

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 23	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR - 2017 - * 93	Amendment No. (req. for Amendments *)	
Filing by Nasdaq PHLX LLC Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934					
Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	Rule <input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(4) <input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(5) <input type="checkbox"/> 19b-4(f)(3) <input checked="" type="checkbox"/> 19b-4(f)(6)		
Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Section 806(e)(1) * <input type="checkbox"/>			Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) * <input type="checkbox"/>		
Exhibit 2 Sent As Paper Document <input checked="" type="checkbox"/>		Exhibit 3 Sent As Paper Document <input checked="" type="checkbox"/>			
Description Provide a brief description of the action (limit 250 characters, required when Initial is checked *). Proposed rule change to amend Rule 1080					
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 * Adrian Last Name * Griffiths Title * Senior Associate General Counsel E-mail * adrian.griffiths@nasdaq.com Telephone * (212) 231-5176 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 11/02/2017 By Edward S. Knight (Name *) Executive Vice President and General Counsel 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 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

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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

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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

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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 proposed rule change to amend Rule 1080(p)(2) to enhance anti-internalization functionality.

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 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:

Adrian Griffiths
Senior Associate General Counsel
Nasdaq, Inc.
212-231-5176

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

a. Purpose

The purpose of the proposed rule change is to enhance the anti-internalization (“AIQ”) functionality provided to Specialists and Registered Options Traders (“ROT”) (collectively, “market makers”)³ on the Exchange by giving members the flexibility to choose to have this protection apply at the badge level (i.e., existing functionality), at the Exchange account level, or at the member firm level. The Exchange believes that this enhancement will provide helpful flexibility for market making firms that wish to prevent trading against all quotes and orders entered by their firm, or Exchange account, instead of just quotes and orders that are entered under the same badge.

Currently, the Exchange provides mandatory AIQ functionality whereby quotes and orders entered by market makers using the same Phlx badge are not executed against quotes and orders entered on the opposite side of the market using the same badge.⁴ When a quote or order entered by a market maker would trade with other quotes or orders from the same badge, the trading system cancels the resting quote or order back to the entering party prior to execution.⁵ AIQ assists market makers in reducing trading costs from unwanted executions potentially resulting from the interaction of executable buy

³ Specialists and ROTs are considered market makers on Phlx. See Rule 1014.

⁴ See Rule 1080(p).

⁵ Id. A quote or order entered by a market maker only triggers AIQ when it would trade with other quotes or orders from the same market maker. Thus, an incoming quote or order entered by a market maker may interact with other interest with priority on the book prior to triggering AIQ. After AIQ is triggered, the incoming quote or order may continue to trade with resting interest from other participants.

and sell trading interest from the same firm when performing the same market making function.

Today, this protection prevents market makers from trading against their own quotes and orders at the badge level. The proposed enhancement to this functionality would allow members to choose to have this protection applied at the badge level as implemented today, at the Exchange account level, or at the member firm level. If members choose to have this protection applied at the Exchange account level, AIQ would prohibit quotes and orders from different badges associated with the same Exchange account from trading against one another. Similarly, if the members choose to have this protection applied at the member firm level, AIQ would prohibit quotes and orders from different badges within the member firm from trading against one another. Members that do not select to have this protection applied at the Exchange account level or member firm level will have their AIQ protection defaulted to the badge level protection applied today. The Exchange believes that the proposed AIQ enhancement will provide members with more tailored self-trade functionality that allows them to manage their trading as appropriate based on the members' business needs. While the Exchange believes that some firms will want to restrict AIQ to trading against interest from the same badge – i.e., as implemented today – the Exchange believes that other firms will find it helpful to be able to configure AIQ to apply at the Exchange account level or at the member firm level so that they are protected regardless of which badge the order or quote originated from. Similar flexibility is offered on the Exchange's affiliate, the Nasdaq

Options Market (“NOM”),⁶ and also on the BATS BZX Exchange (“BZX”), which provides members the ability to apply Match Trade Prevention (“MTP”) modifiers – i.e., BZX’s version of self-trade protection – based on MPID, Exchange Member, trading group, or Exchange Sponsored Participant identifiers.⁷

The examples below illustrate how AIQ would operate based on the badge level protection, the Exchange account level, or for members that choose to apply AIQ at the member firm level:

Example 1

1. Member ABC (badge 123A & 555B) with AIQ configured at the badge level
2. 123A Quote: \$1.00 (5) x \$1.10 (20)
3. 555B Buy Order entered for 10 contracts at \$1.10
4. 555B Buy Order executes 10 contracts against 123A Quote. 123A and 555B are permitted trade against one another because Member ABC has configured AIQ to apply at the badge level. This is the same as existing functionality.

Example 2

1. Member ABC (Account 999 with badges 123A and 555B, and Account 888 with badge 789A) with AIQ configured at the Exchange account level
2. 123A Quote: \$1.00 (5) x \$1.10 (20)
3. 789A Quote: \$1.05(10) x \$1.10 (20)
4. 555B Buy Order entered for 30 contracts at \$1.10

⁶ See NOM Chapter VI, Sec. 10. See also Securities Exchange Act Release No. 81171 (July 19, 2017), 82 FR 34557 (July 25, 2017) (SR-Nasdaq-2017-069).

⁷ See BZX Rule 21.1(g).

5. 555B Buy Order executes against 789A Quote but 555B Buy Order does not execute against 123A Quote. AIQ purges the 123A Quote and the remaining contracts of the 555B Buy Order rests on the book at \$1.10. 123A and 555B are not permitted trade against one another because Member ABC has configured AIQ to apply at the Exchange account level. This is new functionality as the member has opted to have AIQ operate at the Exchange account level.

Example 3

1. Same as Example 2 above but Member ABC has AIQ configured at the member level.
2. AIQ purges the 123A Quote and the 789A Quote and the 555B Buy Order rests on the book at \$1.10. This is new functionality as the member has opted to have AIQ operate at the member level.

Implementation

The Exchange proposes to launch the AIQ functionality described in this proposed rule change in either Q4 2017 or Q1 2018. The Exchange will announce the implementation date of this functionality in an Options Trader Alert issued to members prior to the launch date.

b. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6(b) of the Act.⁸ In particular, the proposal is consistent with Section 6(b)(5) of the Act,⁹

⁸ 15 U.S.C. 78f(b).

because it is designed to promote just and equitable principles of trade, remove impediments to and perfect the mechanisms of a free and open market and a national market system and, in general, to protect investors and the public interest.

The Exchange believes that the proposed rule change is consistent with the protection of investors and the public interest as it is designed to provide Phlx market makers with additional flexibility with respect to how to implement self-trade protections provided by AIQ. Currently, all market makers are provided functionality that prevents quotes and orders from one badge from trading with quotes and orders from the same badge. This allows market makers to better manage their order flow and prevent undesirable executions where the market maker, using the same badge, would be on both sides of the trade. While this functionality is helpful to our members, some members would prefer not to trade with quotes and orders entered by different badges within the same Exchange account or member. Thus, the Exchange is proposing to provide members with flexibility with respect to how AIQ is implemented. While members that like the current functionality can continue to use it, members who would prefer to prevent self-trades across different badges within the same Exchange account or at the member level will now be provided with functionality that lets them do this. Similar flexibility is offered on both NOM and BZX.¹⁰ The Exchange believes that flexibility to apply AIQ at the Exchange account or member firm level would be useful for Phlx members too. The Exchange believes that the proposed rule change is designed to promote just and equitable principles of trade and will remove impediments to and perfect the mechanisms

⁹ 15 U.S.C. 78f(b)(5).

¹⁰ See supra notes 6-7.

of a free and open market as it will further enhance self-trade protections provided to market makers similar to those protections provided on other markets. This functionality does not relieve or otherwise modify the duty of best execution owed to orders received from public customers.

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

In accordance with Section 6(b)(8) of the Act,¹¹ the Exchange does not believe that the proposed rule change will impose any burden on intermarket or intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change is designed to enhance AIQ functionality provided to Exchange market makers, and will benefit members that wish to protect their quotes and orders against trading with other quotes and orders within the same Exchange account or member, rather than the more limited badge standard applied today. The new functionality, which provides similar flexibility to that offered on both NOM and BZX, is also completely voluntary, and members that wish to use the current functionality can also continue to do so. The Exchange does not believe that providing more flexibility to members will have any significant impact on competition. In fact, the Exchange believes that the proposed rule change is evidence of the competitive environment in the options industry where exchanges must continually improve their offerings to maintain competitive standing.

¹¹ 15 U.S.C. 78f(b)(8).

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any unsolicited written comments from members or other interested parties.

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) of the Act,¹² and Rule 19b-4(f)(6)¹³ thereunder, the Exchange has designated this proposal as one that 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 believes that the proposed rule change does not significantly affect the protection of investors or the public interest as it is designed to provide additional AIQ functionality for members that would like their quotes and orders protected regardless of whether they are from the same or different badges. Similar flexibility is offered on both NOM and BZX.¹⁴ Members that do not wish to utilize the new functionality will be able to continue to use AIQ as implemented today, and will only be

¹² 15 U.S.C. 78s(b)(3)(A).

¹³ 17 CFR 240.19b-4(f)(6).

¹⁴ See supra notes 6-7.

protected from trading with quotes and orders from the same badge. The Exchange therefore believes that the proposed rule change qualifies for immediate effectiveness as a “non-controversial” rule change.

Furthermore, 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.

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

The proposed rule change is based on the rules of NOM and BZX.¹⁵

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.

¹⁵ Id.

5. Text of the proposed rule change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-Phlx-2017-93)

November __, 2017

Self-Regulatory Organizations; Nasdaq PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Rule 1080(p)(2) to Enhance Anti-Internalization Functionality

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 2, 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. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend Rule 1080(p)(2) to enhance anti-internalization functionality.

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.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 enhance the anti-internalization (“AIQ”) functionality provided to Specialists and Registered Options Traders (“ROT”) (collectively, “market makers”)³ on the Exchange by giving members the flexibility to choose to have this protection apply at the badge level (i.e., existing functionality), at the Exchange account level, or at the member firm level. The Exchange believes that this enhancement will provide helpful flexibility for market making firms that wish to prevent trading against all quotes and orders entered by their firm, or Exchange account, instead of just quotes and orders that are entered under the same badge.

Currently, the Exchange provides mandatory AIQ functionality whereby quotes and orders entered by market makers using the same Phlx badge are not executed against quotes and orders entered on the opposite side of the market using the same badge.⁴ When a quote or order entered by a market maker would trade with other quotes or orders from the same badge, the trading system cancels the resting quote or order back to the entering party prior to execution.⁵ AIQ assists market makers in reducing trading costs

³ Specialists and ROTs are considered market makers on Phlx. See Rule 1014.

⁴ See Rule 1080(p).

⁵ Id. A quote or order entered by a market maker only triggers AIQ when it would trade with other quotes or orders from the same market maker. Thus, an incoming quote or order entered by a market maker may interact with other interest with

from unwanted executions potentially resulting from the interaction of executable buy and sell trading interest from the same firm when performing the same market making function.

Today, this protection prevents market makers from trading against their own quotes and orders at the badge level. The proposed enhancement to this functionality would allow members to choose to have this protection applied at the badge level as implemented today, at the Exchange account level, or at the member firm level. If members choose to have this protection applied at the Exchange account level, AIQ would prohibit quotes and orders from different badges associated with the same Exchange account from trading against one another. Similarly, if the members choose to have this protection applied at the member firm level, AIQ would prohibit quotes and orders from different badges within the member firm from trading against one another. Members that do not select to have this protection applied at the Exchange account level or member firm level will have their AIQ protection defaulted to the badge level protection applied today. The Exchange believes that the proposed AIQ enhancement will provide members with more tailored self-trade functionality that allows them to manage their trading as appropriate based on the members' business needs. While the Exchange believes that some firms will want to restrict AIQ to trading against interest from the same badge – i.e., as implemented today – the Exchange believes that other firms will find it helpful to be able to configure AIQ to apply at the Exchange account level or at the member firm level so that they are protected regardless of which badge the order or quote originated from. Similar flexibility is offered on the Exchange's affiliate, the Nasdaq

priority on the book prior to triggering AIQ. After AIQ is triggered, the incoming quote or order may continue to trade with resting interest from other participants.

Options Market (“NOM”),⁶ and also on the BATS BZX Exchange (“BZX”), which provides members the ability to apply Match Trade Prevention (“MTP”) modifiers – i.e., BZX’s version of self-trade protection – based on MPID, Exchange Member, trading group, or Exchange Sponsored Participant identifiers.⁷

The examples below illustrate how AIQ would operate based on the badge level protection, the Exchange account level, or for members that choose to apply AIQ at the member firm level:

Example 1

1. Member ABC (badge 123A & 555B) with AIQ configured at the badge level
2. 123A Quote: \$1.00 (5) x \$1.10 (20)
3. 555B Buy Order entered for 10 contracts at \$1.10
4. 555B Buy Order executes 10 contracts against 123A Quote. 123A and 555B are permitted trade against one another because Member ABC has configured AIQ to apply at the badge level. This is the same as existing functionality.

Example 2

1. Member ABC (Account 999 with badges 123A and 555B, and Account 888 with badge 789A) with AIQ configured at the Exchange account level
2. 123A Quote: \$1.00 (5) x \$1.10 (20)
3. 789A Quote: \$1.05(10) x \$1.10 (20)
4. 555B Buy Order entered for 30 contracts at \$1.10

⁶ See NOM Chapter VI, Sec. 10. See also Securities Exchange Act Release No. 81171 (July 19, 2017), 82 FR 34557 (July 25, 2017) (SR-Nasdaq-2017-069).

⁷ See BZX Rule 21.1(g).

5. 555B Buy Order executes against 789A Quote but 555B Buy Order does not execute against 123A Quote. AIQ purges the 123A Quote and the remaining contracts of the 555B Buy Order rests on the book at \$1.10. 123A and 555B are not permitted trade against one another because Member ABC has configured AIQ to apply at the Exchange account level. This is new functionality as the member has opted to have AIQ operate at the Exchange account level.

Example 3

1. Same as Example 2 above but Member ABC has AIQ configured at the member level.
2. AIQ purges the 123A Quote and the 789A Quote and the 555B Buy Order rests on the book at \$1.10. This is new functionality as the member has opted to have AIQ operate at the member level.

Implementation

The Exchange proposes to launch the AIQ functionality described in this proposed rule change in either Q4 2017 or Q1 2018. The Exchange will announce the implementation date of this functionality in an Options Trader Alert issued to members prior to the launch date.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6(b) of the Act.⁸ In particular, the proposal is consistent with Section 6(b)(5) of the Act,⁹

⁸ 15 U.S.C. 78f(b).

because it is designed to promote just and equitable principles of trade, remove impediments to and perfect the mechanisms of a free and open market and a national market system and, in general, to protect investors and the public interest.

The Exchange believes that the proposed rule change is consistent with the protection of investors and the public interest as it is designed to provide Phlx market makers with additional flexibility with respect to how to implement self-trade protections provided by AIQ. Currently, all market makers are provided functionality that prevents quotes and orders from one badge from trading with quotes and orders from the same badge. This allows market makers to better manage their order flow and prevent undesirable executions where the market maker, using the same badge, would be on both sides of the trade. While this functionality is helpful to our members, some members would prefer not to trade with quotes and orders entered by different badges within the same Exchange account or member. Thus, the Exchange is proposing to provide members with flexibility with respect to how AIQ is implemented. While members that like the current functionality can continue to use it, members who would prefer to prevent self-trades across different badges within the same Exchange account or at the member level will now be provided with functionality that lets them do this. Similar flexibility is offered on both NOM and BZX.¹⁰ The Exchange believes that flexibility to apply AIQ at the Exchange account or member firm level would be useful for Phlx members too. The Exchange believes that the proposed rule change is designed to promote just and equitable principles of trade and will remove impediments to and perfect the mechanisms

⁹ 15 U.S.C. 78f(b)(5).

¹⁰ See supra notes 6-7.

of a free and open market as it will further enhance self-trade protections provided to market makers similar to those protections provided on other markets. This functionality does not relieve or otherwise modify the duty of best execution owed to orders received from public customers.

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

In accordance with Section 6(b)(8) of the Act,¹¹ the Exchange does not believe that the proposed rule change will impose any burden on intermarket or intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change is designed to enhance AIQ functionality provided to Exchange market makers, and will benefit members that wish to protect their quotes and orders against trading with other quotes and orders within the same Exchange account or member, rather than the more limited badge standard applied today. The new functionality, which provides similar flexibility to that offered on both NOM and BZX, is also completely voluntary, and members that wish to use the current functionality can also continue to do so. The Exchange does not believe that providing more flexibility to members will have any significant impact on competition. In fact, the Exchange believes that the proposed rule change is evidence of the competitive environment in the options industry where exchanges must continually improve their offerings to maintain competitive standing.

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.

¹¹ 15 U.S.C. 78f(b)(8).

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

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act¹² and subparagraph (f)(6) of Rule 19b-4 thereunder.¹³

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:

¹² 15 U.S.C. 78s(b)(3)(A)(iii).

¹³ 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.

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-2017-93 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-2017-93. 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-2017-93 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.¹⁴

Eduardo A. Aleman
Assistant Secretary

¹⁴ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

NASDAQ PHLX Rules

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Rule 1080. Phlx

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(p) Execution Protections

(1) No change.

(2) **Anti-Internalization** - Quotes and orders entered by Specialists and Registered Options Traders (as defined in Rule 1014) [using the same Phlx badge] will not be executed against quotes and orders entered on the opposite side of the market using the same badge, or alternatively, if selected by the member, the same Exchange account identifier or member firm identifier. In such a case, the System will cancel the resting quote or order back to the entering party prior to execution. This functionality shall not apply in any auction or with respect to complex transactions.

(3) No change.

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