

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 19

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

File No.* SR - 2012 - * 019

Amendment No. (req. for Amendments *)

Proposed Rule Change by NASDAQ OMX BX, Inc.

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"/>
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Rule

<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)
<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)
<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)

Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>
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Exhibit 2 Sent As Paper Document
Exhibit 3 Sent As Paper Document
Description

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

Proposal to amend to the BOX Fee Schedule. Changes pursuant to this proposal will be effective upon filing for March 2012, Participants will only be assessed any applicable routing fee for orders on the effective date and thereafter.

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 proposed rule change.

First Name *	Maura	Last Name *	Looney
Title *	Associate Vice President		
E-mail *	maura.looney@nasdaqomx.com		
Telephone *	(617) 235-2073	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 officer.

Date 03/12/2012

By Maura Looney
(Name *)Associate Vice President
BOXR
(Title *)

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.

Maura A. Looney,

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information (required)

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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 (required)

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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 being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

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

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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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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

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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.

Item 1. Text of Proposed Rule Change

a) NASDAQ OMX BX, Inc. (the “Exchange”) proposes to amend the Fee Schedule of the Boston Options Exchange Group, LLC (“BOX”). The changes to the BOX Fee Schedule pursuant to this proposal will be effective upon filing for March 2012, Participants will only be assessed any applicable routing fee for orders on the effective date and thereafter. The text of the proposed changes is attached as Exhibit 5.

b) Not applicable to application of any other Exchange rule.

c) Not applicable.

Item 2. The Procedures of the Self-Regulatory Organization

The proposed rule change has been approved by Boston Options Exchange Regulation (“BOXR”), pursuant to authority delegated to BOXR by the Exchange.

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

a) Purpose

The Exchange proposes to implement a change to the BOX routing fees. BOX believes the proposed structure will provide an incentive to BOX Options Participants (“Participants”) to submit their customer orders for execution on BOX and will discourage potentially abusive and predatory order routing practices to evade fees on other exchanges.¹ BOX proposes to continue to provide routing to away exchanges at no charge to Participants that execute more than 40% of their non-Professional, Public

¹ Note that BOX does not route broker-dealer proprietary orders and thus does not assess them any routing fees. Based on BOX market data, BOX believes certain Participants are intentionally submitting orders to BOX when limited liquidity is on BOX at the national best bid or offer (“NBBO”). This limited liquidity is not enough to fill the orders submitted, and thus, BOX is required, in accordance with its obligations to customer orders under the national market system plan for Options Order Protection, to route such orders to a market that is displaying liquidity at the NBBO.

Customer transactions² on BOX, rather than those orders being executed at other exchanges after BOX routes them to an away exchange.

If BOX does not have sufficient liquidity at the NBBO to execute Public Customer Orders on BOX, such orders are routed to an away exchange for execution. Currently, BOX does not assess any fee to Participants for doing so. BOX, however, believes that exempting all outbound Public Customer Orders from routing fees is resulting in some Participants sending an increasing amount of orders to BOX when BOX is not at the NBBO, so that the orders will be routed to an away exchange; and BOX believes this activity pattern is designed to evade transaction fees on other exchanges. In order to curtail this activity that BOX believes is designed to take advantage of BOX routing Public Customer order at no charge, BOX proposes a routing fee structure that provides an incentive to Participants whom execute their Public Customer transactions on BOX. The proposed change will have no effect on the billing of orders of non-Participants, including any orders routed to BOX from away exchanges.

The Exchange proposes that BOX will continue to route Public Customer Orders to an away exchange without imposing any fee, to the extent that more than 40% of the Participants' Public Customer Orders sent to BOX each month execute on BOX. Executions on BOX would include orders executing on the BOX Book, or through any other BOX mechanism that may be available to execute Public Customer Orders (e.g., Price Improvement Period, Solicitation or Facilitation Auction Mechanisms). If 60% or more of a Participants' Public Customer Orders executed through BOX each month are routed to and executed at an away exchange, BOX will assess a \$0.50 per contract routing fee to all of a Participants' Public Customer orders routed to an away exchange

² For the purposes of the discussion in this proposed rule change, these non-Professional, Public Customer Orders will be referred to as Public Customer Orders.

for execution for the month. BOX will calculate the percentage of contracts executed on BOX compared to the percentage routed and executed away at the end of each month.

Instructing BOX to route orders away if they are not able to be executed on BOX is voluntary for BOX Participants. Participants may choose not to route their Public Customer Orders to another exchange. Participants may also avoid paying the proposed routing fee by choosing to designate their orders as Fill and Kill (“FAK”). FAK orders are not eligible for routing to away exchanges. FAK orders are executed on BOX, if possible, and then cancelled. Imposing a routing fee structure that provides a benefit to Participants for trading on BOX will allow BOX to recoup a portion of the costs incurred for providing routing services, while also providing an incentive to Participants to trade on BOX and benefit from BOX routing services for Public Customer Orders at no charge.

While the changes to the BOX Fee Schedule pursuant to this proposal will be effective upon filing, for March 2012, Participants will only be assessed any applicable routing fee for orders on the effective date and thereafter. In determining a Participant’s percentage of Public Customer Orders executed on BOX for March 2012, BOX will only consider orders submitted to BOX on the effective date and thereafter, and will not consider orders submitted prior to the filing date of this proposed fee change.

b) Statutory Basis

The Exchange believes that the proposal is consistent with the requirements of Section 6(b) of the Act,³ in general, and Section 6(b)(4) of the Act,⁴ in particular, in that it provides for the equitable allocation of reasonable dues, fees, and other charges among its members and other persons using its facilities. The Exchange believes the changes

³ 15 U.S.C. 78f(b).

⁴ 15 U.S.C. 78f(b)(4).

proposed are an equitable allocation of reasonable fees and charges among BOX Options Participants.

BOX believes that the proposed routing fee structure for routing non-Professional, Public Customer Orders to other market venues is reasonable because the fee will allow BOX to recoup its transaction costs attendant with offering routing services. BOX uses third-party broker-dealers to route orders to other exchanges and incurs charges for each order routed to and executed at an away market, in addition to the transaction fees charged by other exchanges. BOX has been providing its routing services to Participants for Public Customer Orders at no cost and has been able to cover such costs with revenue generated from transactions on BOX. In order to better recover costs for routing such orders, the Exchange is proposing a routing fee structure to continue to provide these routing services to Participants at no charge if the Participants trade on BOX a certain percentage of their Public Customer volume traded through BOX each month, as opposed to BOX routing those orders away for execution.

BOX also believes that assessing its routing fees to Participants based on the percentage of Public Customer Orders traded on BOX is an equitable allocation of a reasonable fee. Based on BOX market data, BOX believes certain Participants are intentionally submitting orders to BOX when limited liquidity is on BOX at the NBBO. This limited liquidity is not enough to fill the orders submitted, and thus, BOX is required, in accordance with its obligations to customer orders under the national market system plan for Options Order Protection, route such orders to a market that is displaying liquidity at the NBBO. BOX data indicates that BOX generally routes significantly less than 60% of a Participant's Public Customer Orders to BOX to an away exchange for execution. Additionally, BOX believes that permitting a Participant to have up to 60% of

such orders routed to an away exchange for execution without being assessed any routing fee is reasonable and appropriate.

The Exchange believes the proposed routing fee structure is equitable and not unfairly discriminatory because the incentive to trade on BOX it is available to all Participants on an equal basis. The Exchange believes it is reasonable and equitable to provide Participants (A) an incentive to trade on BOX, and (B) the ability to route customer orders at no cost, because transactions executed on BOX increase BOX market activity and market quality. Greater liquidity and additional volume executed on BOX aids the price and volume discovery process. Participant trading on BOX also results in revenue that BOX is able to use to provide routing services at no cost to Participants. Accordingly, the Exchange believes that the proposal is not unfairly discriminatory because it promotes enhancing BOX market quality. The changes proposed by this filing are intended to provide an incentive to BOX Participants to submit orders for execution on BOX and not engage in abusive and predatory practices to evade fees on other exchanges.

Further, BOX operates within a highly competitive market. BOX, however, does not assess ongoing fees for access to BOX market data, or fees related to order cancellation. As stated, BOX incurs costs, including transaction fees at other exchanges, every time it routes a customer order to an away exchange for execution. Providing routing services draws on BOX system resources and routing more and more orders results in greater ongoing operational costs to BOX. As such, BOX aims to recover its costs by assessing Participants fees for routing Public Customer Orders to away exchanges, if those Participants are submitting such orders to BOX so as to evade other exchanges' fees and take advantage of BOX routing services. BOX therefore believes that assessing the fee only to those Participants that have 60% or more of their Public

Customer Orders routed to an away exchange for execution is reasonable, and an equitable allocation of its fees for providing routing services.

Finally, the Exchange notes that although routing is available to BOX Participants for customer orders, Participants are not required to use the routing services, but instead, BOX routing services are entirely voluntary. As discussed above, BOX Participants can manage their own routing to different options exchanges or can utilize a myriad of other routing solutions that are available to market participants.

Item 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.

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

The Exchange has neither solicited nor received comments on the proposed rule change.

Item 6. Extension of Time Periods for Commission Action

Not applicable.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Exchange Act⁵ and Rule 19b-4(f)(2) thereunder,⁶ because it establishes or changes a due, fee, or other charge applicable only to a member.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend the rule change if it appears to the

⁵ 15 U.S.C. 78s(b)(3)(A)(ii).

⁶ 17 CFR 240.19b-4(f)(2).

Commission that the action is necessary or appropriate in the public interest, for the protection of investors, or would otherwise further the purposes of the Act.

Item 8. Proposed Change Based Upon Rules of Another Self-Regulatory Organization or of the Commission

Not applicable.

Item 9. Exhibits

1. Form of Notice of the Proposed Rule Change for Publication in the Federal Register.
5. Text of the Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- _____ ; File No. SR-BX-2012-019

_____, 2012

Self-Regulatory Organizations; NASDAQ OMX BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend the BOX Fee 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 March 12, 2012, NASDAQ OMX BX, Inc. (the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. The Exchange filed the proposed rule change pursuant to Section 19(b)(3)(A)(ii) of the Act,³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposal effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule 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 Fee Schedule of the Boston Options Exchange Group, LLC (“BOX”). The changes to the BOX Fee Schedule pursuant to this proposal will be effective upon filing for March 2012, Participants will only be assessed any applicable routing fee for orders on the effective date and thereafter. The text of the proposed changes is attached as Exhibit 5. The text of the proposed rule change is available

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

from the principal office of the Exchange, at the Commission's Public Reference Room and also on the Exchange's Internet website at

<http://nasdaqomxbx.cchwallstreet.com/NASDAQOMXBX/Filings/>.

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 self-regulatory organization 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 self-regulatory organization 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 Exchange proposes to implement a change to the BOX routing fees. BOX believes the proposed structure will provide an incentive to BOX Options Participants ("Participants") to submit their customer orders for execution on BOX and will discourage potentially abusive and predatory order routing practices to evade fees on other exchanges.⁵ BOX proposes to continue to provide routing to away exchanges at no charge to Participants that execute more than 40% of their non-Professional, Public

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Customer transactions⁶ on BOX, rather than those orders being executed at other exchanges after BOX routes them to an away exchange.

If BOX does not have sufficient liquidity at the NBBO to execute Public Customer Orders on BOX, such orders are routed to an away exchange for execution. Currently, BOX does not assess any fee to Participants for doing so. BOX, however, believes that exempting all outbound Public Customer Orders from routing fees is resulting in some Participants sending an increasing amount of orders to BOX when BOX is not at the NBBO, so that the orders will be routed to an away exchange; and BOX believes this activity pattern is designed to evade transaction fees on other exchanges. In order to curtail this activity that BOX believes is designed to take advantage of BOX routing Public Customer order at no charge, BOX proposes a routing fee structure that provides an incentive to Participants whom execute their Public Customer transactions on BOX. The proposed change will have no effect on the billing of orders of non-Participants, including any orders routed to BOX from away exchanges.

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2. Basis

The Exchange believes that the proposal is consistent with the requirements of Section 6(b) of the Act,⁷ in general, and Section 6(b)(4) of the Act,⁸ in particular, in that it provides for the equitable allocation of reasonable dues, fees, and other charges among its members and other persons using its facilities. The Exchange believes the changes

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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.

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

The Exchange has neither solicited nor received comments on the proposed rule change.

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 Exchange Act⁹ and Rule 19b-4(f)(2) thereunder,¹⁰ because it establishes or changes a due, fee, or other charge applicable only to a member.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend the rule change if it appears to the

⁹ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁰ 17 CFR 240.19b-4(f)(2).

Commission that the action is necessary or appropriate in the public interest, for the protection of investors, or would otherwise further the purposes of the Act.

IV. Solicitation of Comments

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

Electronic Comments

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-BX-2012-019 on the subject line.

Paper Comments

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

All submissions should refer to File Number SR-BX-2012-019. 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 Web site viewing and printing in the Commission's Public Reference Room, on official

business days between the hours of 10 a.m. and 3 p.m., located at 100 F Street, NE, Washington, DC 20549. Copies of such 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-BX-2012-019 and should be submitted on or before [date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹¹

Kevin M. O'Neill,
Deputy Secretary

¹¹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

New language
[deleted language]

Boston Options Exchange Facility
Fee Schedule

(as of [February] March 2012)

Sec. 1 through 7 No change.

Sec. 8 Eligible Orders Routed to an Away Exchange

\$0.50 per contract for Professional accounts.

\$0.50 per contract for non-Professional, Public Customers when 60% or more of a Participants' monthly executions for such accounts through BOX are routed to and executed at an Away Exchange.