

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 4	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR - 2013 - * 016	Amendment No. (req. for Amendments *) 1
Filing by NASDAQ OMX BX, Inc. Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934				
Initial * <input type="checkbox"/>	Amendment * <input checked="" type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input checked="" type="checkbox"/>	Section 19(b)(3)(A) * <input 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 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 type="checkbox"/>		Exhibit 3 Sent As Paper Document <input type="checkbox"/>		
<b>Description</b> Provide a brief description of the action (limit 250 characters, required when Initial is checked *). <input type="text" value="A proposal for the BX Options Market to adopt a Directed Order process."/>				
<b>Contact Information</b> 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 * Edith Last Name * Hallahan Title * Principal Associate General Counsel E-mail * edith.hallahan@nasdaqomx.com Telephone * (215) 496-5179 Fax (215) 496-6729				
<b>Signature</b> 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 04/17/2013 By Edward S. Knight (Name *) Executive Vice President and General Counsel Edward S Knight, 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 \***

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

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

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

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Exhibit Sent As Paper Document

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

**Exhibit 3 - Form, Report, or Questionnaire**

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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**

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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.

NASDAQ OMX BX, Inc. (“BX”) proposes a partial amendment to the aforementioned proposed rule change.

1. BX proposes to amend Page 4 of the Form 19b-4 submission and page 31 of Exhibit 1 to replace proposed Section 10(3)(i)(A) with the following language:

(A) If the option is subject to the Price/Time execution algorithm, a Directed Market Maker who has time priority at a particular price shall receive the amount of the Directed Order equal to the Directed Market Maker’s quotes/orders with time priority at that price. If the Directed Market Maker does not have time priority for a size equal to or greater than 40% of the Directed Allocation, the Directed Market Maker shall receive 40% of the Directed Order at a particular price (“Directed Allocation”) that is the NBBO. With respect to the 40% Directed Allocation, if there are multiple resting quotes/orders from the same Directed Market Maker, that Directed Market Maker shall receive the Directed Allocation (up to 40% of the Directed Order) distributed among those quotes/orders on a time priority basis. Then, the remainder of the Directed Order shall be allocated to other participants in price/time priority, including any remaining contracts of the Directed Market Maker and multiple quotes/orders from the same firm.

2. To reflect this new language, BX also proposes to amend the Purpose section by replacing the first full paragraph on page 9 of the Form 19b-4 submission and the paragraph beginning at the bottom of page 37 of Exhibit 1 with the following (the footnotes remain unchanged):

Pursuant to proposed Chapter VI, Section 10(3)(i), when BX’s disseminated price is the National Best Bid/Offer (“NBBO”) and the Directed Market Maker is quoting at BX’s disseminated price, the Directed Order shall be executed and allocated pursuant to one of BX’s two execution algorithms for options.<sup>10</sup> If the option is subject to the Price/Time execution algorithm,<sup>11</sup> a Directed Market Maker who has time priority at a particular price shall receive the amount of the Directed Order equal to the Directed Market Maker’s quotes/orders with time priority at that price. This is the case whether or not there is a Directed Order; the allocation to a Market Maker with time priority is based purely on time priority.

If the Directed Market Maker does not have time priority for a size equal to or greater than 40% of the Directed Allocation, the Directed Market Maker shall receive 40% of the Directed Order at a particular price (“Directed Allocation”) that is the NBBO. This reflects that the Directed Market Maker is receiving an enhanced allocation, regardless of time priority, which is, of course, limited to the 40% Directed Allocation. With respect to the 40% Directed Allocation, if there are multiple resting quotes/orders from the same Directed Market Maker, that Directed Market Maker shall receive the Directed Allocation (up to 40% of the Directed Order) distributed among those quotes/orders on a time priority basis. Again, even though the Directed Market Maker’s quotes/orders at that price are aggregated, the allocation is limited to the 40% Directed Allocation. Then, the remainder of the Directed Order shall be allocated to other participants in price/time priority, including any remaining contracts of the Directed Market Maker and multiple quotes/orders from the same firm.