Required fields are shown with yellow backgrounds and asterisks.

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

Page 1 of * 19	WASHING	EXCHANGE COMMIS GTON, D.C. 20549 form 19b-4		File No.* S	SR - 2017 - * 90 mendments *)
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	on 19(b)(3)(A) *	Section 19(b)(3)(B) *
Pilot Extension of Time Profor Commission Action	Date Expires *		19b-4(f) 19b-4(f) 19b-4(f))(2) 19b-4(f)(5)	
Notice of proposed change pur Section 806(e)(1) *	Section 806(e)(2) *	_	of 2010	Security-Based Swap to the Securities Exch Section 3C(b)(2)	-
Exhibit 2 Sent As Paper Document Exhibit 3 Sent As Paper Document					
Provide a brief description of the action (limit 250 characters, required when Initial is checked *). A proposal to amend Section VIII of the Exchange Pricing Schedule to decrease both the amount of and the Consolidated Volume necessary to qualify for the credit that the Exchange pays to member organizations for displayed quotes and orders that provide liquidity throughout the Nasdaq PSX System. 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 * Brett		Last Name * Kitt			
	Senior Associate General Counsel				
E-mail * Brett.Kitt@nasdaq.com					
Telephone * (301) 978-8132 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 11/01/2017 Executive Vice President and General Counsel					
Date 11/01/2017		Executive vice Preside	ent and Ge	merai Counsei	
By 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) The Notice section of this Form 19b-4 must comply with the guidelines for publication **Exhibit 1A- Notice of Proposed Rule** in the Federal Register as well as any requirements for electronic filing as published Change, Security-Based Swap Submission, 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 Remove View 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 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 amend Section VIII (Nasdaq PSX Fees) of the Exchange's Pricing Schedule to decrease both the amount of and the Consolidated Volume necessary to qualify for the credit that the Exchange pays to member organizations for displayed quotes and orders that provide liquidity throughout the Nasdaq PSX System.

A notice of the proposed rule change for publication in the <u>Federal Register</u> is attached as Exhibit 1.

The text of the proposed rule change is attached as Exhibit 5.

- (b) Not applicable.
- (c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors (the "Board") on September 19, 2017. 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:

Brett Kitt Senior Associate General Counsel Nasdaq, Inc. (301) 978-8132.

² 17 CFR 240.19b-4.

¹ 15 U.S.C. 78s(b)(1).

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

a. <u>Purpose</u>

The purpose of the proposed rule change is to amend Chapter VIII of the Exchange's Pricing Schedule to decrease both the amount of and the Consolidated Volume necessary to qualify for the credit that the Exchange pays to member organizations for displayed quotes and orders that provide liquidity throughout the Nasdaq PSX System. Presently, the Exchange provides a credit of \$0.0031 per share executed for Quotes/Orders entered by a member organization that provides and accesses 0.25% or more of Consolidated Volume during the month. The Exchange is proposing to decrease the amount of this credit from \$0.0031 to \$0.0030 while also decreasing the level of monthly Consolidated Volume that is required of a member organization to qualify for the credit from 0.25% to 0.20%.

b. <u>Statutory Basis</u>

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,³ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,⁴ in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange believes that the proposed \$0.0030 per share executed credit provided to a member organization for displayed quotes and orders remains competitive

³ 15 U.S.C. 78f(b).

⁴ 15 U.S.C. 78f(b)(4) and (5).

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with the fees of other exchanges. For example, Rule 7018(a)(1) of the Rules of The Nasdaq Stock Market provide for a credit of up to \$0.00305 per share executed for displayed quotes and orders. Moreover, the effect of the proposed decrease in this credit is offset, in part, by a corresponding decrease in the Consolidated Volume threshold that is applicable to the credit. The net effect of the changes, in other words, will be to increase the universe of member organizations that qualify for the credit while decreasing the size of the credit.

Meanwhile, the Exchange believes that the proposed changes are an equitable allocation and are not unfairly discriminatory because they will apply to all member organizations, any of which may provide the level of Consolidated Volume required to qualify for the credit.

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

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. In terms of inter-market competition, 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.

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In this instance, the proposed changes to the credits available to member organizations for displayed quotes and orders do not impose a burden on competition because the Exchange's execution services are completely voluntary and subject to extensive competition both from other exchanges and from off-exchange venues. The Exchange has determined that the existing credit level and corresponding Consolidated Volume threshold has not achieved the desired participation on the Exchange.

Consequently, the Exchange is decreasing to 0.20% the Consolidated Volume threshold required to receive the credit while also decreasing the amount of the credit from \$0.0031 to \$0.0030 per share executed credit. In sum, the Exchange intends to make it easier for member organizations to receive a credit in an effort to increase participation on the Exchange.

If the changes proposed herein are unattractive to market participants, it is likely that the Exchange will lose market share as a result. The Exchange notes that competing order execution venues are free to increase their credits, or decrease qualification criteria required to receive credits, in reaction to the proposed changes. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of members or competing order execution venues to maintain their competitive standing in the financial markets.

- 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.
- Extension of Time Period for Commission Action
 Not applicable.

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act,⁵ 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: (i) necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

- 8. <u>Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission</u>
 - Not applicable.
- 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 <u>Federal Register</u>.
- 5. Text of the proposed rule change.

⁵ 15 U.S.C. 78s(b)(3)(A)(ii).

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EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION (Release No. ; File No. SR-Phlx-2017-90)

November ___, 2017

Self-Regulatory Organizations; Nasdaq PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Section VIII of the Nasdaq PHLX LLC Pricing Schedule

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 November 1, 2017, 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</u>
Proposed Rule Change

The Exchange proposes to amend Section VIII (Nasdaq PSX Fees) of the Exchange's Pricing Schedule to decrease both the amount of and the Consolidated Volume necessary to qualify for the credit that the Exchange pays to member organizations for displayed quotes and orders that provide liquidity throughout the Nasdaq PSX System.

The text of the proposed rule change is available on the Exchange's Website at http://nasdaqphlx.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.

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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 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</u> Basis for, the Proposed Rule Change

1. <u>Purpose</u>

The purpose of the proposed rule change is to amend Chapter VIII of the Exchange's Pricing Schedule to decrease both the amount of and the Consolidated Volume necessary to qualify for the credit that the Exchange pays to member organizations for displayed quotes and orders that provide liquidity throughout the Nasdaq PSX System. Presently, the Exchange provides a credit of \$0.0031 per share executed for Quotes/Orders entered by a member organization that provides and accesses 0.25% or more of Consolidated Volume during the month. The Exchange is proposing to decrease the amount of this credit from \$0.0031 to \$0.0030 while also decreasing the level of monthly Consolidated Volume that is required of a member organization to qualify for the credit from 0.25% to 0.20%.

2. <u>Statutory Basis</u>

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,³ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,⁴ in

³ 15 U.S.C. 78f(b).

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particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange believes that the proposed \$0.0030 per share executed credit provided to a member organization for displayed quotes and orders remains competitive with the fees of other exchanges. For example, Rule 7018(a)(1) of the Rules of The Nasdaq Stock Market provide for a credit of up to \$0.00305 per share executed for displayed quotes and orders. Moreover, the effect of the proposed decrease in this credit is offset, in part, by a corresponding decrease in the Consolidated Volume threshold that is applicable to the credit. The net effect of the changes, in other words, will be to increase the universe of member organizations that qualify for the credit while decreasing the size of the credit.

Meanwhile, the Exchange believes that the proposed changes are an equitable allocation and are not unfairly discriminatory because they will apply to all member organizations, any of which may provide the level of Consolidated Volume required to qualify for the credit.

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

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. In terms of inter-market competition, 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

⁴ 15 U.S.C. 78f(b)(4) and (5).

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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 proposed changes to the credits available to member organizations for displayed quotes and orders do not impose a burden on competition because the Exchange's execution services are completely voluntary and subject to extensive competition both from other exchanges and from off-exchange venues. The Exchange has determined that the existing credit level and corresponding Consolidated Volume threshold has not achieved the desired participation on the Exchange.

Consequently, the Exchange is decreasing to 0.20% the Consolidated Volume threshold required to receive the credit while also decreasing the amount of the credit from \$0.0031 to \$0.0030 per share executed credit. In sum, the Exchange intends to make it easier for member organizations to receive a credit in an effort to increase participation on the Exchange.

If the changes proposed herein are unattractive to market participants, it is likely that the Exchange will lose market share as a result. The Exchange notes that competing order execution venues are free to increase their credits, or decrease qualification criteria required to receive credits, in reaction to the proposed changes. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of members

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or competing order execution venues to maintain their competitive standing in the financial markets.

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 Action</u>

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act.⁵

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is: (i) necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

 Use the Commission's Internet comment form (http://www.sec.gov/rules/sro.shtml); or

⁵ 15 U.S.C. 78s(b)(3)(A)(ii).

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Send an e-mail to <u>rule-comments@sec.gov</u>. Please include File Number SR-Phlx-2017-90 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-Phlx-2017-90. 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-2017-90 and should be submitted on or before [insert date 21 days from publication in the <u>Federal Register</u>].

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For the Commission, by the Division of Trading and Markets, pursuant to delegated authority. 6

Eduardo A. Aleman Assistant Secretary

⁶ 17 CFR 200.30-3(a)(12).

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EXHIBIT 5

Deleted text is [bracketed]. New text is <u>underlined</u>.

NASDAQ PHLX LLC PRICING SCHEDULE

* * * * *

VIII. NASDAQ PSX FEES

Port Fees[†]

No change.

Order Execution and Routing

- (a) The following charges and credits shall apply to the use of the order execution and routing services of the Nasdaq PSX System by member organizations for all securities that it trades priced at \$1 or more per share:
- (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 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 PSX:

\$0.0026 per share executed for a PSCN order (other than a PSKP

order)

\$0.0029 per share executed in Nasdaq-Listed Securities entered by a member organization that accesses 0.065% or more of Consolidated Volume during the month

\$0.0028 per share executed in NYSE-Listed Securities entered by a member organization that accesses 0.065% or more of Consolidated Volume during the month SR-Phlx-2017-90 Page 16 of 19

\$0.0028 per share executed in Securities Listed on Exchanges other than Nasdaq and NYSE entered by a member organization that accesses 0.065% or more of Consolidated Volume during the month

\$0.0030 per share executed for all other member organizations

Credit to member organization providing liquidity through the Nasdaq PSX System:

Displayed Quote/Order:

\$0.003[1]0 per share executed for Quotes/Orders entered by a member organization that provides and accesses 0.2[5]0% or more of Consolidated Volume during the month

\$0.0027 per share executed for Quotes/Orders entered by a member organization that provides and accesses 0.15% or more of Consolidated Volume during the month

\$0.0027 per share executed for Quotes/Orders entered in Securities Listed on Exchanges other than Nasdaq or NYSE by a member organization that (1) provides a minimum of 1 million shares a day on average in Securities Listed on Exchanges other than Nasdaq or NYSE and (2) doubles the daily average share volume provided in Securities Listed on Exchanges other than Nasdaq or NYSE during the month versus the member organization's daily average share volume provided in Securities Listed on Exchanges other than Nasdaq or NYSE in February 2017. If a member had no activity in February 2017 in Securities Listed on Exchanges other

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than Nasdaq or NYSE or became a member after February 2017, its February 2017 daily average share volume in Securities Listed on Exchanges other than Nasdaq or NYSE would be zero for purposes of determining that member's eligibility for the credit in subsequent months.

\$0.0025 per share executed for Quotes/Orders entered by a member organization that provides and accesses 0.05% or more of Consolidated Volume during the month

\$0.0023 per share executed for all other Quotes/Orders

Non-Displayed Order Charges and Credits:

\$0.0023 per share executed credit for all orders with midpoint pegging that provide liquidity

\$0.0000 per share executed credit for other non-displayed orders that provide liquidity

- (2) No change.
- (b) No change.

Testing Facilities

No change.

TradeInfo PSX

No change.

Weblink ACT PSX

No change.

PSX Managed Data Solutions Fees.

SR-Phlx-2017-90 Page 18 of 19 No change. **Market Data Distributor Fees** No change. **Access and Redistribution Fee** No change. **Administrative Reports** No change. **Monthly Administrative Fee** No change. **PSX TotalView** No change. **Aggregation of Activity of Affiliated Member Organizations** No change. **Installation, Removal or Relocation** No change. **Other Requests for Data** No change. **Partial Month Charges** No change. PSX Last Sale and Nasdaq Last Sale Plus Data Feeds No change. **PSX BBO Feeds**

No change.

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PSX Ouch BBO Feed

No change.

PSX Trading and Compliance Data Package

No change.

QView

No change.

Short Sale Monitor

No change.

PSX Pre-Trade Risk Management

No change.

* * * * *