Required fields are shown with yellow backgrounds and asterisks.

OMB APPROVAL

OMB Number: 3235-0045
Estimated average burden hours per response...........38

Page 1 o	f * 17		EXCHANGE (TON, D.C. 2 orm 19b-4	0549	File No.* S	R - 2013 - * 66 mendments *)	
Filing by NASDAQ OMX PHLX LLC.							
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934							
Initial * ✓	Amendment *	Withdrawal	Section 19(t	Secti	on 19(b)(3)(A) *	Section 19(b)(3)(B) *	
Pilot	Extension of Time Period for Commission Action *	Date Expires *		19b-4(19b-4(19b-4(f)(2) 19b-4(f)(5)		
	of proposed change pursuant	to the Payment, Cleari Section 806(e)(2)	ng, and Settler	ment Act of 2010	Security-Based Swap to the Securities Excha Section 3C(b)(2)	Submission pursuant ange Act of 1934	
Exhibit 2 Sent As Paper Document Exhibit 3 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 *). A proposed rule change to amend Rule 3100 to adopt a modification in the process for initiating trading of a security that is the subject of a trading halt or pause on NASDAQ OMX PSX							
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 N	ame * John		Last Name *	Yetter			
Title *	Title * Vice President						
E-mail	E-mail * john.yetter@nasdaqomx.com						
Teleph	one * (301) 978-8497	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. (Title *)							
Date 06/14/2013 Executive Vice President and General Counsel							
Ву	Edward S. Knight						
(Name *) NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.							

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 For complete Form 19b-4 instructions please refer to the EFFS website. The self-regulatory organization must provide all required information, presented in a Form 19b-4 Information * clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal Remove is consistent with the Act and applicable rules and regulations under the Act. The Notice section of this Form 19b-4 must comply with the guidelines for publication Exhibit 1 - Notice of Proposed Rule Change * 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 Add Remove View 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** The Notice section of this Form 19b-4 must comply with the guidelines for publication Change, Security-Based Swap Submission, 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 or Advance Notice by Clearing Agencies 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, Copies of notices, written comments, transcripts, other communications. If such Transcripts, Other Communications documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G. Remove View Add Exhibit Sent As Paper Document П Exhibit 3 - Form, Report, or Questionnaire 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 Add Remove View referred to by the proposed rule change. Exhibit Sent As Paper Document The full text shall be marked, in any convenient manner, to indicate additions to and **Exhibit 4 - Marked Copies** deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit Add Remove View 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** 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 Add View Remove of the proposed rule change. If the self-regulatory organization is amending only part of the text of a lengthy **Partial Amendment** 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.

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1. Text of Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"), and Rule 19b-4 thereunder, NASDAQ OMX PHLX LLC ("Phlx" or "Exchange") is filing with the Securities and Exchange Commission ("Commission") a proposed rule change to amend Rule 3100 to adopt a modification in the process for initiating trading of a security that is the subject of a trading halt or pause on NASDAQ OMX PSX ("PSX").

A notice of the proposed rule change for publication in the <u>Federal Register</u> is attached hereto as <u>Exhibit 1</u> 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. Phlx staff will advise the Board of Directors of any action taken pursuant to delegated authority. No further action is required to be taken for this filing to be submitted. The Exchange proposes to implement the proposed rule change on a date that is on, or shortly after, the date of expiration of the operative delay provided for in Rule 19b-4(f)(6)(iii).³

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.19b-4(f)(6)(iii).

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Questions regarding this rule filing may be directed to John M. Yetter, Vice President and Deputy General Counsel, The NASDAQ OMX Group, Inc., at (301) 978-8497 (telephone) or (301) 978-8472 (facsimile).

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

a. <u>Purpose</u>

In 2012, The NASDAQ Stock Market ("NASDAQ") modified its process for commencing trading of a security that is the subject of an initial public offering (an "IPO") on NASDAQ by allowing market participants to enter orders to be held in an undisplayed state until the commencement of the Display-Only Period that occurs prior to the IPO.⁴ NASDAQ recently proposed a similar change with regard to entering orders prior to the end of other trading halts or pauses on NASDAQ.⁵ The Exchange is proposing to make a similar change with regard to entering orders prior to the end of trading halts or pauses on PSX. Rule 3100(a) describes the circumstances under which the Exchange has the authority to initiate a trading halt. As detailed in Rule 3100(a), the specific bases for a halt include the following:

- a halt to permit the dissemination of material news with respect to a security listed on another national securities exchange (Rule 3100(a)(1)(A));
- a halt due to an order imbalance or influx (Rule 3100(a)(1)(B));
- a halt with respect to an index warrant when deemed appropriate in the interests of a fair and orderly market and to protect investors (Rule 3100(a)(2));

Securities Exchange Act Release No. 66652 (March 23, 2012), 77 FR 13129 (March 29, 2012) (SR-NASDAQ-2012-038).

⁵ Securities Exchange Act Release No. 69563 (May 13, 2013), 78 FR 29187 (May 17, 2013) (SR-NASDAQ-2013-073).

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• a halt in a Derivative Securities Product (as defined in Rule 3100(b)(4)(A)) for which a net asset value ("NAV") or a Disclosed Portfolio is disseminated if the Exchange becomes aware that the NAV or Disclosed Portfolio is not being disseminated to all market participants at the same time (Rule 3100(a)(3));

- a trading pause with respect to stocks that are not subject to the Limit Up-Limit Down Plan⁶ and for which the primary listing market has issued an individual stock trading pause (Rule 3100(a)(4)); and
- a trading halt in a Derivative Security Product traded pursuant to unlisted trading
 privileges for which a "Required Value," such as an intraday indicative value or
 disclosed portfolio, is not being disseminated, under the conditions described in Rule
 3100(b).

Under the current process, quotes and orders in a halted security may not be entered until the resumption of trading. However, the Exchange believes that the quality of its process for commencing trading in the halted security would be enhanced by allowing market participants to enter orders to be held but not displayed until the resumption of trading. Specifically, the Exchange believes that this change will provide for a greater number of orders being entered prior to commencement of trading, resulting in a higher level of order interaction at the resumption of trading.

Orders entered in this manner will be held in a suspended state until the resumption of trading, at which time they will be entered into the system. Market participants may cancel orders entered in this manner in the same way they would cancel

Plan to Address Extraordinary Market Volatility Submitted to the Commission Pursuant to Rule 608 of Regulation NMS under the Act, Securities Exchange Act Release No. 67091 (May 31, 2012), 77 FR 33498 (June 6, 2012).

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any other order. Orders entered prior to the resumption of trading will be rejected unless they are designated for holding. Specifically, the orders will be entered into the continuous market once trading resumes.⁷

b. <u>Statutory Basis</u>

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Act, ⁸ in general, and with Section 6(b)(5) of the Act, ⁹ in particular, in that the proposal is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Specifically, the Exchange believes that the change to allow entry of quotes and orders for holding during a trading halt will provide for a greater number of orders being entered prior to commencement of trading, resulting in a higher level of order interaction in the reopening process. Thus, the Exchange believes that the change will remove impediments to and perfect the mechanism of a free and open market.

Orders entered and held during the halt period will be entered into the continuous market in the order in which they were received. However, such orders will be entered contemporaneously with any orders received through order entry ports after the halt is terminated. Thus, the relative priority of orders received during the halt and orders received through order entry ports after the halt is terminated will be a function of the duration of system processing associated with each particular order. As a result, orders received during the halt will not automatically have priority over orders received at the conclusion of the halt.

⁸ 15 U.S.C. 78f.

⁹ 15 U.S.C. 78f(b)(5).

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4. <u>Self-Regulatory Organization's Statement on Burden on Competition</u>

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. Specifically, the Exchange believes that this change will provide for a greater number of orders being entered prior to commencement of trading, resulting in a higher level of order interaction. The Exchange believes that this change will promote competition by enhancing the attractiveness of PSX as a trading venue through higher order fill rates and more complete price discovery. Moreover, because the change will not affect the availability or price of goods or services offered by PSX or others, it will not impose any burden on competition.

- 5. <u>Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others</u>
 - Written comments were neither solicited nor received.
- Extension of Time Period for Commission Action
 Not applicable.
- 7. <u>Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated</u> Effectiveness Pursuant to Section 19(b)(2)

The proposed rule change is effective upon filing pursuant to Section 19(b)(3)(A) of the Act¹⁰ and paragraph (f)(6) of Rule 19b-4 thereunder,¹¹ in that the proposed rule change: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) does not become operative for 30 days after the date of the filing, or such shorter time as the Commission

¹⁰ 15 U.S.C. 78s(b)(3)(A).

¹¹ 17 CFR 240.19b-4(f)(6).

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may designate if consistent with the protection of investors and the public interest; provided the self-regulatory organization has given the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of 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 provided the Commission with such written notice on May 22, 2013. The Exchange proposes to implement the proposed rule change on a date that is on, or shortly after, the date of expiration of the operative delay provided for in Rule 19b-4(f)(6)(iii). The Exchange believes that the proposed rule change does not significantly affect the protection of investors or the public interest, and does not impose any significant burden on competition because (i) the proposal seeks to enhance market quality by promoting increased order interaction and (ii) the proposal will enhance competition by increasing PSX's attractiveness as a venue for trading securities.

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

The proposed rule change is based on amendments to NASDAQ Rule 4120 filed in SR-NASDAQ-2013-073. 13

- 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.

¹² 17 CFR 240.19b-4(f)(6)(iii).

Securities Exchange Act Release No. 69536 (May 13, 2013), 78 FR 29187 (May 17, 2013) (SR-NASDAQ-2013-073).

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11.. Exhibits

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

Federal Register.

Exhibit 5. Text of the proposed rule change.

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EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION (Release No. ; File No. SR-Phlx-2013-66)

Self-Regulatory Organizations; NASDAQ OMX PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Rule 3100 to Adopt a Modification in the Process for Initiating Trading of a Security that is the Subject of a Trading Halt or Pause on NASDAQ OMX PSX

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"), and Rule 19b-4 thereunder, notice is hereby given that on June 14, 2013 NASDAQ OMX PHLX LLC ("Phlx" or "Exchange") filed with the Securities and Exchange Commission ("Commission") a 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. <u>Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change</u>

The Exchange proposes to amend Rule 3100 to adopt a modification in the process for initiating trading of a security that is the subject of a trading halt or pause on NASDAQ OMX PSX ("PSX"). The text of the proposed rule change is available on the Exchange's Website at http://nasdaqomxphlx.cchwallstreet.com/nasdaqomxphlx/phlx/, at the principal office of the Exchange, and at the Commission's Public Reference Room.

II. <u>Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis</u> 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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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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. <u>Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change</u>

1. <u>Purpose</u>

In 2012, The NASDAQ Stock Market ("NASDAQ") modified its process for commencing trading of a security that is the subject of an initial public offering (an "IPO") on NASDAQ by allowing market participants to enter orders to be held in an undisplayed state until the commencement of the Display-Only Period that occurs prior to the IPO.³ NASDAQ recently proposed a similar change with regard to entering orders prior to the end of other trading halts or pauses on NASDAQ.⁴ The Exchange is proposing to make a similar change with regard to entering orders prior to the end of trading halts or pauses on PSX. Rule 3100(a) describes the circumstances under which the Exchange has the authority to initiate a trading halt. As detailed in Rule 3100(a), the specific bases for a halt include the following:

- a halt to permit the dissemination of material news with respect to a security listed on another national securities exchange (Rule 3100(a)(1)(A));
- a halt due to an order imbalance or influx (Rule 3100(a)(1)(B));
- a halt with respect to an index warrant when deemed appropriate in the interests of a fair and orderly market and to protect investors (Rule 3100(a)(2));

Securities Exchange Act Release No. 66652 (March 23, 2012), 77 FR 13129 (March 29, 2012) (SR-NASDAQ-2012-038).

Securities Exchange Act Release No. 69563 (May 13, 2013), 78 FR 29187 (May 17, 2013) (SR-NASDAQ-2013-073).

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• a halt in a Derivative Securities Product (as defined in Rule 3100(b)(4)(A)) for which a net asset value ("NAV") or a Disclosed Portfolio is disseminated if the Exchange becomes aware that the NAV or Disclosed Portfolio is not being disseminated to all market participants at the same time (Rule 3100(a)(3));

- a trading pause with respect to stocks that are not subject to the Limit Up-Limit Down Plan⁵ and for which the primary listing market has issued an individual stock trading pause (Rule 3100(a)(4)); and
- a trading halt in a Derivative Security Product traded pursuant to unlisted trading
 privileges for which a "Required Value," such as an intraday indicative value or
 disclosed portfolio, is not being disseminated, under the conditions described in Rule
 3100(b).

Under the current process, quotes and orders in a halted security may not be entered until the resumption of trading. However, the Exchange believes that the quality of its process for commencing trading in the halted security would be enhanced by allowing market participants to enter orders to be held but not displayed until the resumption of trading. Specifically, the Exchange believes that this change will provide for a greater number of orders being entered prior to commencement of trading, resulting in a higher level of order interaction at the resumption of trading.

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any other order. Orders entered prior to the resumption of trading will be rejected unless they are designated for holding. Specifically, the orders will be entered into the continuous market once trading resumes.⁶

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Act, ⁷ in general, and with Section 6(b)(5) of the Act, ⁸ in particular, in that the proposal is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Specifically, the Exchange believes that the change to allow entry of quotes and orders for holding during a trading halt will provide for a greater number of orders being entered prior to commencement of trading, resulting in a higher level of order interaction in the reopening process. Thus, the Exchange believes that the change will remove impediments to and perfect the mechanism of a free and open market.

Orders entered and held during the halt period will be entered into the continuous market in the order in which they were received. However, such orders will be entered contemporaneously with any orders received through order entry ports after the halt is terminated. Thus, the relative priority of orders received during the halt and orders received through order entry ports after the halt is terminated will be a function of the duration of system processing associated with each particular order. As a result, orders received during the halt will not automatically have priority over orders received at the conclusion of the halt.

⁷ 15 U.S.C. 78f.

⁸ 15 U.S.C. 78f(b)(5).

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B. <u>Self-Regulatory Organization's Statement on Burden on Competition</u>

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. Specifically, the Exchange believes that this change will provide for a greater number of orders being entered prior to commencement of trading, resulting in a higher level of order interaction. The Exchange believes that this change will promote competition by enhancing the attractiveness of PSX as a trading venue through higher order fill rates and more complete price discovery. Moreover, because the change will not affect the availability or price of goods or services offered by PSX or others, it will not impose any burden on competition.

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

No written comments were either solicited or received.

III. <u>Date of Effectiveness of the Proposed Rule Change and Timing for Commission</u> 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) of the Act⁹ and subparagraph (f)(6) of Rule 19b-4 thereunder.¹⁰

^{9 15} U.S.C. 78s(b)(3)(a).

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.

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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.

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 <u>rule-comments@sec.gov</u>. Please include File Number SR-Phlx-2013-66 on the subject line.

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-2013-66. 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

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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-Phlx-2013-66 and should be submitted on or before [insert date 21 days from publication in the <u>Federal Register</u>].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority. ¹¹

Kevin M O'Neill Deputy Secretary

¹¹

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EXHIBIT 5

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

3100. Limit Up-Limit Down Plan and Trading Halts on PSX

- (a) (b) No change.
- (c) Procedure for Initiating and Terminating a Trading Halt
- (1) (2) No change.
- (3) (A) A trading halt initiated under Rule 3100(a)(3) or Rule 3100 shall be terminated when the Exchange releases the security for trading, at a time announced to market participants in advance by the Exchange.
- (B) During any trading halt or pause, market participants may enter orders during the trading halt or pause and designate such orders to be held until the termination of the trading halt or pause. Such orders will be held in a suspended state until the termination of the halt or pause, at which time they will be entered into the system.