 78f(b)(4).

members of the Exchange because it provides information solely concerning a subscribing member firm's trading activity on the Exchange.

The Exchange determined that the proposed fee is reasonable based on member firm interest in QView, costs associated with developing and supporting QView, and the value that QView provides to subscribing member firms. The information provided by QView relates to the subscribing member firm's activity on the Exchange and the member firm may access and aggregate this information by other means, including its own internal systems. As such, the Exchange believes that if a member firm determines that the fee is not cost-efficient for its needs, it may decline to subscribe to QView and access such information from other sources. Finally, the maximum fee for a member that elects to subscribe to this service, regardless of the number of MPIDs held by the firm, is \$100 per month. Subscription to QView is per member firm, therefore a firm must subscribe only once to QView to receive the service for as many of its MPIDs as it wishes.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended.

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

Not applicable.

6. Extension of Time Period for Commission Action

The Exchange does not consent to an extension of time.

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,⁸ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge imposed by the self-regulatory organization on any person, whether or not the person is a member of the self-regulatory organization, which renders the proposed rule change effective upon filing.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

Not applicable.

9. Exhibits

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

5. Text of the proposed rule change.

⁸ 15 U.S.C. 78s(b)(3)(A)(ii).

EXHIBIT 1SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-Phlx-2012-123)

October __, 2012

Self-Regulatory Organizations; NASDAQ OMX PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Assess a Monthly Fee for Subscription to the QView Service

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 October 9, 2012, NASDAQ OMX PHLX LLC (“PHLX” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) a proposed rule change as described in Items I and II 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

PHLX proposes to modify its fee schedule concerning NASDAQ OMX PSX fees to assess a monthly fee for subscription to the QView service. The Exchange is proposing to implement the proposed fee beginning on October 15, 2012. The text of the proposed rule change is available at <http://nasdaqomxphlx.cchwallstreet.com>, at PHLX’s principal office, and at the Commission’s Public Reference Room.

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

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

discussed any comments it received on the proposed rule change. The text of those statements may be examined at the places specified in Item III below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

The Exchange is proposing to adopt a fee of \$100 per month, per member firm for subscription to the new QView service. The Exchange recently introduced the QView service, a web-based, front-end application that provides a subscribing member firm with increased transparency over its trading activity on the Exchange by allowing the member firm to track its Exchange order flow.³ The Exchange is proposing to implement the proposed fee on October 15, 2012.

PHLX notes that QView is currently offered by its sister exchange, The NASDAQ Stock Market LLC for a fee of \$600 per month, per member firm.⁴ PHLX's QView service is identical to that of NASDAQ, yet offered at a lower monthly subscription fee of \$100 per month, per member firm. The Exchange determined to assess a lower fee than the NASDAQ service based on the lower volume of trading on the Exchange's equities market, NASDAQ OMX PSX ("PSX") and, hence, less data provided by PHLX QView as compared to NASDAQ QView.⁵ As noted in adopting

³ See Securities Exchange Act Release No. 67951 (October 1, 2012), 77 FR 61039 (October 5, 2012) (SR-Phlx-2012-114) (adopting the QView Service on PHLX).

⁴ See NASDAQ Rule 7058.

⁵ Member firms are assessed an initial monthly subscription fee prorated for the remainder of the month subscribed.

PHLX QView, a subscriber must also subscribe to Tradeinfo PSX to subscribe to PHLX QView.⁶

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with Section 6(b)(4) of the Act⁷ in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which the Exchange operates or controls, and it does not unfairly discriminate between customers, issuers, brokers or dealers. The Exchange believes that the proposed fee is equitable and not unfairly discriminatory because member firms that voluntarily elect to subscribe to this service will be charged the same fee. QView provides subscribing member firms with a top down view of their trading activity on the Exchange and the proposed fee is assessed on a per member firm basis. The value of QView to a subscribing member firm is the convenience of aggregating and displaying the firm's data in a single interface regardless of the amount of data (executions, open orders, etc.) or the number of MPIDs that the firm has. In this regard, the Exchange notes that the number of MPIDs that a subscribing member firm possesses is not indicative of quantity and value of the data provided by QView. In many cases, a firm with a single MPID may in fact have more data than a firm with multiple MPIDs. As such, the Exchange believes that it is equitable to assess the fee on a per firm basis, as opposed to a per MPID basis. The Exchange also believes that the proposed fee does not unfairly discriminate because it is available to all member firms on equal terms and there is no differentiation among

⁶ Supra note 3.

⁷ 15 U.S.C. 78f(b)(4).

member firms in regard to the fee assessed to subscribers. In addition, the Exchange believes that it is not unfair discrimination to limit the service to broker-dealers that are members of the Exchange because it provides information solely concerning a subscribing member firm's trading activity on the Exchange.

The Exchange determined that the proposed fee is reasonable based on member firm interest in QView, costs associated with developing and supporting QView, and the value that QView provides to subscribing member firms. The information provided by QView relates to the subscribing member firm's activity on the Exchange and the member firm may access and aggregate this information by other means, including its own internal systems. As such, the Exchange believes that if a member firm determines that the fee is not cost-efficient for its needs, it may decline to subscribe to QView and access such information from other sources. Finally, the maximum fee for a member that elects to subscribe to this service, regardless of the number of MPIDs held by the firm, is \$100 per month. Subscription to QView is per member firm, therefore a firm must subscribe only once to QView to receive the service for as many of its MPIDs as it wishes.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended.

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

Written comments were neither solicited nor received.

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act,⁸ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge imposed by the self-regulatory organization on any person, whether or not the person is a member of the self-regulatory organization, which renders the proposed rule change effective upon filing.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. 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-Phlx-2012-123 on the subject line.

⁸ 15 U.S.C. 78s(b)(3)(A)(ii).

Paper comments:

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

All submissions should refer to File Number SR-Phlx-2012-123. 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 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal offices of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

All submissions should refer to File Number SR-Phlx-2012-123, 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.⁹

⁹ 17 CFR 200.30-3(a)(12).

Kevin M. O'Neill
Deputy Secretary

EXHIBIT 5

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

NASDAQ OMX PHLX LLC PRICING SCHEDULE

* * * * *

VIII. NASDAQ OMX PSX FEES

* * * * *

QView

QView is a web-based tool designed to give a subscribing member the ability to track its order flow on PSX, and create both real-time and historical reports of such order flow. Members may subscribe to QView for a fee of \$100 per month, per member firm[no cost at this time].

* * * * *