Required fields are shown with yellow backgrounds and asterisks.

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

File No.* SR - 2016 - * 55

Amendment No. (req. for Amendments *)

Filing by   NASDAQ 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) *
☑	☐	☐	☐	☑	☐

Rule

Pilot	Extension of Time Period for Commission Action *	Date Expires *	
☐	☐		☐ 19b-4(f)(1) ☐ 19b-4(f)(4) ☐ 19b-4(f)(2) ☐ 19b-4(f)(5) ☐ 19b-4(f)(3) ☑ 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) *	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 *).

Proposal to modify the maximum number of times an Order on PSX may be updated before the System cancels the Order.

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 * Sean   Last Name * Bennett

Title *   Principal Associate General Counsel

E-mail *   Sean.Bennett@nasdaq.com

Telephone * (301) 978-8499   Fax

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   05/02/2016

By   Edward S. Knight

Executive Vice President and General Counsel

(Name *)

edward.knight@nasdaq.com

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

Add   Remove   View

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

Exhibit 1 - Notice of Proposed Rule Change *

Add   Remove   View

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

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

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

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

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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 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] is

filing with the Securities and Exchange Commission ("SEC" or "Commission") a

proposal to modify the maximum number of times an Order on PSX may be updated

before the System cancels the Order.

The Exchange requests that the Commission waive the 30-day operative delay

period contained in Exchange Act Rule 19b-4(f)(6)(iii).[3]

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 of the Exchange (the "Board")

on July 1, 2015. Exchange staff will advise the Board of any action taken pursuant to

delegated authority. No other action is necessary for the filing of the rule change.

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

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[1]   15 U.S.C. 78s(b)(1).

[2]   17 CFR 240.19b-4.

[3]   17 CFR 240.19b-4(f)(6)(iii).

T. Sean Bennett
Principal Associate General Counsel
Nasdaq, Inc.
(301) 978-8499

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

        a.   Purpose

        Background

The Exchange will cancel an Order if it is updated a certain number of times

during any given day. Pursuant to Rule 3301A(a), an Order will be cancelled if it is

repriced and/or reentered 10,000 times for any reason.[4]

        Pursuant to Rule 3301A(b)(5)(A), a Market Maker Peg Order will be canceled if

it is repriced 1,000 times. Pursuant to Rule 3301B(d), an Order with Primary Pegging

will be cancelled if it is updated 1,000 times, and an Order with Market Pegging will be

cancelled if it is updated 10,000 times.

        The Exchange applies these limits to conserve System resources by limiting the

persistence of Orders that update repeatedly without execution. These limits are applied

daily to each order entered into the System. Orders that have a Time-in-Force[5] that

allows them to persist longer than a single trading day will have their count reset each

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[4]   Orders entered through OUCH and FLITE ports generally are not repriced or
        reentered. As explained in rule 3301A(b)(1)(B), orders entered through OUCH
        and FLITE may be updated for display once. Further, OUCH and FLITE Orders
        may only be decremented in size, which is not considered repricing or reentry of
        the Order. See http://www.nasdaqtrader.com/Trader.aspx?id=TradingSpecs for a
        description of the various order entry port specifications.

[5]   The "Time-in-Force" assigned to an Order means the period of time that the
        System will hold the Order for potential execution. See Rule 3301B(a).

day. For example, if an Order with a Time-in-Force of Good-till-Canceled[6] is repriced

9,999 times during any given day, the Order will not be canceled due to the number of

updates. Starting the next day, the Order would be again allowed to reprice up to 9,999

times before it would be canceled by the System.

Proposed Changes

First, the Exchange is proposing to eliminate rule text under Rules 3301A(a),

3301A(b)(5)(A), and 3301B(d) concerning cancellation based on Order updates and

consolidate the concept under a new Rule 3306(a)(4).

Second, the Exchange is proposing to no longer state the specific number of times

a particular Order Type may be updated before it is canceled in the new rule and is,

instead, noting that the number of permissible changes may vary by Order Type or Order

Attribute and may change from time to time. Further, the proposed rule will note that the

Exchange will post on its website what is considered a change for a particular Order Type

and Order Attribute, and the current limits on the number of such changes.

The Exchange is changing the process by which it counts updates, which will

allow it to identify a wider range of updates to an Order. Using the new process, the

Exchange will be able to track the following Order updates: (1) System-generated child

Orders; (2) display size refreshes from reserve; (3) replaces of System-generated child

Orders (which include Orders with a Pegging Attribute); and (4) cancellation requests of

System-generated child Orders. The Exchange notes that all updates identified by the

current process will be counted under the new process. The Exchange believes these

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6   An Order that is designated to deactivate one year after entry may be referred to
         as a "Good-till-Cancelled." See Rule 3301B(a)(3).

changes will provide it with greater flexibility in addressing changes in volume, market

participant behavior, and the Exchange's capacity to handle the message volume caused

by Orders that update a significant number of times throughout the trading day.

The Exchange will provide at least one day's advanced notice to the public of any

changes to the number of updates permitted before an Order is canceled. Initially, the

Exchange will keep the number of updates consistent with what is currently noted in the

rules; however, the Exchange may shortly thereafter change the number of updates as

needed to address market conditions.

Phlx is also making minor technical corrections to Rule 3301B(d) to change the

word "they" to the word "the" in the first full paragraph below the bulleted list under the

rule and to delete an erroneous quote from the end of the same paragraph.

b.   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, because it 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; and is not

designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

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[7]   15 U.S.C. 78f.

[8]   15 U.S.C. 78f(b)(5).

Excessive updating of Orders places a burden on the Exchange's System, which,

if left unchecked, could potentially affect overall market quality. The Exchange will

continue canceling Orders that reach a certain number of updates but, instead of the static

number of updates stated in the rules, the Exchange is proposing to provide the number of

updates by Order Type or Order Attribute on its public website. Website posting will

allow the Exchange to react more quickly to changes in the marketplace by changing the

applicable number of updates that will trigger cancellation of an Order. The Exchange

will provide advanced notice to market participants of any changes to the number of

updates applied. Thus, the proposed rule change will further promote the protection

investors and the public interest.

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.[9] The Exchange is proposing to make the change because it will

allow it to better manage market quality for all market participants, who would be

negatively impacted by issues caused by Orders that tax System resources due to the

excessive number of updates.

These adjustments will not impact competition among market participants

because the cancellation parameters will apply equally to all market participants. As is

the case now, market participants that have an Order canceled due to the number of

updates may enter a new replacement Order. Thus, the Exchange does not think that the

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[9]   15 U.S.C. 78f(b)(8).

proposed change will place a burden on competition not necessary or appropriate in furtherance of the Act.

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

No written comments were either solicited or received.

6.   Extension of Time Period for Commission Action

Not Applicable.

7.   Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)[10] of the Act and Rule 19b-4(f)(6) thereunder[11] in that it effects a change that: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

The Exchange has provided 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. The proposal meets the requirements of the Rule 19b-4(f)(6) because the proposal presents no new or novel issues that impact investor protection.

The Exchange does not believe that the proposed change will significantly affect the protection of investors or the public interest because it will allow the Exchange to

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[10]   15 U.S.C. 78s(b)(3)(A).

[11]   17 CFR 240.19b-4(f)(6).

react more quickly to changes in the marketplace by updating the applicable number of

updates that will trigger cancellation of an Order, which will conserve System resources

to the benefit of all market participants. Thus, the proposed change will promote investor

protection and a fair and orderly market. As discussed, the Exchange does not believe

that the proposed change will place a significant burden on competition because market

participants will continue to have the option to enter a new replacement Order if their

previous one was canceled due to the excessive number of updates.

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.

A proposed rule change filed under Rule 19b-4(f)(6) normally does not become

operative prior to 30 days after the date of filing. Rule 19b-4(f)(6)(iii), however, permits

the Commission to designate a shorter time if such action is consistent with the protection

of investors and the public interest. The Exchange requests that the Commission waive

the 30-day operative delay contained in Rule 19b-4(f)(6)(iii) so that the Exchange may

implement the new process at the earliest time possible. As discussed above, the

Exchange believes that the proposed change will protect investors because it will allow

the Exchange to better manage and conserve System resources. The Exchange notes that

the proposed rule change is identical to a recently effective proposal filed with the

Commission by The Nasdaq Stock Market LLC. ("NASDAQ").[12] The Exchange also

notes that it has developed and tested the software required to implement the change and

is able to make the change immediately. Thus, the Exchange believes that there is

adequate basis for the Commission to find that waiver of the operative delay is consistent

with the protection of investors and the public interest.

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

        The proposed changes are identical in all material respects[13] to the changes made

by NASDAQ in SR-NASDAQ-2016-039.

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.

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[12]   See Securities Exchange Act Release No. 77454 (March 28, 2016), 81 FR 18911
        (April 1, 2016) (SR-NASDAQ-2016-039).

[13]   In its filing, NASDAQ also made a technical correction to its rules. Id.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No.   ; File No. SR-Phlx-2016-55)

May __, 2016

Self-Regulatory Organizations; NASDAQ PHLX LLC; Notice of Filing and Immediate
Effectiveness of Proposed Rule Change to Modify the Maximum Number of Times an
Order on PSX may be Updated before the System Cancels the Order

 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 May 2, 2016, NASDAQ 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. <u>Self-Regulatory Organization's Statement of the Terms of Substance of the
Proposed Rule Change</u>

 The Exchange proposes to modify the maximum number of times an Order on

PSX may be updated before the System cancels the Order.

 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.

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[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

Background

        The Exchange will cancel an Order if it is updated a certain number of times

during any given day. Pursuant to Rule 3301A(a), an Order will be cancelled if it is

repriced and/or reentered 10,000 times for any reason.[3]

        Pursuant to Rule 3301A(b)(5)(A), a Market Maker Peg Order will be canceled if

it is repriced 1,000 times. Pursuant to Rule 3301B(d), an Order with Primary Pegging

will be cancelled if it is updated 1,000 times, and an Order with Market Pegging will be

cancelled if it is updated 10,000 times.

        The Exchange applies these limits to conserve System resources by limiting the

persistence of Orders that update repeatedly without execution. These limits are applied

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[3]   Orders entered through OUCH and FLITE ports generally are not repriced or
        reentered. As explained in rule 3301A(b)(1)(B), orders entered through OUCH
        and FLITE may be updated for display once. Further, OUCH and FLITE Orders
        may only be decremented in size, which is not considered repricing or reentry of
        the Order. See http://www.nasdaqtrader.com/Trader.aspx?id=TradingSpecs for a
        description of the various order entry port specifications.

daily to each order entered into the System. Orders that have a Time-in-Force[4] that

allows them to persist longer than a single trading day will have their count reset each

day. For example, if an Order with a Time-in-Force of Good-till-Canceled[5] is repriced

9,999 times during any given day, the Order will not be canceled due to the number of

updates. Starting the next day, the Order would be again allowed to reprice up to 9,999

times before it would be canceled by the System.

Proposed Changes

First, the Exchange is proposing to eliminate rule text under Rules 3301A(a),

3301A(b)(5)(A), and 3301B(d) concerning cancellation based on Order updates and

consolidate the concept under a new Rule 3306(a)(4).

Second, the Exchange is proposing to no longer state the specific number of times

a particular Order Type may be updated before it is canceled in the new rule and is,

instead, noting that the number of permissible changes may vary by Order Type or Order

Attribute and may change from time to time. Further, the proposed rule will note that the

Exchange will post on its website what is considered a change for a particular Order Type

and Order Attribute, and the current limits on the number of such changes.

The Exchange is changing the process by which it counts updates, which will

allow it to identify a wider range of updates to an Order. Using the new process, the

Exchange will be able to track the following Order updates: (1) System-generated child

Orders; (2) display size refreshes from reserve; (3) replaces of System-generated child

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[4]   The "Time-in-Force" assigned to an Order means the period of time that the
        System will hold the Order for potential execution. See Rule 3301B(a).

[5]   An Order that is designated to deactivate one year after entry may be referred to
        as a "Good-till-Cancelled." See Rule 3301B(a)(3).

Orders (which include Orders with a Pegging Attribute); and (4) cancellation requests of

System-generated child Orders. The Exchange notes that all updates identified by the

current process will be counted under the new process. The Exchange believes these

changes will provide it with greater flexibility in addressing changes in volume, market

participant behavior, and the Exchange's capacity to handle the message volume caused

by Orders that update a significant number of times throughout the trading day.

The Exchange will provide at least one day's advanced notice to the public of any

changes to the number of updates permitted before an Order is canceled. Initially, the

Exchange will keep the number of updates consistent with what is currently noted in the

rules; however, the Exchange may shortly thereafter change the number of updates as

needed to address market conditions.

Phlx is also making minor technical corrections to Rule 3301B(d) to change the

word "they" to the word "the" in the first full paragraph below the bulleted list under the

rule and to delete an erroneous quote from the end of the same paragraph.

> 2.   Statutory Basis

The Exchange believes that the proposed rule change is consistent with the

provisions of Section 6 of the Act,[6] in general, and with Section 6(b)(5) of the Act,[7] in

particular, because it 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

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[6]   15 U.S.C. 78f.

[7]   15 U.S.C. 78f(b)(5).

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; and is not

designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

Excessive updating of Orders places a burden on the Exchange's System, which,

if left unchecked, could potentially affect overall market quality. The Exchange will

continue canceling Orders that reach a certain number of updates but, instead of the static

number of updates stated in the rules, the Exchange is proposing to provide the number of

updates by Order Type or Order Attribute on its public website. Website posting will

allow the Exchange to react more quickly to changes in the marketplace by changing the

applicable number of updates that will trigger cancellation of an Order. The Exchange

will provide advanced notice to market participants of any changes to the number of

updates applied. Thus, the proposed rule change will further promote the protection

investors and the public interest.

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.[8] The Exchange is proposing to make the change because it will

allow it to better manage market quality for all market participants, who would be

negatively impacted by issues caused by Orders that tax System resources due to the

excessive number of updates.

These adjustments will not impact competition among market participants

because the cancellation parameters will apply equally to all market participants. As is

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[8]   15 U.S.C. 78f(b)(8).

the case now, market participants that have an Order canceled due to the number of

updates may enter a new replacement Order. Thus, the Exchange does not think that the

proposed change will place a burden on competition not necessary or appropriate in

furtherance of the Act.

      C.   <u>Self-Regulatory Organization's Statement on Comments on the Proposed 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 Action</u>

Because the foregoing proposed rule change does not: (i) significantly affect the

protection of investors or the public interest; (ii) impose any significant burden on

competition; and (iii) become operative for 30 days from the date on which it was filed, or

such shorter time as the Commission may designate, it has become effective pursuant to

Section 19(b)(3)(A)(iii) of the Act[9] and subparagraph (f)(6) of Rule 19b-4 thereunder.[10]

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.

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[9]   15 U.S.C. 78s(b)(3)(a)(iii).

[10]   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.

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-2016-55 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-2016-55. 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-2016-55 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.[11]

> Robert W. Errett
> Deputy Secretary

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[11]   17 CFR 200.30-3(a)(12).

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

NASDAQ PHLX Rules

* * * * *

Rule 3301A. Order Types.

(a) Participants may express their trading interest in PSX by entering Orders. PSX offers a range of Order Types that behave in the manner specified for each particular Order Type. Each Order Type may be assigned certain Order Attributes that further define its behavior. All Order Types and Order Attributes operate in a manner that is reasonably designed to comply with the requirements of Rules 610 and 611 under Regulation NMS. Each Order must designate whether it is to effect a buy, a long sale, a short sale, or an exempt short sale.

The Exchange maintains several communications protocols for Participants to use in entering Orders and sending other messages to PSX:

> • OUCH is an Exchange proprietary protocol.

> • RASH is an Exchange proprietary protocol.

> • FLITE is an Exchange proprietary protocol.

> • FIX is a non-proprietary protocol.

Except where otherwise stated, all protocols are available for all Order Types and Order Attributes.

Upon entry, an Order is processed to determine whether it may execute against any contra-side Orders on the PSX Book in accordance with the parameters applicable to the Order Type and Order Attributes selected by the Participant and in accordance with the priority for Orders on the PSX Book provided in Rule 3307. In addition, the Order may have its price adjusted in accordance with applicable parameters and may be routed to other market centers for potential execution if designated as Routable. The Order may then be posted to the PSX Book if consistent with the parameters of the Order Type and Order Attributes selected by the Participant. Thereafter, as detailed in Rules 3301A, 3301B, and 3315, there are numerous circumstances in which the Order on the PSX Book may be modified and receive a new timestamp. The sole instances in which the modification of an Order on the PSX Book will not result in a new timestamp are: (i) a decrease in the size of the Order due to execution or modification by the Participant or by the System, and (ii) a redesignation of a sell Order as a long sale, a short sale, or an exempt short sale. Whenever an Order receives a new timestamp for any reason, it is processed by the System as a new Order with respect to potential execution against Orders on the PSX Book, price adjustment, routing, reposting to the PSX Book, and subsequent execution against incoming Orders, except where otherwise stated.

All Orders are also subject to cancellation and/or repricing and reentry onto the PSX Book in the circumstances described in Rule 3100(a)(5) (providing for compliance with Plan to Address Extraordinary Market Volatility) and Rule 3303 (providing for compliance with Regulation

SHO). In all circumstances where an Order is repriced pursuant to those provisions, it is processed by the System as a new Order with respect to potential execution against Orders on the PSX Book, price adjustment, routing reposting to the PSX Book, and subsequent execution against incoming Orders. If multiple Orders at a given price are repriced, the Order in which they are reentered is random, based on the respective processing time for each such Order; provided, however, that in the case of Price to Comply Orders and Post-Only Orders that have their prices adjusted upon entry because they lock a Protected Quotation but that are subsequently displayed at their original entered limit price as provided in Rules 3301A(b)(1)(B) and (4)(B), they are processed in accordance with the time priority under which they were previously ranked on the PSX Book.[If an Order is repriced and/or reentered 10,000 times for any reason, the Order will be cancelled.]

(b) Except where stated otherwise, the following Order Types are available to all Participants:

(1) – (4) No change.

(5) (A) A "Market Maker Peg Order" is an Order Type designed to allow a Market Maker to maintain a continuous two-sided quotation at a displayed price that is compliant with the quotation requirements for Market Makers set forth in Rule 3213(a)(2). The displayed price of the Market Maker Peg Order is set with reference to a "Reference Price" in order to keep the displayed price of the Market Maker Peg Order within a bounded price range. A Market Maker Peg Order may be entered through RASH or FIX only. A Market Maker Peg Order must be entered with a limit price beyond which the Order may not be priced. The Reference Price for a Market Maker Peg Order to buy (sell) is the then-current National Best Bid (National Best Offer) (including PSX), or if no such National Best Bid or National Best Offer, the most recent reported last-sale eligible trade from the responsible single plan processor for that day, or if none, the previous closing price of the security as adjusted to reflect any corporate actions (e.g., dividends or stock splits) in the security.

Upon entry, the displayed price of a Market Maker Peg Order to buy (sell) is automatically set by the System at the Designated Percentage (as defined in Rule 3213) away from the Reference Price in order to comply with the quotation requirements for Market Makers set forth in Rule 3213(a)(2). For example, if the National Best Bid is $10 and the Designated Percentage for the security is 8%, the displayed price of a Market Marker Peg Order to buy would be $9.20. If the limit price of the Order is not within the Designated Percentage, the Order will be sent back to the Participant.

Once a Market Maker Peg Order has posted to the PSX Book, it is repriced if needed as the Reference Price changes. Specifically, if as a result of a change to the Reference Price, the difference between the displayed price of the Market Maker Peg Order and the Reference Price reaches the Defined Limit (as defined in Rule 3213), a Market Maker Peg Order to buy (sell) will be repriced to the Designated Percentage away from the Reference Price. In the foregoing example, if the Defined Limit is 9.5% and the National Best Bid increased to $10.17, such that the displayed price of the Market Maker Peg Order would be more than 9.5% away, the Order will be repriced to $9.35, or 8% away from the National Best Bid. Note that prices will be rounded in a manner to ensure that they are calculated and displayed at a level that is consistent with the Designated Percentage and the permissible minimum increment of $0.01 or $0.0001, as applicable. If the limit price of the Order is outside the Defined Limit, the Order will be sent back to the Participant.

Similarly, if as a result of a change to the Reference Price, the displayed price of a Market Maker Peg Order to buy (sell) is at least one minimum price variation more than (less than) a price that is 4% less than (more than) the Reference Price, rounded up (down), then the Market Maker Peg Order to buy (sell) will be repriced to the Designated Percentage away from the Reference Price. For example, if the National Best Bid is $10 and the Designated Percentage for the security is 8%, the displayed price of a Market Marker Peg Order to buy would initially be $9.20. If the National Best Bid then moved to $9.57, such that the displayed price of the Market Maker Peg Order would be a minimum of $0.01 more than a price that is 4% less than the National Best Bid, rounded up (i.e. $9.57 - ($9.57 x 0.04) = $9.1872, rounding up to $9.19), the Order will be repriced to $8.81, or 8% away from the National Best Bid.

A Market Maker may enter a Market Maker Peg Order with a more aggressive offset than the Designated Percentage, but may not enter a less aggressive offset. A more aggressive offset will be expressed as a price difference from the Reference Price. Such a Market Maker Peg Order will be repriced in the same manner as a Price to Display Order with Attribution and Primary Pegging. As a result, the Order will be repriced whenever the price to which the Order is pegged is changed.

A new timestamp is created for a Market Maker Peg Order each time that it is repriced. In the absence of a Reference Price, a Market Maker Peg Order will be cancelled (if on the PSX Book) or rejected (if it is an incoming Order). If, after entry, a Market Maker Peg Order has a displayed price based on a Reference Price other than the NBBO and such Market Maker Peg Order is established as the National Best Bid or National Best Offer, the Market Maker Peg Order will not be subsequently repriced in accordance with this rule until a new Reference Price is established. In such case, the new Reference Price may be established by a change in the NBBO based on another market center's quotation or by the entry into the System of any Displayed Order with a price better than the displayed price of the Market Maker Peg Order, whether the new Order is at a price that is lower than, higher than or equal to the prior Reference Price.[If a Market Maker Peg Order is repriced 1,000 times, it will be cancelled.]

Notwithstanding the availability of Market Maker Peg Order functionality, a Market Maker remains responsible for entering, monitoring, and resubmitting, as applicable, quotations that meet the requirements of Rule 3213.

(B) No change.

(6) No change.

Rule 3301B. Order Attributes.

As described in Rule 3301A, the following Order Attributes may be assigned to those Order Types for which they are available.

(a) – (c) No change.

(d) Pegging. Pegging is an Order Attribute that allows an Order to have its price automatically set with reference to the NBBO; provided, however, that if PSX is the sole market center at the Best Bid or Best Offer (as applicable), then the price of any Displayed Order with Primary Pegging (as defined below) will be set with reference to the highest bid or lowest offer disseminated by a market center other than PSX. An Order with a Pegging Order Attribute may be referred to as a

"Pegged Order." For purposes of this rule, the price to which an Order is pegged will be referred to as the Inside Quotation, the Inside Bid, or the Inside Offer, as appropriate. There are three varieties of Pegging:

    • Primary Pegging means Pegging with reference to the Inside Quotation on the same side of the market. For example, if the Inside Bid was $11, an Order to buy with Primary Pegging would be priced at $11.

    • Market Pegging means Pegging with reference to the Inside Quotation on the opposite side of the market. For example, if the Inside Offer was $11.06, an Order to buy with Market Pegging would be priced at $11.06.

    • Midpoint Pegging means Pegging with reference to the midpoint between the Inside Bid and the Inside Offer (the "Midpoint"). Thus, if the Inside Bid was $11 and the Inside Offer was $11.06, an Order with Midpoint Pegging would be priced at $11.03. An Order with Midpoint Pegging is not displayed. An Order with Midpoint Pegging may be executed in sub-pennies if necessary to obtain a midpoint price.

Pegging is available only during Market Hours. An Order with Pegging may specify a limit price beyond which the[y] Order may not be executed; provided, however, that if an Order has been assigned a Pegging Order Attribute and a Discretion Order Attribute, the Order may execute at any price within the discretionary price range, even if beyond the limit price specified with respect to the Pegging Order Attribute. If an Order with Pegging is priced at its limit price, the price of the Order may nevertheless be changed to a less aggressive price based on changes to the Inside Quotation. In addition, an Order with Primary Pegging or Market Pegging may specify an Offset Amount, such that the price of the Order will vary from the Inside Quotation by the selected Offset Amount. The Offset Amount may be either aggressive or passive. Thus, for example, if a Participant entered an Order to buy with Primary Pegging and a passive Offset Amount of $0.05 and the Inside Bid was $11, the Order would be priced at $10.95. If the Participant selected an aggressive Offset Amount of $0.02, however, the Order would be priced at $11.02. An Order with Primary Pegging and an Offset Amount will not be Displayed, unless the Order is Attributable. An Order with Midpoint Pegging will not be Displayed. An Order with Market Pegging and no Offset behaves as a "market order" with respect to any liquidity on the PSX Book at the Inside Quotation on the opposite side of the market because it is immediately executable at that price. If, at the time of entry, there is no price to which a Pegged Order can be pegged, the Order will be rejected; provided, however, that a Displayed Order that has Market Pegging, or an Order with a Non-Display Attribute that has Primary Pegging or Market Pegging, will be accepted at its limit price. In the case of an Order with Midpoint Pegging, if the Inside Bid and Inside Offer are locked, the Order will be priced at the locking price, if the Inside Bid and Inside Offer are crossed, the Order will nevertheless be priced at the midpoint between the Inside Bid and Inside Offer, and if there is no Inside Bid and/or Inside Offer, the Order will be rejected. However, even if the Inside Bid and Inside Offer are locked or crossed, an Order with Midpoint Pegging that locked or crossed an Order on the PSX Book would execute.["]

Primary Pegging and Market Pegging are available through RASH and FIX only. An Order entered through OUCH or FLITE with Midpoint Pegging will have its price set upon initial entry to the Midpoint, unless the Order has a limit price that is lower than the Midpoint for an Order to buy (higher than the Midpoint for an Order to sell), in which case the Order will be ranked on the PSX Book at its limit price. Thereafter, if the NBBO changes so that the Midpoint is lower than

(higher than) the price of an Order to buy (sell), the Pegged Order will be cancelled back to the Participant.

An Order entered through RASH or FIX with Pegging will have its price set upon initial entry and will thereafter have its price reset in accordance with changes to the relevant Inside Quotation. An Order with Pegging receives a new timestamp whenever its price is updated and therefore will be evaluated with respect to possible execution (and routing, if it has been assigned a Routing Order Attribute) in the same manner as a newly entered Order. If the price to which an Order is pegged is not available, the Order will be rejected.

[If an Order with Primary Pegging is updated 1,000 times, it will be cancelled; if an Order with Market Pegging is updated 10,000 times, it will be cancelled.]

(e) – (k) No change.

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Rule 3306. Entry and Display of Quotes and Orders

(a) Entry of Orders—Participants can enter orders into the System, subject to the following requirements and conditions:

(1) Participants shall be permitted to transmit to the System multiple orders at a single as well as multiple price levels. Each order that is designated as a Reserve Order shall indicate the amount of Reserve Size.

(2) The System shall time-stamp an order, which shall determine the time ranking of the order for purposes of processing the order.

(3) Orders can be entered into the System (or previously entered orders cancelled or modified) from 8:00 a.m. until 5:00 p.m. ET. Participants may modify a previously entered Order without cancelling it or affecting the priority of the Order on the PSX Book solely for the purpose of modifying the marking of a sell order as long, short, or short exempt; provided, however, that such a modification may be made only with respect to Orders entered through OUCH or FLITE; and provided further, that if an Order is redesignated as short, a Short Sale Period is in effect under Rule 3303, and the Order is not priced at a Permitted Price or higher under Rule 3303(d), the Order will be cancelled. In addition, a partial cancellation of an Order to reduce its share size will not affect the priority of the Order on the book; provided, however that such a partial cancellation may not be made with respect to a Pegged Order (including a Discretionary Order that is Pegged). Except as provided in Rule 3311, all other modifications of orders will result in the replacement of the original order with a new order with a new time stamp.

(4) Each Order is subject to a daily limit on the number of changes that may occur with respect to the Order; if the daily limit is reached, the Order will be cancelled. The number of permissible changes may vary by Order Type or Order Attribute and may change from time to time. The Exchange will post on its website what is considered a change for a particular Order Type and Order Attribute, and the current limits on the number of such changes.

(b) – (c) No change.

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