Required fields are shown with yellow backgrounds and asterisks.

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

File No. * SR 2025 - * 22

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) *
☑	☐	☐	☐	☑	☐

Pilot	Extension of Time Period for Commission Action *	Date Expires *
☐	☐	

Rule

☐ 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

Section 806(e)(1) *	Section 806(e)(2) *
☐	☐

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
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 *).

A proposal to amend the fees for Nasdaq 100 Index Options in Options 7.

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 * Sun | Last Name * Kim

Title * Senior Associate General Counsel

E-mail * Sun.Kim@Nasdaq.com

Telephone * (646) 420-7816 | Fax

Signature

Pursuant to the requirements of the Securities Exchange of 1934, Nasdaq PHLX LLC
has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 06/02/2025

By John A. Zecca (Name *)

(Title *) EVP and Chief Legal Officer

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

Date: 2025.06.02 11:52:55 -04'00'

Required fields are shown with yellow backgrounds and astericks.

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 SR-Phlx-2025-22 19b-4.docx	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 SR-Phlx-2025-22 Exhibit 1.docx	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 Advanced Notice by Clearing Agencies * 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 2- Notices, Written Comments, Transcripts, Other Communications Add Remove View	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 Sent As Paper Document
Exhibit 3 - Form, Report, or Questionnaire Add Remove View	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 Sent As Paper Document
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 SR-Phlx-2025-22 Exhibit 5.docx	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 amend the fees for Nasdaq 100 Index options in the Exchange's Pricing Schedule at Options 7, Section 5.A.

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 (the "Board"). 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:

Sun Kim
Senior Associate General Counsel
Nasdaq, Inc.
646-420-7816

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 amend the fees for NDX[3] and NDXP.[4]

As set forth in Options 7, Section 5.A, the Exchange currently charges all Non-Customer[5] orders in NDX and NDXP a $0.75 per contract transaction fee. Customer[6] orders are currently assessed a $0.25 per contract transaction fee in NDX and NDXP. These transaction fees apply to electronic simple and complex executions as well as floor transactions.

The Exchange now proposes to assess a surcharge of $1.50 per contract to all electronic simple Non-Customer orders that remove liquidity.[7] Customer NDX and NDXP fees will remain unchanged under this proposal. The proposed surcharge is aimed at encouraging Non-Customers to add more liquidity and reduce "take" behavior that removes liquidity from the order book. The Exchange notes that the proposed surcharge

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3 NDX represents A.M.-settled options on the full value of the Nasdaq 100 Index traded under the symbol NDX.

4 NDXP represents P.M.-settled options on the full value of the Nasdaq 100 Index traded under the symbol NDXP.

5 The term "Non-Customer" applies to transactions for the accounts of Lead Market Makers, Market Makers, Firms, Professionals, Broker-Dealers and JBOs.

6 The term "Customer" applies to any transaction that is identified by a member or member organization for clearing in the Customer range at The Options Clearing Corporation ("OCC") which is not for the account of a broker or dealer or for the account of a "Professional" (as that term is defined in Options 1, Section 1(b)(45)).

7 See proposed note 3 in Options 7, Section 5.A.

amount is within the range of surcharges assessed for transactions in other proprietary products at another options exchange.[8]

Lastly, the Exchange proposes a non-substantive change in the Section 5.A pricing schedule. Specifically, the Exchange proposes to relocate the note 1 references currently appended to NDX, NDXP, and EXGN under the "Symbol" column to the relevant transaction fees under the columns for "Professional," "Lead Market Maker and Market Maker," "Broker-Dealer," and "Firm." Note 1 currently sets forth the $0.25 per contract surcharge for NDX, NDXP and EXGN assessed to Non-Customers. The Exchange seeks to promote clarity in its Section 5.A pricing schedule by relocating the note 1 references so that they are appended to the respective transaction fees for Non-Customers.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,[9] in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,[10] 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 its proposal to add a $1.50 per contract surcharge to all electronic simple Non-Customer orders that remove liquidity is reasonable because the proposed pricing reflects the proprietary nature of this product. Similar to other

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[8] For example, Cboe Options ("Cboe") currently assesses market participants LEAPS surcharge fees for SPX ranging from $1.00 to $2.50 per contract. See Cboe Fees Schedule.

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

[10] 15 U.S.C. 78f(b)(4) and (5).

proprietary products like options overlying the Nasdaq 100 Micro Index ("XND"), the Exchange seeks to recoup the operational costs of listing proprietary products.[11] Also, pricing by symbol is a common practice on many U.S. options exchanges as a means to incentivize order flow to be sent to an exchange for execution in particular products. As noted above, another options exchange assesses surcharges for its proprietary index options products that are within the range (or higher) of what the Exchange is proposing herein.[12] Further, the Exchange notes that market participants are offered different ways to gain exposure to the Nasdaq 100 Index, whether through the Exchange's proprietary products like options overlying NDX, NDXP, or XND, or separately through multi-listed options overlying Invesco QQQ Trust ("QQQ").[13] Offering such products provides market participants with a variety of choices in selecting the product they desire to utilize in order to gain exposure to the Nasdaq 100 Index. When exchanges are able to recoup costs associated with offering proprietary products, it incentivizes growth and competition for the innovation of additional products.

The Exchange believes that its proposal is equitable and not unfairly discriminatory because it will be applied uniformly to all electronic simple Non-Customer NDX and NDXP orders that remove liquidity. Assessing this surcharge only to Non-Customers is equitable and not unfairly discriminatory because Customers have historically been assessed more favorable pricing on the Exchange, including on NDX

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11 By way of example, in analyzing an obvious error, the Exchange would have additional data points available in establishing a theoretical price for a multiply listed option as compared to a proprietary product, which requires additional analysis and administrative time to comply with Exchange rules to resolve an obvious error.

12 <u>See</u> <u>supra</u> note 8.

13 QQQ is an exchange-traded fund based on the same Nasdaq 100 Index as NDX, NDXP, and XND.

and NDXP orders where they will continue to be assessed the lowest transaction fee of $0.25 per contract under this proposal. Customer order flow benefits all market participants by providing more trading opportunities, which attracts market makers. An increase in the activity of these market participants in turn facilitates tighter spreads, which may cause an additional corresponding increase in order flow from other market participants, to the benefit of all market participants who may interact with this order flow. Further, the proposed surcharge is aimed at encouraging Non-Customers to add more liquidity and reduce "take" behavior that removes liquidity from the order book. To the extent the Exchange is successful in incentivizing this behavior, the additional liquidity on the Exchange will benefit all market participants through more trading opportunities, tighter spreads, and added price discovery.

Lastly, the Exchange believes that the non-substantive changes to relocate the note 1 references in the Section 5.A pricing schedule as described above are reasonable, equitable, and not unfairly discriminatory because they will promote clarity in the Exchange's pricing schedule and make it easier to follow, to the benefit of all market participants.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

In terms of intra-market competition, the Exchange will apply the proposed surcharge uniformly to all Non-Customers. As discussed above, the proposed change is aimed at encouraging Non-Customers to add more liquidity and reduce "take" behavior that removes liquidity from the order book. To the extent the Exchange is successful in incentivizing this behavior, the additional liquidity on the Exchange will benefit all market participants through more trading opportunities, tighter spreads, and added price discovery.

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 options 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. As noted above, market participants are offered an opportunity to transact in NDX, NDXP, or XND, or separately execute options overlying QQQ. Offering these products provides market participants with a variety of choices in selecting the product they desire to use to gain exposure to the Nasdaq 100 Index. Furthermore, the proposed surcharge is in line with surcharges assessed on other proprietary products at another options exchange.[14]

In addition to the Exchange, market participants have alternative options exchanges that they may participate on and direct their order flow, which list proprietary products that compete with NDX and NDXP.[15] In sum, if the changes proposed herein

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[14] See supra note 8.

[15] See e.g., pricing for Russell 2000 Index ("RUT") on Cboe's Fees Schedule and Cboe C2 Exchange, Inc.'s ("C2") Fees Schedule. See also SPX pricing on Cboe's Fees Schedule. Both RUT and SPX are proprietary products on the Cboe markets that are broad-based index options, like NDX and NDXP.

are unattractive to market participants, it is likely that the Exchange will lose market share as a result. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of members or competing options exchanges to maintain their competitive standing in the financial markets.

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)

Pursuant to Section 19(b)(3)(A)(ii) of the Act,[16] 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. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

Not applicable.

[16] 15 U.S.C. 78s(b)(3)(A)(ii).

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.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. ; File No. SR-Phlx-2025-22)

June __, 2025

Self-Regulatory Organizations; Nasdaq PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend the Fees for Nasdaq 100 Index options in Options 7, Section 5.A

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 June 2, 2025, 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 the fees for Nasdaq 100 Index options in the Exchange's Pricing Schedule at Options 7, Section 5.A to adopt a new surcharge for removing liquidity.

The text of the proposed rule change is available on the Exchange's Website at https://listingcenter.nasdaq.com/rulebook/phlx/rulefilings, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

2 17 CFR 240.19b-4.

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

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

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

1. Purpose

The purpose of the proposed rule change is to amend the fees for NDX[3] and NDXP.[4]

As set forth in Options 7, Section 5.A, the Exchange currently charges all Non-Customer[5] orders in NDX and NDXP a $0.75 per contract transaction fee. Customer[6] orders are currently assessed a $0.25 per contract transaction fee in NDX and NDXP. These transaction fees apply to electronic simple and complex executions as well as floor transactions.

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3 NDX represents A.M.-settled options on the full value of the Nasdaq 100 Index traded under the symbol NDX.

4 NDXP represents P.M.-settled options on the full value of the Nasdaq 100 Index traded under the symbol NDXP.

5 The term "Non-Customer" applies to transactions for the accounts of Lead Market Makers, Market Makers, Firms, Professionals, Broker-Dealers and JBOs.

6 The term "Customer" applies to any transaction that is identified by a member or member organization for clearing in the Customer range at The Options Clearing Corporation ("OCC") which is not for the account of a broker or dealer or for the account of a "Professional" (as that term is defined in Options 1, Section 1(b)(45)).

The Exchange now proposes to assess a surcharge of $1.50 per contract to all electronic simple Non-Customer orders that remove liquidity.[7] Customer NDX and NDXP fees will remain unchanged under this proposal. The proposed surcharge is aimed at encouraging Non-Customers to add more liquidity and reduce “take” behavior that removes liquidity from the order book. The Exchange notes that the proposed surcharge amount is within the range of surcharges assessed for transactions in other proprietary products at another options exchange.[8]

Lastly, the Exchange proposes a non-substantive change in the Section 5.A pricing schedule. Specifically, the Exchange proposes to relocate the note 1 references currently appended to NDX, NDXP, and EXGN under the “Symbol” column to the relevant transaction fees under the columns for “Professional,” “Lead Market Maker and Market Maker,” “Broker-Dealer,” and “Firm.” Note 1 currently sets forth the $0.25 per contract surcharge for NDX, NDXP and EXGN assessed to Non-Customers. The Exchange seeks to promote clarity in its Section 5.A pricing schedule by relocating the note 1 references so that they are appended to the respective transaction fees for Non-Customers.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,[9] in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,[10] in particular, in that it provides for the equitable allocation of reasonable dues, fees and

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7 See proposed note 3 in Options 7, Section 5.A.

8 For example, Cboe Options (“Cboe”) currently assesses market participants LEAPS surcharge fees for SPX ranging from $1.00 to $2.50 per contract. See Cboe Fees Schedule.

9 15 U.S.C. 78f(b).

10 15 U.S.C. 78f(b)(4) and (5).

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 its proposal to add a $1.50 per contract surcharge to all electronic simple Non-Customer orders that remove liquidity is reasonable because the proposed pricing reflects the proprietary nature of this product. Similar to other proprietary products like options overlying the Nasdaq 100 Micro Index ("XND"), the Exchange seeks to recoup the operational costs of listing proprietary products.[11] Also, pricing by symbol is a common practice on many U.S. options exchanges as a means to incentivize order flow to be sent to an exchange for execution in particular products. As noted above, another options exchange assesses surcharges for its proprietary index options products that are within the range (or higher) of what the Exchange is proposing herein.[12] Further, the Exchange notes that market participants are offered different ways to gain exposure to the Nasdaq 100 Index, whether through the Exchange's proprietary products like options overlying NDX, NDXP, or XND, or separately through multi-listed options overlying Invesco QQQ Trust ("QQQ").[13] Offering such products provides market participants with a variety of choices in selecting the product they desire to utilize in order to gain exposure to the Nasdaq 100 Index. When exchanges are able to recoup costs associated with offering proprietary products, it incentivizes growth and competition for the innovation of additional products.

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11 By way of example, in analyzing an obvious error, the Exchange would have additional data points available in establishing a theoretical price for a multiply listed option as compared to a proprietary product, which requires additional analysis and administrative time to comply with Exchange rules to resolve an obvious error.

12 See supra note 8.

13 QQQ is an exchange-traded fund based on the same Nasdaq 100 Index as NDX, NDXP, and XND.

The Exchange believes that its proposal is equitable and not unfairly discriminatory because it will be applied uniformly to all electronic simple Non-Customer NDX and NDXP orders that remove liquidity. Assessing this surcharge only to Non-Customers is equitable and not unfairly discriminatory because Customers have historically been assessed more favorable pricing on the Exchange, including on NDX and NDXP orders where they will continue to be assessed the lowest transaction fee of $0.25 per contract under this proposal. Customer order flow benefits all market participants by providing more trading opportunities, which attracts market makers. An increase in the activity of these market participants in turn facilitates tighter spreads, which may cause an additional corresponding increase in order flow from other market participants, to the benefit of all market participants who may interact with this order flow. Further, the proposed surcharge is aimed at encouraging Non-Customers to add more liquidity and reduce "take" behavior that removes liquidity from the order book. To the extent the Exchange is successful in incentivizing this behavior, the additional liquidity on the Exchange will benefit all market participants through more trading opportunities, tighter spreads, and added price discovery.

Lastly, the Exchange believes that the non-substantive changes to relocate the note 1 references in the Section 5.A pricing schedule as described above are reasonable, equitable, and not unfairly discriminatory because they will promote clarity in the Exchange's pricing schedule and make it easier to follow, to the benefit of all market participants.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

In terms of intra-market competition, the Exchange will apply the proposed surcharge uniformly to all Non-Customers. As discussed above, the proposed change is aimed at encouraging Non-Customers to add more liquidity and reduce "take" behavior that removes liquidity from the order book. To the extent the Exchange is successful in incentivizing this behavior, the additional liquidity on the Exchange will benefit all market participants through more trading opportunities, tighter spreads, and added price discovery.

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 options 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. As noted above, market participants are offered an opportunity to transact in NDX, NDXP, or XND, or separately execute options overlying QQQ. Offering these products provides market participants with a variety of choices in selecting the product they desire to use to gain exposure to the Nasdaq 100

Index. Furthermore, the proposed surcharge is in line with surcharges assessed on other proprietary products at another options exchange.[14]

In addition to the Exchange, market participants have alternative options exchanges that they may participate on and direct their order flow, which list proprietary products that compete with NDX and NDXP.[15] In sum, if the changes proposed herein are unattractive to market participants, it is likely that the Exchange will lose market share as a result. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of members or competing options exchanges to maintain their competitive standing in the financial markets.

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

No written comments were either solicited or received.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act.[16]

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

14 See supra note 8.

15 See e.g., pricing for Russell 2000 Index ("RUT") on Cboe's Fees Schedule and Cboe C2 Exchange, Inc.'s ("C2") Fees Schedule. See also SPX pricing on Cboe's Fees Schedule. Both RUT and SPX are proprietary products on the Cboe markets that are broad-based index options, like NDX and NDXP.

16 15 U.S.C. 78s(b)(3)(A)(ii).

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 (https://www.sec.gov/rules/sro.shtml); or
- Send an email to rule-comments@sec.gov. Please include file number SR-Phlx-2025-22 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-2025-22. This file number should be included on the subject line if email 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 website (https://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 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-Phlx-2025-22 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[17]

Sherry R. Haywood,

Assistant Secretary.

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

EXHIBIT 5

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

NASDAQ PHLX LLC RULES

* * * * *

Options 7 Pricing Schedule

* * * * *

Section 5. Index and Singly Listed Options (Includes options overlying FX Options, equities, ETFs, ETNs, and indexes not listed on another exchange)

A. Broad-Based Index Options

The below pricing applies to electronic (simple and complex orders) and floor transactions.

Options Transaction Charges

Symbol	Customer	Professional	Lead Market Maker and Market Maker	Broker-Dealer	Firm
NDX[1,] 7	$0.25 6	$0.75 1,3, 5	$0.75 1,3, 5	$0.75 1,3, 5	$0.75 1,3, 5
NDXP[1,] 7	$0.25 6	$0.75 1,3, 5	$0.75 1,3, 5	$0.75 1,3, 5	$0.75 1,3, 5
EXGN[1]	$0.00	$0.75 1	$0.75 1	$0.75 1	$0.75 1
XND 2	$0.00	$0.10	$0.10	$0.10	$0.10

• These fees are per contract.

* * * * *

3 [Reserved.]A surcharge for NDX and NDXP of $1.50 per contract will be assessed to electronic simple Non-Customer orders that remove liquidity.

* * * * *