

Required fields are shown with yellow backgrounds and asterisks.

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

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

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) *	Section 806(e)(2) *
<input type="checkbox"/>	<input type="checkbox"/>
	Section 3C(b)(2) *
	<input type="checkbox"/>

Exhibit 2 Sent As Paper Document	Exhibit 3 Sent As Paper Document
<input type="checkbox"/>	<input type="checkbox"/>

Description

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

A proposal to amend the Exchange Pricing Schedule under Section VIII, entitled NASDAQ OMX PSX FEES, with respect to execution and routing of orders in securities priced at \$1 or more per share.

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 *	Jonathan	Last Name *	Cayne
Title *	Senior Associate General Counsel		
E-mail *	jonathan.cayne@nasdaq.com		
Telephone *	(301) 978-8493	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	01/30/2015	Executive Vice President and General Counsel
By	Edward S. Knight	<div style="border: 1px solid black; width: 100%; height: 20px; background-color: #cccccc;"></div>
	(Name *)	<div style="border: 1px solid black; width: 100%; height: 20px; background-color: #cccccc; display: flex; justify-content: center; align-items: center;">edward.knight@nasdaq.com</div>

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

Add Remove View

Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

Add Remove View

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

Exhibit 5 - Proposed Rule Text

Add Remove View

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

Partial Amendment

Add Remove View

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

1. Text of the Proposed Rule Change

(a) NASDAQ OMX PHLX LLC (“Phlx” or “Exchange”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² proposes to amend the Exchange’s Pricing Schedule under Section VIII, entitled “NASDAQ OMX PSX FEES,” with respect to execution and routing of orders in securities priced at \$1 or more per share.

While the rule changes proposed herein are effective upon filing, the changes will become operative on February 2, 2015.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1 and a copy of the applicable portion of the Exchange’s Pricing Schedule is attached hereto 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 16, 2014. Exchange staff will advise the Board of Directors of any action taken pursuant to delegated authority. No other action by the Exchange is necessary for the filing of the rule change.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Questions and comments on the proposed rule change may be directed to Jonathan F. Cayne, Senior Associate General Counsel, The NASDAQ OMX Group, Inc., at (301) 978-8493 (telephone).

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

a. Purpose

The purpose of the proposed rule change is to amend certain fees for order execution and routing applicable to the use of the order execution and routing services of the NASDAQ OMX PSX System ("PSX") by member organizations for all securities traded at \$1 or more per share, as well as clarify that consolidated does not include the date of the annual reconstitution of the Russell Investments Indexes.

Specifically, the charge to a member organization entering an order that executes in PSX will increase from: (i) \$0.0024 to \$0.0026 per share executed for shares executed in The NASDAQ Stock Market LLC ("Nasdaq")-listed securities; (ii) \$0.0024 to \$0.0025 per share executed for shares executed in New York Stock Exchange ("NYSE")-listed securities; and (iii) \$0.0024 to \$0.0026 per share executed for shares in securities listed on exchanges other than Nasdaq or NYSE. The Exchange believes that these increases better reflect the costs in providing rebates to members.

Additionally, the Exchange proposes to clarify that for purposes of calculating consolidated volume and the extent of a member's trading activity, expressed as a percentage of, or ratio to, consolidated volume, the date of the annual reconstitution of the Russell Investments Indexes ("Russell Reconstitution") will be excluded from both total consolidated volume and the member's trading activity. This change is consistent with the practices of both Nasdaq and the NASDAQ OMX BX, Inc. ("BX") exchanges.

Also, the Exchange proposes to make a few clarifications in the Exchange's Pricing Schedule. Specifically, in section (a)(2) of "Order Execution and Routing in All Securities" under "VIII. NASDAQ OMX PSX FEES", the Exchange proposes to replace the word "None" with "\$0.0000 per share executed at NASDAQ OMX BX". The Exchange believes this proposed change will serve to enhance market participant's understanding that there is no charge for shares executed at BX and reduce any possible confusion in these instances. Additionally, in this same section for both XDRK and XCST orders, the first column will clarify that the amounts in the accompanying column are charges for executions on a venue other than the NASDAQ OMX PSX System, rather than the current practice of simply indicating that they are a "charge or credit" to a member organization entering such orders. Finally, the description of the charge to members entering an XDRK order is changed to "\$0.0007 per share executed"; and the reference to "shares executed at a venue other than NASDAQ OMX BX" is deleted since an XDRK order cannot execute at BX. These clarifications are all intended to reduce confusion and make the fee schedule easier to understand.

b. Statutory Basis

The Exchange believes that its proposal to amend its Pricing Schedule is consistent with Section 6(b) of the Act³ in general, and furthers the objectives of Sections 6(b)(4) and (b)(5) of the Act⁴ in particular, in that it is an equitable allocation of reasonable fees and other charges among Exchange members and other persons using its

³ 15 U.S.C. 78f(b).

⁴ 15 U.S.C. 78f(b)(4) and (5).

facilities, and it does not unfairly discriminate between customers, issuers, brokers or dealers.

The Exchange is proposing modest increases to the charges that a member organization entering an order that executes in PSX from: (i) \$0.0024 to \$0.0026 per share executed for shares executed in Nasdaq-listed securities; (ii) \$0.0024 to \$0.0025 per share executed for shares executed in NYSE-listed securities; and (iii) \$0.0024 to \$0.0026 per share executed for shares in securities listed on exchanges other than Nasdaq or NYSE. The Exchange believes that these modest increases are reasonable because they reflect the Exchange's need to adjust its credits and fees in response to the costs and benefits provided by the Exchange. Additionally, these modest increases are reasonable since by staggering increases, the Exchange is able to offer reduced rates in some tapes while balancing the need to fund rebates and operational costs.

The Exchange believes that the proposed changes are consistent with an equitable allocation of fees and are not unfairly discriminatory because they apply to all member organizations that enter orders that execute in PSX. The Exchange also believes that they are consistent with equitable allocation of fees and are not unfairly discriminatory because they apply to all member organizations that enter orders that execute in PSX.

The Exchange is also proposing to clarify that for purposes of calculating consolidated volume and the extent of a member's trading activity, expressed as a percentage of, or ratio to, consolidated volume, the date of the Russell Reconstitution will be excluded from both total consolidated volume and the member's trading activity. The Exchange believes that this clarification is reasonable because it is consistent with the

practices at both Nasdaq and the BX exchanges and will reduce confusion concerning the Russell Reconstitution.

The Exchange believes that the proposed changes are consistent with an equitable allocation of fees and are not unfairly discriminatory because trading volumes on the date of the Russell Reconstitution are generally far in excess of volumes on other days during the month. As a result, the trading activity of members that are regular daily participants in PSX, expressed as a percentage of consolidated volume, is likely to be lower than their percentage of consolidated volume on other days during the month. Therefore, including the date of the Russell Reconstitution in calculations of consolidated volume would likely make it more difficult for members to achieve particular volume levels during the month. Accordingly, excluding the date of the Russell Reconstitution from these calculations will diminish the likelihood of a *de facto* price increase from occurring because a member is not able to reach a volume percentage on that date that it typically reaches on other trading days during the month. Moreover, excluding the date is very unlikely to result in a price increase for any members, since a member that was not, on other days during the month, trading in PSX at volume levels that would allow it to qualify for rebate tiers, would be unlikely to achieve percentage volume levels on the date of the Russell Reconstitution that would increase its overall monthly percentage to the required levels, even if it was very active on that date.

Finally, the Exchange believes that the remaining changes to the Pricing Schedule are reasonable because they are intended to clarify and reduce confusion through the clarification as to what is a charge or credit, the clarification that there is no charge for certain orders executed at BX, as well as to clarify through the removal of unnecessary

language that may add confusion to the Pricing Schedule. The Exchange also believes that these changes are consistent with an equitable allocation of fees and are not unfairly discriminatory because they do not impact fees and serve only to clarify and reduce possible confusion.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act, as amended.⁵ The Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges and with alternative trading systems that have been exempted from compliance with the statutory standards applicable to exchanges. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited. In this instance, the modest increases to the charges assessed are intended to allow the Exchange to help offset its costs in providing rebates to members. Because there are numerous competitive alternatives to PSX, it is likely the Exchange would lose market share and money as a result of changes if they do not reflect costs.

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.

⁵ 15 U.S.C. 78f(b)(8).

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,⁶ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge imposed 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. 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 for publication in the Federal Register.
5. Applicable portion of the Exchange's Pricing Schedule.

⁶ 15 U.S.C. 78s(b)(3)(A)(ii).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-Phlx-2015-12)

January __, 2015

Self-Regulatory Organizations; NASDAQ OMX PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend the Exchange's Pricing Schedule under Section VIII with Respect to Execution and Routing of Orders in Securities Priced at \$1 or More Per Share

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 30, 2015, NASDAQ OMX PHLX LLC ("Phlx" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I, II, and III, below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to amend the Exchange's Pricing Schedule under Section VIII, entitled "NASDAQ OMX PSX FEES," with respect to execution and routing of orders in securities priced at \$1 or more per share.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

The purpose of the proposed rule change is to amend certain fees for order execution and routing applicable to the use of the order execution and routing services of the NASDAQ OMX PSX System ("PSX") by member organizations for all securities traded at \$1 or more per share, as well as clarify that consolidated volume does not include the date of the annual reconstitution of the Russell Investments Indexes.

Specifically, the charge to a member organization entering an order that executes in PSX will increase from: (i) \$0.0024 to \$0.0026 per share executed for shares executed in The NASDAQ Stock Market LLC ("Nasdaq")-listed securities; (ii) \$0.0024 to \$0.0025 per share executed for shares executed in New York Stock Exchange ("NYSE")-listed securities; and (iii) \$0.0024 to \$0.0026 per share executed for shares in securities listed on exchanges other than Nasdaq or NYSE. The Exchange believes that these increases better reflect the costs in providing rebates to members.

Additionally, the Exchange proposes to clarify that for purposes of calculating consolidated volume and the extent of a member's trading activity, expressed as a percentage of, or ratio to, consolidated volume, the date of the annual reconstitution of

the Russell Investments Indexes (“Russell Reconstitution”) will be excluded from both total consolidated volume and the member’s trading activity. This change is consistent with the practices of both Nasdaq and the NASDAQ OMX BX, Inc. (“BX”) exchanges.

Also, the Exchange proposes to make a few clarifications in the Exchange’s Pricing Schedule. Specifically, in section (a)(2) of “Order Execution and Routing in All Securities” under “VIII. NASDAQ OMX PSX FEES”, the Exchange proposes to replace the word “None” with “\$0.0000 per share executed at NASDAQ OMX BX”. The Exchange believes this proposed change will serve to enhance market participant’s understanding that there is no charge for shares executed at BX and reduce any possible confusion in these instances. Additionally, in this same section for both XDRK and XCST orders, the first column will clarify that the amounts in the accompanying column are charges for executions on a venue other than the NASDAQ OMX PSX System, rather than the current practice of simply indicating that they are a “charge or credit” to a member organization entering such orders. Finally, the description of the charge to members entering an XDRK order is changed to “\$0.0007 per share executed”; and the reference to “shares executed at a venue other than NASDAQ OMX BX” is deleted since an XDRK order cannot execute at BX. These clarifications are all intended to reduce confusion and make the fee schedule easier to understand.

2. Statutory Basis

The Exchange believes that its proposal to amend its Pricing Schedule is consistent with Section 6(b) of the Act³ in general, and furthers the objectives of Sections

³ 15 U.S.C. 78f(b).

6(b)(4) and (b)(5) of the Act⁴ in particular, in that it is an equitable allocation of reasonable fees and other charges among Exchange members and other persons using its facilities, and it does not unfairly discriminate between customers, issuers, brokers or dealers.

The Exchange is proposing modest increases to the charges that a member organization entering an order that executes in PSX from: (i) \$0.0024 to \$0.0026 per share executed for shares executed in Nasdaq-listed securities; (ii) \$0.0024 to \$0.0025 per share executed for shares executed in NYSE-listed securities; and (iii) \$0.0024 to \$0.0026 per share executed for shares in securities listed on exchanges other than Nasdaq or NYSE. The Exchange believes that these modest increases are reasonable because they reflect the Exchange's need to adjust its credits and fees in response to the costs and benefits provided by the Exchange. Additionally, these modest increases are reasonable since by staggering increases, the Exchange is able to offer reduced rates in some tapes while balancing the need to fund rebates and operational costs.

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The Exchange is also proposing to clarify that for purposes of calculating consolidated volume and the extent of a member's trading activity, expressed as a percentage of, or ratio to, consolidated volume, the date of the Russell Reconstitution will

⁴ 15 U.S.C. 78f(b)(4) and (5).

be excluded from both total consolidated volume and the member's trading activity. The Exchange believes that this clarification is reasonable because it is consistent with the practices at both Nasdaq and the BX exchanges and will reduce confusion concerning the Russell Reconstitution.

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Finally, the Exchange believes that the remaining changes to the Pricing Schedule are reasonable because they are intended to clarify and reduce confusion through the

clarification as to what is a charge or credit, the clarification that there is no charge for certain orders executed at BX, as well as to clarify through the removal of unnecessary language that may add confusion to the Pricing Schedule. The Exchange also believes that these changes are consistent with an equitable allocation of fees and are not unfairly discriminatory because they do not impact fees and serve only to clarify and reduce possible confusion.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act, as amended.⁵ The Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges and with alternative trading systems that have been exempted from compliance with the statutory standards applicable to exchanges. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited. In this instance, the modest increases to the charges assessed are intended to allow the Exchange to help offset its costs in providing rebates to members. Because there are numerous competitive alternatives to PSX, it is likely the Exchange would lose market share and money as a result of changes if they do not reflect costs.

⁵ 15 U.S.C. 78f(b)(8).

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act,⁶ 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

⁶ 15 U.S.C. 78s(b)(3)(A)(ii).

- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-Phlx-2015-12 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-Phlx-2015-12. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>).

Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

All submissions should refer to File Number SR-Phlx-2015-12 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.⁷

Kevin M. O'Neill
Deputy Secretary

⁷ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

* * * * *

VIII. NASDAQ OMX PSX FEES

Access Services Fees No change

Order Execution and Routing

(a) The following charges are assessed by the Exchange for ports to establish connectivity to the NASDAQ OMX PSX market, as well as ports to receive data from the NASDAQ OMX PSX market:

(1) Fees for Execution of Quotes/Orders in Nasdaq-Listed Securities, Securities Listed on the New York Stock Exchange (“NYSE”) and Securities Listed on Exchanges other than Nasdaq and NYSE. As used in this rule, the term “Consolidated Volume” shall mean the total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during a month in equity securities, excluding executed orders with a size of less than one round lot. For purposes of calculating Consolidated Volume and the extent of a member’s trading activity, expressed as a percentage of, or ratio to, Consolidated Volume, the date of the annual reconstitution of the Russell Investments Indexes shall be excluded from both total Consolidated Volume and the member’s trading activity.

Charge to member organization entering order that executes in NASDAQ OMX PSX:	\$0.002[4]6 per share executed for shares in Nasdaq-listed securities
	\$0.002[4]5 per share executed for shares in NYSE-listed securities
	\$0.002[4]6 per share executed for shares in securities listed on exchanges other than Nasdaq and NYSE

* * * * *

(2) Fees for Routing of Orders in All Securities

Charge to member organization entering PSTG or PSCN order that executes in a venue other than the NASDAQ	\$0.0030 per share executed at NYSE
	<u>[None] \$0.0000 per share executed at NASDAQ</u>

OMX PSX System:	<u>OMX BX</u>
	\$0.0030 per share executed in other venues
<hr/>	
Charge to member organization entering PMOP order that executes in a venue other than the NASDAQ OMX PSX System:	\$0.0035 per share executed at NYSE
	\$0.0035 per share executed at venues other than NYSE
<hr/>	
Charge to member organization entering PTFY order that executes in a venue other than the NASDAQ OMX PSX System:	\$0.0030 per share executed at NYSE
	\$0.0007 per share executed at venues other than NYSE, NASDAQ or NASDAQ OMX BX
	\$0.0030 per share executed at NASDAQ
	<u>[None] \$0.0000 per share executed at NASDAQ OMX BX</u>
<hr/>	
Charge to member organization entering PCRT order that executes in a venue other than the NASDAQ OMX PSX System:	\$0.0030 per share executed at NASDAQ
	<u>[None] \$0.0000 per share executed at NASDAQ OMX BX</u>
<hr/>	
Charge [or credit] to member organization entering XDRK order <u>that executes in a venue other than</u>	\$0.0007 per share [for shares] executed [at a venue other than

the NASDAQ OMX PSX System:

NASDAQ OMX BX]

Charge [or credit] to member organization entering XCST order that executes in a venue other than the NASDAQ OMX PSX System:

[None] \$0.0000 per share executed at NASDAQ OMX BX

\$0.0007 per share for shares executed at a venue other than NASDAQ OMX BX

* “Regular market hours” means 9:30 a.m. through 4:00 p.m. Eastern Time, or such shorter period as may be designated by the Exchange on a day when PSX closes early.

* * * * *