

Required fields are shown with yellow backgrounds and asterisks.

Filing 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 checked="" type="checkbox"/>	Section 19(b)(3)(A) * <input type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
			Rule		
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<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	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
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"/>
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Description

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

A proposed rule change to amend and restate certain Exchange rules that govern the NASDAQ OMX BX Equities Market.

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 * John	Last Name * Yetter
Title * Vice President	
E-mail * john.yetter@nasdaq.com	
Telephone * (301) 978-8497	Fax (301) 978-8472

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 03/20/2015	Executive Vice President and General Counsel
By Edward S. Knight	<div style="border: 1px solid black; width: 100%; height: 30px;"></div>
(Name *)	<div style="border: 1px solid black; width: 100%; height: 20px; background-color: #ccc;"></div>

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.

edward.knight@nasdaq.com

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.

1. Text of Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² NASDAQ OMX BX, Inc. (“Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to amend and restate certain Exchange rules that govern the NASDAQ OMX BX Equities Market in order to provide a clearer and more detailed description of certain aspects of its functionality.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1. The text of the proposed rule change is set forth in Exhibit 5 attached hereto.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Board of Directors of the Exchange on November 13, 2014. No other action by the Exchange is necessary for the filing of the rule change.

Questions regarding this rule filing may be directed to John M. Yetter, Vice President, Office of the General Counsel, The NASDAQ OMX Group, Inc., at (301) 978-8497.

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 Exchange proposes to amend and restate certain Exchange rules that govern the NASDAQ OMX BX Equities Market in order to provide a clearer and more detailed description of certain aspects of its functionality. The proposed rule change is responsive to the request of Commission Chair White that each self-regulatory organization (“SRO”) conduct a comprehensive review of each order type offered to members, and how it operates in practice.³ The Exchange believes that its current rules and other public disclosures provide a comprehensive description of the operation of the NASDAQ OMX BX Equities Market, so that members and the investing public have an accurate understanding of its market structure. Nevertheless, the Exchange has concluded that a restatement of certain rules will further enhance their clarity. In particular, the Exchange believes that providing additional examples of order type operation in the rule text will promote greater understanding of the Exchange’s market structure. In addition, the Exchange notes that certain functionality added to its market in past years has been described as an “order type” but would be more precisely described as an attribute that may be added to a particular order. Accordingly, the restated rules will distinguish between “Order Types” and “Order Attributes,” while providing a full description of the Order Attributes that may be attached to particular Order Types. Except where specifically stated otherwise, all proposed rules are restatements of existing rules and

³ See Mary Jo White, Chair, Commission, Speech at the Sandler O’Neill & Partners, L.P. Global Exchange and Brokerage Conference (June 5, 2014), available at <http://www.sec.gov/News/Speech/Detail/Speech/1370542004312>.

therefore do not reflect substantive changes in the rule text or in the operation of the Exchange.

General Framework for Rule Restatement

At present, most of the rules governing Order Types and Order Attributes are found in Rule 4751 (Definitions). The Exchange is proposing to restate Rule 4751 as Rule 4701, which is currently not in use, with certain amended definitions being adopted therein. The Exchange is also proposing to remove definitions pertaining to Order Types and Order Attributes and adopt them as separate new Rules 4702 (Order Types) and 4703 (Order Attributes). While the Exchange is also proposing certain conforming changes to other rules, in subsequent proposed rule changes the Exchange plans to restate the remainder of the rules numbered 4752 through 4780 so that they appear sequentially following Rule 4703.

Definitions.

New Rule 4701 will adopt revised definitions applicable to the Rule 4000 Series of the Exchange rules:⁴

- The terms “Best Bid”, “Best Offer”, “National Best Bid and National Best Offer”, “Protected Bid”, “Protected Offer”, “Protected Quotation”, and “Intermarket Sweep Order” shall have the meanings assigned to them under Rule 600 under SEC Regulation NMS;⁵ provided, however, that the terms

⁴ Other definitions in current Rule 4751 are being superseded by descriptions of Order Types and Order Attributes in Rules 4702 and 4703, or are being eliminated because they are no longer used. In addition, Rule 4755 (Order Entry Parameters) is being deleted because the material contained therein is superseded by proposed Rules 4702 and 4703.

⁵ 17 CFR 242.600.

“Best Bid”, “Best Offer”, “Protected Bid”, “Protected Offer”, and “Protected Quotation” shall, unless otherwise stated, refer to the bid, offer, or quotation of a market center other than the Exchange. The term “NBBO” shall mean the “National Best Bid and National Best Offer”.

- The term “NASDAQ OMX BX Equities Market,” or “System”, which defines the components of the securities execution and trade reporting system owned and operated by the Exchange, is being modified to state that the System includes a montage for “Quotes” and “Orders”, referred to as the “Exchange Book”, that collects and ranks all Quotes and Orders submitted by “Participants”.⁶ The definition is further being modified to make it clear that data feeds made available with respect to the System disseminate depth-of-book data regarding Quotes and “Displayed” Orders⁷ and also such additional information about Quotes, Orders, and transactions within the System as shall be reflected in the Exchange Rules.
- The term “Quote” is being modified to make it clear that a Quote is an Order with Attribution (as defined in Rule 4703) entered by a Market Maker or Equities ECN for display (price and size) next to the Participant’s MPID in the Exchange Book. Accordingly, all Quotes are also Orders.

⁶ The modified definitions of “Quotes” and “Orders” are described below. The term “Participant”, which is being amended only to add a clarifying reference to Regulation NMS and to Market Makers, means an entity that fulfills the obligations contained in Rule 4611 regarding participation in the System, and includes Equities ECNs, Market Makers, and Order Entry Firms.

⁷ As provided in proposed Rule 4703, a Displayed Order is an Order with a Display Order Attribute that allows its price and size to be disseminated to Participants.

- The definition of the term “Order” is being amended to mean an instruction to trade a specified number of shares in a specified System Security⁸ submitted to the System by a Participant. An “Order Type” is a standardized set of instructions associated with an Order that define how it will behave with respect to pricing, execution, and/or posting to the Exchange Book when submitted to the System. An “Order Attribute” is a further set of variable instructions that may be associated with an Order to further define how it will behave with respect to pricing, execution, and/or posting to the Exchange Book when submitted to the System. The available Order Types and Order Attributes, and the Order Attributes that may be associated with particular Order Types, are described in Rules 4702 and 4703.
- The term “ET” means Eastern Standard Time or Eastern Daylight Time, as applicable.
- The term “Market Hours” is being defined to mean the period of time beginning at 9:30 a.m. ET and ending at 4:00 p.m. ET (or such earlier time as may be designated by the Exchange on a day when the Exchange closes early). The term “System Hours” means the period of time beginning at 7:00 a.m. ET and ending at 7:00 p.m. ET (or such earlier time as may be designated by the Exchange on a day when the Exchange closes early). The term “Pre-Market Hours” means the period of time beginning at 7:00 a.m. ET and ending immediately prior to the commencement of Market Hours. The term

⁸ The definition of a “System Security,” which is not being modified, includes “any NMS stock, as defined in SEC Rule 600 except securities specifically excluded from trading via a list of excluded securities posted on www.nasdaqtrader.com.”

“Post-Market Hours” means the period of time beginning immediately after the end of Market Hours and ending at 7:00 p.m. ET.⁹

- The term “marketable” with respect to an Order to buy (sell) means that, at the time it is entered into the System, the Order is priced at the current Best Offer or higher (at the current Best Bid or lower).
- The term “market participant identifier” or “MPID” means a unique four-letter mnemonic assigned to each Participant in the System. A Participant may have one or more than one MPID.
- The term “minimum price increment” means \$0.01 in the case of a System Security priced at \$1 or more per share, and \$0.0001 in the case of a System Security priced at less than \$1 per share.
- The definition of the term “System Book Feed”, which means a data feed for System Securities, is being amended to clarify that it is the data feed generally known as the BX TotalView ITCH feed.

Order Types.

Proposed Rule 4702 provides that Participants may express their trading interest in the NASDAQ OMX BX Equities Market by entering Orders. The NASDAQ OMX BX Equities Market offers a range of Order Types that behave in the manner specified for each particular Order Type. Each Order Type may be assigned certain Order Attributes that further define its behavior. All Order Types and Order Attributes operate in a manner that is reasonably designed to comply with the requirements of Rules 610

⁹ The proposed definition further notes that in certain contexts, times cited in the Exchange Rules may be approximate.

and 611 under Regulation NMS. Specifically, Orders are reasonably designed to prevent trade-throughs of Protected Quotations to the extent required by Rule 611 under Regulation NMS, and to prevent the display of quotations that lock or cross Protected Quotations to the extent required by Rule 610 under Regulation NMS.¹⁰ Each Order must designate whether it is to effect a buy, a long sale, a short sale, or an exempt short sale.

Proposed Rule 4702 further provides that the Exchange maintains several communications protocols for Participants to use in entering Orders and sending other messages to the System:

- OUCH is an Exchange proprietary protocol.
- RASH is an Exchange proprietary protocol.
- FLITE is an Exchange proprietary protocol.
- FIX is a non-proprietary protocol.

Except where otherwise stated, all protocols are available for all Order Types and Order Attributes.

Upon entry, an Order is processed to determine whether it may execute against any contra-side Orders on the Exchange Book in accordance with the parameters

¹⁰ It should be noted that Rule 4613(e), the Exchange's rule with respect to locked and crossed markets, as adopted pursuant to Rule 610(d) under Regulation NMS and approved by the Commission, applies only during Market Hours (approved in Securities Exchange Act Release No. 59154 (December 23, 2008), 73 FR 80468 (December 31, 2008) (SR-BSE-2008-48)). Note also that Rule 600 under Regulation NMS defines a "trade-through" as "the purchase or sale of an NMS stock during regular trading hours, either as principal or agent, at a price that is lower than a protected bid or higher than a protected offer." "Regular trading hours" are defined, in pertinent part, as "the time between 9:30 a.m. and 4:00 p.m. Eastern Time." 17 CFR 242.600.

applicable to the Order Type and Order Attributes selected by the Participant and in accordance with the priority for Orders on the Exchange Book provided in Rule 4757.¹¹ Thus, for example, a “Price to Comply Order” would be evaluated for potential execution in accordance with different criteria than a “Post-Only Order.”¹² In addition, the Order may have its price adjusted in accordance with applicable parameters and may be routed to other market centers for potential execution if designated as “Routable.”¹³ The Order may then be posted to the Exchange Book if consistent with the parameters of the Order Type and Order Attributes selected by the Participant. For example, an Order with a “Time-in-Force” of “Immediate or Cancel” would not be posted.¹⁴

Thereafter, as detailed in proposed Rules 4702 and 4703, and current Rule 4758 (Order Routing), there are numerous circumstances in which the Order on the Exchange Book may be modified and receive a new timestamp. The sole instances in which the modification of an Order on the Exchange Book will not result in a new timestamp are:

- (i) a decrease in the size of the Order due to execution or modification by the Participant or by the System, and
- (ii) a redesignation of a sell Order as a long sale, a short sale, or an

¹¹ Under Rule 4757, the order in which Orders on the Exchange Book are presented for execution against incoming Orders is determined first by price (with better priced Orders presented first). As among equally priced Orders, priority is determined by Display characteristics and timestamps. Thus, Displayed Orders at a given price are processed first based on their timestamps, with earlier Orders processed first. Finally, Orders with a Non-Display Attribute (including the Non-Displayed portion of an Order with Reserve Size) are processed based on their respective timestamps. The Exchange is amending Rule 4757 to make wording changes to improve the clarity of the rule.

¹² These Order Types are described below and in proposed Rule 4702.

¹³ The Routing Order Attribute is described below, in proposed Rule 4703, and in current Rule 4758.

¹⁴ Available Times-in-Force are described below and in proposed Rule 4703.

exempt short sale.¹⁵ Whenever an Order receives a new timestamp for any reason, it is processed by the System as a new Order with respect to potential execution against Orders on the Exchange Book, price adjustment, routing, reposting to the Exchange Book, and subsequent execution against incoming Orders, except where otherwise stated. Thus, for example, if an Order with a “Pegging” Order Attribute had its price changed due to a change in the NBBO,¹⁶ it would be processed by the System as a new Order with respect to potential execution, price adjustment, routing, reposting to the Exchange Book, and subsequent execution against incoming Orders. An exception to the general rule is noted in Rule 4703(h) with respect to Orders with “Reserve Size”¹⁷ that have a Routing Order Attribute; such Orders are not routed if reentered due to a replenishment of the Order’s Displayed Size.

In addition, the proposed rule notes that all Orders are also subject to cancellation and/or repricing and reentry onto the Exchange Book in the circumstances described in Rule 4120(a)(13) (providing for compliance with Plan to Address Extraordinary Market

¹⁵ Accordingly, there are no circumstances in which an Order that was previously entered but not displayed on the Exchange Book would be displayed without also receiving a new timestamp, and thus no possibility for a Participant to “jump the queue” with respect to other Orders.

The Exchange is amending Rule 4756 to make it clear that the redesignation of a sell Order as a long sale, short sale, or exempt short sale can be done only with respect to Orders entered through OUCH or FLITE; Orders entered through RASH or FIX would have to be cancelled and reentered to change their designation. Similarly, Rule 4756 is being amended to clarify that modification of an Order by the Participant to decrease its size is not possible with respect to a Pegged Order (including a Discretionary Order that is Pegged). Such an Order would have to be cancelled and reentered by the Participant to reduce its size.

¹⁶ The Pegging Order Attribute adjusts the price of the Order based on changes in the NBBO and is described below and in proposed Rule 4703.

¹⁷ The Reserve Size Order Attribute is described below and in Rule 4703.

Volatility) and Rule 4763 (providing for compliance with Regulation SHO). In all circumstances where an Order is repriced pursuant to those provisions, it is processed by the System as a new Order with respect to potential execution against Orders on the Exchange Book, price adjustment, routing, reposting to the Exchange Book, and subsequent execution against incoming Orders. If multiple Orders at a given price are repriced, the Order in which they are reentered is random, based on the respective processing time for each such Order;¹⁸ provided, however, that in the case of Price to Comply Orders and Post-Only Orders that have their prices adjusted upon entry because they lock a Protected Quotation but that are subsequently displayed at their original entered limit price as provided in Rules 4702(b)(1)(B) and (4)(B),¹⁹ they are processed in accordance with the time priority under which they were previously ranked on the Exchange Book. If an Order is repriced and/or reentered 10,000 times for any reason, the Order will be cancelled. This restriction is designed to conserve System resources by limiting the persistence of Orders that update repeatedly without any reasonable prospect of execution.

Proposed Rule 4702 further describes the behavior of each Order Type. Except where otherwise stated, each Order Type is available to all Participants, although certain Order Types and Order Attributes may require the use of a specific protocol. As a result, a Participant would be required to use that protocol in order to use Order Types and

¹⁸ This is the case because when Orders are repriced, multiple instructions to reprice are sent simultaneously through multiple System gateways in order to modify the Orders as quickly as possible and thereby minimize the possibility that they will be disadvantaged vis-à-vis newly entered Orders.

¹⁹ Governing handling of Price to Comply and Post-Only Orders when formerly unavailable price levels become available.

Order Attributes available through it. Moreover, a small number of Order Types and Order Attributes are available only to registered Market Makers in the security for which they are registered.

Price to Comply Order

The Price to Comply Order is an Order Type designed to comply with Rule 610(d) under Regulation NMS by having its price and display characteristics adjusted to avoid the display of quotations that lock or cross any Protected Quotation in a System Security during Market Hours. The Price to Comply Order is also designed to provide potential price improvement. The Exchange does not have a “plain vanilla” limit order that attempts to execute at its limit price and is then posted at its price or rejected if it cannot be posted; rather, the Price to Comply Order, with its price and display adjustment features, is one of the primary Order Types used by Participants to access and display liquidity in the System. The price and display adjustment features of the Order Type enhance efficiency and investor protection by offering an Order Type that first attempts to access available liquidity and then to post the remainder of the Order at prices that are designed to maximize their opportunities for execution.

When a Price to Comply Order is entered, the Price to Comply Order will be executed against previously posted Orders on the Exchange Book that are priced equal to or better than the price of the Price to Comply Order, up to the full amount of such previously posted Orders, unless such executions would trade through a Protected Quotation. Any portion of the Order that cannot be executed in this manner will be posted on the Exchange Book (and/or routed if it has been designated as Routable).²⁰

²⁰ See Rule 4703(f) and 4758.

During Market Hours, the price at which a Price to Comply Order is posted is determined in the following manner. If the entered limit price of the Price to Comply Order would lock or cross a Protected Quotation and the Price to Comply Order could not execute against an Order on the Exchange Book at a price equal to or better than the price of the Protected Quotation, the Price to Comply Order will be displayed on the Exchange Book at a price one minimum price increment lower than the current Best Offer (for a Price to Comply Order to buy) or higher than the current Best Bid (for a Price to Comply Order to sell) but will also be ranked on the Exchange Book with a non-displayed price equal to the current Best Offer (for a Price to Comply Order to buy) or to the current Best Bid (for a Price to Comply Order to sell). The posted Order will then be available for execution at its non-displayed price, thus providing opportunities for price improvement to incoming Orders.

For example, if a Price to Comply Order to buy at \$11 would lock a Protected Offer of \$11, the Price to Comply Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. An incoming Order to sell at a price of \$11 or lower would execute against the Price to Comply Order at \$11.²¹

During Pre-Market Hours and Post-Market Hours, a Price to Comply Order will be ranked and displayed at its entered limit price without adjustment. This is the case because the Exchange's rule with respect to locked and crossed markets, as adopted

²¹ Unless the incoming Order was an Order Type that was not immediately executable, in which case the incoming Order would behave in the manner specified for that Order Type. For example, in some circumstances discussed below, a Post-Only Order would be repriced and posted rather than executing.

pursuant to Rule 610(d) under Regulation NMS and approved by the Commission, applies only during Market Hours.²²

Depending on the protocol used to enter a Price to Comply Order, Participants have different options with respect to adjustment of the Price to Comply Order following its initial entry and posting to the Exchange Book. Specifically, if a Price to Comply Order is entered through RASH or FIX, during Market Hours the price of the Price to Comply Order will be adjusted in the following manner after initial entry and posting to the Exchange Book (unless the Order is assigned a Routing Order Attribute that would cause it to be routed to another market center rather than remaining on the Exchange Book):

- If the entered limit price of the Price to Comply Order locked or crossed a Protected Quotation and the NBBO changes, the displayed and non-displayed price of the Price to Comply Order will be adjusted repeatedly in accordance with changes to the NBBO; provided, however, that if the quotation of another market center moves in a manner that would lock or cross the displayed price of a Price to Comply Order, the prices of the Price to Comply Order will not be adjusted. For example, if a Price to Comply Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. If the Best Offer then moves to \$11.01, the displayed price will be changed to \$11 and the Order will be ranked at a non-displayed price of \$11.01. However, if another market center then displays an offer of \$11 (thereby locking the previously displayed price of the Price to Comply Order,

²² See supra n. 10.

notwithstanding Rule 610(d) under Regulation NMS), the price of the Price to Comply Order will not be changed.²³ The Order may be repriced repeatedly until such time as the Price to Comply Order is able to be ranked and displayed at its original entered limit price (\$11.02 in the example). The Price to Comply Order receives a new timestamp each time its price is changed.

- If the original entered limit price of the Price to Comply Order would no longer lock or cross a Protected Quotation, the Price to Comply Order will be ranked and displayed at that price and will receive a new timestamp, and will not thereafter be adjusted under this provision.²⁴

If a Price to Comply Order is entered through OUCH or FLITE, during Market Hours the price of the Price to Comply Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:

- If the entered limit price of the Price to Comply Order crossed a Protected Quotation and the NBBO changes so that the Price to Comply Order could be displayed at a price at or closer to its entered limit price without locking or crossing a Protected Quotation, the Price to Comply Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on its choice. For example, if a Price to Comply Order to buy at

²³ This means that, in general, the price of the Price to Comply Order will move toward, but not away from, its original entered limit price. Because a Price to Comply Order is removed from the Exchange Book while it is being repriced, however, it is possible that the Order's price will move away from its original entered limit price in the case of a "race condition" where the NBBO changes again while the Order is not on the Exchange Book.

²⁴ Thus, the price of the Order will not move beyond its limit price.

- \$11.02 would cross a Protected Offer of \$11, the Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. If the Best Offer changes to \$11.01, the Order will not be repriced, but rather will either remain with a displayed price of \$10.99 but ranked at a non-displayed price of \$11 or be cancelled back to the Participant, depending on its choice. A Participant's choice with regard to maintaining the Price to Comply Order or cancelling it is set in advance for each port through which the Participant enters Orders.
- If the entered limit price of the Price to Comply Order locked a Protected Quotation, the price of the Price to Comply Order will be adjusted after initial entry only as follows. If the entered limit price would no longer lock a Protected Quotation, the Price to Comply Order may either remain on the Exchange Book unchanged, may be cancelled back to the Participant, or may be ranked and displayed at its original entered limit price, depending on the Participant's choice. For example, if a Price to Comply Order to buy at \$11 would lock a Protected Offer of \$11, the Price to Comply Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. If the Best Offer changes to \$11.01, the Price to Comply Order may either remain with a displayed price of \$10.99 but ranked at a non-displayed price of \$11, be cancelled back to the Participant, or be ranked and displayed at \$11, depending on the Participant's choice. A Participant's choice with regard to maintaining the Price to Comply Order, cancelling it, or allowing it to be displayed is set in advance for each port through which the Participant enters Orders. If the Price to Comply Order is ranked and displayed at

its original entered limit price, it will receive a new timestamp, and will not thereafter be adjusted under this provision.²⁵

With regard to the foregoing options, it is important to emphasize that the Price to Comply Order receives a new timestamp whenever its price is changed, and also receives a new timestamp if the Price to Comply Order would no longer lock a Protected Quotation and is therefore displayed at its original entered limit price. Thus, there are no circumstances under which a Price to Comply Order that originally locked or crossed a Protected Quotation would “jump the queue” and be displayed at its original entered limit price while retaining its original time priority. In fact, as discussed throughout this filing, the Exchange does not offer any functionality that enables a Participant to “jump the queue” by displaying a previously entered non-displayed Orders without also receiving a new timestamp.²⁶

The following Order Attributes may be assigned to a Price to Comply Order. The effect of each Order Attribute is discussed in detail below with respect to proposed new Rule 4703.

- Price. As described above, the price of the Order may be adjusted to avoid locking or crossing a Protected Quotation, and may include a displayed price as well as a non-displayed price.
- Size.
- Reserve Size (available through RASH and FIX only).

²⁵ Thus, the price of the Order will not move beyond its limit price.

²⁶ As a result, it is possible that a new Order that is entered while previously booked Orders are being repriced may be placed on the Exchange Book ahead of them.

- A Time-in-Force other than “Immediate or Cancel” (“IOC”).²⁷
- Designation as an “ISO”. In accordance with Regulation NMS, a Price to Comply Order designated as an ISO would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Price to Comply Order would lock or cross.
- Routing (available through RASH and FIX only).
- “Primary Pegging” and “Market Pegging” (available through RASH and FIX only).
- “Discretion” (available through RASH and FIX only).²⁸
- Display. A Price to Comply Order is always displayed, although, as provided above, it may also have a non-displayed price and/or Reserve Size.

Price to Display Order.

A “Price to Display Order” is an Order Type designed to comply with Rule 610(d) under Regulation NMS by avoiding the display of quotations that lock or cross any Protected Quotation in a System Security during Market Hours. Price to Display Orders are available solely to Participants that are Market Makers and are always

²⁷ As discussed below, IOC is a Time-in-Force under which an Order is evaluated to determine if it is marketable, with unexecuted shares cancelled. A Price to Comply Order entered with a Time-in-Force of IOC would be accepted but would be processed as a Non-Displayed Order with a Time-in-Force of IOC.

²⁸ Primary Pegging, Market Pegging, and Discretion are discussed below and in proposed Rule 4703.

Attributable.²⁹ Like a Price to Comply Order, a Price to Display Order is another form of priced Order that first accesses available liquidity and then posts remaining shares, with price adjustment features similar to those of the Price to Comply Order that provide a means to post displayed Orders at prices that are designed to maximize their opportunities for execution.

When a Price to Display Order is entered, if its entered limit price would lock or cross a Protected Quotation, the Price to Display Order will be repriced to one minimum price increment lower than the current Best Offer (for a Price to Display Order to buy) or higher than the current Best Bid (for a Price to Display Order to sell). For example, if a Price to Display Order to buy at \$11 would cross a Protected Offer of \$10.99, the Price to Display Order will be repriced to \$10.98. The Price to Display Order (whether repriced or not repriced) will then be executed against previously posted Orders on the Exchange Book that are priced equal to or better than the adjusted price of the Price to Display Order, up to the full amount of such previously posted Orders, unless such executions would trade through a Protected Quotation. Any portion of the Order that cannot be executed in this manner will be posted on the Exchange Book (and/or routed if it has been designated as Routable).³⁰

²⁹ As described below and in proposed Rule 4703, Attribution is an Order Attribute that allows for display of the price and size of an Order next to a Market Maker's MPID. In the current rule, the Price to Display Order is referred to as the "Price to Comply Post Order." The fact that this Order Type is Attributable and available only to registered Market Makers reflects a substantive clarification to the language of the existing rule.

³⁰ See Rules 4703(f) and 4758.

During Market Hours, the price at which a Price to Display Order is displayed and ranked on the Exchange Book will be its entered limit price if the Price to Display Order was not repriced upon entry, or the adjusted price if the Price to Comply Order was repriced upon entry, such that the price will not lock or cross a Protected Quotation. During Pre-Market Hours and Post-Market Hours, a Price to Display Order will be displayed and ranked at its entered limit price without adjustment.

As is the case with a Price to Comply Order, a Price to Display Order may be adjusted after initial entry.³¹ Specifically, if a Price to Display Order is entered through RASH or FIX, during Market Hours the Price to Display Order may be adjusted in the following manner after initial entry and posting to the Exchange Book (unless the Order is assigned a Routing Order Attribute that would cause it to be routed to another market center rather than remaining on the Exchange Book):

- If the entered limit price of the Price to Display Order locked or crossed a Protected Quotation and the NBBO changes, the price of the Order will be adjusted repeatedly in accordance with changes to the NBBO; provided, however, that if the quotation of another market center moves in a manner that would lock or cross the price of a Price to Display Order, the price of the Price to Display Order will not be adjusted.³² For example, if a Price to Display Order to buy at

³¹ These adjustments reflect a substantive clarification to the language of the existing rule.

³² This means that, in general, the price of the Price to Display Order will move toward, but not away from, its original entered limit price. Because a Price to Display Order is removed from the Exchange Book while it is being repriced, however, it is possible that the Order's price will move away from its original entered limit price in the case of a "race condition" where the NBBO changes again while the Order is not on the Exchange Book.

\$11.02 would cross a Protected Offer of \$11, the Order will be displayed and ranked at \$10.99. If the Best Offer then moves to \$11.01, the displayed/ranked price will be changed to \$11. However, if another market center then displays an offer of \$11 (thereby locking the previously displayed price of the Price to Display Order, notwithstanding Rule 610(d) under Regulation NMS), the price of the Price to Display Order will not be changed. The Order may be repriced repeatedly until such time as the Price to Display Order is able to be displayed and ranked at its original entered limit price (\$11.02 in the example). The Price to Display Order receives a new timestamp each time its price is changed.

- If the original entered limit price of the Price to Display Order would no longer lock or cross a Protected Quotation, the Price to Display Order will be displayed and ranked at that price and will receive a new timestamp, and will not thereafter be adjusted under this provision.³³

If a Price to Display Order is entered through OUCH or FLITE, during Market Hours the Price to Display Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:

- If the entered limit price of the Price to Display Order locked or crossed a Protected Quotation and the NBBO changes so that the Price to Display Order could be ranked and displayed at a price at or closer to its original entered limit price without locking or crossing a Protected Quotation, the Price to Display Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on the Participant's choice. For example, if a

³³ Thus, the price of the Order will not move beyond its limit price.

Price to Display Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be ranked and displayed at \$10.99. If the Best Offer changes to \$11.01, the Price to Display Order will not be repriced, but rather will either remain at its current price or be cancelled back to the Participant, depending on its choice. A Participant's choice with regard to maintaining the Price to Display Order or cancelling it is set in advance for each port through which the Participant enters Orders.

The following Order Attributes may be assigned to a Price to Display Order:

- Price. As described above, the price of the Order may be adjusted to avoid locking or crossing a Protected Quotation.
- Size.
- Reserve Size (available through RASH and FIX only).
- A Time-in-Force other than IOC.³⁴
- Designation as an ISO. In accordance with Regulation NMS, a Price to Display Order designated as an ISO would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Price to Display Order would lock or cross.
- Routing (available through RASH and FIX only).³⁵

³⁴ A Price to Display Order entered with a Time-in-Force of IOC would be processed as a Non-Displayed Order with a Time-in-Force of IOC.

³⁵ The availability of routing for Price to Display Orders reflects a substantive clarification to the language of the existing rule.

- Primary Pegging and Market Pegging (available through RASH and FIX only).
- Discretion (available through RASH and FIX only).
- Attribution. All Price to Display Orders are Attributable Orders.
- Display. A Price to Display Order is always displayed (but may also have Reserve Size).

Non-Displayed Order

A “Non-Displayed Order” is an Order Type that is not displayed to other Participants, but nevertheless remains available for potential execution against incoming Orders until executed in full or cancelled. Thus, the Order Type provides a means by which Participants may access and/or offer liquidity without signaling to other Participants the extent of their trading interest. The Order may also serve to provide price improvement vis-à-vis the NBBO. Under Regulation NMS, a Non-Displayed Order may lock a Protected Quotation and may be traded-through by other market centers.³⁶ In addition to the Non-Displayed Order Type, there are other Order Types that are not displayed on the Exchange Book. Thus, “Non-Display” is both a specific Order Type and an Order Attribute of certain other Order Types.

³⁶ Rule 611 requires exchanges to adopt rules that “require ... members reasonably to avoid ... [d]isplaying quotations that lock or cross any protected quotations” (emphasis added). Similarly, under Rule 600, a Non-Displayed Order is not a Protected Quotation because it is not displayed. Accordingly, the definition of trade-through does not apply to a transaction at a price that is worse than the price of a Non-Displayed Order. Thus, in opting to use a Non-Displayed Order, a Participant must balance the benefits of not disclosing its trading intentions against the loss of trade-through protection. However, because a Non-Displayed Order may not itself trade-through a Protected Quotation, as described below, the System protects against such trade-throughs by repricing and/or cancelling Non-Displayed Orders that cross or are crossed by a Protected Quotation.

When a Non-Displayed Order is entered, the Non-Displayed Order will be executed against previously posted Orders on the Exchange Book that are priced equal to or better than the price of the Non-Displayed Order, up to the full amount of such previously posted Orders, unless such executions would trade through a Protected Quotation. Any portion of the Non-Displayed Order that cannot be executed in this manner will be posted to the Exchange Book (unless the Non-Displayed Order has a Time-in-Force of IOC) and/or routed if it has been designated as Routable.³⁷

During Market Hours, the price at which a Non-Displayed Order is posted is determined in the following manner. If the entered limit price of the Non-Displayed Order would lock a Protected Quotation, the Non-Displayed Order will be placed on the Exchange Book at the locking price. If the Non-Displayed Order would cross a Protected Quotation, the Non-Displayed Order will be repriced to a price that would lock the Protected Quotation and will be placed on the Exchange Book at that price.³⁸ For example, if a Non-Displayed Order to buy at \$11 would cross a Protected Offer of \$10.99, the Non-Displayed Order will be repriced and posted at \$10.99. A Non-Displayed Order to buy at \$10.99 would also be posted at \$10.99. During Pre-Market Hours and Post-Market Hours, a Non-Displayed Order will be posted at its entered limit price without adjustment.

³⁷ See Rules 4703(f) and 4758.

³⁸ Repricing the crossing Non-Displayed Order helps ensure that the Non-Displayed Order will not trade-through the Protected Quotation.

As is the case with a Price to Comply Order, a Non-Displayed Order may be adjusted after initial entry.³⁹ Specifically, if a Non-Displayed Order is entered through RASH or FIX, during Market Hours the Non-Displayed Order may be adjusted in the following manner after initial entry and posting to the Exchange Book (unless the Order is assigned a Routing Order Attribute that would cause it to be routed to another market center rather than remaining on the Exchange Book):

- If the original entered limit price of a Non-Displayed Order is higher than the Best Offer (for an Order to buy) or lower than the Best Bid (for an Order to sell) and the NBBO moves toward the original entered limit price of the Non-Displayed Order, the price of the Non-Displayed Order will be adjusted repeatedly in accordance with changes to the NBBO. For example, if a Non-Displayed Order to buy at \$11.02 would cross a Protected Offer of \$11, the Non-Displayed Order will be priced and posted at \$11. If the Best Offer then changes to \$11.01, the price of the Non-Displayed Order will be changed to \$11.01. The Order may be repriced repeatedly in this manner, receiving a new timestamp each time its price is changed, until the Non-Displayed Order is posted at its original entered limit price.⁴⁰ The Non-Displayed Order will not thereafter be repriced under this provision, except as provided below with respect to crossing a Protected Quotation.

³⁹ These adjustments reflect a substantive clarification to the language of the existing rule.

⁴⁰ Note that because the Order receives a new timestamp, it is processed like a new Order when it is repriced.

- If, after being posted to the Exchange Book, the NBBO changes so that the Non-Displayed Order would cross a Protected Quotation, the Non-Displayed Order will be repriced at a price that would lock the new NBBO and receive a new timestamp.⁴¹ For example, if a Non-Displayed Order to buy at \$11 would lock a Protected Offer of \$11, the Non-Displayed Order will be posted at \$11. If the Best Offer then changes to \$10.99, the Non-Displayed Order will be repriced at \$10.99, receiving a new timestamp. The Non-Displayed Order may be repriced and receive a new timestamp repeatedly.

If a Non-Displayed Order is entered through OUCH or FLITE, during Market Hours the Non-Displayed Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:

- If the original entered limit price of the Non-Displayed Order locked or crossed a Protected Quotation and the NBBO changes so that the Non-Displayed Order could be posted at a price at or closer to its original entered limit price without crossing a Protected Quotation, the Non-Displayed Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on its choice. For example, if a Non-Displayed Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be priced at \$11. If the Best Offer changes to \$11.01, the Order will not be repriced, but rather will either remain at its current \$11 price or be cancelled back to the Participant, depending on its choice. A Participant's choice with regard to maintaining the Non-

⁴¹ Id. As noted above, the cancellation of a Non-Displayed Order in this circumstance helps ensure that the Non-Displayed Order will not trade through a Protected Quotation.

Displayed Order or cancelling it is set in advance for each port through which the Participant enters Orders.

- If, after a Non-Displayed Order is posted to the Exchange Book, the NBBO changes so that the Non-Displayed Order would cross a Protected Quotation, the Non-Displayed Order will be cancelled back to the Participant. For example, if a Non-Displayed Order to buy at \$11 would lock a Protected Offer of \$11, the Non-Displayed Order will be posted at \$11. If the Best Offer then changes to \$10.99, the Non-Displayed Order will be cancelled back to the Participant.
- If a Non-Displayed Order entered through OUCH or FLITE is assigned a Midpoint Pegging Order Attribute,⁴² and if, after being posted to the Exchange Book, the NBBO changes so that the Non-Displayed Order is no longer at the Midpoint between the NBBO, the Non-Displayed Order will be cancelled back to the Participant. In addition, if a Non-Displayed Order entered through OUCH or FLITE is assigned a Midpoint Pegging Attribute and also has a limit price that is lower than the midpoint between the NBBO for an Order to buy (higher than the midpoint between the NBBO for an Order to sell), the Order will nevertheless be accepted at its limit price and will be cancelled if the midpoint between the NBBO moves lower than (higher than) the price of an Order to buy (sell).

The following Order Attributes may be assigned to a Non-Displayed Order:

⁴² Midpoint Pegging is described below and in proposed Rule 4703. Specifically, an Order with the Midpoint Pegging Attribute that is entered through OUCH or FLITE is priced upon entry but is not repriced based on changes to the NBBO. Accordingly, the Order is cancelled if it is no longer at the midpoint between the NBBO.

- Price. As described above, the price of the Order may be adjusted to avoid crossing a Protected Quotation.
- Size.
- “Minimum Quantity”.⁴³
- Time-in-Force.
- Designation as an ISO. In accordance with Regulation NMS, a Non-Displayed Order designated as an ISO would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Non-Displayed Order would cross. As discussed above, a Non-Displayed Order would be accepted at a price that locked a Protected Quotation, even if the Order was not designated as an ISO, because the non-displayed nature of the Order allows it to lock a Protected Quotation under Regulation NMS. Accordingly, the System would not interpret receipt of a Non-Displayed Order marked ISO that locked a Protected Quotation as the basis for determining that the Protected Quotation had been executed for purposes of accepting additional Orders at that price level.⁴⁴

⁴³ The Minimum Quantity Order Attribute is described below and in proposed Rule 4703.

⁴⁴ For example, if a Non-Displayed Order to buy at \$11 would lock the price of a Protected Offer at \$11, the Non-Displayed Order could be posted at \$11 regardless of whether it was marked as an ISO. Accordingly, even if the Non-Displayed Order was marked as an ISO, the System would not accept a Displayed Order priced at \$11 unless (i) the Displayed Order was itself marked as an ISO, or (ii) market data received by the System demonstrated that the Protected Offer had been removed.

- Routing (available through RASH and FIX only).
- Primary Pegging and Market Pegging (available through RASH and FIX only).
- Pegging to the Midpoint.⁴⁵
- Discretion (available through RASH and FIX only).

Post-Only Orders

A “Post-Only Order” is an Order Type designed to have its price adjusted as needed to post to the Exchange Book in compliance with Rule 610(d) under Regulation NMS by avoiding the display of quotations that lock or cross any Protected Quotation in a System Security during Market Hours, or to execute against locking or crossing quotations in circumstances where economically beneficial to the Participant entering the Post-Only Order. Post-Only Orders are always displayed, although as discussed below, they may also have a non-displayed price in circumstances similar to a Price to Comply Order. Post-Only Orders are thus designed to allow Participants to help control their trading costs, while also “provid[ing] displayed liquidity to the market and thereby contribut[ing] to public price discovery – an objective that is fully consistent with the Act.”⁴⁶ In addition, under some circumstances, Post-Only Orders provide price improvement.

⁴⁵ Pegging to the Midpoint is described below and in proposed Rule 4703. The full functionality of Midpoint Pegging is available through RASH and FIX, and more limited functionality is available through OUCH and FLITE.

⁴⁶ Securities Exchange Act Release No. 73333 (October 9, 2014), 79 FR 62223 (October 16, 2014) (SR-NYSE-2014-32 and SR-NYSEMKT-2014-56) (hereinafter “SR-NYSE-2014-32 Approval Order”) (approving “Add Liquidity Only” modifier that operates in a manner similar to Post-Only Order).

During Market Hours, a Post-Only Order is evaluated at the time of entry with respect to locking or crossing other Orders on the Exchange Book, Protected Quotations, and potential execution as follows:⁴⁷

- If a Post-Only Order would lock or cross a Protected Quotation, the price of the Order will first be adjusted. If the Order is Attributable, its adjusted price will be one minimum price increment lower than the current Best Offer (for bids) or higher than the current Best Bid (for offers). If the Order is not Attributable, its adjusted price will be equal to the current Best Offer (for bids) or the current Best Bid (for offers). However, the Order will not post or execute until the Order, as adjusted, is evaluated with respect to Orders on the Exchange Book.
 - If the adjusted price of the Post-Only Order would not lock or cross an Order on the Exchange Book, the Order will be posted in the same manner as a Price to Comply Order (if it is not Attributable) or a Price to Display Order (if it is Attributable). Specifically, if the Post-Only Order is not Attributable, it will be displayed on the Exchange Book at a price one minimum price increment lower than the current Best Offer (for bids) or higher than the current Best Bid (for offers) but will be ranked on the Exchange Book with a non-displayed price equal to the current Best Offer (for bids) or to the current Best Bid (for offers). For example, if a Post-Only Order to buy at \$11 would lock a Protected Offer of \$11, the Order

⁴⁷ Details regarding the processing of a Post-Only Order that locks or crosses both a Protected Quotation and an Order on the Exchange Book; the potential execution of a Post-Only Order priced at more than \$1 per share; and the processing of a Post-Only Order with a Time-in-Force of IOC reflect substantive clarifications to the language of the existing rule.

will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. If the Post-Only Order is Attributable, it will be ranked and displayed on the Exchange Book at a price one minimum increment lower than the current Best Offer (for bids) or higher than the current Best Bid (for offers). Thus, in the preceding example, the Post-Only Order to buy would be ranked and displayed at \$10.99.

- If the adjusted price of the Post-Only Order would lock or cross an Order on the Exchange Book, the Post Only Order will be repriced, ranked, and displayed at one minimum price increment below the current best-priced Order to sell on the Exchange Book (for bids) or above the current best-priced Order to buy on the Exchange Book (for offers); provided, however, the Post-Only Order will execute if (i) it is priced at \$1.00 or more,⁴⁸ or (ii) it is priced below \$1.00 and the value of price improvement associated with executing against an Order on the Exchange Book (as measured against the original limit price of the Order) equals or exceeds the sum of fees charged for such execution and the value of any rebate that would be provided if the Order posted to the Exchange Book and subsequently provided liquidity. For example, if a Participant entered a

⁴⁸ This is the case because the Exchange's fees for securities priced at \$1 or more reflect a "taker/maker" pricing structure in which Orders that access liquidity are paid a rebate. As a result, it is always economically beneficial for an Order to execute against posted liquidity and receive a rebate, even if the Order receives no price improvement. In the event that the Exchange modified its pricing structure so as to remove the applicable rebate, it would also amend the rules governing Post-Only Orders to provide that securities priced at \$1 or more would execute against Orders on the Exchange Book only if they would receive price improvement of \$0.01 or more per share.

Non-Attributable Post-Only Order to buy at \$11.01, another market center is displaying a Protected Offer at \$11, and there is a Non-Displayed Order on the Exchange Book to sell at \$11, the adjusted price of the Post-Only Order will be \$11. However, because the Post-Only Order would be executable against the Non-Displayed Order on the Exchange Book, the Post-Only Order would execute.

- If the Post-Only Order would not lock or cross a Protected Quotation but would lock or cross an Order on the Exchange Book, the Post Only Order will be repriced, ranked, and displayed at one minimum price increment below the current best-priced Order to sell on the Exchange Book (for bids) or above the current best-priced Order to buy on the Exchange Book (for offers); provided, however, the Post-Only Order will execute if (i) it is priced at \$1.00 or more,⁴⁹ or (ii) it is priced below \$1.00 and the value of price improvement associated with executing against an Order on the Exchange Book (as measured against the original limit price of the Order) equals or exceeds the sum of fees charged for such execution and the value of any rebate that would be provided if the Order posted to the Exchange Book and subsequently provided liquidity. For example, if a Participant entered a Post-Only Order to buy at \$11.02, the Best Offer was \$11.04, and there was a Non-Displayed Order on the Exchange Book to sell at \$11.02, the Post-Only Order would execute.⁵⁰

⁴⁹ Id.

⁵⁰ Thus, in circumstances where a Post-Only Order would lock or cross an Order on the Exchange Book, the Post-Only Order will either execute or post and offer displayed liquidity. A Post-Only Order is not cancelled back to the Participant

- If a Post-Only Order is entered with a Time-in-Force of IOC, the price of an Order to buy (sell) will be repriced to the lower of (higher of) (i) one minimum price increment below (above) the price of the Order or (ii) the current Best Offer (Best Bid). The Order will execute against any Order on the Exchange Book with a price equal to or better than the adjusted price of the Post-Only Order. If the Post-Only Order cannot execute, it will be cancelled. For example, if a Post-Only Order to buy at \$11 with a Time-in-Force of IOC was entered and the current Best Offer was \$11.01, the Order would be repriced to \$10.99; however, if the Best Offer was \$10.98, the Order would be repriced to \$10.98.⁵¹
- If a Post-Only Order would not lock or cross an Order on the Exchange Book or any Protected Quotation, it will be posted on the Exchange Book at its entered limit price.

During Pre-Market and Post-Market Hours, a Post-Only Order will be processed in a manner identical to Market Hours with respect to locking or crossing Orders on the Exchange Book, but will not have its price adjusted with respect to locking or crossing the quotations of other market centers.

that entered it if it cannot post at its original price. Thus, the Order Type does not provide a means to ascertain the existence of locking or crossing Orders on the Exchange Book without the Participant also committing to execute against such Orders or display and potentially provide liquidity at the Exchange's best price.

⁵¹ This functionality reflects the overall purpose of the Post-Only Order, which is not to post to the Exchange Book in all circumstances, but rather to assist Participants in controlling execution costs by allowing consideration of price improvement, fees, and rebates in the handling of the Order. Thus, entering a Post-Only Order with a Time-in-Force of IOC allows a Participant to stipulate that an Order will execute only if it receives price improvement.

If a Post-Only Order is entered through RASH or FIX, during System Hours the Post-Only Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:⁵²

- If the original entered limit price of the Post-Only Order is not being displayed, the displayed (and non-displayed price, if any) of the Order will be adjusted repeatedly in accordance with changes to the NBBO or the best price on the Exchange Book, as applicable; provided, however, that if the quotation of another market center moves in a manner that would lock or cross the displayed price of a Post-Only Order, the price(s) of the Post-Only Order will not be adjusted.⁵³ For example, if a Non-Attributable Post-Only Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. If the Best Offer then moves to \$11.01, the displayed price will be changed to \$11 and the non-displayed price at which the Order is ranked will be changed to \$11.01. However, if another market center then displays an offer of \$11 (thereby locking the previously displayed price of the Post-Only Order, notwithstanding Rule 610(d) under Regulation NMS), the price of the Post-Only Order will not be changed. The Order may be repriced repeatedly until such time as the Post-Only Order is able to be displayed at its

⁵² These adjustments reflect a substantive clarification to the language of the existing rule.

⁵³ This means that, in general, the price of the Post-Only Order will move toward, but not away from, its original entered limit price. Because a Post-Only Order is removed from the Exchange Book while it is being repriced, however, it is possible that the Order's price will move away from its original entered limit price in the case of a "race condition" where the NBBO changes again while the Order is not on the Exchange Book.

original entered limit price (\$11.02 in the example). The Post-Only Order receives a new timestamp each time its price is changed. If the original entered limit price of the Post-Only Order would no longer lock or cross a Protected Quotation or an Order on the Exchange Book, the Post-Only Order will be ranked displayed at that price and will receive a new timestamp, and will not thereafter be adjusted under this provision.⁵⁴

If a Post-Only Order is entered through OUCH or FLITE, the Post-Only Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:⁵⁵

- During Market Hours, if the original entered limit price of the Post-Only Order locked or crossed a Protected Quotation, the Post-Only Order may be adjusted after initial entry in the same manner as a Price to Comply Order (or a Price to Display Order, if it is Attributable). Thus, in the case of a Non-Attributable Post-Only Order that crossed a Protected Quotation, if the NBBO changed so that the Post-Only Order could be ranked and displayed at a price at or closer to its original entered limit price without locking or crossing a Protected Quotation, the Post-Only Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on its choice. In the case of a Non-Attributable Post-Only Order that locked a Protected Quotation, if the limit price would no longer lock a Protected Quotation, the Post-Only Order may either

⁵⁴ Thus, the price of the Order will not move beyond its limit price.

⁵⁵ These adjustments reflect a substantive clarification to the language of the existing rule.

- remain on the Exchange Book unchanged, may be cancelled back to the Participant, or may be ranked and displayed at its original entered limit price, depending on the Participant's choice, and will not thereafter be adjusted under this provision.⁵⁶ If the Post-Only Order is displayed at its original entered limit price, it will receive a new timestamp. Finally, in the case of an Attributable Post-Only Order that locked or crossed a Protected Quotation, if the NBBO changed so that the Post-Only Order could be ranked and displayed at a price at or closer to its original entered limit price without locking or crossing a Protected Quotation, the Post-Only Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on the Participant's choice. A Participant's choice with regard to adjustment of Post-Only Orders is set in advance for each port through which the Participant enters Orders.
- During System Hours, if the original entered limit price of the Post-Only Order locked or crossed an Order on the Exchange Book and did not execute, and the Exchange Book changes so that the original entered limit price would no longer lock or cross an Order on the Exchange Book, the Post-Only Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on the Participant's choice. For example, if a Post-Only Order to buy at \$0.98 would lock an Order on the Exchange Book priced at \$0.98, the Post-Only Order will be ranked and displayed at \$0.9799. If the Order at \$0.98 is cancelled or executed, the Post-Only Order may either remain with a displayed price of \$0.9799 or be cancelled back to the Participant, depending on

⁵⁶ Thus, the price of the Order will not move beyond its limit price.

the Participant's choice. A Participant's choice with regard to maintaining the Post-Only Order or cancelling it is set in advance for each port through which the Participant enters Orders.

The following Order Attributes may be assigned to a Post-Only Order:

- Price. As described above, the price of the Order may be adjusted to avoid locking or crossing a Protected Quotation, and may include a displayed price as well as a non-displayed price.
- Size.
- Time-in-Force.
- Designation as an ISO. In accordance with Regulation NMS, a Post-Only Order designated as an ISO that locked or crossed a Protected Quotation would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Post-Only Order would lock or cross.

However, as described above, a Post-Only Order designated as an ISO that locked or crossed an Order on the Exchange Book would either execute at time of entry or would have its price adjusted prior to posting. Accordingly, the System would not interpret receipt of a Post-Only Order marked ISO that had its price adjusted prior to posting as the basis for determining that any Protected Quotation at the Order's original entered limit price level had been executed for purposes of accepting additional Orders at that price level. However, if the Post-Only Order is ranked and displayed at its adjusted price, the System would consider the

adjusted price level to be open for purposes of accepting additional Orders at that price level. For example, assume that there is a Protected Offer at \$0.98 and a Participant enters a Post-Only Order marked ISO to buy at \$0.98. If there are no Orders to sell at \$0.98 on the Exchange Book, the Order to buy will be displayed and ranked at \$0.98, since the designation of the Order as an ISO reflects the Participant's representation that it has routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Post-Only Order would lock or cross. However, if there was also an Order to sell at \$0.98 on the Exchange Book, the Post-Only Order may be repriced, ranked, and displayed at \$0.9799. In that case, the mere fact that the Post-Only Order was designated as an ISO would not allow the Exchange to conclude that the \$0.98 price level was "open" for receiving orders to buy at that price; the \$0.98 price level would be considered open only if market data received by the System demonstrated that the Protected Offer at \$0.98 had been removed or if a subsequent Displayed Order marked ISO was received and ranked at that price.

- Attribution.
- Display. A Post-Only Order is always displayed, although, as provided above, it may also have a non-displayed price.

Retail Price Improving Order and Retail Order⁵⁷

⁵⁷ The definitions of Retail Price Improving Order and Retail Order are currently found in Rule 4780. Accordingly, conforming amendments are proposed to that rule to reflect the adoption of the proposed new definitions in Rule 4701.

A “Retail Price Improving Order” or “RPI Order” is an Order Type with a Non-Display Order Attribute that is held on the Exchange Book in order to provide liquidity at a price at least \$0.001 better than the NBBO through a special execution process described in Rule 4780. A Retail Price Improving Order may be entered in price increments of \$0.001. RPI Orders collectively may be referred to as “RPI Interest.”

An RPI Order will be posted to the Exchange Book regardless of its price, but an RPI Order may execute only against a Retail Order, and only if its price is at least \$0.001 better than the NBBO.

The following Order Attributes may be assigned to an RPI Order:

- Price. The price of an RPI Order must be at least \$0.001 better than the NBBO in order to execute.
- Size.
- A Time-in-Force other than IOC.
- Primary Pegging (available through RASH and FIX only).
- Midpoint Pegging (available through RASH and FIX only).
- Non-Display. All RPI Orders are Non-Displayed.

A “Retail Order” is an Order Type with a Non-Display Order Attribute submitted to the Exchange by a Retail Member Organization (as defined in Rule 4780). A Retail Order must be an agency Order, or riskless principal Order that satisfies the criteria of FINRA Rule 5320.03. The Retail Order must reflect trading interest of a natural person with no change made to the terms of the underlying order of the natural person with respect to price (except in the case of a market order that is changed to a marketable limit

order) or side of market and that does not originate from a trading algorithm or any other computerized methodology.

A Retail Order may be designated as either a Type-1 Retail Order or a Type-2 Retail Order. Upon entry, a Type-1 Retail Order will attempt to execute against RPI Orders and any other Orders on the Exchange Book with a price that is (i) equal to or better than the price of the Type-1 Retail Order and (ii) at least \$0.001 better than the NBBO. A Type-1 Retail Order is not Routable and will thereafter be cancelled.

Upon entry, a Type-2 Retail Order will first attempt to execute against RPI Orders and any other Orders on the Exchange Book with a price that is (i) equal to or better than the price of the Type-2 Retail Order and (ii) at least \$0.001 better than the NBBO and will then attempt to execute against any other Order on the Exchange Book with a price that is equal to or better than the price of the Type-2 Retail Order, unless such executions would trade through a Protected Quotation. A Type-2 Retail Order may be designated as Routable.

The following Order Attributes may be assigned to a Retail Order:

- Price.
- Size.
- A Time-in-Force of IOC.
- Routing (available through RASH and FIX only).
- Midpoint Pegging (available through RASH and FIX only).
- Non-Display. All Retail Orders are Non-Displayed.

Order Attributes.

Proposed Rule 4702 lists the Order Attributes that may be assigned to specific Order Types. Proposed Rule 4703 details the parameters of each Order Attribute.

Time-in-Force

The “Time-in-Force” assigned to an Order means the period of time that the System will hold the Order for potential execution. Participants specify an Order’s Time-in-Force by designating a time at which the Order will become active and a time at which the Order will cease to be active. The available times for activating Orders are:

- The time of the Order’s receipt by the System;
- the beginning of Market Hours;
- the end of Market Hours;
- the resumption of trading, in the case of a security that is the subject of a trading halt.

The available times for deactivating Orders are:

- “Immediate” (i.e., immediately after determining whether the Order is marketable);
- the end of Market Hours;
- the end of System Hours;
- one year after entry; or
- a specific time identified by the Participant; provided, however, that an Order specifying an expire time beyond the current trading day will be cancelled at the end of the current trading day.

Notwithstanding the Time-in-Force originally designated for an Order, a Participant may always cancel an Order after it is entered.

The following Times in Force are referenced elsewhere in the Exchange's Rules by the designations noted below:

- An Order that is designated to deactivate immediately after determining whether the Order is marketable may be referred to as having a Time in Force of "Immediate or Cancel" or "IOC". Any Order with a Time-in-Force of IOC entered between 9:30 a.m. ET and 4:00 p.m. ET may be referred to as having a Time-in-Force of "Market Hours Immediate or Cancel" or "MIOC". An Order with a Time-in-Force of IOC that is entered at any time between 7:00 a.m. ET and 7:00 p.m. ET may be referred to as having a Time-in-Force of "System Hours Immediate or Cancel" or "SIOC".
- An Order that is designated to deactivate at 7:00 p.m. may be referred to as having a Time in Force of "System Hours Day" or "SDAY".
- An Order that is designated to deactivate one year after entry may be referred to as a "Good-till-Cancelled" or "GTC" Order. If a GTC Order is designated as eligible for execution during Market Hours only, it may be referred to as having a Time in Force of "Market Hours Good-till-Cancelled" or "MGTC". If a GTC is designated as eligible for execution during System Hours, it may be referred to as having a Time in Force of "System Hours Good-till-Cancelled" or "SGTC".
- An Order that is designated to deactivate at the time specified in advance by the entering Participant may be referred to as having a Time-in-Force of "System Hours Expire Time" or "SHEX".

- An Order that is designated to activate at any time during Market Hours and deactivate at 4:00 p.m. ET may be referred to as having a Time-in-Force of “Market Hours Day” or “MDAY”. An Order entered with a Time-in-Force of MDAY after 4:00 p.m. ET will be accepted but given a Time-in-Force of IOC.
- An Order that is designated to activate when entered and deactivate at 4:00 p.m. ET may be referred to as having a Time in Force of “Good-till-Market Close” or “GTMC”. GTMC Orders entered after 4:00 p.m. ET will be treated as having a Time-in-Force of SIOC.

Size

Except as otherwise provided, an Order may be entered in any whole share size between one share and 999,999 shares. Orders for fractional shares are not permitted.

The following terms may be used to describe particular Order sizes:

- “normal unit of trading” or “round lot” means the size generally employed by traders when trading a particular security, which is 100 shares in most instances;
- “mixed lot” means a size of more than one normal unit of trading but not a multiple thereof; and
- “odd lot” means a size of less than one normal unit of trading.

Price

With limited exceptions, all Orders must have a price, such that they will execute only if the price available is equal to or better than the price of the Order. The maximum price that the System will accept is \$199,999.99. Certain Orders have a price that is determined by the System based on the NBBO or other reference prices, rather than by the Participant. As described below with respect to the Pegging Order Attribute, an

Order may have a price that is pegged to the opposite side of the market, in which case the Order will behave like a “market order” or “unpriced order” (i.e., an Order that executes against accessible liquidity on the opposite side of the market, regardless of its price).

Pegging

Pegging is an Order Attribute that allows an Order to have its price automatically set with reference to the NBBO; provided, however, that if the Exchange is the sole market center at the Best Bid or Best Offer (as applicable), then the price of any Displayed Order with Pegging will be set with reference to the highest bid or lowest offer disseminated by a market center other than the Exchange.⁵⁸ An Order with a Pegging Order Attribute may be referred to as a “Pegged Order.” The price to which an Order is pegged is referred to as the Inside Quotation, the Inside Bid, or the Inside Offer, as appropriate. There are three varieties of Pegging:

- Primary Pegging means Pegging with reference to the Inside Quotation on the same side of the market. For example, if the Inside Bid was \$11, an Order to buy with Primary Pegging would be priced at \$11.
- Market Pegging means Pegging with reference to the Inside Quotation on the opposite side of the market. For example, if the Inside Offer was \$11.06, an Order to buy with Market Pegging would be priced at \$11.06.
- Midpoint Pegging means Pegging with reference to the midpoint between the Inside Bid and the Inside Offer (the “Midpoint”). Thus, if the Inside Bid was \$11

⁵⁸ This is the case because otherwise the Pegged Order would become pegged to itself if it set the NBBO.

and the Inside Offer was \$11.06, an Order with Midpoint Pegging would be priced at \$11.03. An Order with Midpoint Pegging is not displayed. An Order with Midpoint Pegging may be executed in sub-pennies if necessary to obtain a midpoint price.

Pegging is available only during Market Hours. An Order with Pegging may specify a limit price beyond which they Order may not be executed; provided, however, that if an Order has been assigned a Pegging Order Attribute and a Discretion Order Attribute, the Order may execute at any price within the discretionary price range, even if beyond the limit price specified with respect to the Pegging Order Attribute. If an Order with Pegging is priced at its limit price, the price of the Order may nevertheless be changed to a less aggressive price based on changes to the Inside Quotation.⁵⁹ In addition, an Order with Primary Pegging or Market Pegging may specify an Offset Amount, such that the price of the Order will vary from the Inside Quotation by the selected Offset Amount. The Offset Amount may be either aggressive or passive. Thus, for example, if a Participant entered an Order to buy with Primary Pegging and a passive Offset Amount of \$0.05 and the Inside Bid was \$11, the Order would be priced at \$10.95. If the Participant selected an aggressive Offset Amount of \$0.02, however, the Order would be priced at \$11.02. An Order with Primary Pegging and an Offset Amount will not be Displayed, unless the Order is Attributable. An Order with Midpoint Pegging will not be Displayed. An Order with Market Pegging and no Offset behaves as a “market order”

⁵⁹ For example, if an Order to buy with Primary Pegging is entered with a limit price of \$11.05 at a time when the Inside Bid is \$11, the initial price of the Order will be \$11. If, thereafter, the Inside Bid changes to \$11.05, \$11.06, and \$11.04, the price of the Order at such times will be \$11.05, \$11.05, and \$11.04.

with respect to any liquidity on the Exchange Book at the Inside Quotation on the opposite side of the market because it is immediately executable at that price. If, at the time of entry, there is no price to which a Pegged Order can be pegged, the Order will be rejected. In the case of an Order with Midpoint Pegging, if the Inside Bid and Inside Offer are locked, the Order will be priced at the locking price, if the Inside Bid and Inside Offer are crossed, the Order will nevertheless be priced at the midpoint between the Inside Bid and Inside Offer, and if there is no Inside Bid and/or Inside Offer, the Order will be rejected.

Primary Pegging and Market Pegging are available through RASH and FIX only. An Order entered through OUCH or FLITE with Midpoint Pegging will have its price set upon initial entry to the Midpoint, unless the Order has a limit price that is lower than the Midpoint for an Order to buy (higher than the Midpoint for an Order to sell), in which case the Order will be ranked on the Exchange Book at its limit price. Thereafter, if the NBBO changes so that the Midpoint is lower than (higher than) the price of an Order to buy (sell), the Pegged Order will be cancelled back to the Participant.

An Order entered through RASH or FIX with Pegging will have its price set upon initial entry and will thereafter have its price reset in accordance with changes to the relevant Inside Quotation. An Order with Pegging receives a new timestamp whenever its price is updated and therefore will be evaluated with respect to possible execution (and routing, if it has been assigned a Routing Order Attribute) in the same manner as a newly entered Order. If the price to which an Order is pegged is not available, the Order will be rejected.

Pegging functionality allows a Participant to have the System adjust the price of the Order continually in order to keep the price within defined parameters. Thus, the System performs price adjustments that would otherwise be performed by the Participant through cancellation and reentry of Orders. The fact that a new timestamp is created for a Pegged Order whenever it has its price adjusted allows the Order to seek additional execution opportunities and ensures that the Order does not “jump the queue” with respect to any Orders that were previously at the Pegged Order’s new price level.

If an Order with Primary Pegging is updated 1,000 times, it will be cancelled; if an Order with other forms of Pegging is updated 10,000 times, it will be cancelled. This restriction is designed to conserve System resources by limiting the persistence of Orders that update repeatedly without any reasonable prospect of execution.

Minimum Quantity

Minimum Quantity is an Order Attribute that allows a Participant to provide that an Order will not execute unless a specified minimum quantity of shares can be obtained. Thus, the functionality serves to allow a Participant that may wish to buy or sell a large amount of a security to avoid signaling its trading interest unless it can purchase a certain minimum amount. An Order with a Minimum Quantity Order Attribute may be referred to as a “Minimum Quantity Order.” For example, a Participant could enter an Order with a Size of 1000 shares and specify a Minimum Quantity of 500 shares. In that case, upon entry, the System would determine whether there were posted Orders executable against the incoming Order with a size of at least 500 shares.⁶⁰ If there were not, the Order

⁶⁰ As reflected in the proposed rule, the System currently allows an incoming Order with a Minimum Quantity to execute if one or more Orders on the Exchange Book satisfy the Minimum Quantity condition.

would post on the Exchange Book in accordance with the characteristics of its underlying Order Type. Once posted to the Exchange Book, the Minimum Quantity Order retains its Minimum Quantity Order Attribute, such that the Order may execute only against incoming Orders with a size of at least the minimum quantity condition. An Order that has a Minimum Quantity Order Attribute and that posts to the Exchange Book will not be displayed.

Upon entry, an Order with a Minimum Quantity Order Attribute must have a size of at least one round lot. An Order entered through OUCH or FLITE may have a minimum quantity condition of any size of at least one round lot. An Order entered through RASH or FIX must have a minimum quantity of one round lot or any multiple thereof, and a mixed lot minimum quantity condition will be rounded down to the nearest round lot. In the event that the shares remaining in the size of an Order with a Minimum Quantity Order Attribute following a partial execution thereof are less than the minimum quantity specified by the Participant entering the Order, the minimum quantity value of the Order will be reduced to the number of shares remaining. An Order with a Minimum Quantity Order Attribute may not be displayed; if a Participant marks an Order with both a Minimum Quantity Order Attribute and a Display Order Attribute, the System will accept the Order but will give a Time-in-Force of IOC, regardless of the Time-in-Force marked by the Participant. An Order marked with a Minimum Quantity Order Attribute and a Routing Order Attribute will be rejected.

Routing

Routing is an Order Attribute that allows a Participant to designate an Order to employ one of several Routing Strategies offered by the Exchange, as described in Rule

4758; such an Order may be referred to as a “Routable Order.” Upon receipt of an Order with the Routing Order Attribute, the System will process the Order in accordance with the applicable Routing Strategy. In the case of a limited number of Routing Strategies, the Order will be sent directly to other market centers for potential execution. For most other Routing Strategies, the Order will attempt to access liquidity available on the Exchange in the manner specified for the underlying Order Type and will then be routed in accordance with the applicable Routing Strategy. Shares of the Order that cannot be executed are then returned to the Exchange, where they will (i) again attempt to access liquidity available on the Exchange and (ii) post to the Exchange Book or be cancelled, depending on the Time-in-Force of the Order. Under certain Routing Strategies, the Order may be routed again if the System observes an accessible quotation of another market center, and returned to the Exchange again for potential execution and/or posting to the Exchange Book.

In connection with the trading of securities governed by Regulation NMS, all Orders shall be routed for potential execution in compliance with Regulation NMS. Where appropriate, Routable Orders will be marked as Intermarket Sweep Orders.

Discretion

Discretion is an Order Attribute under which an Order has a non-displayed discretionary price range within which the entering Participant is willing to trade; such an Order may be referred to as a “Discretionary Order.”⁶¹ Thus, an Order with Discretion has both a price (for example, buy at \$11) and a discretionary price range (for example,

⁶¹ The proposed rule text reflects a substantive clarification to the existing description of Discretionary Orders.

buy up to \$11.03). Depending on the Order Type used, the price may be displayed (for example, a Price to Display Order) or non-displayed (for example, a Non-Displayed Order). The discretionary price range is always non-displayed. In addition, it should be noted that the Discretion Order Attribute may be combined with the Pegging Order Attribute, in which case either the price of the Order or the discretionary price range or both may be pegged in the ways described in Rule 4702(d) with respect to the Pegging Order Attribute. For example, an Order with Discretion to buy might be pegged to the Best Bid with a \$0.05 passive Offset and might have a discretionary price range pegged to the Best Bid with a \$0.02 passive Offset. In that case, if the Best Bid was \$11, the price of the Order would be \$10.95, with a discretionary price range up to \$10.98. If the Best Bid moved to \$10.99, the price of the Order would then be \$10.94, with a discretionary price range up to \$10.97. Alternatively, if the price of the Order was pegged but the discretionary price range was not, the price of the Order would be \$10.94, but the discretionary price range would continue to range up to \$10.98. Likewise, if the discretionary price range was pegged but the price of the Order was not, the Order would remain priced at \$10.95 but with a discretionary price range of up to \$10.97. A Participant may also specify a limit price beyond which the discretionary price range may not extend.

Under the circumstances described below, the System processes an Order with Discretion by generating a Non-Displayed Order with a Time-in-Force of IOC (a “Discretionary IOC”) that will attempt to access liquidity available within the discretionary price range. The Discretionary IOC will not be permitted to execute, however, if the price of the execution would trade through a Protected Quotation. If

more than one Order with Discretion satisfies conditions that would cause the generation of a Discretionary IOC simultaneously, the order in which such Discretionary IOCs are presented for execution is random, based on the respective processing time for each such Order. Whenever a Discretionary IOC is generated, the underlying Order with Discretion will be withheld or removed from the Exchange Book and will then be routed and/or placed on the Exchange Book if the Discretionary IOC does not exhaust the full size of the underlying Order with Discretion, with its price determined by the underlying Order Type and Order Attributes selected by the Participant.⁶² Because the circumstances under which a Discretionary IOC will be generated are dependent upon a range of factors, several specific scenarios are described below.

- If an Order has been assigned a Discretion Order Attribute, but has not been assigned a Routing Order Attribute, upon entry of the Order, the System will automatically generate a Discretionary IOC with a price equal to the highest price for an Order with Discretion to buy (lowest price for an Order with Discretion to sell) within the discretionary price range and a size equal to the full size of the underlying Order to determine if there are any Orders within the discretionary price range on the Exchange Book. If the Discretionary IOC does not exhaust the full size of the Order with Discretion, the remaining size of the Order with Discretion will post to the Exchange Book in accordance with the parameters that

⁶² It should be noted that a Discretionary IOC is deemed to be accessing liquidity for purposes of the Exchange's schedule of fees and rebates, unless one Discretionary IOC executes against another Discretionary IOC, in which case the Order that had reached the Exchange Book first would be deemed to provide liquidity. Because the Exchange has a "taker/maker" pricing model under which a Participant that accesses liquidity receives a rebate, a rebate would be paid with respect to a Discretionary IOC.

- apply to the underlying Order Type. Thus, for example, if a Participant enters a Price to Display Order to buy at \$11 with a discretionary price range of up to \$11.03, upon entry the System will generate a Discretionary IOC to buy priced at \$11.03. If there is an Order on the Exchange Book to sell priced at \$11.02 and an execution at \$11.02 would not trade through a Protected Quotation, the Discretionary IOC will execute against the Order on the Exchange Book, up to the full size of each Order. Any remaining size of the Price to Display Order would post to the Exchange Book in accordance with its parameters.
- After the Order posts to the Exchange Book, the System will examine whether at any time there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. In doing so, the System will examine all Orders (including Orders that are not Displayed). If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the highest price for an Order to buy (lowest price for an Order to sell) within the discretionary price range and a size equal to the full size of the Order.
 - If an Order that uses a passive routing strategy (i.e., a strategy such as BSCN⁶³ that does not seek routing opportunities after posting to the Exchange Book) has been assigned a Discretion Order Attribute but does not have a pegged discretionary price range, upon entry of the Order, the System will examine all Orders (including Orders that are not Displayed) on the Exchange Book to determine if there is an Order on the Exchange Book with a price in the

⁶³ The BSCN routing strategy is described in Rule 4758.

discretionary price range against which the Order with Discretion could execute. If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book. The System will also determine if there are any accessible quotations with prices that are within the discretionary price range at destinations on the applicable routing table for the selected routing strategy. If there are such quotations, the System will generate one or more Discretionary IOCs to route to such destinations, with a price and size that match the price and size of the market center's quotation. If necessary to maximize execution opportunities and comply with Regulation NMS, the System's routing broker may mark such Discretionary IOCs as Intermarket Sweep Orders. If the Discretionary IOC(s) do not exhaust the full size of the Order with Discretion, the remaining size of the Order with Discretion will post to the Exchange Book in accordance with the parameters that apply to the underlying Order Type. The System will then examine whether at any time there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. In doing so, the System will examine all Orders (including Orders that are not Displayed). If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book.

- If an Order that uses a reactive routing strategy (i.e., a strategy such as BSTG⁶⁴ that seeks routing opportunities after posting to the Exchange Book) has been assigned a Discretion Order Attribute but does not have a pegged discretionary price range, upon entry of the Order, the System will examine all Orders (including Orders that are not Displayed) on the Exchange Book to determine if there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book. The System will also determine if there are any accessible quotations with prices that are within the discretionary price range at destinations on the applicable routing table for the selected routing strategy. If there are such quotations, the System will generate one or more Discretionary IOCs to route to such destinations, with a price and size that match the price and size of the market center's quotation. If necessary to maximize execution opportunities and comply with Regulation NMS, the System may mark such Discretionary IOCs as Intermarket Sweep Orders. If the Discretionary IOC(s) do not exhaust the full size of the Order with Discretion, the remaining size of the Order with Discretion will post to the Exchange Book in accordance with the parameters that apply to the underlying Order Type. The System will then examine whether at any time there is an Order on the Exchange Book or an accessible quotation at another trading venue with a price in the discretionary

⁶⁴ The BSTG routing strategy is described in Rule 4758.

- price range against which the Order with Discretion could execute. In examining the Exchange Book, the System will examine all Orders (including Orders that are not Displayed). If the System observes such an Order or quotation, it will generate a Discretionary IOC with a price equal to the price of such the Order or quotation and a size equal to the applicable size of the Order on the Exchange Book or the displayed size of the quotation.
- If an Order that uses a passive routing strategy has been assigned a Discretion Order Attribute and does have a pegged discretionary price range, upon entry of the Order, the System will examine all Orders (including Orders that are not Displayed) on the Exchange Book to determine if there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book. The System will also determine if there are any accessible quotations with prices that are within the discretionary price range at destinations on the applicable routing table for the selected routing strategy. If there are such quotations, the System will generate one or more Discretionary IOCs to route to such destinations, with a price and size that match the price and size of the market center's quotation. If necessary to maximize execution opportunities and comply with Regulation NMS, the System may mark such Discretionary IOCs as Intermarket Sweep Orders. If the Discretionary IOC(s) do not exhaust the full size of the Order with Discretion, the remaining size of the Order with Discretion

- will post to the Exchange Book in accordance with the parameters that apply to the underlying Order Type. Thereafter, the Order will not generate further Discretionary IOCs unless the Order is updated in a manner that causes it to receive a new timestamp, in which case the Order will behave in the same manner as a newly entered Order.
- If an Order that uses a reactive routing strategy has been assigned a Discretion Order Attribute and does have a pegged discretionary price range, upon entry of the Order, the System will examine all Orders (including Orders that are not Displayed) on the Exchange Book to determine if there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book. The System will also determine if there are any accessible quotations with prices that are within the discretionary price range at destinations on the applicable routing table for the selected routing strategy. If there are such quotations, the System will generate one or more Discretionary IOCs to route to such destinations, with a price and size that match the price and size of the market center's quotation. If necessary to maximize execution opportunities and comply with Regulation NMS, the System may mark such Discretionary IOCs as Intermarket Sweep Orders. If the Discretionary IOC(s) do not exhaust the full size of the Order with Discretion, the remaining size of the Order with Discretion will post to the Exchange Book in accordance with the parameters that apply to

the underlying Order Type. The System will then examine whether at any time there is an Order on the Exchange Book or an accessible quotation at another trading venue with a price in the discretionary price range against which the Order with Discretion could execute. In examining the Exchange Book, the System will examine Displayed Orders but will not examine Non-Displayed Orders. If the System observes such an Order or quotation, it will generate a Discretionary IOC with a price equal to the price of such the Order or quotation and a size equal to the applicable size of the Order on the Exchange Book or the displayed size of the quotation.

Reserve Size

Reserve Size is an Order Attribute that permits a Participant to stipulate that an Order Type that is displayed may have its displayed size replenished from additional non-displayed size. An Order with Reserve Size may be referred to as a “Reserve Order.” At the time of entry, the displayed size of such an Order selected by the Participant must be one or more normal units of trading; an Order with a displayed size of a mixed lot will be rounded down to the nearest round lot. A Reserve Order with displayed size of an odd lot will be accepted but with the full size of the Order displayed. Reserve Size is not available for Orders that are not displayed; provided, however, that if a Participant enters Reserve Size for a Non-Displayed Order with a Time-in-Force of IOC, the full size of the Order, including Reserve Size, will be processed as a Non-Displayed Order.

Whenever a Participant enters an Order with Reserve Size, the System will process the Order as two Orders: a Displayed Order (with the characteristics of its selected Order Type) and a Non-Displayed Order. Upon entry, the full size of each such

Order will be processed for potential execution in accordance with the parameters applicable to the Order Type. For example, a Participant might enter a Price to Display Order with 200 shares displayed and an additional 3,000 shares non-displayed. Upon entry, the Order would attempt to execute against available liquidity on the Exchange Book, up to 3,200 shares. Thereafter, unexecuted portions of the Order would post to the Exchange Book as a Displayed Price to Display Order and a Non-Displayed Order; provided, however, that if the remaining total size is less than the display size stipulated by the Participant, the Displayed Order will post without Reserve Size. Thus, if 3,050 shares executed upon entry, the Price to Display Order would post with a size of 150 shares and no Reserve Size.

When an Order with Reserve Size is posted, if there is an execution against the Displayed Order that causes its size to decrease below a normal unit of trading, another Displayed Order will be entered at the level stipulated by the Participant while the size of the Non-Displayed Order will be reduced by the same amount. Any remaining size of the original Displayed Order will remain on the Exchange Book. The new Displayed Order will receive a new timestamp, but the Non-Displayed Order (and the original Displayed Order, if any) will not; although the new Displayed Order will be processed by the System as a new Order in most respects at that time, if it was designated as Routable, the System will not automatically route it upon reentry.⁶⁵ For example, if a Price to Comply Order with Reserve Size posted with a Displayed Size of 200 shares, along with a Non-Displayed Order of 3,000 and the 150 shares of the Displayed Order was executed, the

⁶⁵ Of course, if the Order uses a reactive routing strategy, such as BSTG, that routes out whenever the System observes a quotation against which the Order is marketable at another market center, the Order could be routed at any time.

remaining 50 shares of the original Price to Comply Order would remain, a new Price to Comply Order would post with a size of 200 shares and a new timestamp, and the Non-Displayed Order would be decremented to 2,800 shares.⁶⁶

A Participant may stipulate that the Displayed Order should be replenished to its original size. Alternatively, the Participant may stipulate that the original and subsequent displayed size will be an amount randomly determined based on factors selected by the Participant.⁶⁷ Specifically, the Participant would select both a theoretical displayed size and a range size, which may be any share amount less than the theoretical displayed size. The actual displayed size will then be determined by the System within a range in which the minimum size is the theoretical displayed size minus the range size, and the maximum size is (i) the minimum size plus (ii) an amount that is two times the range size minus one round lot. For example, if the theoretical displayed size is 600 shares and the range size is 500, the minimum displayed size will be 100 shares (600-500), and the maximum size will be 1,000 shares $((600-500) + ((2 \times 500) - 100))$.

When the Displayed Order with Reserve Size is executed and replenished, applicable market data disseminated by the Exchange will show the execution and decrementation of the Displayed Order, followed by replenishment of the Displayed

⁶⁶ Because the Displayed Order is reentered and the Non-Displayed Order is not, there are circumstances in which the Displayed Order may receive a different price than the Non-Displayed Order. For example, if, upon reentry, a Price to Display Order would lock or cross a newly posted Protected Quotation, the price of the Order will be adjusted but its associated Non-Displayed Order would not be adjusted. In that circumstance, it would be possible for the better priced Non-Displayed Order to execute prior to the Price to Display Order.

⁶⁷ The ability to specify a random size reflects a substantive clarification of existing rules.

Order. In all cases, if the remaining size of the Non-Displayed Order is less than the fixed or random amount stipulated by the Participant, the full remaining size of the Non-Displayed Order will be displayed and the Non-Displayed Order will be removed.

Attribution

Attribution is an Order Attribute that permits a Participant to designate that the price and size of the Order will be displayed next to the Participant's MPID in market data disseminated by the Exchange. An Order with Attribution is referred to as an "Attributable Order" and an Order without attribution is referred to as a "Non-Attributable Order."

Intermarket Sweep Order

Designation of an Order as an Intermarket Sweep Order, or ISO, is an Order Attribute that allows the Order to be executed within the System by Participants at multiple price levels without respect to Protected Quotations of other market centers within the meaning of Rule 600(b) under Regulation NMS. ISOs are immediately executable within the System against Orders against which they are marketable. An Order designated as an ISO may not be assigned a Routing Order Attribute.⁶⁸ In connection with the trading of securities governed by Regulation NMS, Intermarket Sweep Orders shall be executed exclusively within the System and the entering Participant shall be responsible for compliance with Rules 610 and 611 under Regulation NMS with respect to order protection and locked and crossed markets with respect to such Orders.

⁶⁸ However, Orders that are assigned a Routing Order Attribute may be designated as ISOs by the Exchange when routed to other market centers to maximize their opportunities for execution.

Simultaneously with the routing of an ISO to the System, one or more additional limit orders, as necessary, are routed by the entering Participant to execute against the full displayed size of any Protected Quotation with a price that is superior to the price of the Order identified as an Intermarket Sweep Order (as defined in Rule 600(b) under Regulation NMS). These additional routed orders must be identified as Intermarket Sweep Orders.

Upon receipt of an ISO, the System will consider the stated price of the ISO to be available for other Orders to be entered at that price, unless the ISO is not itself accepted at that price level (for example, a Post-Only Order that has its price adjusted to avoid executing against an Order on the Exchange Book) or the ISO is not Displayed.⁶⁹

In addition, as described with respect to various Order Types, such as the Price to Comply Order, Orders on the Exchange Book that had their price adjusted may be eligible to be reentered at the stated price of the ISO. For example, if a Price to Comply Order to buy at \$11 would lock a Protected Offer at \$11, the Price to Comply Order will be posted with a non-displayed price of \$11 and a displayed price of \$10.99. If the System then receives an ISO to buy at \$11, the ISO will be posted at \$11 and the Price to Comply Order will be reentered at \$11 (if the Participant opted to have its Orders reentered). The respective priority of such reentered Orders will be maintained among multiple repriced Orders; however, other new Orders may also be received after receipt of the ISO but before the repricing of the Price to Comply Order is complete;

⁶⁹ Thus, for example, a Non-Displayed Order with a Time-in-Force of IOC marked ISO could execute against Orders on the Exchange Book. However, the price level of the Non-Displayed Order would be considered open for Orders to post only if applicable market data showed that the price level was available.

accordingly, the priority of an Order on the Exchange Book vis-à-vis a newly entered Order is not guaranteed.

Display

Display is an Order Attribute that allows the price and size of an Order to be displayed to market participants via market data feeds. All Orders that are Attributable are also displayed, but an Order may be displayed without being Attributable. As discussed in Rule 4702, a Non-Displayed Order is a specific Order Type, but other Order Types may also be non-displayed if they are not assigned a Display Order Attribute; however, depending on context, all Orders that are not displayed may be referred to as “Non-Displayed Orders.” An Order with a Display Order Attribute may be referred to as a “Displayed Order.”

Statistics on Order Types Usage.

Although the Exchange, like many exchanges, offers a wide range of possible combinations of Order Types and Order Attributes in order to provide options that support of a range of legitimate trading strategies, the Exchange believes that an analysis of the extent of usage of particular Order Type permutations is important to promoting a deeper understanding of current market structure. Based on analysis of a month of data for the period from August 26, 2013 through September 29, 2013, the Exchange offers the following observations about the usage of different Order Types on its market:

- 38.63% of entered Order volume was Price to Comply Orders with no Order Attributes other than price and size. Such Orders were involved in 28.38% of execution volume.⁷⁰
- 0.02% of entered Order volume was Post-Only Orders with no Order Attributes other than price and size. Such Orders were involved in 0.69% of execution volume.
- Non-Displayed Orders with a Time-in-Force of IOC and no special Order Attributes accounted for 9.84% of entered Order volume and 21.58% of execution volume. Non-Displayed Orders with a Time-in-Force of IOC marked as ISOs but with no other special Order Attributes accounted for 1.44% of entered Order volume and 25.02% of execution volume.
- Non-Displayed Orders with a Time-in-Force longer than IOC but no special Order Attributes accounted for 25.58% of entered Order volume and 3.25% of execution volume.
- Use of Post-Only Orders marked ISO but with no other special Order Attributes accounted for less than 0.01% of entered Order volume and execution volume. Price to Comply Orders marked ISO but with no other special Order Attributes accounted for 17.8% of entered Order volume and 13.42% of execution volume.

⁷⁰

Data about executions reflect both sides of a trade in instances where trades executed on the Exchange and one side of a trade in instances where a Routable Order executed at another market center. The data does not include information about Orders with a Time-in-Force of GTC to the extent that such Orders executed on a day after the day of their original entry.

- All other Order Type and Order Attribute combinations accounted for 6.68% of entered Order volume and 7.66% of execution volume.

Thus, while a range of combinations of Order Types and Order Attributes can exist on the Exchange, the Exchange believes that these data support the conclusion that many of these possible combinations are not used to any appreciable extent. Rather, the vast majority of Order entry and Order execution volume is attributable to a small number of simple combinations: IOC Orders designed to access posted liquidity and various forms of priced limit Orders designed to access available liquidity and thereafter post to the Exchange Book to provide liquidity, which promote price discovery by offering displayed liquidity at a price that may narrow the bid/offer spread on the Exchange and/or provide price improvement to subsequent Orders. The inclusion of an ISO Order Attribute on Orders is done in full compliance with Regulation NMS and serves to provide notice to the Exchange that liquidity has been accessed liquidity on other markets at a given price level in order to allow it to post liquidity on the Exchange at that price. While the Exchange does not believe that its Order Type offerings are excessively complex, given the relatively limited usage of certain Order Types and Order Attributes, the Exchange is continuing to analyze whether changes may be made to eliminate any Order Types, Order Attributes, or permissible combinations in a manner that would further promote the goals of transparency and ease of use for Participants.

b. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,⁷¹ in general, and with Section 6(b)(5) of the Act⁷² in

⁷¹ 15 U.S.C. 78f.

particular, in that the proposal is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. The proposed rule change also is designed to support the principles of Section 11A(a)(1)⁷³ of the Act in that it seeks to assure fair competition among brokers and dealers and among exchange markets. In particular, the Exchange believes that the reorganized and enhanced descriptions of its Order Types, Order Attributes, and related System functionality will promote just and equitable principles of trade and perfect the mechanisms of a free and open market and the national market system by providing greater clarity concerning certain aspects of the System's operations. The Exchange further believes that the proposed rule change will contribute to the protection of investors and the public interest by making the Exchange's rules easier to understand. The Exchange further believes that the proposed rules, together with the presented statistics regarding Order Type and Order Attribute usage, will promote the efficient execution of investor transactions and further enhance public understanding of the Exchange's operations, and thereby strengthen investor confidence in the Exchange and in the national market system. In addition, the Exchange believes that additional specificity in its rules will promote a better understanding of the Exchange's operation, thereby facilitating fair competition among

⁷² 15 U.S.C. 78f(b)(5).

⁷³ 15 U.S.C. 78k-1(a)(1).

brokers and dealers and among exchange markets.

Most of the System functionality described in the proposed rule change has already been described in previous proposed rule changes by the Exchange and approved or permitted to take effect on an immediate basis by the Commission. However, the Exchange believes that the reiteration of several principles underlying its Order Types and Order Attributes might be helpful in promoting a fuller understanding of these rules' operation and their consistency with the Act.

The functionality underlying Price to Comply Orders and Price to Display Orders provides a means by which Participants may enter a displayed limit order in compliance with Regulation NMS without the Participant definitively ascertaining whether the price of the Order would lock or cross a Protected Quotation. In the absence of the repricing functionality associated with the Order, the Exchange would need to reject the Order if it locked or crossed a Protected Quotation.

By accepting a Price to Comply Order with a locking, non-displayed price and displayed price that is one minimum increment inferior to the locking price, the Exchange allows this Order Type to achieve several purposes. First, the displayed price of the Order promotes price discovery by establishing a new NBBO or adding to liquidity available at the NBBO. Second, the non-displayed price of the Order allows the Order to provide price improvement when the Order is executed. A Price to Display Order similarly promotes price discovery by establishing a new NBBO or adding liquidity available at the NBBO. It also provides one of the Order Types through which a Market Maker may offer displayed liquidity that is Attributable to its MPID. Notably, given the price adjustment functionality of the Order, it allows a Market Maker to offer

Attributable liquidity at the NBBO.

In addition, the repricing functionality associated with Price to Comply Orders and Price to Display Orders, whereby an Order that has been repriced by the System upon entry may be cancelled or reentered if a previously unavailable price level becomes available, promotes price discovery and provision of greater liquidity by facilitating the display of an Order at its chosen limit price. Because a reentered Order always receives a new timestamp, moreover, the functionality does not present fairness concerns that might arise if an Order that was not displayed became displayed at a different price level while retaining the timestamp that it received when originally entered.

The Non-Displayed Order provides a means by which Participants may access and/or offer liquidity without signaling to other Participants the extent of their trading interest. Moreover, because the Non-Displayed Order may lock a Protected Quotation, it provides a means by which a Participant may provide price improvement. For example, if the Best Bid was \$11 and the Best Offer was \$11.01, a Non-Displayed Order to buy at \$11.01 would provide \$0.01 price improvement to an incoming sell Order priced at the Best Bid.

In addition, the repricing functionality associated with Non-Displayed Order promotes provision of greater liquidity and eventual price discovery (via reporting of Order executions) because it facilitates the posting of a Non-Displayed Order at its chosen limit price. In addition, the functionality that cancels Non-Displayed Orders when crossed by a Protected Quotation helps to prevent trade-throughs by ensuring that a Non-Displayed Order will not execute at a price inferior to the Price of a Protected Quotation. Because a reentered Order always receives a new timestamp, moreover, the

functionality does not present fairness concerns that might arise if an Order was able to move price while retaining an earlier timestamp.

The primary purpose of Post-Only Orders is to “provide displayed liquidity to the market and thereby contribute to public price discovery – an objective that is fully consistent with the Act.”⁷⁴ The Post-Only Order also allows a Participant to control its trading costs by giving consideration to such costs when determining if the Order may be executed. However, the manner in which the Post-Only Order operates ensures that a Post-Only Order that locks or crosses an Order on the Exchange Book will either execute upon entry or post at a displayed price that potentially provides liquidity.⁷⁵ Moreover, because a Post-Only Order does not cancel back to the Participant if it cannot post or execute at its limit price, it does not provide a means to ascertain the existence of locking or crossing Orders without also reflecting a commitment to execute or post and display. Similarly, the functionality that allows a Post-Only Order to be marked IOC does not provide information regarding the existence of locking or crossing Orders on the Exchange Book since the Order has its price adjusted automatically, without reference to the price of any other Orders other than Orders at the NBBO.

In addition, the processing of Post-Only Orders with respect to locking or crossing Protected Quotations serves the same purposes as the processing discussed above with respect to Price to Comply Orders and Price to Display Orders. By accepting a Non-Attributable Post-Only Order that locks or crosses a Protected Quotation with a

⁷⁴ SR-NYSE-2014-32 Approval Order.

⁷⁵ Due to BX’s current pricing structure, Post-Only Orders priced at \$1 or more are executable against Orders on the Exchange Book.

locking, non-displayed price and displayed price that is one minimum increment inferior to the locking price, the Exchange allows the displayed price of the Order to promote price discovery by establishing a new NBBO or adding to liquidity available at the NBBO, while also allowing the non-displayed price of the Order to provide price improvement when the Order is executed. An Attributable Post-Only Order similarly promotes price discovery by establishing a new NBBO or adding liquidity available at the NBBO.

The repricing functionality associated with Post-Only Orders, whereby an Order that has been repriced by the System upon entry may be cancelled or reentered if a previously unavailable price level becomes available, promotes price discovery and provision of greater liquidity by facilitating the display of an Order at its chosen limit price. Because a reentered Order always receives a new timestamp, moreover, the functionality does not present fairness concerns that might arise if an Order that was not displayed became displayed at a different price level while retaining the timestamp that it received when originally entered.

A Post-Only Order may be designated as an ISO and accepted at a price that locks or crosses a Protected Quotation, since such designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Post-Only Order would lock or cross.⁷⁶ Because the Exchange maintains an active regulatory surveillance and enforcement program to verify that Participants are not

⁷⁶ See SR-NYSE-2014-32 Approval Order (affirming that exchanges may adopt rules allowing market participants to “ship and post”).

improperly designating Orders as ISOs, the possibility for a Participant to systematically use a Post-Only Order marked ISO to occupy a price level while locking Protected Quotations is mitigated. Moreover, the System does not interpret a Post-Only Order that is marked ISO but that has its price adjusted prior to posting as the basis for accepting additional Orders at the Order's limit price level, thereby providing further assurance against the use of an ISO designation for an improper purpose.

Retail Orders and RPI Order provide a mechanism for all Participants to offer, and Participants representing retail customers to receive, price improvement of at least \$0.001. The Exchange believes that the Order Types may therefore reduce trading costs for such retail customers and encourage the interaction of their Orders in an exchange-trading environment.

Several of the available Order Attributes merely provide means to designate the basic parameters of any Order: these include price, size, Time-in-Force, Attribution, and Display. The proposed rules clearly state limitations applicable to each of these parameters, such as available Times-in-Force and limitations on the permissible prices and sizes of Orders.

The Pegging Order Attribute allows a Participant to have the System adjust the price of the Order continually in order to keep the price within defined parameters. Thus, the System performs price adjustments that would otherwise be performed by the Participant through cancellation and reentry of Orders. The fact that a new timestamp is created for a Pegged Order whenever it has its price adjusted allows the Order to seek additional execution opportunities and ensures that the Order does not "jump the queue" with respect to any Orders that were previously at the Pegged Order's new price level.

Thus, while the Order Attribute may be seen as introducing additional complexity with respect to the operation of the Exchange, it is in effect merely a process for removing and entering Orders at new prices based on changed market conditions.

The Minimum Quantity Order Attribute allows a Participant that may wish to buy or sell a large amount of a security to avoid signaling its trading interest unless it can purchase a certain minimum amount. Thus, the Order Attribute supports the interest of institutional investors and others in being able to minimize the impact of their trading on the price of securities.

The Routing Order Attribute, which is thoroughly described in existing Rule 4758, provides an optional means by which a Participant may direct the Exchange to seek opportunities to execute an Order at other market centers. The System is designed to pursue execution opportunities on behalf of Participants in an aggressive manner by, in most instances, first obtaining shares available on the Exchange Book, then routing to other market centers in accordance with the strategy designated by the Participant, then returning the Exchange Book as if a new Order before posting to the Exchange Book. In addition, to maximize execution opportunities, the System will, as appropriate and in accordance with Regulation NMS, designate a Routable Order as an Intermarket Sweep Order.

The Discretion Order Attribute allows a Participant to expand opportunities for an Order to access liquidity by allowing it to execute at any price within a specified range. Thus, while there is some complexity associated with the processing of Discretionary Orders, the Order Attribute merely allows the System to ascertain whether, under the conditions provided for in the rule, the Participant could access liquidity at a price within

the range that the Participant has designated. If so, the Order Attribute generates an IOC Order to access the liquidity. Moreover, it should be noted that although in some circumstances, the System will examine Orders on the Exchange Book that are not Displayed to ascertain the existence of execution opportunities, the System would convey information to the Participant regarding such Orders only by executing against them. Thus, the discretionary price range reflects an actionable commitment by the Participant to trade at prices in that range. As a result, the Order Attribute promotes price discovery through executions that occur in the price range. Finally, it should be noted that Discretionary IOCs access liquidity. Because the Exchange has a “taker/maker” pricing structure under which liquidity accessing Orders receive a rebate, the Order Attribute does allow a Participant to obtain a rebate with respect to executions against previously posted Orders; however, this aspect of the Order Attribute is fully consistent with the Exchange’s overall pricing structure.

The Reserve Size Order Attribute allows a Participant to display trading interest at a given price while also posting additional non-displayed trading interest. The functionality assists the Participant in managing this trading interest by eliminating the need for the Participant to enter additional size following the execution of the displayed trading interest. Thus, the functionality achieves a balance between promoting price discovery through displayed size and allowing a Participant to guard against price impact by hiding the full extent of its trading interest. The random reserve feature of the Order further assists a Participant in not revealing the extent of its trading interest because it diminishes the likelihood that other Participants will conclude that the Order is a Reserve Size Order if they repeatedly view it being replenished at the same size. Similarly, the

manner in which the Exchange disseminates data regarding the execution and replenishment of a Reserve Size Order ensures that the process is indistinguishable to other Participants from the execution of an Order without Reserve Size followed by the entry of a new Order; this processing also ensures that only the displayed portion of the Reserve Size Order is treated as a Protected Quotation.

The Intermarket Sweep Order attribute is a function of Regulation NMS, which provides for an Order to execute without respect to Protected Quotations if it is designated as an ISO and if one or more additional limit orders, as necessary, are routed to execute against the full displayed size of any Protected Quotation with a price that is superior to the price of the Order identified as an ISO. As recently reaffirmed by the Commission, Regulation NMS allows such additional orders to be routed by an exchange or by the Participant that enters the ISO.⁷⁷ Accordingly, the exchange receiving an ISO may accept the receipt of the Order as a representation that the Participant entering it has satisfied its obligations; provided, however, that the exchange itself maintains a surveillance and enforcement program to verify that the Participant is not acting in violation of this requirement. For this reason, it is also consistent with the Act for a Participant to designate an Order with a Time-in-Force longer than IOC, or an Order with functionality such as the Post-Only Order, as an ISO.⁷⁸ Specifically, attaching an ISO designation to such Order reflects a representation that the Participant has determined that Protected Quotations at the price of the Order have been eliminated, such that the Order is entitled to post and provide liquidity. In the case of a Post-Only Order, however, if the

⁷⁷ SR-NYSE-2014-32 Approval Order.

⁷⁸ Id.

Order's price is adjusted to avoid executing against an Order on the Exchange Book, the Exchange will not consider the ISO designation in determining whether the Post-Only Order's limit price level is now open, since the Post-Only ISO itself is not actually posting at that price. Accordingly, in that circumstance the use of a Post-Only ISO cannot be used to open a price level to additional Orders unless the Exchange ascertains through market data provided by other exchanges that the price level actually is open.

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 that is not necessary or appropriate in furtherance of the purposes of the Act. As previously stated, the Exchange is not proposing substantively to modify the operation of any of its current Order Types or Order Attributes or the operation of the System; rather, the proposed rule change is intended to provide more detail regarding the System's functionality. The proposed rule change is not designed to address any competitive issues, but rather to provide additional specificity and transparency to Participants and the investing public regarding the Exchange's Order Types, Order Attributes, and System functionality. Since the Exchange does not proposed substantively to modify the operation of Order Types, Order Attributes, or System functionality, the proposed changes will not impose any burden on competition.

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

Written comments were neither solicited nor 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)

Not applicable.

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

The proposed rule change is not based on the rules of another self-regulatory organization or of the Commission. Although various Order Types and Order Attributes offered by the Exchange are similar to functionality offered by other exchanges, this proposed rule change is not intended to adopt new functionality; it is intended to more fully and clearly describe the Exchange's rules describe Order Type and Order Attribute functionality. Accordingly, this rule filing is not an instance of an exchange seeking to adopt new functionality that is based on functionality already offered by another exchange.

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

Exhibit 1 – Form of Notice of Proposed Rule Change for Federal Register.

Exhibit 5 – Text of the proposed rule change.

EXHIBIT 1SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-BX-2015-015)

March __, 2015

Self-Regulatory Organizations; NASDAQ OMX BX, Inc.; Notice of Proposed Rule Change to Amend and Restate Certain Rules that Govern the NASDAQ OMX BX Equities Market

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 20, 2015, NASDAQ OMX BX, Inc. (“BX” or the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in in Items I, II, and III below, which Items have been prepared by BX. 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

BX proposes to amend and restate certain BX rules that govern the NASDAQ OMX BX Equities Market in order to provide a clearer and more detailed description of certain aspects of its functionality. The text of the proposed rule change is available at nasdaq.cchwallstreet.com, at the Exchange’s principal office, 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, BX 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. BX 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 amend and restate certain Exchange rules that govern the NASDAQ OMX BX Equities Market in order to provide a clearer and more detailed description of certain aspects of its functionality. The proposed rule change is responsive to the request of Commission Chair White that each self-regulatory organization (“SRO”) conduct a comprehensive review of each order type offered to members, and how it operates in practice.³ The Exchange believes that its current rules and other public disclosures provide a comprehensive description of the operation of the NASDAQ OMX BX Equities Market, so that members and the investing public have an accurate understanding of its market structure. Nevertheless, the Exchange has concluded that a restatement of certain rules will further enhance their clarity. In particular, the Exchange believes that providing additional examples of order type operation in the rule text will promote greater understanding of the Exchange’s market structure. In addition, the

³ See Mary Jo White, Chair, Commission, Speech at the Sandler O’Neill & Partners, L.P. Global Exchange and Brokerage Conference (June 5, 2014), available at <http://www.sec.gov/News/Speech/Detail/Speech/1370542004312>.

Exchange notes that certain functionality added to its market in past years has been described as an “order type” but would be more precisely described as an attribute that may be added to a particular order. Accordingly, the restated rules will distinguish between “Order Types” and “Order Attributes,” while providing a full description of the Order Attributes that may be attached to particular Order Types. Except where specifically stated otherwise, all proposed rules are restatements of existing rules and therefore do not reflect substantive changes in the rule text or in the operation of the Exchange.

General Framework for Rule Restatement

At present, most of the rules governing Order Types and Order Attributes are found in Rule 4751 (Definitions). The Exchange is proposing to restate Rule 4751 as Rule 4701, which is currently not in use, with certain amended definitions being adopted therein. The Exchange is also proposing to remove definitions pertaining to Order Types and Order Attributes and adopt them as separate new Rules 4702 (Order Types) and 4703 (Order Attributes). While the Exchange is also proposing certain conforming changes to other rules, in subsequent proposed rule changes the Exchange plans to restate the remainder of the rules numbered 4752 through 4780 so that they appear sequentially following Rule 4703.

Definitions.

New Rule 4701 will adopt revised definitions applicable to the Rule 4000 Series of the Exchange rules:⁴

⁴ Other definitions in current Rule 4751 are being superseded by descriptions of Order Types and Order Attributes in Rules 4702 and 4703, or are being

- The terms “Best Bid”, “Best Offer”, “National Best Bid and National Best Offer”, “Protected Bid”, “Protected Offer”, “Protected Quotation”, and “Intermarket Sweep Order” shall have the meanings assigned to them under Rule 600 under SEC Regulation NMS;⁵ provided, however, that the terms “Best Bid”, “Best Offer”, “Protected Bid”, “Protected Offer”, and “Protected Quotation” shall, unless otherwise stated, refer to the bid, offer, or quotation of a market center other than the Exchange. The term “NBBO” shall mean the “National Best Bid and National Best Offer”.
- The term “NASDAQ OMX BX Equities Market,” or “System”, which defines the components of the securities execution and trade reporting system owned and operated by the Exchange, is being modified to state that the System includes a montage for “Quotes” and “Orders”, referred to as the “Exchange Book”, that collects and ranks all Quotes and Orders submitted by “Participants”.⁶ The definition is further being modified to make it clear that data feeds made available with respect to the System disseminate depth-of-

eliminated because they are no longer used. In addition, Rule 4755 (Order Entry Parameters) is being deleted because the material contained therein is superseded by proposed Rules 4702 and 4703.

⁵ 17 CFR 242.600.

⁶ The modified definitions of “Quotes” and “Orders” are described below. The term “Participant”, which is being amended only to add a clarifying reference to Regulation NMS and to Market Makers, means an entity that fulfills the obligations contained in Rule 4611 regarding participation in the System, and includes Equities ECNs, Market Makers, and Order Entry Firms.

book data regarding Quotes and “Displayed” Orders⁷ and also such additional information about Quotes, Orders, and transactions within the System as shall be reflected in the Exchange Rules.

- The term “Quote” is being modified to make it clear that a Quote is an Order with Attribution (as defined in Rule 4703) entered by a Market Maker or Equities ECN for display (price and size) next to the Participant’s MPID in the Exchange Book. Accordingly, all Quotes are also Orders.
- The definition of the term “Order” is being amended to mean an instruction to trade a specified number of shares in a specified System Security⁸ submitted to the System by a Participant. An “Order Type” is a standardized set of instructions associated with an Order that define how it will behave with respect to pricing, execution, and/or posting to the Exchange Book when submitted to the System. An “Order Attribute” is a further set of variable instructions that may be associated with an Order to further define how it will behave with respect to pricing, execution, and/or posting to the Exchange Book when submitted to the System. The available Order Types and Order Attributes, and the Order Attributes that may be associated with particular Order Types, are described in Rules 4702 and 4703.

⁷ As provided in proposed Rule 4703, a Displayed Order is an Order with a Display Order Attribute that allows its price and size to be disseminated to Participants.

⁸ The definition of a “System Security,” which is not being modified, includes “any NMS stock, as defined in SEC Rule 600 except securities specifically excluded from trading via a list of excluded securities posted on www.nasdaqtrader.com.”

- The term “ET” means Eastern Standard Time or Eastern Daylight Time, as applicable.
- The term “Market Hours” is being defined to mean the period of time beginning at 9:30 a.m. ET and ending at 4:00 p.m. ET (or such earlier time as may be designated by the Exchange on a day when the Exchange closes early). The term “System Hours” means the period of time beginning at 7:00 a.m. ET and ending at 7:00 p.m. ET (or such earlier time as may be designated by the Exchange on a day when the Exchange closes early). The term “Pre-Market Hours” means the period of time beginning at 7:00 a.m. ET and ending immediately prior to the commencement of Market Hours. The term “Post-Market Hours” means the period of time beginning immediately after the end of Market Hours and ending at 7:00 p.m. ET.⁹
- The term “marketable” with respect to an Order to buy (sell) means that, at the time it is entered into the System, the Order is priced at the current Best Offer or higher (at the current Best Bid or lower).
- The term “market participant identifier” or “MPID” means a unique four-letter mnemonic assigned to each Participant in the System. A Participant may have one or more than one MPID.
- The term “minimum price increment” means \$0.01 in the case of a System Security priced at \$1 or more per share, and \$0.0001 in the case of a System Security priced at less than \$1 per share.

⁹ The proposed definition further notes that in certain contexts, times cited in the Exchange Rules may be approximate.

- The definition of the term “System Book Feed”, which means a data feed for System Securities, is being amended to clarify that it is the data feed generally known as the BX TotalView ITCH feed.

Order Types.

Proposed Rule 4702 provides that Participants may express their trading interest in the NASDAQ OMX BX Equities Market by entering Orders. The NASDAQ OMX BX Equities Market offers a range of Order Types that behave in the manner specified for each particular Order Type. Each Order Type may be assigned certain Order Attributes that further define its behavior. All Order Types and Order Attributes operate in a manner that is reasonably designed to comply with the requirements of Rules 610 and 611 under Regulation NMS. Specifically, Orders are reasonably designed to prevent trade-throughs of Protected Quotations to the extent required by Rule 611 under Regulation NMS, and to prevent the display of quotations that lock or cross Protected Quotations to the extent required by Rule 610 under Regulation NMS.¹⁰ Each Order must designate whether it is to effect a buy, a long sale, a short sale, or an exempt short sale.

¹⁰ It should be noted that Rule 4613(e), the Exchange’s rule with respect to locked and crossed markets, as adopted pursuant to Rule 610(d) under Regulation NMS and approved by the Commission, applies only during Market Hours (approved in Securities Exchange Act Release No. 59154 (December 23, 2008), 73 FR 80468 (December 31, 2008) (SR-BSE-2008-48)). Note also that Rule 600 under Regulation NMS defines a “trade-through” as “the purchase or sale of an NMS stock during regular trading hours, either as principal or agent, at a price that is lower than a protected bid or higher than a protected offer.” “Regular trading hours” are defined, in pertinent part, as “the time between 9:30 a.m. and 4:00 p.m. Eastern Time.” 17 CFR 242.600.

Proposed Rule 4702 further provides that the Exchange maintains several communications protocols for Participants to use in entering Orders and sending other messages to the System:

- OUCH is an Exchange proprietary protocol.
- RASH is an Exchange proprietary protocol.
- FLITE is an Exchange proprietary protocol.
- FIX is a non-proprietary protocol.

Except where otherwise stated, all protocols are available for all Order Types and Order Attributes.

Upon entry, an Order is processed to determine whether it may execute against any contra-side Orders on the Exchange Book in accordance with the parameters applicable to the Order Type and Order Attributes selected by the Participant and in accordance with the priority for Orders on the Exchange Book provided in Rule 4757.¹¹ Thus, for example, a “Price to Comply Order” would be evaluated for potential execution in accordance with different criteria than a “Post-Only Order.”¹² In addition, the Order may have its price adjusted in accordance with applicable parameters and may be routed

¹¹ Under Rule 4757, the order in which Orders on the Exchange Book are presented for execution against incoming Orders is determined first by price (with better priced Orders presented first). As among equally priced Orders, priority is determined by Display characteristics and timestamps. Thus, Displayed Orders at a given price are processed first based on their timestamps, with earlier Orders processed first. Finally, Orders with a Non-Display Attribute (including the Non-Displayed portion of an Order with Reserve Size) are processed based on their respective timestamps. The Exchange is amending Rule 4757 to make wording changes to improve the clarity of the rule.

¹² These Order Types are described below and in proposed Rule 4702.

to other market centers for potential execution if designated as “Routable.”¹³ The Order may then be posted to the Exchange Book if consistent with the parameters of the Order Type and Order Attributes selected by the Participant. For example, an Order with a “Time-in-Force” of “Immediate or Cancel” would not be posted.¹⁴

Thereafter, as detailed in proposed Rules 4702 and 4703, and current Rule 4758 (Order Routing), there are numerous circumstances in which the Order on the Exchange Book may be modified and receive a new timestamp. The sole instances in which the modification of an Order on the Exchange Book will not result in a new timestamp are: (i) a decrease in the size of the Order due to execution or modification by the Participant or by the System, and (ii) a redesignation of a sell Order as a long sale, a short sale, or an exempt short sale.¹⁵ Whenever an Order receives a new timestamp for any reason, it is processed by the System as a new Order with respect to potential execution against Orders on the Exchange Book, price adjustment, routing, reposting to the Exchange

¹³ The Routing Order Attribute is described below, in proposed Rule 4703, and in current Rule 4758.

¹⁴ Available Times-in-Force are described below and in proposed Rule 4703.

¹⁵ Accordingly, there are no circumstances in which an Order that was previously entered but not displayed on the Exchange Book would be displayed without also receiving a new timestamp, and thus no possibility for a Participant to “jump the queue” with respect to other Orders.

The Exchange is amending Rule 4756 to make it clear that the redesignation of a sell Order as a long sale, short sale, or exempt short sale can be done only with respect to Orders entered through OUCH or FLITE; Orders entered through RASH or FIX would have to be cancelled and reentered to change their designation. Similarly, Rule 4756 is being amended to clarify that modification of an Order by the Participant to decrease its size is not possible with respect to a Pegged Order (including a Discretionary Order that is Pegged). Such an Order would have to be cancelled and reentered by the Participant to reduce its size.

Book, and subsequent execution against incoming Orders, except where otherwise stated. Thus, for example, if an Order with a “Pegging” Order Attribute had its price changed due to a change in the NBBO,¹⁶ it would be processed by the System as a new Order with respect to potential execution, price adjustment, routing, reposting to the Exchange Book, and subsequent execution against incoming Orders. An exception to the general rule is noted in Rule 4703(h) with respect to Orders with “Reserve Size”¹⁷ that have a Routing Order Attribute; such Orders are not routed if reentered due to a replenishment of the Order’s Displayed Size.

In addition, the proposed rule notes that all Orders are also subject to cancellation and/or repricing and reentry onto the Exchange Book in the circumstances described in Rule 4120(a)(13) (providing for compliance with Plan to Address Extraordinary Market Volatility) and Rule 4763 (providing for compliance with Regulation SHO). In all circumstances where an Order is repriced pursuant to those provisions, it is processed by the System as a new Order with respect to potential execution against Orders on the Exchange Book, price adjustment, routing, reposting to the Exchange Book, and subsequent execution against incoming Orders. If multiple Orders at a given price are repriced, the Order in which they are reentered is random, based on the respective processing time for each such Order;¹⁸ provided, however, that in the case of Price to

¹⁶ The Pegging Order Attribute adjusts the price of the Order based on changes in the NBBO and is described below and in proposed Rule 4703.

¹⁷ The Reserve Size Order Attribute is described below and in Rule 4703.

¹⁸ This is the case because when Orders are repriced, multiple instructions to reprice are sent simultaneously through multiple System gateways in order to modify the

Comply Orders and Post-Only Orders that have their prices adjusted upon entry because they lock a Protected Quotation but that are subsequently displayed at their original entered limit price as provided in Rules 4702(b)(1)(B) and (4)(B),¹⁹ they are processed in accordance with the time priority under which they were previously ranked on the Exchange Book. If an Order is repriced and/or reentered 10,000 times for any reason, the Order will be cancelled. This restriction is designed to conserve System resources by limiting the persistence of Orders that update repeatedly without any reasonable prospect of execution.

Proposed Rule 4702 further describes the behavior of each Order Type. Except where otherwise stated, each Order Type is available to all Participants, although certain Order Types and Order Attributes may require the use of a specific protocol. As a result, a Participant would be required to use that protocol in order to use Order Types and Order Attributes available through it. Moreover, a small number of Order Types and Order Attributes are available only to registered Market Makers in the security for which they are registered.

Price to Comply Order

The Price to Comply Order is an Order Type designed to comply with Rule 610(d) under Regulation NMS by having its price and display characteristics adjusted to avoid the display of quotations that lock or cross any Protected Quotation in a System Security during Market Hours. The Price to Comply Order is also designed to provide

Orders as quickly as possible and thereby minimize the possibility that they will be disadvantaged vis-à-vis newly entered Orders.

¹⁹ Governing handling of Price to Comply and Post-Only Orders when formerly unavailable price levels become available.

potential price improvement. The Exchange does not have a “plain vanilla” limit order that attempts to execute at its limit price and is then posted at its price or rejected if it cannot be posted; rather, the Price to Comply Order, with its price and display adjustment features, is one of the primary Order Types used by Participants to access and display liquidity in the System. The price and display adjustment features of the Order Type enhance efficiency and investor protection by offering an Order Type that first attempts to access available liquidity and then to post the remainder of the Order at prices that are designed to maximize their opportunities for execution.

When a Price to Comply Order is entered, the Price to Comply Order will be executed against previously posted Orders on the Exchange Book that are priced equal to or better than the price of the Price to Comply Order, up to the full amount of such previously posted Orders, unless such executions would trade through a Protected Quotation. Any portion of the Order that cannot be executed in this manner will be posted on the Exchange Book (and/or routed if it has been designated as Routable).²⁰

During Market Hours, the price at which a Price to Comply Order is posted is determined in the following manner. If the entered limit price of the Price to Comply Order would lock or cross a Protected Quotation and the Price to Comply Order could not execute against an Order on the Exchange Book at a price equal to or better than the price of the Protected Quotation, the Price to Comply Order will be displayed on the Exchange Book at a price one minimum price increment lower than the current Best Offer (for a Price to Comply Order to buy) or higher than the current Best Bid (for a Price to Comply Order to sell) but will also be ranked on the Exchange Book with a non-displayed price

²⁰ See Rule 4703(f) and 4758.

equal to the current Best Offer (for a Price to Comply Order to buy) or to the current Best Bid (for a Price to Comply Order to sell). The posted Order will then be available for execution at its non-displayed price, thus providing opportunities for price improvement to incoming Orders.

For example, if a Price to Comply Order to buy at \$11 would lock a Protected Offer of \$11, the Price to Comply Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. An incoming Order to sell at a price of \$11 or lower would execute against the Price to Comply Order at \$11.²¹

During Pre-Market Hours and Post-Market Hours, a Price to Comply Order will be ranked and displayed at its entered limit price without adjustment. This is the case because the Exchange's rule with respect to locked and crossed markets, as adopted pursuant to Rule 610(d) under Regulation NMS and approved by the Commission, applies only during Market Hours.²²

Depending on the protocol used to enter a Price to Comply Order, Participants have different options with respect to adjustment of the Price to Comply Order following its initial entry and posting to the Exchange Book. Specifically, if a Price to Comply Order is entered through RASH or FIX, during Market Hours the price of the Price to Comply Order will be adjusted in the following manner after initial entry and posting to the Exchange Book (unless the Order is assigned a Routing Order Attribute that would

²¹ Unless the incoming Order was an Order Type that was not immediately executable, in which case the incoming Order would behave in the manner specified for that Order Type. For example, in some circumstances discussed below, a Post-Only Order would be repriced and posted rather than executing.

²² See supra n. 10.

cause it to be routed to another market center rather than remaining on the Exchange Book):

- If the entered limit price of the Price to Comply Order locked or crossed a Protected Quotation and the NBBO changes, the displayed and non-displayed price of the Price to Comply Order will be adjusted repeatedly in accordance with changes to the NBBO; provided, however, that if the quotation of another market center moves in a manner that would lock or cross the displayed price of a Price to Comply Order, the prices of the Price to Comply Order will not be adjusted. For example, if a Price to Comply Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. If the Best Offer then moves to \$11.01, the displayed price will be changed to \$11 and the Order will be ranked at a non-displayed price of \$11.01. However, if another market center then displays an offer of \$11 (thereby locking the previously displayed price of the Price to Comply Order, notwithstanding Rule 610(d) under Regulation NMS), the price of the Price to Comply Order will not be changed.²³ The Order may be repriced repeatedly until such time as the Price to Comply Order is able to be ranked and displayed at its original entered limit price (\$11.02 in the example). The Price to Comply Order receives a new timestamp each time its price is changed.

²³ This means that, in general, the price of the Price to Comply Order will move toward, but not away from, its original entered limit price. Because a Price to Comply Order is removed from the Exchange Book while it is being repriced, however, it is possible that the Order's price will move away from its original entered limit price in the case of a "race condition" where the NBBO changes again while the Order is not on the Exchange Book.

- If the original entered limit price of the Price to Comply Order would no longer lock or cross a Protected Quotation, the Price to Comply Order will be ranked and displayed at that price and will receive a new timestamp, and will not thereafter be adjusted under this provision.²⁴

If a Price to Comply Order is entered through OUCH or FLITE, during Market Hours the price of the Price to Comply Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:

- If the entered limit price of the Price to Comply Order crossed a Protected Quotation and the NBBO changes so that the Price to Comply Order could be displayed at a price at or closer to its entered limit price without locking or crossing a Protected Quotation, the Price to Comply Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on its choice. For example, if a Price to Comply Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. If the Best Offer changes to \$11.01, the Order will not be repriced, but rather will either remain with a displayed price of \$10.99 but ranked at a non-displayed price of \$11 or be cancelled back to the Participant, depending on its choice. A Participant's choice with regard to maintaining the Price to Comply Order or cancelling it is set in advance for each port through which the Participant enters Orders.
- If the entered limit price of the Price to Comply Order locked a Protected Quotation, the price of the Price to Comply Order will be adjusted after initial

²⁴ Thus, the price of the Order will not move beyond its limit price.

entry only as follows. If the entered limit price would no longer lock a Protected Quotation, the Price to Comply Order may either remain on the Exchange Book unchanged, may be cancelled back to the Participant, or may be ranked and displayed at its original entered limit price, depending on the Participant's choice. For example, if a Price to Comply Order to buy at \$11 would lock a Protected Offer of \$11, the Price to Comply Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. If the Best Offer changes to \$11.01, the Price to Comply Order may either remain with a displayed price of \$10.99 but ranked at a non-displayed price of \$11, be cancelled back to the Participant, or be ranked and displayed at \$11, depending on the Participant's choice. A Participant's choice with regard to maintaining the Price to Comply Order, cancelling it, or allowing it to be displayed is set in advance for each port through which the Participant enters Orders. If the Price to Comply Order is ranked and displayed at its original entered limit price, it will receive a new timestamp, and will not thereafter be adjusted under this provision.²⁵

With regard to the foregoing options, it is important to emphasize that the Price to Comply Order receives a new timestamp whenever its price is changed, and also receives a new timestamp if the Price to Comply Order would no longer lock a Protected Quotation and is therefore displayed at its original entered limit price. Thus, there are no circumstances under which a Price to Comply Order that originally locked or crossed a Protected Quotation would "jump the queue" and be displayed at its original entered limit price while retaining its original time priority. In fact, as discussed throughout this filing,

²⁵ Thus, the price of the Order will not move beyond its limit price.

the Exchange does not offer any functionality that enables a Participant to “jump the queue” by displaying a previously entered non-displayed Orders without also receiving a new timestamp.²⁶

The following Order Attributes may be assigned to a Price to Comply Order. The effect of each Order Attribute is discussed in detail below with respect to proposed new Rule 4703.

- Price. As described above, the price of the Order may be adjusted to avoid locking or crossing a Protected Quotation, and may include a displayed price as well as a non-displayed price.
- Size.
- Reserve Size (available through RASH and FIX only).
- A Time-in-Force other than “Immediate or Cancel” (“IOC”).²⁷
- Designation as an “ISO”. In accordance with Regulation NMS, a Price to Comply Order designated as an ISO would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Price to Comply Order would lock or cross.
- Routing (available through RASH and FIX only).

²⁶ As a result, it is possible that a new Order that is entered while previously booked Orders are being repriced may be placed on the Exchange Book ahead of them.

²⁷ As discussed below, IOC is a Time-in-Force under which an Order is evaluated to determine if it is marketable, with unexecuted shares cancelled. A Price to Comply Order entered with a Time-in-Force of IOC would be accepted but would be processed as a Non-Displayed Order with a Time-in-Force of IOC.

- “Primary Pegging” and “Market Pegging” (available through RASH and FIX only).
- “Discretion” (available through RASH and FIX only).²⁸
- Display. A Price to Comply Order is always displayed, although, as provided above, it may also have a non-displayed price and/or Reserve Size.

Price to Display Order.

A “Price to Display Order” is an Order Type designed to comply with Rule 610(d) under Regulation NMS by avoiding the display of quotations that lock or cross any Protected Quotation in a System Security during Market Hours. Price to Display Orders are available solely to Participants that are Market Makers and are always Attributable.²⁹ Like a Price to Comply Order, a Price to Display Order is another form of priced Order that first accesses available liquidity and then posts remaining shares, with price adjustment features similar to those of the Price to Comply Order that provide a means to post displayed Orders at prices that are designed to maximize their opportunities for execution.

When a Price to Display Order is entered, if its entered limit price would lock or cross a Protected Quotation, the Price to Display Order will be repriced to one minimum price increment lower than the current Best Offer (for a Price to Display Order to buy) or

²⁸ Primary Pegging, Market Pegging, and Discretion are discussed below and in proposed Rule 4703.

²⁹ As described below and in proposed Rule 4703, Attribution is an Order Attribute that allows for display of the price and size of an Order next to a Market Maker’s MPID. In the current rule, the Price to Display Order is referred to as the “Price to Comply Post Order.” The fact that this Order Type is Attributable and available only to registered Market Makers reflects a substantive clarification to the language of the existing rule.

higher than the current Best Bid (for a Price to Display Order to sell). For example, if a Price to Display Order to buy at \$11 would cross a Protected Offer of \$10.99, the Price to Display Order will be repriced to \$10.98. The Price to Display Order (whether repriced or not repriced) will then be executed against previously posted Orders on the Exchange Book that are priced equal to or better than the adjusted price of the Price to Display Order, up to the full amount of such previously posted Orders, unless such executions would trade through a Protected Quotation. Any portion of the Order that cannot be executed in this manner will be posted on the Exchange Book (and/or routed if it has been designated as Routable).³⁰

During Market Hours, the price at which a Price to Display Order is displayed and ranked on the Exchange Book will be its entered limit price if the Price to Display Order was not repriced upon entry, or the adjusted price if the Price to Comply Order was repriced upon entry, such that the price will not lock or cross a Protected Quotation. During Pre-Market Hours and Post-Market Hours, a Price to Display Order will be displayed and ranked at its entered limit price without adjustment.

As is the case with a Price to Comply Order, a Price to Display Order may be adjusted after initial entry.³¹ Specifically, if a Price to Display Order is entered through RASH or FIX, during Market Hours the Price to Display Order may be adjusted in the following manner after initial entry and posting to the Exchange Book (unless the Order

³⁰ See Rules 4703(f) and 4758.

³¹ These adjustments reflect a substantive clarification to the language of the existing rule.

is assigned a Routing Order Attribute that would cause it to be routed to another market center rather than remaining on the Exchange Book):

- If the entered limit price of the Price to Display Order locked or crossed a Protected Quotation and the NBBO changes, the price of the Order will be adjusted repeatedly in accordance with changes to the NBBO; provided, however, that if the quotation of another market center moves in a manner that would lock or cross the price of a Price to Display Order, the price of the Price to Display Order will not be adjusted.³² For example, if a Price to Display Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be displayed and ranked at \$10.99. If the Best Offer then moves to \$11.01, the displayed/ranked price will be changed to \$11. However, if another market center then displays an offer of \$11 (thereby locking the previously displayed price of the Price to Display Order, notwithstanding Rule 610(d) under Regulation NMS), the price of the Price to Display Order will not be changed. The Order may be repriced repeatedly until such time as the Price to Display Order is able to be displayed and ranked at its original entered limit price (\$11.02 in the example). The Price to Display Order receives a new timestamp each time its price is changed.
- If the original entered limit price of the Price to Display Order would no longer lock or cross a Protected Quotation, the Price to Display Order will be displayed

³² This means that, in general, the price of the Price to Display Order will move toward, but not away from, its original entered limit price. Because a Price to Display Order is removed from the Exchange Book while it is being repriced, however, it is possible that the Order's price will move away from its original entered limit price in the case of a "race condition" where the NBBO changes again while the Order is not on the Exchange Book.

and ranked at that price and will receive a new timestamp, and will not thereafter be adjusted under this provision.³³

If a Price to Display Order is entered through OUCH or FLITE, during Market Hours the Price to Display Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:

- If the entered limit price of the Price to Display Order locked or crossed a Protected Quotation and the NBBO changes so that the Price to Display Order could be ranked and displayed at a price at or closer to its original entered limit price without locking or crossing a Protected Quotation, the Price to Display Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on the Participant's choice. For example, if a Price to Display Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be ranked and displayed at \$10.99. If the Best Offer changes to \$11.01, the Price to Display Order will not be repriced, but rather will either remain at its current price or be cancelled back to the Participant, depending on its choice. A Participant's choice with regard to maintaining the Price to Display Order or cancelling it is set in advance for each port through which the Participant enters Orders.

The following Order Attributes may be assigned to a Price to Display Order:

- Price. As described above, the price of the Order may be adjusted to avoid locking or crossing a Protected Quotation.
- Size.

³³ Thus, the price of the Order will not move beyond its limit price.

- Reserve Size (available through RASH and FIX only).
- A Time-in-Force other than IOC.³⁴
- Designation as an ISO. In accordance with Regulation NMS, a Price to Display Order designated as an ISO would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Price to Display Order would lock or cross.
- Routing (available through RASH and FIX only).³⁵
- Primary Pegging and Market Pegging (available through RASH and FIX only).
- Discretion (available through RASH and FIX only).
- Attribution. All Price to Display Orders are Attributable Orders.
- Display. A Price to Display Order is always displayed (but may also have Reserve Size).

Non-Displayed Order

A “Non-Displayed Order” is an Order Type that is not displayed to other Participants, but nevertheless remains available for potential execution against incoming Orders until executed in full or cancelled. Thus, the Order Type provides a means by which Participants may access and/or offer liquidity without signaling to other Participants the extent of their trading interest. The Order may also serve to provide price

³⁴ A Price to Display Order entered with a Time-in-Force of IOC would be processed as a Non-Displayed Order with a Time-in-Force of IOC.

³⁵ The availability of routing for Price to Display Orders reflects a substantive clarification to the language of the existing rule.

improvement vis-à-vis the NBBO. Under Regulation NMS, a Non-Displayed Order may lock a Protected Quotation and may be traded-through by other market centers.³⁶ In addition to the Non-Displayed Order Type, there are other Order Types that are not displayed on the Exchange Book. Thus, “Non-Display” is both a specific Order Type and an Order Attribute of certain other Order Types.

When a Non-Displayed Order is entered, the Non-Displayed Order will be executed against previously posted Orders on the Exchange Book that are priced equal to or better than the price of the Non-Displayed Order, up to the full amount of such previously posted Orders, unless such executions would trade through a Protected Quotation. Any portion of the Non-Displayed Order that cannot be executed in this manner will be posted to the Exchange Book (unless the Non-Displayed Order has a Time-in-Force of IOC) and/or routed if it has been designated as Routable.³⁷

During Market Hours, the price at which a Non-Displayed Order is posted is determined in the following manner. If the entered limit price of the Non-Displayed Order would lock a Protected Quotation, the Non-Displayed Order will be placed on the Exchange Book at the locking price. If the Non-Displayed Order would cross a Protected

³⁶ Rule 611 requires exchanges to adopt rules that “require ... members reasonably to avoid ... [d]isplaying quotations that lock or cross any protected quotations” (emphasis added). Similarly, under Rule 600, a Non-Displayed Order is not a Protected Quotation because it is not displayed. Accordingly, the definition of trade-through does not apply to a transaction at a price that is worse than the price of a Non-Displayed Order. Thus, in opting to use a Non-Displayed Order, a Participant must balance the benefits of not disclosing its trading intentions against the loss of trade-through protection. However, because a Non-Displayed Order may not itself trade-through a Protected Quotation, as described below, the System protects against such trade-throughs by repricing and/or cancelling Non-Displayed Orders that cross or are crossed by a Protected Quotation.

³⁷ See Rules 4703(f) and 4758.

Quotation, the Non-Displayed Order will be repriced to a price that would lock the Protected Quotation and will be placed on the Exchange Book at that price.³⁸ For example, if a Non-Displayed Order to buy at \$11 would cross a Protected Offer of \$10.99, the Non-Displayed Order will be repriced and posted at \$10.99. A Non-Displayed Order to buy at \$10.99 would also be posted at \$10.99. During Pre-Market Hours and Post-Market Hours, a Non-Displayed Order will be posted at its entered limit price without adjustment.

As is the case with a Price to Comply Order, a Non-Displayed Order may be adjusted after initial entry.³⁹ Specifically, if a Non-Displayed Order is entered through RASH or FIX, during Market Hours the Non-Displayed Order may be adjusted in the following manner after initial entry and posting to the Exchange Book (unless the Order is assigned a Routing Order Attribute that would cause it to be routed to another market center rather than remaining on the Exchange Book):

- If the original entered limit price of a Non-Displayed Order is higher than the Best Offer (for an Order to buy) or lower than the Best Bid (for an Order to sell) and the NBBO moves toward the original entered limit price of the Non-Displayed Order, the price of the Non-Displayed Order will be adjusted repeatedly in accordance with changes to the NBBO. For example, if a Non-Displayed Order to buy at \$11.02 would cross a Protected Offer of \$11, the Non-Displayed Order will be priced and posted at \$11. If the Best Offer then changes to \$11.01, the

³⁸ Repricing the crossing Non-Displayed Order helps ensure that the Non-Displayed Order will not trade-through the Protected Quotation.

³⁹ These adjustments reflect a substantive clarification to the language of the existing rule.

price of the Non-Displayed Order will be changed to \$11.01. The Order may be repriced repeatedly in this manner, receiving a new timestamp each time its price is changed, until the Non-Displayed Order is posted at its original entered limit price.⁴⁰ The Non-Displayed Order will not thereafter be repriced under this provision, except as provided below with respect to crossing a Protected Quotation.

- If, after being posted to the Exchange Book, the NBBO changes so that the Non-Displayed Order would cross a Protected Quotation, the Non-Displayed Order will be repriced at a price that would lock the new NBBO and receive a new timestamp.⁴¹ For example, if a Non-Displayed Order to buy at \$11 would lock a Protected Offer of \$11, the Non-Displayed Order will be posted at \$11. If the Best Offer then changes to \$10.99, the Non-Displayed Order will be repriced at \$10.99, receiving a new timestamp. The Non-Displayed Order may be repriced and receive a new timestamp repeatedly.

If a Non-Displayed Order is entered through OUCH or FLITE, during Market Hours the Non-Displayed Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:

- If the original entered limit price of the Non-Displayed Order locked or crossed a Protected Quotation and the NBBO changes so that the Non-Displayed Order

⁴⁰ Note that because the Order receives a new timestamp, it is processed like a new Order when it is repriced.

⁴¹ Id. As noted above, the cancellation of a Non-Displayed Order in this circumstance helps ensure that the Non-Displayed Order will not trade through a Protected Quotation.

could be posted at a price at or closer to its original entered limit price without crossing a Protected Quotation, the Non-Displayed Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on its choice. For example, if a Non-Displayed Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be priced at \$11. If the Best Offer changes to \$11.01, the Order will not be repriced, but rather will either remain at its current \$11 price or be cancelled back to the Participant, depending on its choice. A Participant's choice with regard to maintaining the Non-Displayed Order or cancelling it is set in advance for each port through which the Participant enters Orders.

- If, after a Non-Displayed Order is posted to the Exchange Book, the NBBO changes so that the Non-Displayed Order would cross a Protected Quotation, the Non-Displayed Order will be cancelled back to the Participant. For example, if a Non-Displayed Order to buy at \$11 would lock a Protected Offer of \$11, the Non-Displayed Order will be posted at \$11. If the Best Offer then changes to \$10.99, the Non-Displayed Order will be cancelled back to the Participant.
- If a Non-Displayed Order entered through OUCH or FLITE is assigned a Midpoint Pegging Order Attribute,⁴² and if, after being posted to the Exchange Book, the NBBO changes so that the Non-Displayed Order is no longer at the Midpoint between the NBBO, the Non-Displayed Order will be cancelled back to

⁴² Midpoint Pegging is described below and in proposed Rule 4703. Specifically, an Order with the Midpoint Pegging Attribute that is entered through OUCH or FLITE is priced upon entry but is not repriced based on changes to the NBBO. Accordingly, the Order is cancelled if it is no longer at the midpoint between the NBBO.

the Participant. In addition, if a Non-Displayed Order entered through OUCH or FLITE is assigned a Midpoint Pegging Attribute and also has a limit price that is lower than the midpoint between the NBBO for an Order to buy (higher than the midpoint between the NBBO for an Order to sell), the Order will nevertheless be accepted at its limit price and will be cancelled if the midpoint between the NBBO moves lower than (higher than) the price of an Order to buy (sell).

The following Order Attributes may be assigned to a Non-Displayed Order:

- Price. As described above, the price of the Order may be adjusted to avoid crossing a Protected Quotation.
- Size.
- “Minimum Quantity”.⁴³
- Time-in-Force.
- Designation as an ISO. In accordance with Regulation NMS, a Non-Displayed Order designated as an ISO would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Non-Displayed Order would cross. As discussed above, a Non-Displayed Order would be accepted at a price that locked a Protected Quotation, even if the Order was not designated as an ISO, because the non-displayed nature of the Order allows it to lock a Protected Quotation under Regulation NMS. Accordingly, the System

⁴³ The Minimum Quantity Order Attribute is described below and in proposed Rule 4703.

would not interpret receipt of a Non-Displayed Order marked ISO that locked a Protected Quotation as the basis for determining that the Protected Quotation had been executed for purposes of accepting additional Orders at that price level.⁴⁴

- Routing (available through RASH and FIX only).
- Primary Pegging and Market Pegging (available through RASH and FIX only).
- Pegging to the Midpoint.⁴⁵
- Discretion (available through RASH and FIX only).

Post-Only Orders

A “Post-Only Order” is an Order Type designed to have its price adjusted as needed to post to the Exchange Book in compliance with Rule 610(d) under Regulation NMS by avoiding the display of quotations that lock or cross any Protected Quotation in a System Security during Market Hours, or to execute against locking or crossing quotations in circumstances where economically beneficial to the Participant entering the Post-Only Order. Post-Only Orders are always displayed, although as discussed below, they may also have a non-displayed price in circumstances similar to a Price to Comply Order. Post-Only Orders are thus designed to allow Participants to help control their trading costs, while also “provid[ing] displayed liquidity to the market and thereby

⁴⁴ For example, if a Non-Displayed Order to buy at \$11 would lock the price of a Protected Offer at \$11, the Non-Displayed Order could be posted at \$11 regardless of whether it was marked as an ISO. Accordingly, even if the Non-Displayed Order was marked as an ISO, the System would not accept a Displayed Order priced at \$11 unless (i) the Displayed Order was itself marked as an ISO, or (ii) market data received by the System demonstrated that the Protected Offer had been removed.

⁴⁵ Pegging to the Midpoint is described below and in proposed Rule 4703. The full functionality of Midpoint Pegging is available through RASH and FIX, and more limited functionality is available through OUCH and FLITE.

contribut[ing] to public price discovery – an objective that is fully consistent with the Act.”⁴⁶ In addition, under some circumstances, Post-Only Orders provide price improvement.

During Market Hours, a Post-Only Order is evaluated at the time of entry with respect to locking or crossing other Orders on the Exchange Book, Protected Quotations, and potential execution as follows:⁴⁷

- If a Post-Only Order would lock or cross a Protected Quotation, the price of the Order will first be adjusted. If the Order is Attributable, its adjusted price will be one minimum price increment lower than the current Best Offer (for bids) or higher than the current Best Bid (for offers). If the Order is not Attributable, its adjusted price will be equal to the current Best Offer (for bids) or the current Best Bid (for offers). However, the Order will not post or execute until the Order, as adjusted, is evaluated with respect to Orders on the Exchange Book.
 - If the adjusted price of the Post-Only Order would not lock or cross an Order on the Exchange Book, the Order will be posted in the same manner as a Price to Comply Order (if it is not Attributable) or a Price to Display Order (if it is Attributable). Specifically, if the Post-Only Order is not

⁴⁶ Securities Exchange Act Release No. 73333 (October 9, 2014), 79 FR 62223 (October 16, 2014) (SR-NYSE-2014-32 and SR-NYSEMKT-2014-56) (hereinafter “SR-NYSE-2014-32 Approval Order”) (approving “Add Liquidity Only” modifier that operates in a manner similar to Post-Only Order).

⁴⁷ Details regarding the processing of a Post-Only Order that locks or crosses both a Protected Quotation and an Order on the Exchange Book; the potential execution of a Post-Only Order priced at more than \$1 per share; and the processing of a Post-Only Order with a Time-in-Force of IOC reflect substantive clarifications to the language of the existing rule.

Attributable, it will be displayed on the Exchange Book at a price one minimum price increment lower than the current Best Offer (for bids) or higher than the current Best Bid (for offers) but will be ranked on the Exchange Book with a non-displayed price equal to the current Best Offer (for bids) or to the current Best Bid (for offers). For example, if a Post-Only Order to buy at \$11 would lock a Protected Offer of \$11, the Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. If the Post-Only Order is Attributable, it will be ranked and displayed on the Exchange Book at a price one minimum increment lower than the current Best Offer (for bids) or higher than the current Best Bid (for offers). Thus, in the preceding example, the Post-Only Order to buy would be ranked and displayed at \$10.99.

- If the adjusted price of the Post-Only Order would lock or cross an Order on the Exchange Book, the Post Only Order will be repriced, ranked, and displayed at one minimum price increment below the current best-priced Order to sell on the Exchange Book (for bids) or above the current best-priced Order to buy on the Exchange Book (for offers); provided, however, the Post-Only Order will execute if (i) it is priced at \$1.00 or more,⁴⁸ or (ii) it is priced below \$1.00 and the value of price improvement

⁴⁸ This is the case because the Exchange's fees for securities priced at \$1 or more reflect a "taker/maker" pricing structure in which Orders that access liquidity are paid a rebate. As a result, it is always economically beneficial for an Order to execute against posted liquidity and receive a rebate, even if the Order receives no price improvement. In the event that the Exchange modified its pricing structure so as to remove the applicable rebate, it would also amend the rules governing

associated with executing against an Order on the Exchange Book (as measured against the original limit price of the Order) equals or exceeds the sum of fees charged for such execution and the value of any rebate that would be provided if the Order posted to the Exchange Book and subsequently provided liquidity. For example, if a Participant entered a Non-Attributable Post-Only Order to buy at \$11.01, another market center is displaying a Protected Offer at \$11, and there is a Non-Displayed Order on the Exchange Book to sell at \$11, the adjusted price of the Post-Only Order will be \$11. However, because the Post-Only Order would be executable against the Non-Displayed Order on the Exchange Book, the Post-Only Order would execute.

- If the Post-Only Order would not lock or cross a Protected Quotation but would lock or cross an Order on the Exchange Book, the Post Only Order will be repriced, ranked, and displayed at one minimum price increment below the current best-priced Order to sell on the Exchange Book (for bids) or above the current best-priced Order to buy on the Exchange Book (for offers); provided, however, the Post-Only Order will execute if (i) it is priced at \$1.00 or more,⁴⁹ or (ii) it is priced below \$1.00 and the value of price improvement associated with executing against an Order on the Exchange Book (as measured against the original limit price of the Order) equals or exceeds the sum of fees charged for

Post-Only Orders to provide that securities priced at \$1 or more would execute against Orders on the Exchange Book only if they would receive price improvement of \$0.01 or more per share.

⁴⁹

Id.

such execution and the value of any rebate that would be provided if the Order posted to the Exchange Book and subsequently provided liquidity. For example, if a Participant entered a Post-Only Order to buy at \$11.02, the Best Offer was \$11.04, and there was a Non-Displayed Order on the Exchange Book to sell at \$11.02, the Post-Only Order would execute.⁵⁰

- If a Post-Only Order is entered with a Time-in-Force of IOC, the price of an Order to buy (sell) will be repriced to the lower of (higher of) (i) one minimum price increment below (above) the price of the Order or (ii) the current Best Offer (Best Bid). The Order will execute against any Order on the Exchange Book with a price equal to or better than the adjusted price of the Post-Only Order. If the Post-Only Order cannot execute, it will be cancelled. For example, if a Post-Only Order to buy at \$11 with a Time-in-Force of IOC was entered and the current Best Offer was \$11.01, the Order would be repriced to \$10.99; however, if the Best Offer was \$10.98, the Order would be repriced to \$10.98.⁵¹

⁵⁰ Thus, in circumstances where a Post-Only Order would lock or cross an Order on the Exchange Book, the Post-Only Order will either execute or post and offer displayed liquidity. A Post-Only Order is not cancelled back to the Participant that entered it if it cannot post at its original price. Thus, the Order Type does not provide a means to ascertain the existence of locking or crossing Orders on the Exchange Book without the Participant also committing to execute against such Orders or display and potentially provide liquidity at the Exchange's best price.

⁵¹ This functionality reflects the overall purpose of the Post-Only Order, which is not to post to the Exchange Book in all circumstances, but rather to assist Participants in controlling execution costs by allowing consideration of price improvement, fees, and rebates in the handling of the Order. Thus, entering a Post-Only Order with a Time-in-Force of IOC allows a Participant to stipulate that an Order will execute only if it receives price improvement.

- If a Post-Only Order would not lock or cross an Order on the Exchange Book or any Protected Quotation, it will be posted on the Exchange Book at its entered limit price.

During Pre-Market and Post-Market Hours, a Post-Only Order will be processed in a manner identical to Market Hours with respect to locking or crossing Orders on the Exchange Book, but will not have its price adjusted with respect to locking or crossing the quotations of other market centers.

If a Post-Only Order is entered through RASH or FIX, during System Hours the Post-Only Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:⁵²

- If the original entered limit price of the Post-Only Order is not being displayed, the displayed (and non-displayed price, if any) of the Order will be adjusted repeatedly in accordance with changes to the NBBO or the best price on the Exchange Book, as applicable; provided, however, that if the quotation of another market center moves in a manner that would lock or cross the displayed price of a Post-Only Order, the price(s) of the Post-Only Order will not be adjusted.⁵³ For example, if a Non-Attributable Post-Only Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be ranked at a non-displayed price of \$11

⁵² These adjustments reflect a substantive clarification to the language of the existing rule.

⁵³ This means that, in general, the price of the Post-Only Order will move toward, but not away from, its original entered limit price. Because a Post-Only Order is removed from the Exchange Book while it is being repriced, however, it is possible that the Order's price will move away from its original entered limit price in the case of a "race condition" where the NBBO changes again while the Order is not on the Exchange Book.

but will be displayed at \$10.99. If the Best Offer then moves to \$11.01, the displayed price will be changed to \$11 and the non-displayed price at which the Order is ranked will be changed to \$11.01. However, if another market center then displays an offer of \$11 (thereby locking the previously displayed price of the Post-Only Order, notwithstanding Rule 610(d) under Regulation NMS), the price of the Post-Only Order will not be changed. The Order may be repriced repeatedly until such time as the Post-Only Order is able to be displayed at its original entered limit price (\$11.02 in the example). The Post-Only Order receives a new timestamp each time its price is changed. If the original entered limit price of the Post-Only Order would no longer lock or cross a Protected Quotation or an Order on the Exchange Book, the Post-Only Order will be ranked displayed at that price and will receive a new timestamp, and will not thereafter be adjusted under this provision.⁵⁴

If a Post-Only Order is entered through OUCH or FLITE, the Post-Only Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:⁵⁵

- During Market Hours, if the original entered limit price of the Post-Only Order locked or crossed a Protected Quotation, the Post-Only Order may be adjusted after initial entry in the same manner as a Price to Comply Order (or a Price to Display Order, if it is Attributable). Thus, in the case of a Non-Attributable Post-

⁵⁴ Thus, the price of the Order will not move beyond its limit price.

⁵⁵ These adjustments reflect a substantive clarification to the language of the existing rule.

- Only Order that crossed a Protected Quotation, if the NBBO changed so that the Post-Only Order could be ranked and displayed at a price at or closer to its original entered limit price without locking or crossing a Protected Quotation, the Post-Only Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on its choice. In the case of a Non-Attributable Post-Only Order that locked a Protected Quotation, if the limit price would no longer lock a Protected Quotation, the Post-Only Order may either remain on the Exchange Book unchanged, may be cancelled back to the Participant, or may be ranked and displayed at its original entered limit price, depending on the Participant's choice, and will not thereafter be adjusted under this provision.⁵⁶ If the Post-Only Order is displayed at its original entered limit price, it will receive a new timestamp. Finally, in the case of an Attributable Post-Only Order that locked or crossed a Protected Quotation, if the NBBO changed so that the Post-Only Order could be ranked and displayed at a price at or closer to its original entered limit price without locking or crossing a Protected Quotation, the Post-Only Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on the Participant's choice. A Participant's choice with regard to adjustment of Post-Only Orders is set in advance for each port through which the Participant enters Orders.
- During System Hours, if the original entered limit price of the Post-Only Order locked or crossed an Order on the Exchange Book and did not execute, and the Exchange Book changes so that the original entered limit price would no longer

⁵⁶ Thus, the price of the Order will not move beyond its limit price.

lock or cross an Order on the Exchange Book, the Post-Only Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on the Participant's choice. For example, if a Post-Only Order to buy at \$0.98 would lock an Order on the Exchange Book priced at \$0.98, the Post-Only Order will be ranked and displayed at \$0.9799. If the Order at \$0.98 is cancelled or executed, the Post-Only Order may either remain with a displayed price of \$0.9799 or be cancelled back to the Participant, depending on the Participant's choice. A Participant's choice with regard to maintaining the Post-Only Order or cancelling it is set in advance for each port through which the Participant enters Orders.

The following Order Attributes may be assigned to a Post-Only Order:

- **Price.** As described above, the price of the Order may be adjusted to avoid locking or crossing a Protected Quotation, and may include a displayed price as well as a non-displayed price.
- **Size.**
- **Time-in-Force.**
- **Designation as an ISO.** In accordance with Regulation NMS, a Post-Only Order designated as an ISO that locked or crossed a Protected Quotation would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Post-Only Order would lock or cross.

However, as described above, a Post-Only Order designated as an ISO that locked

or crossed an Order on the Exchange Book would either execute at time of entry or would have its price adjusted prior to posting. Accordingly, the System would not interpret receipt of a Post-Only Order marked ISO that had its price adjusted prior to posting as the basis for determining that any Protected Quotation at the Order's original entered limit price level had been executed for purposes of accepting additional Orders at that price level. However, if the Post-Only Order is ranked and displayed at its adjusted price, the System would consider the adjusted price level to be open for purposes of accepting additional Orders at that price level. For example, assume that there is a Protected Offer at \$0.98 and a Participant enters a Post-Only Order marked ISO to buy at \$0.98. If there are no Orders to sell at \$0.98 on the Exchange Book, the Order to buy will be displayed and ranked at \$0.98, since the designation of the Order as an ISO reflects the Participant's representation that it has routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Post-Only Order would lock or cross. However, if there was also an Order to sell at \$0.98 on the Exchange Book, the Post-Only Order may be repriced, ranked, and displayed at \$0.9799. In that case, the mere fact that the Post-Only Order was designated as an ISO would not allow the Exchange to conclude that the \$0.98 price level was "open" for receiving orders to buy at that price; the \$0.98 price level would be considered open only if market data received by the System demonstrated that the Protected Offer at \$0.98 had been removed or if a subsequent Displayed Order marked ISO was received and ranked at that price.

- Attribution.
- Display. A Post-Only Order is always displayed, although, as provided above, it may also have a non-displayed price.

Retail Price Improving Order and Retail Order⁵⁷

A “Retail Price Improving Order” or “RPI Order” is an Order Type with a Non-Display Order Attribute that is held on the Exchange Book in order to provide liquidity at a price at least \$0.001 better than the NBBO through a special execution process described in Rule 4780. A Retail Price Improving Order may be entered in price increments of \$0.001. RPI Orders collectively may be referred to as “RPI Interest.”

An RPI Order will be posted to the Exchange Book regardless of its price, but an RPI Order may execute only against a Retail Order, and only if its price is at least \$0.001 better than the NBBO.

The following Order Attributes may be assigned to an RPI Order:

- Price. The price of an RPI Order must be at least \$0.001 better than the NBBO in order to execute.
- Size.
- A Time-in-Force other than IOC.
- Primary Pegging (available through RASH and FIX only).
- Midpoint Pegging (available through RASH and FIX only).
- Non-Display. All RPI Orders are Non-Displayed.

⁵⁷ The definitions of Retail Price Improving Order and Retail Order are currently found in Rule 4780. Accordingly, conforming amendments are proposed to that rule to reflect the adoption of the proposed new definitions in Rule 4701.

A “Retail Order” is an Order Type with a Non-Display Order Attribute submitted to the Exchange by a Retail Member Organization (as defined in Rule 4780). A Retail Order must be an agency Order, or riskless principal Order that satisfies the criteria of FINRA Rule 5320.03. The Retail Order must reflect trading interest of a natural person with no change made to the terms of the underlying order of the natural person with respect to price (except in the case of a market order that is changed to a marketable limit order) or side of market and that does not originate from a trading algorithm or any other computerized methodology.

A Retail Order may be designated as either a Type-1 Retail Order or a Type-2 Retail Order. Upon entry, a Type-1 Retail Order will attempt to execute against RPI Orders and any other Orders on the Exchange Book with a price that is (i) equal to or better than the price of the Type-1 Retail Order and (ii) at least \$0.001 better than the NBBO. A Type-1 Retail Order is not Routable and will thereafter be cancelled.

Upon entry, a Type-2 Retail Order will first attempt to execute against RPI Orders and any other Orders on the Exchange Book with a price that is (i) equal to or better than the price of the Type-2 Retail Order and (ii) at least \$0.001 better than the NBBO and will then attempt to execute against any other Order on the Exchange Book with a price that is equal to or better than the price of the Type-2 Retail Order, unless such executions would trade through a Protected Quotation. A Type-2 Retail Order may be designated as Routable.

The following Order Attributes may be assigned to a Retail Order:

- Price.
- Size.

- A Time-in-Force of IOC.
- Routing (available through RASH and FIX only).
- Midpoint Pegging (available through RASH and FIX only).
- Non-Display. All Retail Orders are Non-Displayed.

Order Attributes.

Proposed Rule 4702 lists the Order Attributes that may be assigned to specific Order Types. Proposed Rule 4703 details the parameters of each Order Attribute.

Time-in-Force

The “Time-in-Force” assigned to an Order means the period of time that the System will hold the Order for potential execution. Participants specify an Order’s Time-in-Force by designating a time at which the Order will become active and a time at which the Order will cease to be active. The available times for activating Orders are:

- The time of the Order’s receipt by the System;
- the beginning of Market Hours;
- the end of Market Hours;
- the resumption of trading, in the case of a security that is the subject of a trading halt.

The available times for deactivating Orders are:

- “Immediate” (i.e., immediately after determining whether the Order is marketable);
- the end of Market Hours;
- the end of System Hours;
- one year after entry; or

- a specific time identified by the Participant; provided, however, that an Order specifying an expire time beyond the current trading day will be cancelled at the end of the current trading day.

Notwithstanding the Time-in-Force originally designated for an Order, a Participant may always cancel an Order after it is entered.

The following Times in Force are referenced elsewhere in the Exchange's Rules by the designations noted below:

- An Order that is designated to deactivate immediately after determining whether the Order is marketable may be referred to as having a Time in Force of "Immediate or Cancel" or "IOC". Any Order with a Time-in-Force of IOC entered between 9:30 a.m. ET and 4:00 p.m. ET may be referred to as having a Time-in-Force of "Market Hours Immediate or Cancel" or "MIOC". An Order with a Time-in-Force of IOC that is entered at any time between 7:00 a.m. ET and 7:00 p.m. ET may be referred to as having a Time-in-Force of "System Hours Immediate or Cancel" or "SIOC".
- An Order that is designated to deactivate at 7:00 p.m. may be referred to as having a Time in Force of "System Hours Day" or "SDAY".
- An Order that is designated to deactivate one year after entry may be referred to as a "Good-till-Cancelled" or "GTC" Order. If a GTC Order is designated as eligible for execution during Market Hours only, it may be referred to as having a Time in Force of "Market Hours Good-till-Cancelled" or "MGTC". If a GTC is designated as eligible for execution during System Hours, it may

be referred to as having a Time in Force of “System Hours Good-till-Cancelled” or “SGTC”.

- An Order that is designated to deactivate at the time specified in advance by the entering Participant may be referred to as having a Time-in-Force of “System Hours Expire Time” or “SHEX”.
- An Order that is designated to activate at any time during Market Hours and deactivate at 4:00 p.m. ET may be referred to as having a Time-in-Force of “Market Hours Day” or “MDAY”. An Order entered with a Time-in-Force of MDAY after 4:00 p.m. ET will be accepted but given a Time-in-Force of IOC.
- An Order that is designated to activate when entered and deactivate at 4:00 p.m. ET may be referred to as having a Time in Force of “Good-till-Market Close” or “GTMC”. GTMC Orders entered after 4:00 p.m. ET will be treated as having a Time-in-Force of SIOC.

Size

Except as otherwise provided, an Order may be entered in any whole share size between one share and 999,999 shares. Orders for fractional shares are not permitted.

The following terms may be used to describe particular Order sizes:

- “normal unit of trading” or “round lot” means the size generally employed by traders when trading a particular security, which is 100 shares in most instances;
- “mixed lot” means a size of more than one normal unit of trading but not a multiple thereof; and
- “odd lot” means a size of less than one normal unit of trading.

Price

With limited exceptions, all Orders must have a price, such that they will execute only if the price available is equal to or better than the price of the Order. The maximum price that the System will accept is \$199,999.99. Certain Orders have a price that is determined by the System based on the NBBO or other reference prices, rather than by the Participant. As described below with respect to the Pegging Order Attribute, an Order may have a price that is pegged to the opposite side of the market, in which case the Order will behave like a “market order” or “unpriced order” (i.e., an Order that executes against accessible liquidity on the opposite side of the market, regardless of its price).

Pegging

Pegging is an Order Attribute that allows an Order to have its price automatically set with reference to the NBBO; provided, however, that if the Exchange is the sole market center at the Best Bid or Best Offer (as applicable), then the price of any Displayed Order with Pegging will be set with reference to the highest bid or lowest offer disseminated by a market center other than the Exchange.⁵⁸ An Order with a Pegging Order Attribute may be referred to as a “Pegged Order.” The price to which an Order is pegged is referred to as the Inside Quotation, the Inside Bid, or the Inside Offer, as appropriate. There are three varieties of Pegging:

- Primary Pegging means Pegging with reference to the Inside Quotation on the same side of the market. For example, if the Inside Bid was \$11, an Order to buy with Primary Pegging would be priced at \$11.

⁵⁸ This is the case because otherwise the Pegged Order would become pegged to itself if it set the NBBO.

- Market Pegging means Pegging with reference to the Inside Quotation on the opposite side of the market. For example, if the Inside Offer was \$11.06, an Order to buy with Market Pegging would be priced at \$11.06.
- Midpoint Pegging means Pegging with reference to the midpoint between the Inside Bid and the Inside Offer (the “Midpoint”). Thus, if the Inside Bid was \$11 and the Inside Offer was \$11.06, an Order with Midpoint Pegging would be priced at \$11.03. An Order with Midpoint Pegging is not displayed. An Order with Midpoint Pegging may be executed in sub-pennies if necessary to obtain a midpoint price.

Pegging is available only during Market Hours. An Order with Pegging may specify a limit price beyond which the Order may not be executed; provided, however, that if an Order has been assigned a Pegging Order Attribute and a Discretion Order Attribute, the Order may execute at any price within the discretionary price range, even if beyond the limit price specified with respect to the Pegging Order Attribute. If an Order with Pegging is priced at its limit price, the price of the Order may nevertheless be changed to a less aggressive price based on changes to the Inside Quotation.⁵⁹ In addition, an Order with Primary Pegging or Market Pegging may specify an Offset Amount, such that the price of the Order will vary from the Inside Quotation by the selected Offset Amount. The Offset Amount may be either aggressive or passive. Thus, for example, if a Participant entered an Order to buy with Primary Pegging and a passive Offset Amount

⁵⁹ For example, if an Order to buy with Primary Pegging is entered with a limit price of \$11.05 at a time when the Inside Bid is \$11, the initial price of the Order will be \$11. If, thereafter, the Inside Bid changes to \$11.05, \$11.06, and \$11.04, the price of the Order at such times will be \$11.05, \$11.05, and \$11.04.

of \$0.05 and the Inside Bid was \$11, the Order would be priced at \$10.95. If the Participant selected an aggressive Offset Amount of \$0.02, however, the Order would be priced at \$11.02. An Order with Primary Pegging and an Offset Amount will not be Displayed, unless the Order is Attributable. An Order with Midpoint Pegging will not be Displayed. An Order with Market Pegging and no Offset behaves as a “market order” with respect to any liquidity on the Exchange Book at the Inside Quotation on the opposite side of the market because it is immediately executable at that price. If, at the time of entry, there is no price to which a Pegged Order can be pegged, the Order will be rejected. In the case of an Order with Midpoint Pegging, if the Inside Bid and Inside Offer are locked, the Order will be priced at the locking price, if the Inside Bid and Inside Offer are crossed, the Order will nevertheless be priced at the midpoint between the Inside Bid and Inside Offer, and if there is no Inside Bid and/or Inside Offer, the Order will be rejected.

Primary Pegging and Market Pegging are available through RASH and FIX only. An Order entered through OUCH or FLITE with Midpoint Pegging will have its price set upon initial entry to the Midpoint, unless the Order has a limit price that is lower than the Midpoint for an Order to buy (higher than the Midpoint for an Order to sell), in which case the Order will be ranked on the Exchange Book at its limit price. Thereafter, if the NBBO changes so that the Midpoint is lower than (higher than) the price of an Order to buy (sell), the Pegged Order will be cancelled back to the Participant.

An Order entered through RASH or FIX with Pegging will have its price set upon initial entry and will thereafter have its price reset in accordance with changes to the relevant Inside Quotation. An Order with Pegging receives a new timestamp whenever

its price is updated and therefore will be evaluated with respect to possible execution (and routing, if it has been assigned a Routing Order Attribute) in the same manner as a newly entered Order. If the price to which an Order is pegged is not available, the Order will be rejected.

Pegging functionality allows a Participant to have the System adjust the price of the Order continually in order to keep the price within defined parameters. Thus, the System performs price adjustments that would otherwise be performed by the Participant through cancellation and reentry of Orders. The fact that a new timestamp is created for a Pegged Order whenever it has its price adjusted allows the Order to seek additional execution opportunities and ensures that the Order does not “jump the queue” with respect to any Orders that were previously at the Pegged Order’s new price level.

If an Order with Primary Pegging is updated 1,000 times, it will be cancelled; if an Order with other forms of Pegging is updated 10,000 times, it will be cancelled. This restriction is designed to conserve System resources by limiting the persistence of Orders that update repeatedly without any reasonable prospect of execution.

Minimum Quantity

Minimum Quantity is an Order Attribute that allows a Participant to provide that an Order will not execute unless a specified minimum quantity of shares can be obtained. Thus, the functionality serves to allow a Participant that may wish to buy or sell a large amount of a security to avoid signaling its trading interest unless it can purchase a certain minimum amount. An Order with a Minimum Quantity Order Attribute may be referred to as a “Minimum Quantity Order.” For example, a Participant could enter an Order with a Size of 1000 shares and specify a Minimum Quantity of 500 shares. In that case, upon

entry, the System would determine whether there were posted Orders executable against the incoming Order with a size of at least 500 shares.⁶⁰ If there were not, the Order would post on the Exchange Book in accordance with the characteristics of its underlying Order Type. Once posted to the Exchange Book, the Minimum Quantity Order retains its Minimum Quantity Order Attribute, such that the Order may execute only against incoming Orders with a size of at least the minimum quantity condition. An Order that has a Minimum Quantity Order Attribute and that posts to the Exchange Book will not be displayed.

Upon entry, an Order with a Minimum Quantity Order Attribute must have a size of at least one round lot. An Order entered through OUCH or FLITE may have a minimum quantity condition of any size of at least one round lot. An Order entered through RASH or FIX must have a minimum quantity of one round lot or any multiple thereof, and a mixed lot minimum quantity condition will be rounded down to the nearest round lot. In the event that the shares remaining in the size of an Order with a Minimum Quantity Order Attribute following a partial execution thereof are less than the minimum quantity specified by the Participant entering the Order, the minimum quantity value of the Order will be reduced to the number of shares remaining. An Order with a Minimum Quantity Order Attribute may not be displayed; if a Participant marks an Order with both a Minimum Quantity Order Attribute and a Display Order Attribute, the System will accept the Order but will give a Time-in-Force of IOC, regardless of the Time-in-Force

⁶⁰ As reflected in the proposed rule, the System currently allows an incoming Order with a Minimum Quantity to execute if one or more Orders on the Exchange Book satisfy the Minimum Quantity condition.

marked by the Participant. An Order marked with a Minimum Quantity Order Attribute and a Routing Order Attribute will be rejected.

Routing

Routing is an Order Attribute that allows a Participant to designate an Order to employ one of several Routing Strategies offered by the Exchange, as described in Rule 4758; such an Order may be referred to as a “Routable Order.” Upon receipt of an Order with the Routing Order Attribute, the System will process the Order in accordance with the applicable Routing Strategy. In the case of a limited number of Routing Strategies, the Order will be sent directly to other market centers for potential execution. For most other Routing Strategies, the Order will attempt to access liquidity available on the Exchange in the manner specified for the underlying Order Type and will then be routed in accordance with the applicable Routing Strategy. Shares of the Order that cannot be executed are then returned to the Exchange, where they will (i) again attempt to access liquidity available on the Exchange and (ii) post to the Exchange Book or be cancelled, depending on the Time-in-Force of the Order. Under certain Routing Strategies, the Order may be routed again if the System observes an accessible quotation of another market center, and returned to the Exchange again for potential execution and/or posting to the Exchange Book.

In connection with the trading of securities governed by Regulation NMS, all Orders shall be routed for potential execution in compliance with Regulation NMS. Where appropriate, Routable Orders will be marked as Intermarket Sweep Orders.

Discretion

Discretion is an Order Attribute under which an Order has a non-displayed discretionary price range within which the entering Participant is willing to trade; such an Order may be referred to as a “Discretionary Order.”⁶¹ Thus, an Order with Discretion has both a price (for example, buy at \$11) and a discretionary price range (for example, buy up to \$11.03). Depending on the Order Type used, the price may be displayed (for example, a Price to Display Order) or non-displayed (for example, a Non-Displayed Order). The discretionary price range is always non-displayed. In addition, it should be noted that the Discretion Order Attribute may be combined with the Pegging Order Attribute, in which case either the price of the Order or the discretionary price range or both may be pegged in the ways described in Rule 4702(d) with respect to the Pegging Order Attribute. For example, an Order with Discretion to buy might be pegged to the Best Bid with a \$0.05 passive Offset and might have a discretionary price range pegged to the Best Bid with a \$0.02 passive Offset. In that case, if the Best Bid was \$11, the price of the Order would be \$10.95, with a discretionary price range up to \$10.98. If the Best Bid moved to \$10.99, the price of the Order would then be \$10.94, with a discretionary price range up to \$10.97. Alternatively, if the price of the Order was pegged but the discretionary price range was not, the price of the Order would be \$10.94, but the discretionary price range would continue to range up to \$10.98. Likewise, if the discretionary price range was pegged but the price of the Order was not, the Order would remain priced at \$10.95 but with a discretionary price range of up to \$10.97. A

⁶¹ The proposed rule text reflects a substantive clarification to the existing description of Discretionary Orders.

Participant may also specify a limit price beyond which the discretionary price range may not extend.

Under the circumstances described below, the System processes an Order with Discretion by generating a Non-Displayed Order with a Time-in-Force of IOC (a “Discretionary IOC”) that will attempt to access liquidity available within the discretionary price range. The Discretionary IOC will not be permitted to execute, however, if the price of the execution would trade through a Protected Quotation. If more than one Order with Discretion satisfies conditions that would cause the generation of a Discretionary IOC simultaneously, the order in which such Discretionary IOCs are presented for execution is random, based on the respective processing time for each such Order. Whenever a Discretionary IOC is generated, the underlying Order with Discretion will be withheld or removed from the Exchange Book and will then be routed and/or placed on the Exchange Book if the Discretionary IOC does not exhaust the full size of the underlying Order with Discretion, with its price determined by the underlying Order Type and Order Attributes selected by the Participant.⁶² Because the circumstances under which a Discretionary IOC will be generated are dependent upon a range of factors, several specific scenarios are described below.

- If an Order has been assigned a Discretion Order Attribute, but has not been assigned a Routing Order Attribute, upon entry of the Order, the System will

⁶² It should be noted that a Discretionary IOC is deemed to be accessing liquidity for purposes of the Exchange’s schedule of fees and rebates, unless one Discretionary IOC executes against another Discretionary IOC, in which case the Order that had reached the Exchange Book first would be deemed to provide liquidity. Because the Exchange has a “taker/maker” pricing model under which a Participant that accesses liquidity receives a rebate, a rebate would be paid with respect to a Discretionary IOC.

- automatically generate a Discretionary IOC with a price equal to the highest price for an Order with Discretion to buy (lowest price for an Order with Discretion to sell) within the discretionary price range and a size equal to the full size of the underlying Order to determine if there are any Orders within the discretionary price range on the Exchange Book. If the Discretionary IOC does not exhaust the full size of the Order with Discretion, the remaining size of the Order with Discretion will post to the Exchange Book in accordance with the parameters that apply to the underlying Order Type. Thus, for example, if a Participant enters a Price to Display Order to buy at \$11 with a discretionary price range of up to \$11.03, upon entry the System will generate a Discretionary IOC to buy priced at \$11.03. If there is an Order on the Exchange Book to sell priced at \$11.02 and an execution at \$11.02 would not trade through a Protected Quotation, the Discretionary IOC will execute against the Order on the Exchange Book, up to the full size of each Order. Any remaining size of the Price to Display Order would post to the Exchange Book in accordance with its parameters.
- After the Order posts to the Exchange Book, the System will examine whether at any time there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. In doing so, the System will examine all Orders (including Orders that are not Displayed). If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the highest price for an Order to buy (lowest price for an Order to sell) within the discretionary price range and a size equal to the full size of the Order.

- If an Order that uses a passive routing strategy (i.e., a strategy such as BSCN⁶³ that does not seek routing opportunities after posting to the Exchange Book) has been assigned a Discretion Order Attribute but does not have a pegged discretionary price range, upon entry of the Order, the System will examine all Orders (including Orders that are not Displayed) on the Exchange Book to determine if there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book. The System will also determine if there are any accessible quotations with prices that are within the discretionary price range at destinations on the applicable routing table for the selected routing strategy. If there are such quotations, the System will generate one or more Discretionary IOCs to route to such destinations, with a price and size that match the price and size of the market center's quotation. If necessary to maximize execution opportunities and comply with Regulation NMS, the System's routing broker may mark such Discretionary IOCs as Intermarket Sweep Orders. If the Discretionary IOC(s) do not exhaust the full size of the Order with Discretion, the remaining size of the Order with Discretion will post to the Exchange Book in accordance with the parameters that apply to the underlying Order Type. The System will then examine whether at any time there is an Order on the Exchange Book with a price in the discretionary price range against which

⁶³ The BSCN routing strategy is described in Rule 4758.

- the Order with Discretion could execute. In doing so, the System will examine all Orders (including Orders that are not Displayed). If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book.
- If an Order that uses a reactive routing strategy (i.e., a strategy such as BSTG⁶⁴ that seeks routing opportunities after posting to the Exchange Book) has been assigned a Discretion Order Attribute but does not have a pegged discretionary price range, upon entry of the Order, the System will examine all Orders (including Orders that are not Displayed) on the Exchange Book to determine if there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book. The System will also determine if there are any accessible quotations with prices that are within the discretionary price range at destinations on the applicable routing table for the selected routing strategy. If there are such quotations, the System will generate one or more Discretionary IOCs to route to such destinations, with a price and size that match the price and size of the market center's quotation. If necessary to maximize execution opportunities and comply with Regulation NMS, the System may mark such Discretionary IOCs as Intermarket Sweep Orders. If the Discretionary

⁶⁴ The BSTG routing strategy is described in Rule 4758.

- IOC(s) do not exhaust the full size of the Order with Discretion, the remaining size of the Order with Discretion will post to the Exchange Book in accordance with the parameters that apply to the underlying Order Type. The System will then examine whether at any time there is an Order on the Exchange Book or an accessible quotation at another trading venue with a price in the discretionary price range against which the Order with Discretion could execute. In examining the Exchange Book, the System will examine all Orders (including Orders that are not Displayed). If the System observes such an Order or quotation, it will generate a Discretionary IOC with a price equal to the price of such the Order or quotation and a size equal to the applicable size of the Order on the Exchange Book or the displayed size of the quotation.
- If an Order that uses a passive routing strategy has been assigned a Discretion Order Attribute and does have a pegged discretionary price range, upon entry of the Order, the System will examine all Orders (including Orders that are not Displayed) on the Exchange Book to determine if there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book. The System will also determine if there are any accessible quotations with prices that are within the discretionary price range at destinations on the applicable routing table for the selected routing strategy. If there are such quotations, the System will generate one or more Discretionary IOCs to route to

- such destinations, with a price and size that match the price and size of the market center's quotation. If necessary to maximize execution opportunities and comply with Regulation NMS, the System may mark such Discretionary IOCs as Intermarket Sweep Orders. If the Discretionary IOC(s) do not exhaust the full size of the Order with Discretion, the remaining size of the Order with Discretion will post to the Exchange Book in accordance with the parameters that apply to the underlying Order Type. Thereafter, the Order will not generate further Discretionary IOCs unless the Order is updated in a manner that causes it to receive a new timestamp, in which case the Order will behave in the same manner as a newly entered Order.
- If an Order that uses a reactive routing strategy has been assigned a Discretion Order Attribute and does have a pegged discretionary price range, upon entry of the Order, the System will examine all Orders (including Orders that are not Displayed) on the Exchange Book to determine if there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book. The System will also determine if there are any accessible quotations with prices that are within the discretionary price range at destinations on the applicable routing table for the selected routing strategy. If there are such quotations, the System will generate one or more Discretionary IOCs to route to such destinations, with a price and size that match the price and size of the market

center's quotation. If necessary to maximize execution opportunities and comply with Regulation NMS, the System may mark such Discretionary IOCs as Intermarket Sweep Orders. If the Discretionary IOC(s) do not exhaust the full size of the Order with Discretion, the remaining size of the Order with Discretion will post to the Exchange Book in accordance with the parameters that apply to the underlying Order Type. The System will then examine whether at any time there is an Order on the Exchange Book or an accessible quotation at another trading venue with a price in the discretionary price range against which the Order with Discretion could execute. In examining the Exchange Book, the System will examine Displayed Orders but will not examine Non-Displayed Orders. If the System observes such an Order or quotation, it will generate a Discretionary IOC with a price equal to the price of such the Order or quotation and a size equal to the applicable size of the Order on the Exchange Book or the displayed size of the quotation.

Reserve Size

Reserve Size is an Order Attribute that permits a Participant to stipulate that an Order Type that is displayed may have its displayed size replenished from additional non-displayed size. An Order with Reserve Size may be referred to as a "Reserve Order." At the time of entry, the displayed size of such an Order selected by the Participant must be one or more normal units of trading; an Order with a displayed size of a mixed lot will be rounded down to the nearest round lot. A Reserve Order with displayed size of an odd lot will be accepted but with the full size of the Order displayed. Reserve Size is not available for Orders that are not displayed; provided, however, that if a Participant enters

Reserve Size for a Non-Displayed Order with a Time-in-Force of IOC, the full size of the Order, including Reserve Size, will be processed as a Non-Displayed Order.

Whenever a Participant enters an Order with Reserve Size, the System will process the Order as two Orders: a Displayed Order (with the characteristics of its selected Order Type) and a Non-Displayed Order. Upon entry, the full size of each such Order will be processed for potential execution in accordance with the parameters applicable to the Order Type. For example, a Participant might enter a Price to Display Order with 200 shares displayed and an additional 3,000 shares non-displayed. Upon entry, the Order would attempt to execute against available liquidity on the Exchange Book, up to 3,200 shares. Thereafter, unexecuted portions of the Order would post to the Exchange Book as a Displayed Price to Display Order and a Non-Displayed Order; provided, however, that if the remaining total size is less than the display size stipulated by the Participant, the Displayed Order will post without Reserve Size. Thus, if 3,050 shares executed upon entry, the Price to Display Order would post with a size of 150 shares and no Reserve Size.

When an Order with Reserve Size is posted, if there is an execution against the Displayed Order that causes its size to decrease below a normal unit of trading, another Displayed Order will be entered at the level stipulated by the Participant while the size of the Non-Displayed Order will be reduced by the same amount. Any remaining size of the original Displayed Order will remain on the Exchange Book. The new Displayed Order will receive a new timestamp, but the Non-Displayed Order (and the original Displayed Order, if any) will not; although the new Displayed Order will be processed by the System as a new Order in most respects at that time, if it was designated as Routable, the

System will not automatically route it upon reentry.⁶⁵ For example, if a Price to Comply Order with Reserve Size posted with a Displayed Size of 200 shares, along with a Non-Displayed Order of 3,000 and the 150 shares of the Displayed Order was executed, the remaining 50 shares of the original Price to Comply Order would remain, a new Price to Comply Order would post with a size of 200 shares and a new timestamp, and the Non-Displayed Order would be decremented to 2,800 shares.⁶⁶

A Participant may stipulate that the Displayed Order should be replenished to its original size. Alternatively, the Participant may stipulate that the original and subsequent displayed size will be an amount randomly determined based on factors selected by the Participant.⁶⁷ Specifically, the Participant would select both a theoretical displayed size and a range size, which may be any share amount less than the theoretical displayed size. The actual displayed size will then be determined by the System within a range in which the minimum size is the theoretical displayed size minus the range size, and the maximum size is (i) the minimum size plus (ii) an amount that is two times the range size minus one round lot. For example, if the theoretical displayed size is 600 shares and the

⁶⁵ Of course, if the Order uses a reactive routing strategy, such as BSTG, that routes out whenever the System observes a quotation against which the Order is marketable at another market center, the Order could be routed at any time.

⁶⁶ Because the Displayed Order is reentered and the Non-Displayed Order is not, there are circumstances in which the Displayed Order may receive a different price than the Non-Displayed Order. For example, if, upon reentry, a Price to Display Order would lock or cross a newly posted Protected Quotation, the price of the Order will be adjusted but its associated Non-Displayed Order would not be adjusted. In that circumstance, it would be possible for the better priced Non-Displayed Order to execute prior to the Price to Display Order.

⁶⁷ The ability to specify a random size reflects a substantive clarification of existing rules.

range size is 500, the minimum displayed size will be 100 shares (600-500), and the maximum size will be 1,000 shares $((600-500) + ((2 \times 500) - 100))$.

When the Displayed Order with Reserve Size is executed and replenished, applicable market data disseminated by the Exchange will show the execution and decrementation of the Displayed Order, followed by replenishment of the Displayed Order. In all cases, if the remaining size of the Non-Displayed Order is less than the fixed or random amount stipulated by the Participant, the full remaining size of the Non-Displayed Order will be displayed and the Non-Displayed Order will be removed.

Attribution

Attribution is an Order Attribute that permits a Participant to designate that the price and size of the Order will be displayed next to the Participant's MPID in market data disseminated by the Exchange. An Order with Attribution is referred to as an "Attributable Order" and an Order without attribution is referred to as a "Non-Attributable Order."

Intermarket Sweep Order

Designation of an Order as an Intermarket Sweep Order, or ISO, is an Order Attribute that allows the Order to be executed within the System by Participants at multiple price levels without respect to Protected Quotations of other market centers within the meaning of Rule 600(b) under Regulation NMS. ISOs are immediately executable within the System against Orders against which they are marketable. An

Order designated as an ISO may not be assigned a Routing Order Attribute.⁶⁸ In connection with the trading of securities governed by Regulation NMS, Intermarket Sweep Orders shall be executed exclusively within the System and the entering Participant shall be responsible for compliance with Rules 610 and 611 under Regulation NMS with respect to order protection and locked and crossed markets with respect to such Orders.

Simultaneously with the routing of an ISO to the System, one or more additional limit orders, as necessary, are routed by the entering Participant to execute against the full displayed size of any Protected Quotation with a price that is superior to the price of the Order identified as an Intermarket Sweep Order (as defined in Rule 600(b) under Regulation NMS). These additional routed orders must be identified as Intermarket Sweep Orders.

Upon receipt of an ISO, the System will consider the stated price of the ISO to be available for other Orders to be entered at that price, unless the ISO is not itself accepted at that price level (for example, a Post-Only Order that has its price adjusted to avoid executing against an Order on the Exchange Book) or the ISO is not Displayed.⁶⁹

In addition, as described with respect to various Order Types, such as the Price to Comply Order, Orders on the Exchange Book that had their price adjusted may be

⁶⁸ However, Orders that are assigned a Routing Order Attribute may be designated as ISOs by the Exchange when routed to other market centers to maximize their opportunities for execution.

⁶⁹ Thus, for example, a Non-Displayed Order with a Time-in-Force of IOC marked ISO could execute against Orders on the Exchange Book. However, the price level of the Non-Displayed Order would be considered open for Orders to post only if applicable market data showed that the price level was available.

eligible to be reentered at the stated price of the ISO. For example, if a Price to Comply Order to buy at \$11 would lock a Protected Offer at \$11, the Price to Comply Order will be posted with a non-displayed price of \$11 and a displayed price of \$10.99. If the System then receives an ISO to buy at \$11, the ISO will be posted at \$11 and the Price to Comply Order will be reentered at \$11 (if the Participant opted to have its Orders reentered). The respective priority of such reentered Orders will be maintained among multiple repriced Orders; however, other new Orders may also be received after receipt of the ISO but before the repricing of the Price to Comply Order is complete; accordingly, the priority of an Order on the Exchange Book vis-à-vis a newly entered Order is not guaranteed.

Display

Display is an Order Attribute that allows the price and size of an Order to be displayed to market participants via market data feeds. All Orders that are Attributable are also displayed, but an Order may be displayed without being Attributable. As discussed in Rule 4702, a Non-Displayed Order is a specific Order Type, but other Order Types may also be non-displayed if they are not assigned a Display Order Attribute; however, depending on context, all Orders that are not displayed may be referred to as “Non-Displayed Orders.” An Order with a Display Order Attribute may be referred to as a “Displayed Order.”

Statistics on Order Types Usage.

Although the Exchange, like many exchanges, offers a wide range of possible combinations of Order Types and Order Attributes in order to provide options that support of a range of legitimate trading strategies, the Exchange believes that an analysis

of the extent of usage of particular Order Type permutations is important to promoting a deeper understanding of current market structure. Based on analysis of a month of data for the period from August 26, 2013 through September 29, 2013, the Exchange offers the following observations about the usage of different Order Types on its market:

- 38.63% of entered Order volume was Price to Comply Orders with no Order Attributes other than price and size. Such Orders were involved in 28.38% of execution volume.⁷⁰
- 0.02% of entered Order volume was Post-Only Orders with no Order Attributes other than price and size. Such Orders were involved in 0.69% of execution volume.
- Non-Displayed Orders with a Time-in-Force of IOC and no special Order Attributes accounted for 9.84% of entered Order volume and 21.58% of execution volume. Non-Displayed Orders with a Time-in-Force of IOC marked as ISOs but with no other special Order Attributes accounted for 1.44% of entered Order volume and 25.02% of execution volume.
- Non-Displayed Orders with a Time-in-Force longer than IOC but no special Order Attributes accounted for 25.58% of entered Order volume and 3.25% of execution volume.
- Use of Post-Only Orders marked ISO but with no other special Order Attributes accounted for less than 0.01% of entered Order volume and

⁷⁰ Data about executions reflect both sides of a trade in instances where trades executed on the Exchange and one side of a trade in instances where a Routable Order executed at another market center. The data does not include information about Orders with a Time-in-Force of GTC to the extent that such Orders executed on a day after the day of their original entry.

execution volume. Price to Comply Orders marked ISO but with no other special Order Attributes accounted for 17.8% of entered Order volume and 13.42% of execution volume.

- All other Order Type and Order Attribute combinations accounted for 6.68% of entered Order volume and 7.66% of execution volume.

Thus, while a range of combinations of Order Types and Order Attributes can exist on the Exchange, the Exchange believes that these data support the conclusion that many of these possible combinations are not used to any appreciable extent. Rather, the vast majority of Order entry and Order execution volume is attributable to a small number of simple combinations: IOC Orders designed to access posted liquidity and various forms of priced limit Orders designed to access available liquidity and thereafter post to the Exchange Book to provide liquidity, which promote price discovery by offering displayed liquidity at a price that may narrow the bid/offer spread on the Exchange and/or provide price improvement to subsequent Orders. The inclusion of an ISO Order Attribute on Orders is done in full compliance with Regulation NMS and serves to provide notice to the Exchange that liquidity has been accessed liquidity on other markets at a given price level in order to allow it to post liquidity on the Exchange at that price. While the Exchange does not believe that its Order Type offerings are excessively complex, given the relatively limited usage of certain Order Types and Order Attributes, the Exchange is continuing to analyze whether changes may be made to eliminate any Order Types, Order Attributes, or permissible combinations in a manner that would further promote the goals of transparency and ease of use for Participants.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the

provisions of Section 6 of the Act,⁷¹ in general, and with Section 6(b)(5) of the Act⁷² in particular, in that the proposal is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. The proposed rule change also is designed to support the principles of Section 11A(a)(1)⁷³ of the Act in that it seeks to assure fair competition among brokers and dealers and among exchange markets. In particular, the Exchange believes that the reorganized and enhanced descriptions of its Order Types, Order Attributes, and related System functionality will promote just and equitable principles of trade and perfect the mechanisms of a free and open market and the national market system by providing greater clarity concerning certain aspects of the System's operations. The Exchange further believes that the proposed rule change will contribute to the protection of investors and the public interest by making the Exchange's rules easier to understand. The Exchange further believes that the proposed rules, together with the presented statistics regarding Order Type and Order Attribute usage, will promote the efficient execution of investor transactions and further enhance public understanding of the Exchange's operations, and thereby strengthen investor confidence in the Exchange and in the national market system. In addition, the

⁷¹ 15 U.S.C. 78f.

⁷² 15 U.S.C. 78f(b)(5).

⁷³ 15 U.S.C. 78k-1(a)(1).

Exchange believes that additional specificity in its rules will promote a better understanding of the Exchange's operation, thereby facilitating fair competition among brokers and dealers and among exchange markets.

Most of the System functionality described in the proposed rule change has already been described in previous proposed rule changes by the Exchange and approved or permitted to take effect on an immediate basis by the Commission. However, the Exchange believes that the reiteration of several principles underlying its Order Types and Order Attributes might be helpful in promoting a fuller understanding of these rules' operation and their consistency with the Act.

The functionality underlying Price to Comply Orders and Price to Display Orders provides a means by which Participants may enter a displayed limit order in compliance with Regulation NMS without the Participant definitively ascertaining whether the price of the Order would lock or cross a Protected Quotation. In the absence of the repricing functionality associated with the Order, the Exchange would need to reject the Order if it locked or crossed a Protected Quotation.

By accepting a Price to Comply Order with a locking, non-displayed price and displayed price that is one minimum increment inferior to the locking price, the Exchange allows this Order Type to achieve several purposes. First, the displayed price of the Order promotes price discovery by establishing a new NBBO or adding to liquidity available at the NBBO. Second, the non-displayed price of the Order allows the Order to provide price improvement when the Order is executed. A Price to Display Order similarly promotes price discovery by establishing a new NBBO or adding liquidity available at the NBBO. It also provides one of the Order Types through which a Market

Maker may offer displayed liquidity that is Attributable to its MPID. Notably, given the price adjustment functionality of the Order, it allows a Market Maker to offer Attributable liquidity at the NBBO.

In addition, the repricing functionality associated with Price to Comply Orders and Price to Display Orders, whereby an Order that has been repriced by the System upon entry may be cancelled or reentered if a previously unavailable price level becomes available, promotes price discovery and provision of greater liquidity by facilitating the display of an Order at its chosen limit price. Because a reentered Order always receives a new timestamp, moreover, the functionality does not present fairness concerns that might arise if an Order that was not displayed became displayed at a different price level while retaining the timestamp that it received when originally entered.

The Non-Displayed Order provides a means by which Participants may access and/or offer liquidity without signaling to other Participants the extent of their trading interest. Moreover, because the Non-Displayed Order may lock a Protected Quotation, it provides a means by which a Participant may provide price improvement. For example, if the Best Bid was \$11 and the Best Offer was \$11.01, a Non-Displayed Order to buy at \$11.01 would provide \$0.01 price improvement to an incoming sell Order priced at the Best Bid.

In addition, the repricing functionality associated with Non-Displayed Order promotes provision of greater liquidity and eventual price discovery (via reporting of Order executions) because it facilitates the posting of a Non-Displayed Order at its chosen limit price. In addition, the functionality that cancels Non-Displayed Orders when crossed by a Protected Quotation helps to prevent trade-throughs by ensuring that a

Non-Displayed Order will not execute at a price inferior to the Price of a Protected Quotation. Because a reentered Order always receives a new timestamp, moreover, the functionality does not present fairness concerns that might arise if an Order was able to move price while retaining an earlier timestamp.

The primary purpose of Post-Only Orders is to “provide displayed liquidity to the market and thereby contribute to public price discovery – an objective that is fully consistent with the Act.”⁷⁴ The Post-Only Order also allows a Participant to control its trading costs by giving consideration to such costs when determining if the Order may be executed. However, the manner in which the Post-Only Order operates ensures that a Post-Only Order that locks or crosses an Order on the Exchange Book will either execute upon entry or post at a displayed price that potentially provides liquidity.⁷⁵ Moreover, because a Post-Only Order does not cancel back to the Participant if it cannot post or execute at its limit price, it does not provide a means to ascertain the existence of locking or crossing Orders without also reflecting a commitment to execute or post and display. Similarly, the functionality that allows a Post-Only Order to be marked IOC does not provide information regarding the existence of locking or crossing Orders on the Exchange Book since the Order has its price adjusted automatically, without reference to the price of any other Orders other than Orders at the NBBO.

In addition, the processing of Post-Only Orders with respect to locking or crossing Protected Quotations serves the same purposes as the processing discussed

⁷⁴ SR-NYSE-2014-32 Approval Order.

⁷⁵ Due to BX’s current pricing structure, Post-Only Orders priced at \$1 or more are executable against Orders on the Exchange Book.

above with respect to Price to Comply Orders and Price to Display Orders. By accepting a Non-Attributable Post-Only Order that locks or crosses a Protected Quotation with a locking, non-displayed price and displayed price that is one minimum increment inferior to the locking price, the Exchange allows the displayed price of the Order to promote price discovery by establishing a new NBBO or adding to liquidity available at the NBBO, while also allowing the non-displayed price of the Order to provide price improvement when the Order is executed. An Attributable Post-Only Order similarly promotes price discovery by establishing a new NBBO or adding liquidity available at the NBBO.

The repricing functionality associated with Post-Only Orders, whereby an Order that has been repriced by the System upon entry may be cancelled or reentered if a previously unavailable price level becomes available, promotes price discovery and provision of greater liquidity by facilitating the display of an Order at its chosen limit price. Because a reentered Order always receives a new timestamp, moreover, the functionality does not present fairness concerns that might arise if an Order that was not displayed became displayed at a different price level while retaining the timestamp that it received when originally entered.

A Post-Only Order may be designated as an ISO and accepted at a price that locks or crosses a Protected Quotation, since such designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the

Post-Only Order would lock or cross.⁷⁶ Because the Exchange maintains an active regulatory surveillance and enforcement program to verify that Participants are not improperly designating Orders as ISOs, the possibility for a Participant to systematically use a Post-Only Order marked ISO to occupy a price level while locking Protected Quotations is mitigated. Moreover, the System does not interpret a Post-Only Order that is marked ISO but that has its price adjusted prior to posting as the basis for accepting additional Orders at the Order's limit price level, thereby providing further assurance against the use of an ISO designation for an improper purpose.

Retail Orders and RPI Order provide a mechanism for all Participants to offer, and Participants representing retail customers to receive, price improvement of at least \$0.001. The Exchange believes that the Order Types may therefore reduce trading costs for such retail customers and encourage the interaction of their Orders in an exchange-trading environment.

Several of the available Order Attributes merely provide means to designate the basic parameters of any Order: these include price, size, Time-in-Force, Attribution, and Display. The proposed rules clearly state limitations applicable to each of these parameters, such as available Times-in-Force and limitations on the permissible prices and sizes of Orders.

The Pegging Order Attribute allows a Participant to have the System adjust the price of the Order continually in order to keep the price within defined parameters. Thus, the System performs price adjustments that would otherwise be performed by the

⁷⁶ See SR-NYSE-2014-32 Approval Order (affirming that exchanges may adopt rules allowing market participants to “ship and post”).

Participant through cancellation and reentry of Orders. The fact that a new timestamp is created for a Pegged Order whenever it has its price adjusted allows the Order to seek additional execution opportunities and ensures that the Order does not “jump the queue” with respect to any Orders that were previously at the Pegged Order’s new price level. Thus, while the Order Attribute may be seen as introducing additional complexity with respect to the operation of the Exchange, it is in effect merely a process for removing and entering Orders at new prices based on changed market conditions.

The Minimum Quantity Order Attribute allows a Participant that may wish to buy or sell a large amount of a security to avoid signaling its trading interest unless it can purchase a certain minimum amount. Thus, the Order Attribute supports the interest of institutional investors and others in being able to minimize the impact of their trading on the price of securities.

The Routing Order Attribute, which is thoroughly described in existing Rule 4758, provides an optional means by which a Participant may direct the Exchange to seek opportunities to execute an Order at other market centers. The System is designed to pursue execution opportunities on behalf of Participants in an aggressive manner by, in most instances, first obtaining shares available on the Exchange Book, then routing to other market centers in accordance with the strategy designated by the Participant, then returning the Exchange Book as if a new Order before posting to the Exchange Book. In addition, to maximize execution opportunities, the System will, as appropriate and in accordance with Regulation NMS, designate a Routable Order as an Intermarket Sweep Order.

The Discretion Order Attribute allows a Participant to expand opportunities for an

Order to access liquidity by allowing it to execute at any price within a specified range. Thus, while there is some complexity associated with the processing of Discretionary Orders, the Order Attribute merely allows the System to ascertain whether, under the conditions provided for in the rule, the Participant could access liquidity at a price within the range that the Participant has designated. If so, the Order Attribute generates an IOC Order to access the liquidity. Moreover, it should be noted that although in some circumstances, the System will examine Orders on the Exchange Book that are not Displayed to ascertain the existence of execution opportunities, the System would convey information to the Participant regarding such Orders only by executing against them. Thus, the discretionary price range reflects an actionable commitment by the Participant to trade at prices in that range. As a result, the Order Attribute promotes price discovery through executions that occur in the price range. Finally, it should be noted that Discretionary IOCs access liquidity. Because the Exchange has a “taker/maker” pricing structure under which liquidity accessing Orders receive a rebate, the Order Attribute does allow a Participant to obtain a rebate with respect to executions against previously posted Orders; however, this aspect of the Order Attribute is fully consistent with the Exchange’s overall pricing structure.

The Reserve Size Order Attribute allows a Participant to display trading interest at a given price while also posting additional non-displayed trading interest. The functionality assists the Participant in managing this trading interest by eliminating the need for the Participant to enter additional size following the execution of the displayed trading interest. Thus, the functionality achieves a balance between promoting price discovery through displayed size and allowing a Participant to guard against price impact

by hiding the full extent of its trading interest. The random reserve feature of the Order further assists a Participant in not revealing the extent of its trading interest because it diminishes the likelihood that other Participants will conclude that the Order is a Reserve Size Order if they repeatedly view it being replenished at the same size. Similarly, the manner in which the Exchange disseminates data regarding the execution and replenishment of a Reserve Size Order ensures that the process is indistinguishable to other Participants from the execution of an Order without Reserve Size followed by the entry of a new Order; this processing also ensures that only the displayed portion of the Reserve Size Order is treated as a Protected Quotation.

The Intermarket Sweep Order attribute is a function of Regulation NMS, which provides for an Order to execute without respect to Protected Quotations if it is designated as an ISO and if one or more additional limit orders, as necessary, are routed to execute against the full displayed size of any Protected Quotation with a price that is superior to the price of the Order identified as an ISO. As recently reaffirmed by the Commission, Regulation NMS allows such additional orders to be routed by an exchange or by the Participant that enters the ISO.⁷⁷ Accordingly, the exchange receiving an ISO may accept the receipt of the Order as a representation that the Participant entering it has satisfied its obligations; provided, however, that the exchange itself maintains a surveillance and enforcement program to verify that the Participant is not acting in violation of this requirement. For this reason, it is also consistent with the Act for a Participant to designate an Order with a Time-in-Force longer than IOC, or an Order with

⁷⁷ SR-NYSE-2014-32 Approval Order.

functionality such as the Post-Only Order, as an ISO.⁷⁸ Specifically, attaching an ISO designation to such Order reflects a representation that the Participant has determined that Protected Quotations at the price of the Order have been eliminated, such that the Order is entitled to post and provide liquidity. In the case of a Post-Only Order, however, if the Order's price is adjusted to avoid executing against an Order on the Exchange Book, the Exchange will not consider the ISO designation in determining whether the Post-Only Order's limit price level is now open, since the Post-Only ISO itself is not actually posting at that price. Accordingly, in that circumstance the use of a Post-Only ISO cannot be used to open a price level to additional Orders unless the Exchange ascertains through market data provided by other exchanges that the price level actually is open.

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 that is not necessary or appropriate in furtherance of the purposes of the Act. As previously stated, the Exchange is not proposing substantively to modify the operation of any of its current Order Types or Order Attributes or the operation of the System; rather, the proposed rule change is intended to provide more detail regarding the System's functionality. The proposed rule change is not designed to address any competitive issues, but rather to provide additional specificity and transparency to Participants and the investing public regarding the Exchange's Order Types, Order Attributes, and System functionality. Since the Exchange does not proposed substantively to modify the operation of Order Types, Order Attributes, or System functionality, the proposed changes will not impose any burden on competition.

⁷⁸

Id.

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

Written comments were neither solicited nor received.

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

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the Exchange consents, the Commission shall: (a) by order approve or disapprove such proposed rule change, or (b) institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

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

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-BX-2015-015 on the subject line.

Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, Station Place, 100 F Street, NE, Washington, DC 20549-9303.

All submissions should refer to File Number SR-BX-2015-015. 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 website

<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 BX. 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-2015-015 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.⁷⁹

Kevin M. O'Neill
Deputy Secretary

⁷⁹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

The text of the proposed rule change is below. Proposed new language is underlined; deletions are bracketed.

[4751] 4701. Definitions

The following definitions apply to the Rule [4600 and 4750]4000 Series for the trading of securities listed on the Exchange or another national securities exchange.

(a) The term “NASDAQ OMX BX Equities Market,” or “System” shall mean the automated system for order execution and trade reporting owned and operated by the Exchange. The System comprises:

(1) a montage for Quotes and Orders, referred to herein as the “Exchange Book”, that collects and ranks all Quotes and Orders submitted by Participants;

[(1)] (2) an [o]Order execution service that enables Participants to automatically execute transactions in System Securities; and provides Participants with sufficient monitoring and updating capability to participate in an automated execution environment;

[(2)] (3) a trade reporting service that submits “locked-in” trades for clearing to a registered clearing agency for clearance and settlement; transmits last-sale reports of transactions automatically to the national trade reporting system, if required, for dissemination to the public and industry; and provides participants with monitoring and risk management capabilities to facilitate participation in a “locked-in” trading environment; and

[(3)] (4) [a] data feeds[(s)] that can be used to display with attribution to Participants’ MPIDs all Quotes and Displayed Orders on both the bid and offer side of the market for all price levels then within the NASDAQ OMX BX Equities Market, and that disseminate such additional information about Quotes, Orders, and transactions within the System as shall be reflected in the Exchange Rules.

(b) No change.

(c) The term “Participant” shall mean an entity that fulfills the obligations contained in Rule 4611 regarding participation in the System, and shall include:

(1) No change.

(2) “Equities Market Makers[.]” or “Market Makers”, members that are registered as Equities Market Makers for purposes of participation in the System on a fully automated basis with respect to one or more System Securities.

(3) “Order Entry Firms,” members that are registered as Order Entry Firms for purposes of entering orders in System Securities into the System. This term shall also include any Electronic Communications Network or Alternative Trading System (as such terms are defined in Regulation NMS) that fails to meet all the requirements of Rule 4623.

(d) [With respect to System-provided quotation functionality:]

[(1)] The term “Quote” [shall] means a single bid or offer quotation submitted to the System by a Market Maker or Equities ECN and designated for display (price and size) next to the Participant’s MPID [by a Participant that is eligible to submit such quotations] in the Exchange Book. Quotes are entered in the form of Orders with Attribution (as defined in Rule 4703). Accordingly, all Quotes are also Orders.

[(2)] The term “Reserve Size” shall mean the System-provided functionality that permits a Participant to display in its Displayed Quote part of the full size of a proprietary or agency order, with the remainder held in reserve on an undisplayed basis. Both the displayed and non-displayed portions are available for potential execution against incoming orders. If the Displayed Quote is reduced to less than a normal unit of trading, the System will replenish the display portion from reserve up to at least a single round-lot amount. A new timestamp is created for the replenished portion of the order each time it is replenished from reserve, while the reserve portion retains the time-stamp of its original entry.]

(e) The term “Order” [shall] means an instruction to trade a specified number of shares in a specified System Security submitted to the System by a Participant. An “Order Type” is a standardized set of instructions associated with an Order that define how it will behave with respect to pricing, execution, and/or posting to the Exchange Book when submitted to the System. An “Order Attribute” is a further set of variable instructions that may be associated with an Order to further define how it will behave with respect to pricing, execution, and/or posting to the Exchange Book when submitted to the System. The available Order Types and Order Attributes, and the Order Attributes that may be associated with particular Order Types, are described in Rules 4702 and 4703. [a single order or multiple orders at the same price submitted to the System by a Participant that is eligible to submit such orders and shall include:]

(f) The term “ET” means Eastern Standard Time or Eastern Daylight Time, as applicable.

(g) The term “Market Hours” means the period of time beginning at 9:30 a.m. ET and ending at 4:00 p.m. ET (or such earlier time as may be designated by the Exchange on a day when the Exchange closes early). The term “System Hours” means the period of time beginning at 7:00 a.m. ET and ending at 7:00 p.m. ET (or such earlier time as may be designated by the Exchange on a day when the Exchange closes early). The term “Pre-Market Hours” means the period of time beginning at 7:00 a.m. ET and ending immediately prior to the commencement of Market Hours. The term “Post-Market Hours” means the period of time beginning immediately after the end of Market Hours and ending at 7:00 p.m. ET. The Exchange notes that in certain contexts, times cited in the Exchange Rules may be approximate.

(h) The term “marketable” with respect to an Order to buy (sell) means that, at the time it is entered into the System, the Order is priced at the current Best Offer or higher (at the current Best Bid or lower).

(i) The term “market participant identifier” or “MPID” means a unique four-letter mnemonic assigned to each Participant in the System. A Participant may have one or more than one MPID.

(j) The terms “Best Bid”, “Best Offer”, “National Best Bid and National Best Offer”, “Protected Bid”, “Protected Offer”, “Protected Quotation” and “Intermarket Sweep Order” shall have the meanings assigned to them under Rule 600 under SEC Regulation NMS; provided, however, that the terms “Best Bid”, “Best Offer”, “Protected Bid”, “Protected Offer”, and “Protected Quotation” shall, unless otherwise stated, refer to the bid, offer, or quotation of a market center other than the Exchange. The term “NBBO” shall mean the “National Best Bid and National Best Offer”.

(k) The term “minimum price increment” means \$0.01 in the case of a System Security priced at \$1 or more per share, and \$0.0001 in the case of a System Security priced at less than \$1 per share.

[(1) "Attributable Orders," orders that are designated for display (price and size) next to the Participant's MPID;]

[(2) "Non-Attributable Orders," orders that are entered by a Participant that are designated for display (price and size) on an anonymous basis in the order display service of the System; and]

[(3) "Non-Displayed Orders," a limit order that is not displayed in the System, but nevertheless remains available for potential execution against all incoming orders until executed in full or cancelled.]

[(f) The term "Order Type" shall mean the unique processing prescribed for designated orders that are eligible for entry into the System, and shall include:]

[(1) "Discretionary Orders" are orders that have a displayed price and size, as well as a non-displayed discretionary price range, at which the entering party, if necessary, is also willing to buy or sell. The non-displayed trading interest is not entered into the System book but is, along with the displayed size, converted to an IOC buy (sell) order priced at the highest (lowest) price in the discretionary price range when displayed shares become available or an execution takes place at any price within the discretionary price range. The generation of this IOC order is triggered by the cancellation of the open shares of the Discretionary Order. If more than one Discretionary Order is available for conversion to an IOC order, the system will convert all such orders at the same time and priority will be given to the first IOC order(s) that reaches the trading interest on the other side of the market. If an IOC order is not executed in full, the unexecuted portion of the order is

automatically re-posted and displayed in the System book with a new time stamp, at its original displayed price, and with its non-displayed discretionary price range.]

[(2) "Reserve Orders" are limit orders that have both a round-lot displayed size as well as an additional non-displayed share amount. Both the displayed and non-displayed portions of the Reserve Order are available for potential execution against incoming orders. If the round-lot displayed portion of a Reserve Order is reduced to less than a normal unit of trading, the System will replenish the display portion from reserve up to at least a single round-lot amount. A new timestamp is created for the replenished portion of the order each time it is replenished from reserve, while the reserve portion retains the time-stamp of its original entry.]

[(3) "Limit Orders" are orders to buy or sell a stock at a specified price or better. A limit order is marketable when, for a limit order to buy, at the time it is entered into the System, the order is priced at the current inside offer or higher, or for a limit order to sell, at the time it is entered into the System, the order is priced at the inside bid or lower.]

[(4) "Pegged Orders" are orders that, after entry, have their price automatically adjusted by the System in response to changes in either the NASDAQ OMX BX Equities Market inside bid or offer or bids or offers in the national market system, as appropriate. A Pegged Order can specify that its price will equal the inside quote on the same side of the market ("Primary Peg"), the opposite side of the market ("Market Peg"), or the midpoint of the national best bid and offer ("Midpoint Peg"). A Pegged Order may have a limit price beyond which the order shall not be executed. In addition, the Primary Peg and Market Peg Orders may also establish their pricing relative to the appropriate bids or offers by the selection of one or more offset amounts that will adjust the price of the order by the offset amount selected. A Midpoint Peg Order is priced based upon the national best bid and offer, excluding the effect that the Midpoint Peg Order itself has on the inside bid or inside offer. Primary Pegged Orders with an offset amount and Midpoint Pegged Orders will never be displayed. A Midpoint Pegged Order may be executed in sub-pennies if necessary to obtain a midpoint price. A new timestamp is created for the order each time it is automatically adjusted.]

[(5) "Minimum Quantity Orders" are orders that will not execute unless a specified minimum quantity of shares can be obtained. A Minimum Quantity Order that posts to the Exchange book will be a Non-Displayed Order, and upon entry, must have a size and a minimum quantity condition of at least one round lot. In the event that the shares remaining in the size of the order following a partial execution thereof are less than the minimum quantity specified by the market participant entering the order, the minimum quantity value of the order will be reduced to the number of shares remaining.]

[(6) "Intermarket Sweep Order" or "ISO" are limit orders that are designated as ISOs in the manner prescribed by the Exchange and are executed within the System by Participants at multiple price levels without respect to Protected Quotations of other market centers within the meaning of Rule 600(b) of Regulation NMS under the Act.

ISOs are immediately executable within the System pursuant to Rule 4757 and shall not be eligible for routing as set out in Rule 4758.]

[Simultaneously with the routing of an ISO to the System, one or more additional limit orders, as necessary, are routed by the entering party to execute against the full displayed size of any protected bid or offer (as defined in Rule 600(b) of Regulation NMS under the Act) in the case of a limit order to sell or buy with a price that is superior to the limit price of the limit order identified as an intermarket sweep order (as defined in Rule 600(b) of Regulation NMS under the Act). These additional routed orders must be identified as intermarket sweep orders.]

[(7) "Price to Comply Order" are orders that, if, at the time of entry, a Price to Comply Order would lock or cross the quotation of an external market, the order will be priced to the current low offer (for bids) or to the current best bid (for offers) and displayed at a price one minimum price increment lower than the offer (for bids) or higher than the bid (for offers). The displayed and undisplayed prices of a Price to Comply order entered through an OUCH port that crosses the market will be adjusted once and, depending on the election of the member firm, either rest on the book or be canceled if the previously-locking price becomes available. The displayed and undisplayed prices of a Price to Comply order entered through an OUCH port that locks the market will be adjusted once and, depending on the election of the member firm, either rest on the book, be canceled, or adjusted a second time if the previously-locking price becomes available. The displayed and undisplayed prices of a Price to Comply order entered through a RASH port may be adjusted multiple times, depending upon changes to the prevailing NBBO.]

[(8) "Price to Comply Post Order" are orders that, if, at the time of entry, a Price to Comply Post Order would create a violation of Rule 610(d) of Regulation NMS under the Exchange Act of 1934 by locking or crossing the protected quote of an external market or would cause an Order Protection Rule violation, the order will be re-priced and displayed by the System to one minimum price increment (i.e., \$0.01 or \$0.0001) below the current low offer (for bids) or to one penny above the current best bid (for offers).]

[(9) "Post-Only Orders" are evaluated at the time of entry with respect to locking or crossing other orders as follows: (i) if a Post-Only Order would lock or cross an order on the System, the order will be re-priced and displayed by the System to one minimum price increment (i.e., \$0.01 or \$0.0001) below the current low offer (for bids) or above the current best bid (for offers), unless the value of price improvement associated with executing against a resting order equals or exceeds the sum of fees charged for such execution and the value of any rebate that would be provided if the order posted to the book and subsequently provided liquidity, in which case the order will execute; and (ii) if a Post-Only Order would not lock or cross an order on the System but would lock or cross the national best bid or offer as reflected in the protected quotation of another market center, the order will be priced to the current best offer (for bids) or to the current best bid (for offers) and displayed by the System to one minimum price increment (i.e., \$0.01 or \$0.0001) below the current low offer (for bids) or above the current best bid (for offers).]

[(10) "Unpriced Orders" are any order types permitted by the System to buy or sell shares of a security at the national best bid (best offer) ("NBBO") at the time when the order reaches the System. Any portion of an Unpriced Order that would execute on BX at a price more than \$0.25 or 5 percent worse than the NBBO at the time when the order reaches the System, whichever is greater, will be cancelled.]

[(g) The term "Order Size" shall mean the number of shares up to 999,999 associated with a Quote or Order and shall include:]

[(1) "normal unit of trading": the round lot size for the security.]

[(2) "mixed lot": an order that is for more than a normal unit of trading but not a multiple thereof.]

[(3) "odd-lot": an order that is for less than a normal unit of trading.]

[(h) The term "Time in Force" shall mean the period of time that the System will hold an order for potential execution, and shall include:]

[(1) "System Hours Immediate or Cancel" or "SIOC" shall mean, for limit orders so designated, that if after entry into the System the order (or a portion thereof) is not marketable, the order (or unexecuted portion thereof) shall be canceled and returned to the entering Participant. SIOC Orders shall be available for entry and execution from 7:00 a.m. until 7:00 p.m. Eastern Time.]

[(2) "System Hours Day" or "SDAY" shall mean, for orders so designated, that if after entry into the System, the order is not fully executed, the order (or the unexecuted portion thereof) shall remain available for potential display and/or execution from 7:00 a.m. until 7:00 p.m. Eastern Time on the day it was submitted unless cancelled by the entering party.]

[(3) "System Hours Good-till-Cancelled" or "SGTC" shall mean, for orders so designated, that if after entry into the System, the order is not fully executed, the order (or unexecuted portion thereof) shall remain available for potential display and/or execution from 7:00 a.m. until 7:00 p.m. Eastern Time unless cancelled by the entering party, or until 1 year after entry, whichever comes first.]

[(4) "System Hours Expire Time" or "SHEX" shall mean, for orders so designated, that if after entry into the System, the order is not fully executed, the order (or the unexecuted portion thereof) shall remain available for potential display and/or execution for the amount of time specified by the entering Participant unless canceled by the entering party. SHEX Orders shall be available for entry and execution from 7:00 a.m. until 7:00 p.m. Eastern Time.]

[(5) Reserved]

[(6) Reserved]

[(7) "Market Hours GTC" or "MGTC" shall mean for orders so designated, that if after entry into System, the order is not fully executed, the order (or unexecuted portion thereof) shall remain available for potential display and/or execution unless cancelled by the entering party, or until 1 year after entry, whichever comes first. MGTC Orders shall be available for entry from 7:00 a.m. until 7:00 p.m. Eastern Time and for potential execution from 9:30 a.m. until 4:00 p.m. Eastern Time.]

[(8) "Good-til-market close" or "GTMC" shall mean for orders so designated, that if after entry into the System, the order is not fully executed, the order (or unexecuted portion thereof) shall remain available for potential display and/or execution until cancelled by the entering party, or until 4:00 p.m. Eastern Time, after which it shall be returned to the entering party. GTMC orders shall be available for entry and potential execution from 7:00 a.m. until 7:00 p.m. Eastern Time. GTMC orders entered after 4:00 p.m. will be treated as SIOC orders.]

[(i)] (l) The term "System Book Feed" shall mean a data feed for System Securities [eligible] [securities], generally known as the BX TotalView ITCH feed.

[(j) The term "MPID" shall mean a Participant's unique market participant identifier.]

4702. Order Types.

(a) Participants may express their trading interest in the NASDAQ OMX BX Equities Market by entering Orders. The NASDAQ OMX BX Equities Market offers a range of Order Types that behave in the manner specified for each particular Order Type. Each Order Type may be assigned certain Order Attributes that further define its behavior. All Order Types and Order Attributes operate in a manner that is reasonably designed to comply with the requirements of Rules 610 and 611 under Regulation NMS. Each Order must designate whether it is to effect a buy, a long sale, a short sale, or an exempt short sale.

The Exchange maintains several communications protocols for Participants to use in entering Orders and sending other messages to the System:

- OUCH is an Exchange proprietary protocol.
- RASH is an Exchange proprietary protocol.
- FLITE is an Exchange proprietary protocol.
- FIX is a non-proprietary protocol.

Except where otherwise stated, all protocols are available for all Order Types and Order Attributes.

Upon entry, an Order is processed to determine whether it may execute against any contra-side Orders on the Exchange Book in accordance with the parameters applicable to the Order Type and Order Attributes selected by the Participant and in accordance with the priority for Orders on the Exchange Book provided in Rule 4757. In addition, the Order may have its price adjusted in accordance with applicable parameters and may be routed to other market centers for potential execution if designated as Routable. The Order may then be posted to the Exchange Book if consistent with the parameters of the Order Type and Order Attributes selected by the Participant. Thereafter, as detailed in Rules 4702, 4703, and 4758, there are numerous circumstances in which the Order on the Exchange Book may be modified and receive a new timestamp. The sole instances in which the modification of an Order on the Exchange Book will not result in a new timestamp are: (i) a decrease in the size of the Order due to execution or modification by the Participant or by the System, and (ii) a redesignation of a sell Order as a long sale, a short sale, or an exempt short sale. Whenever an Order receives a new timestamp for any reason, it is processed by the System as a new Order with respect to potential execution against Orders on the Exchange Book, price adjustment, routing, reposting to the Exchange Book, and subsequent execution against incoming Orders, except where otherwise stated.

All Orders are also subject to cancellation and/or repricing and reentry onto the Exchange Book in the circumstances described in Rule 4120(a)(13) (providing for compliance with Plan to Address Extraordinary Market Volatility) and Rule 4763 (providing for compliance with Regulation SHO). In all circumstances where an Order is repriced pursuant to those provisions, it is processed by the System as a new Order with respect to potential execution against Orders on the Exchange Book, price adjustment, routing, reposting to the Exchange Book, and subsequent execution against incoming Orders. If multiple Orders at a given price are repriced, the Order in which they are reentered is random, based on the respective processing time for each such Order; provided, however, that in the case of Price to Comply Orders and Post-Only Orders that have their prices adjusted upon entry because they lock a Protected Quotation but that are subsequently displayed at their original entered limit price as provided in Rules 4702(b)(1)(B) and (4)(B), they are processed in accordance with the time priority under which they were previously ranked on the Exchange Book. If an Order is repriced and/or reentered 10,000 times for any reason, the Order will be cancelled.

(b) Except where stated otherwise, the following Order Types are available to all Participants:

(1) (A) A “Price to Comply Order” is an Order Type designed to comply with Rule 610(d) under Regulation NMS by avoiding the display of quotations that lock or cross any Protected Quotation in a System Security during Market Hours. The Price to Comply Order is also designed to provide potential price improvement.

When a Price to Comply Order is entered, the Price to Comply Order will be executed against previously posted Orders on the Exchange Book that are priced equal to or better than the price of the Price to Comply Order, up to the full amount of such previously

posted Orders, unless such executions would trade through a Protected Quotation. Any portion of the Order that cannot be executed in this manner will be posted on the Exchange Book (and/or routed if it has been designated as Routable).

During Market Hours, the price at which a Price to Comply Order is posted is determined in the following manner. If the entered limit price of the Price to Comply Order would lock or cross a Protected Quotation and the Price to Comply Order could not execute against an Order on the Exchange Book at a price equal to or better than the price of the Protected Quotation, the Price to Comply Order will be displayed on the Exchange Book at a price one minimum price increment lower than the current Best Offer (for a Price to Comply Order to buy) or higher than the current Best Bid (for a Price to Comply Order to sell) but will also be ranked on the Exchange Book with a non-displayed price equal to the current Best Offer (for a Price to Comply Order to buy) or to the current Best Bid (for a Price to Comply Order to sell). For example, if a Price to Comply Order to buy at \$11 would lock a Protected Offer of \$11, the Price to Comply Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. An incoming Order to sell at a price of \$11 or lower would execute against the Price to Comply Order at \$11 (unless the incoming Order was an Order Type that was not immediately executable, in which case the incoming Order would behave in the manner specified for that Order Type).

During Pre-Market Hours and Post-Market Hours, a Price to Comply Order will be ranked and displayed at its entered limit price without adjustment.

(B) If a Price to Comply Order is entered through RASH or FIX, during Market Hours the price of the Price to Comply Order will be adjusted in the following manner after initial entry and posting to the Exchange Book (unless the Order is assigned a Routing Order Attribute that would cause it to be routed to another market center rather than remaining on the Exchange Book):

- If the entered limit price of the Price to Comply Order locked or crossed a Protected Quotation and the NBBO changes, the displayed and non-displayed price of the Price to Comply Order will be adjusted repeatedly in accordance with changes to the NBBO; provided, however, that if the quotation of another market center moves in a manner that would lock or cross the displayed price of a Price to Comply Order, the prices of the Price to Comply Order will not be adjusted. For example, if a Price to Comply Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. If the Best Offer then moves to \$11.01, the displayed price will be changed to \$11 and the Order will be ranked at a non-displayed price of \$11.01. However, if another market center then displays an offer of \$11 (thereby locking the previously displayed price of the Price to Comply Order, notwithstanding Rule 610(d) under Regulation NMS), the price of the Price to Comply Order will not be changed. The Order may be repriced repeatedly until such time as the Price to Comply Order is able to be ranked and displayed at its original entered limit price (\$11.02 in the example). The Price to Comply Order receives a new timestamp each time its price is changed.

- If the original entered limit price of the Price to Comply Order would no longer lock or cross a Protected Quotation, the Price to Comply Order will be ranked and displayed at that price and will receive a new timestamp, and will not thereafter be adjusted under this paragraph (B).

If a Price to Comply Order is entered through OUCH or FLITE, during Market Hours the price of the Price to Comply Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:

- If the entered limit price of the Price to Comply Order crossed a Protected Quotation and the NBBO changes so that the Price to Comply Order could be displayed at a price at or closer to its entered limit price without locking or crossing a Protected Quotation, the Price to Comply Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on its choice. For example, if a Price to Comply Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. If the Best Offer changes to \$11.01, the Order will not be repriced, but rather will either remain with a displayed price of \$10.99 but ranked at a non-displayed price of \$11 or be cancelled back to the Participant, depending on its choice. A Participant's choice with regard to maintaining the Price to Comply Order or cancelling it is set in advance for each port through which the Participant enters Orders.
- If the entered limit price of the Price to Comply Order locked a Protected Quotation, the price of the Price to Comply Order will be adjusted after initial entry only as follows. If the entered limit price would no longer lock a Protected Quotation, the Price to Comply Order may either remain on the Exchange Book unchanged, may be cancelled back to the Participant, or may be ranked and displayed at its original entered limit price, depending on the Participant's choice. For example, if a Price to Comply Order to buy at \$11 would lock a Protected Offer of \$11, the Price to Comply Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. If the Best Offer changes to \$11.01, the Price to Comply Order may either remain with a displayed price of \$10.99 but ranked at a non-displayed price of \$11, be cancelled back to the Participant, or be ranked and displayed at \$11, depending on the Participant's choice. A Participant's choice with regard to maintaining the Price to Comply Order, cancelling it, or allowing it to be displayed is set in advance for each port through which the Participant enters Orders. If the Price to Comply Order is ranked and displayed at its original entered limit price, it will receive a new timestamp, and will not thereafter be adjusted under this paragraph (B).

(C) The following Order Attributes may be assigned to a Price to Comply Order:

- Price. As described above, the price of the Order may be adjusted to avoid locking or crossing a Protected Quotation, and may include a displayed price as well as a non-displayed price.
- Size.
- Reserve Size (available through RASH and FIX only).
- A Time-in-Force other than IOC. (A Price to Comply Order entered with a Time-in-Force of IOC would be processed as a Non-Displayed Order with a Time-in-Force of IOC).
- Designation as an ISO. In accordance with Regulation NMS, a Price to Comply Order designated as an ISO would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Price to Comply Order would lock or cross.
- Routing (available through RASH and FIX only).
- Primary Pegging and Market Pegging (available through RASH and FIX only).
- Discretion (available through RASH and FIX only).
- Display. A Price to Comply Order is always displayed, although as provided above, may also have a non-displayed price and/or Reserve Size.

(2) (A) A “Price to Display Order” is an Order Type designed to comply with Rule 610(d) under Regulation NMS by avoiding the display of quotations that lock or cross any Protected Quotation in a System Security during Market Hours. Price to Display Orders are available solely to Participants that are Market Makers.

When a Price to Display Order is entered, if its entered limit price would lock or cross a Protected Quotation, the Price to Display Order will be repriced to one minimum price increment lower than the current Best Offer (for a Price to Display Order to buy) or higher than the current Best Bid (for a Price to Display Order to sell). For example, if a Price to Display Order to buy at \$11 would cross a Protected Offer of \$10.99, the Price to Display Order will be repriced to \$10.98. The Price to Display Order (whether repriced or not repriced) will then be executed against previously posted Orders on the Exchange Book that are priced equal to or better than the adjusted price of the Price to Display Order, up to the full amount of such previously posted Orders, unless such executions would trade through a Protected Quotation. Any portion of the Order that cannot be executed in this manner will be posted on the Exchange Book (and/or routed if it has been designated as Routable).

During Market Hours, the price at which a Price to Display Order is displayed and ranked on the Exchange Book will be its entered limit price if the Price to Display Order was not repriced upon entry, or the adjusted price if the Price to Comply Order was repriced upon entry, such that the price will not lock or cross a Protected Quotation.

During Pre-Market Hours and Post-Market Hours, a Price to Display Order will be displayed and ranked at its entered limit price without adjustment.

(B) If a Price to Display Order is entered through RASH or FIX, during Market Hours the Price to Display Order may be adjusted in the following manner after initial entry and posting to the Exchange Book (unless the Order is assigned a Routing Order Attribute that would cause it to be routed to another market center rather than remaining on the Exchange Book):

- If the entered limit price of the Price to Display Order locked or crossed a Protected Quotation and the NBBO changes, the price of the Order will be adjusted repeatedly in accordance with changes to the NBBO; provided, however, that if the quotation of another market center moves in a manner that would lock or cross the price of a Price to Display Order, the price of the Price to Display Order will not be adjusted. For example, if a Price to Display Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be displayed and ranked at \$10.99. If the Best Offer then moves to \$11.01, the displayed/ranked price will be changed to \$11. However, if another market center then displays an offer of \$11 (thereby locking the previously displayed price of the Price to Display Order, notwithstanding Rule 610(d) under Regulation NMS), the price of the Price to Display Order will not be changed. The Order may be repriced repeatedly until such time as the Price to Display Order is able to be displayed and ranked at its original entered limit price (\$11.02 in the example). The Price to Display Order receives a new timestamp each time its price is changed.
- If the original entered limit price of the Price to Display Order would no longer lock or cross a Protected Quotation, the Price to Display Order will be displayed and ranked at that price and will receive a new timestamp, and will not thereafter be adjusted under this paragraph (B).

If a Price to Display Order is entered through OUCH or FLITE, during Market Hours the Price to Display Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:

- If the entered limit price of the Price to Display Order locked or crossed a Protected Quotation and the NBBO changes so that the Price to Display Order could be ranked and displayed at a price at or closer to its original entered limit price without locking or crossing a Protected Quotation, the Price to Display Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on the Participant's choice. For example, if a Price to Display Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be ranked and displayed at \$10.99. If the Best Offer changes to \$11.01, the Price to Display Order will not be repriced, but rather will either remain at its current price or be cancelled back to the Participant, depending on its choice. A Participant's choice with regard to maintaining the Price to Display Order or cancelling it is set in advance for each port through which the Participant enters Orders.

(C) The following Order Attributes may be assigned to a Price to Display Order:

- Price. As described above, the price of the Order may be adjusted to avoid locking or crossing a Protected Quotation.
- Size.
- Reserve Size (available through RASH and FIX only).
- A Time-in-Force other than IOC. (A Price to Display Order entered with a Time-in-Force of IOC would be processed as a Non-Displayed Order with a Time-in-Force of IOC).
- Designation as an ISO. In accordance with Regulation NMS, a Price to Display Order designated as an ISO would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Price to Display Order would lock or cross.
- Routing (available through RASH and FIX only).
- Primary Pegging and Market Pegging (available through RASH and FIX only).
- Discretion (available through RASH and FIX only).
- Attribution. All Price to Display Orders are Attributable Orders.
- Display. A Price to Display Order is always displayed (but may also have Reserve Size).

(3) (A) A “Non-Displayed Order” is an Order Type that is not displayed to other Participants, but nevertheless remains available for potential execution against incoming Orders until executed in full or cancelled. In addition to the Non-Displayed Order Type, there are other Order Types that are not displayed on the Exchange Book. Thus, “Non-Display” is both a specific Order Type and an Order Attribute of certain other Order Types.

When a Non-Displayed Order is entered, the Non-Displayed Order will be executed against previously posted Orders on the Exchange Book that are priced equal to or better than the price of the Non-Displayed Order, up to the full amount of such previously posted Orders, unless such executions would trade through a Protected Quotation. Any portion of the Non-Displayed Order that cannot be executed in this manner will be posted to the Exchange Book (unless the Non-Displayed Order has a Time-in-Force of IOC) and/or routed if it has been designated as Routable.

During Market Hours, the price at which a Non-Displayed Order is posted is determined in the following manner. If the entered limit price of the Non-Displayed Order would lock a Protected Quotation, the Non-Displayed Order will be placed on the Exchange Book at the locking price. If the Non-Displayed Order would cross a Protected Quotation, the Non-Displayed Order will be repriced to a price that would lock the Protected Quotation and will be placed on the Exchange Book at that price. For example, if a Non-Displayed Order to buy at \$11 would cross a Protected Offer of \$10.99, the Non-Displayed Order will be repriced and posted at \$10.99. A Non-Displayed Order to buy at \$10.99 would also be posted at \$10.99.

During Pre-Market Hours and Post-Market Hours, a Non-Displayed Order will be posted at its entered limit price without adjustment.

(B) If a Non-Displayed Order is entered through RASH or FIX, during Market Hours the Non-Displayed Order may be adjusted in the following manner after initial entry and posting to the Exchange Book (unless the Order is assigned a Routing Order Attribute that would cause it to be routed to another market center rather than remaining on the Exchange Book):

- If the original entered limit price of a Non-Displayed Order is higher than the Best Offer (for an Order to buy) or lower than the Best Bid (for an Order to sell) and the NBBO moves toward the original entered limit price of the Non-Displayed Order, the price of the Non-Displayed Order will be adjusted repeatedly in accordance with changes to the NBBO. For example, if a Non-Displayed Order to buy at \$11.02 would cross a Protected Offer of \$11, the Non-Displayed Order will be priced and posted at \$11. If the Best Offer then changes to \$11.01, the price of the Non-Displayed Order will be changed to \$11.01. The Order may be repriced repeatedly in this manner, receiving a new timestamp each time its price is changed, until the Non-Displayed Order is posted at its original entered limit price. The Non-Displayed Order will not thereafter be repriced under this paragraph (B), except as provided below with respect to crossing a Protected Quotation.
- If, after being posted to the Exchange Book, the NBBO changes so that the Non-Displayed Order would cross a Protected Quotation, the Non-Displayed Order will be repriced at a price that would lock the new NBBO and receive a new timestamp. For example, if a Non-Displayed Order to buy at \$11 would lock a Protected Offer of \$11, the Non-Displayed Order will be posted at \$11. If the Best Offer then changes to \$10.99, the Non-Displayed Order will be repriced at \$10.99, receiving a new timestamp. The Non-Displayed Order may be repriced and receive a new timestamp repeatedly.

If a Non-Displayed Order is entered through OUCH or FLITE, during Market Hours the Non-Displayed Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:

- If the original entered limit price of the Non-Displayed Order locked or crossed a Protected Quotation and the NBBO changes so that the Non-Displayed Order could be posted at a price at or closer to its original entered limit price without crossing a Protected Quotation, the Non-Displayed Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on its choice. For example, if a Non-Displayed Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be priced at \$11. If the Best Offer changes to \$11.01, the Order will not be repriced, but rather will either remain at its current \$11 price or be cancelled back to the Participant, depending

on its choice. A Participant's choice with regard to maintaining the Non-Displayed Order or cancelling it is set in advance for each port through which the Participant enters Orders.

- If, after a Non-Displayed Order is posted to the Exchange Book, the NBBO changes so that the Non-Displayed Order would cross a Protected Quotation, the Non-Displayed Order will be cancelled back to the Participant. For example, if a Non-Displayed Order to buy at \$11 would lock a Protected Offer of \$11, the Non-Displayed Order will be posted at \$11. If the Best Offer then changes to \$10.99, the Non-Displayed Order will be cancelled back to the Participant.
- If a Non-Displayed Order entered through OUCH or FLITE is assigned a Midpoint Pegging Order Attribute, and if, after being posted to the Exchange Book, the NBBO changes so that the Non-Displayed Order is no longer at the Midpoint between the NBBO, the Non-Displayed Order will be cancelled back to the Participant. In addition, if a Non-Displayed Order entered through OUCH or FLITE is assigned a Midpoint Pegging Attribute and also has a limit price that is lower than the midpoint between the NBBO for an Order to buy (higher than the midpoint between the NBBO for an Order to sell), the Order will nevertheless be accepted at its limit price and will be cancelled if the midpoint between the NBBO moves lower than (higher than) the price of an Order to buy (sell).

(C) The following Order Attributes may be assigned to a Non-Displayed Order:

- Price. As described above, the price of the Order may be adjusted to avoid crossing a Protected Quotation.
- Size.
- Minimum Quantity.
- Time-in-Force.
- Designation as an ISO. In accordance with Regulation NMS, a Non-Displayed Order designated as an ISO would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Non-Displayed Order would cross. As discussed above, a Non-Displayed Order would be accepted at a price that locked a Protected Quotation, even if the Order was not designated as an ISO, because the non-displayed nature of the Order allows it to lock a Protected Quotation under Regulation NMS. Accordingly, the System would not interpret receipt of a Non-Displayed Order marked ISO that locked a Protected Quotation as the basis for determining that the Protected Quotation had been executed for purposes of accepting additional Orders at that price level.
- Routing (available through RASH and FIX only).
- Primary Pegging and Market Pegging (available through RASH and FIX only).
- Pegging to the Midpoint (see Rule 4703(d) with respect to differences between OUCH and FLITE and RASH and FIX).

- Discretion (available through RASH and FIX only).

(4) (A) A “Post-Only Order” is an Order Type designed to have its price adjusted as needed to post to the Exchange Book in compliance with Rule 610(d) under Regulation NMS by avoiding the display of quotations that lock or cross any Protected Quotation in a System Security during Market Hours, or to execute against locking or crossing quotations in circumstances where economically beneficial to the Participant entering the Post-Only Order.

During Market Hours, a Post-Only Order is evaluated at the time of entry with respect to locking or crossing other Orders on the Exchange Book, Protected Quotations, and potential execution as follows:

- If a Post-Only Order would lock or cross a Protected Quotation, the price of the Order will first be adjusted. If the Order is Attributable, its adjusted price will be one minimum price increment lower than the current Best Offer (for bids) or higher than the current Best Bid (for offers). If the Order is not Attributable, its adjusted price will be equal to the current Best Offer (for bids) or the current Best Bid (for offers). However, the Order will not post or execute until the Order, as adjusted, is evaluated with respect to Orders on the Exchange Book.
 - If the adjusted price of the Post-Only Order would not lock or cross an Order on the Exchange Book, the Order will be posted in the same manner as a Price to Comply Order (if it is not Attributable) or a Price to Display Order (if it is Attributable). Specifically, if the Post-Only Order is not Attributable, it will be displayed on the Exchange Book at a price one minimum price increment lower than the current Best Offer (for bids) or higher than the current Best Bid (for offers) but will be ranked on the Exchange Book with a non-displayed price equal to the current Best Offer (for bids) or to the current Best Bid (for offers). For example, if a Post-Only Order to buy at \$11 would lock a Protected Offer of \$11, the Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. If the Post-Only Order is Attributable, it will be ranked and displayed on the Exchange Book at a price one minimum increment lower than the current Best Offer (for bids) or higher than the current Best Bid (for offers). Thus, in the preceding example, the Post-Only Order to buy would be ranked and displayed at \$10.99.
 - If the adjusted price of the Post-Only Order would lock or cross an Order on the Exchange Book, the Post Only Order will be repriced, ranked, and displayed at one minimum price increment below the current best-priced Order to sell on the Exchange Book (for bids) or above the current best-priced Order to buy on the Exchange Book (for offers); provided, however, the Post-Only Order will execute if (i) it is priced at \$1.00 or more, or (ii) it is priced below \$1.00 and the value of price improvement associated with executing against an Order on the Exchange Book (as

measured against the original limit price of the Order) equals or exceeds the sum of fees charged for such execution and the value of any rebate that would be provided if the Order posted to the Exchange Book and subsequently provided liquidity. For example, if a Participant entered a Non-Attributable Post-Only Order to buy at \$11.01, another market center is displaying a Protected Offer at \$11, and there is a Non-Displayed Order on the Exchange Book to sell at \$11, the adjusted price of the Post-Only Order will be \$11. However, because the Post-Only Order would be executable against the Non-Displayed Order on the Exchange Book, the Post-Only Order would execute.

- If the Post-Only Order would not lock or cross a Protected Quotation but would lock or cross an Order on the Exchange Book, the Post Only Order will be repriced, ranked, and displayed at one minimum price increment below the current best-priced Order to sell on the Exchange Book (for bids) or above the current best-priced Order to buy on the Exchange Book (for offers); provided, however, the Post-Only Order will execute if (i) it is priced at \$1.00 or more, or (ii) it is priced below \$1.00 and the value of price improvement associated with executing against an Order on the Exchange Book (as measured against the original limit price of the Order) equals or exceeds the sum of fees charged for such execution and the value of any rebate that would be provided if the Order posted to the Exchange Book and subsequently provided liquidity. For example, if a Participant entered a Post-Only Order to buy at \$11.02, the Best Offer was \$11.04, and there was a Non-Displayed Order on the Exchange Book to sell at \$11.02, the Post-Only Order would execute.
- If a Post-Only Order is entered with a Time-in-Force of IOC, the price of an Order to buy (sell) will be repriced to the lower of (higher of) (i) one minimum price increment below (above) the price of the Order or (ii) the current Best Offer (Best Bid). The Order will execute against any Order on the Exchange Book with a price equal to or better than the adjusted price of the Post-Only Order. If the Post-Only Order cannot execute, it will be cancelled. For example, if a Post-Only Order to buy at \$11 with a Time-in-Force of IOC was entered and the current Best Offer was \$11.01, the Order would be repriced to \$10.99; however, if the Best Offer was \$10.98, the Order would be repriced to \$10.98.
- If a Post-Only Order would not lock or cross an Order on the Exchange Book or any Protected Quotation, it will be posted on the Exchange Book at its entered limit price.

During Pre-Market and Post-Market Hours, a Post-Only Order will be processed in a manner identical to Market Hours with respect to locking or crossing Orders on the Exchange Book, but will not have its price adjusted with respect to locking or crossing the quotations of other market centers.

(B) If a Post-Only Order is entered through RASH or FIX, during System Hours the Post-Only Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:

- If the original entered limit price of the Post-Only Order is not being displayed, the displayed (and non-displayed price, if any) of the Order will be adjusted repeatedly in accordance with changes to the NBBO or the best price on the Exchange Book, as applicable; provided, however, that if the quotation of another market center moves in a manner that would lock or cross the displayed price of a Post-Only Order, the price(s) of the Post-Only Order will not be adjusted. For example, if a Non-Attributable Post-Only Order to buy at \$11.02 would cross a Protected Offer of \$11, the Order will be ranked at a non-displayed price of \$11 but will be displayed at \$10.99. If the Best Offer then moves to \$11.01, the displayed price will be changed to \$11 and the non-displayed price at which the Order is ranked will be changed to \$11.01. However, if another market center then displays an offer of \$11 (thereby locking the previously displayed price of the Post-Only Order notwithstanding Rule 610(d) under Regulation NMS), the price of the Post-Only Order will not be changed. The Order may be repriced repeatedly until such time as the Post-Only Order is able to be displayed at its original entered limit price (\$11.02 in the example). The Post-Only Order receives a new timestamp each time its price is changed.
- If the original entered limit price of the Post-Only Order would no longer lock or cross a Protected Quotation or an Order on the Exchange Book, the Post-Only Order will be ranked and displayed at that price and will receive a new timestamp, and will not thereafter be adjusted under this paragraph (B).

If a Post-Only Order is entered through OUCH or FLITE, the Post-Only Order may be adjusted in the following manner after initial entry and posting to the Exchange Book:

- During Market Hours, if the original entered limit price of the Post-Only Order locked or crossed a Protected Quotation, the Post-Only Order may be adjusted after initial entry in the same manner as a Price to Comply Order (or a Price to Display Order, if it is Attributable). Thus, in the case of a Non-Attributable Post-Only Order that crossed a Protected Quotation, if the NBBO changed so that the Post-Only Order could be ranked and displayed at a price at or closer to its original entered limit price without locking or crossing a Protected Quotation, the Post-Only Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on its choice. In the case of a Non-Attributable Post-Only Order that locked a Protected Quotation, if the limit price would no longer lock a Protected Quotation, the Post-Only Order may either remain on the Exchange Book unchanged, may be cancelled back to the Participant, or may be ranked and displayed at its original entered limit price, depending on the Participant's choice, and will not thereafter be adjusted under this paragraph (B). If the Post-Only Order is displayed at its original entered limit price, it will receive a new timestamp. Finally, in the case of an Attributable Post-

- Only Order that locked or crossed a Protected Quotation, if the NBBO changed so that the Post-Only Order could be ranked and displayed at a price at or closer to its original entered limit price without locking or crossing a Protected Quotation, the Post-Only Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on the Participant's choice. A Participant's choice with regard to adjustment of Post-Only Orders is set in advance for each port through which the Participant enters Orders.
- During System Hours, if the original entered limit price of the Post-Only Order locked or crossed an Order on the Exchange Book and the Exchange Book changes so that the original entered limit price would no longer lock or cross an Order on the Exchange Book, the Post-Only Order may either remain on the Exchange Book unchanged or may be cancelled back to the Participant, depending on the Participant's choice. For example, if a Post-Only Order to buy at \$0.98 would lock an Order on the Exchange Book priced at \$0.98, the Post-Only Order will be ranked and displayed at \$0.9799. If the Order at \$0.98 is cancelled or executed, the Post-Only Order may either remain with a displayed price of \$0.9799 or be cancelled back to the Participant, depending on the Participant's choice. A Participant's choice with regard to maintaining the Post-Only Order or cancelling it is set in advance for each port through which the Participant enters Orders.

(C) The following Order Attributes may be assigned to a Post-Only Order:

- Price. As described above, the price of the Order may be adjusted to avoid locking or crossing a Protected Quotation, and may include a displayed price as well as a non-displayed price.
- Size.
- Time-in-Force.
- Designation as an ISO. In accordance with Regulation NMS, a Post-Only Order designated as an ISO that locked or crossed a Protected Quotation would be processed at its entered limit price, since such a designation reflects a representation by the Participant that it has simultaneously routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Post-Only Order would lock or cross. However, as described above, a Post-Only Order designated as an ISO that locked or crossed an Order on the Exchange Book would either execute at time of entry or would have its price adjusted prior to posting. Accordingly, the System would not interpret receipt of a Post-Only Order marked ISO that had its price adjusted prior to posting as the basis for determining that any Protected Quotation at the Order's original entered limit price level had been executed for purposes of accepting additional Orders at that price level. However, if the Post-Only Order is ranked and displayed at its adjusted price, the System would consider the adjusted price level to be open for purposes of accepting additional Orders at that price level. For example, assume that there is a Protected Offer at \$0.98 and a Participant enters a Post-Only Order marked ISO to buy at \$0.98. If there are no

Orders to sell at \$0.98 on the Exchange Book, the Order to buy will be displayed and ranked at \$0.98, since the designation of the Order as an ISO reflects the Participant's representation that it has routed one or more additional limit orders, as necessary, to execute against the full displayed size of any Protected Quotations that the Post-Only Order would lock or cross. However, if there was also an Order to sell at \$0.98 on the Exchange Book, the Post-Only Order may be repriced, ranked, and displayed at \$0.9799. In that case, the mere fact that the Post-Only Order was designated as an ISO would not allow the Exchange to conclude that the \$0.98 price level was "open" for receiving orders to buy at that price; the \$0.98 price level would be considered open only if market data received by the System demonstrated that the Protected Offer at \$0.98 had been removed or if a subsequent Displayed Order marked ISO was received and ranked at that price.

- Attribution.
- Display. A Post-Only Order is always displayed, although as provided above, may also have a non-displayed price.

(5) (A) A "Retail Price Improving Order" or "RPI Order" is an Order Type with a Non-Display Order Attribute that is held on the Exchange Book in order to provide liquidity at a price at least \$0.001 better than the NBBO through a special execution process described in Rule 4780. A Retail Price Improving Order may be entered in price increments of \$0.001. RPI Orders collectively may be referred to as "RPI Interest."

An RPI Order will be posted to the Exchange Book regardless of its price, but an RPI Order may execute only against a Retail Order, and only if its price is at least \$0.001 better than the NBBO.

(B) The following Order Attributes may be assigned to an RPI Order:

- Price. The price of an RPI Order must be at least \$0.001 better than the NBBO in order to execute.
- Size.
- A Time-in-Force other than IOC.
- Primary Pegging (available through RASH and FIX only).
- Midpoint Pegging (available through RASH and FIX only).
- Non-Display. All RPI Orders are Non-Displayed.

(6) (A) A "Retail Order" is an Order Type with a Non-Display Order Attribute submitted to the Exchange by a Retail Member Organization (as defined in Rule 4780). A Retail Order must be an agency Order, or riskless principal Order that satisfies the criteria of FINRA Rule 5320.03. The Retail Order must reflect trading interest of a natural person with no change made to the terms of the underlying order of the natural person with respect to price (except in the case of a market order that is changed to a marketable limit order) or side of market and that does not originate from a trading algorithm or any other computerized methodology.

A Retail Order may be designated as either a Type-1 Retail Order or a Type-2 Retail Order. Upon entry, a Type-1 Retail Order will attempt to execute against RPI Orders and any other Orders on the Exchange Book with a price that is (i) equal to or better than the price of the Type-1 Retail Order and (ii) at least \$0.001 better than the NBBO. A Type-1 Retail Order is not Routable and will thereafter be cancelled.

Upon entry, a Type-2 Retail Order will first attempt to execute against RPI Orders and any other Orders on the Exchange Book with a price that is (i) equal to or better than the price of the Type-2 Retail Order and (ii) at least \$0.001 better than the NBBO and will then attempt to execute against any other Order on the Exchange Book with a price that is equal to or better than the price of the Type-2 Retail Order, unless such executions would trade through a Protected Quotation. A Type-2 Retail Order may be designated as Routable.

(B) The following Order Attributes may be assigned to a Retail Order:

- Price.
- Size.
- A Time-in-Force of IOC.
- Routing (available through RASH or FIX only).
- Midpoint Pegging (available through RASH or FIX only).
- Non-Display. All Retail Orders are Non-Displayed.

4703. Order Attributes.

As described in Rule 4702, the following Order Attributes may be assigned to those Order Types for which they are available.

(a) Time-in-Force

The “Time-in-Force” assigned to an Order means the period of time that the System will hold the Order for potential execution. Participants specify an Order’s Time-in-Force by designating a time at which the Order will become active and a time at which the Order will cease to be active. The available times for activating Orders are:

- The time of the Order’s receipt by the System;
- the beginning of Market Hours;
- the end of Market Hours;
- the resumption of trading, in the case of a security that is the subject of a trading halt.

The available times for deactivating Orders are:

- “Immediate” (i.e., immediately after determining whether the Order is marketable);

- the end of Market Hours;
- the end of System Hours;
- one year after entry; or
- a specific time identified by the Participant; provided, however, that an Order specifying an expire time beyond the current trading day will be cancelled at the end of the current trading day.

Notwithstanding the Time-in-Force originally designated for an Order, a Participant may always cancel an Order after it is entered.

The following Times-in-Force are referenced elsewhere in the Exchange's Rules by the designations noted below:

(1) An Order that is designated to deactivate immediately after determining whether the Order is marketable may be referred to as having a Time in Force of "Immediate or Cancel" or "IOC". Any Order with a Time-in-Force of IOC entered between 9:30 a.m. ET and 4:00 p.m. ET may be referred to as having a Time-in-Force of "Market Hours Immediate or Cancel" or "MIOC". An Order with a Time-in-Force of IOC that is entered at any time between 7:00 a.m. ET and 7:00 p.m. ET may be referred to as having a Time-in-Force of "System Hours Immediate or Cancel" or "SIOC".

(2) An Order that is designated to deactivate at 7:00 p.m. may be referred to as having a Time in Force of "System Hours Day" or "SDAY".

(3) An Order that is designated to deactivate one year after entry may be referred to as a "Good-till-Cancelled" or "GTC" Order. If a GTC Order is designated as eligible for execution during Market Hours only, it may be referred to as having a Time in Force of "Market Hours Good-till-Cancelled" or "MGTC". If a GTC is designated as eligible for execution during System Hours, it may be referred to as having a Time in Force of "System Hours Good-till-Cancelled" or "SGTC".

(4) An Order that is designated to deactivate at the time specified in advance by the entering Participant may be referred to as having a Time-in-Force of "System Hours Expire Time" or "SHEX".

(5) An Order that is designated to activate at any time during Market Hours and deactivate at 4:00 p.m. ET may be referred to as having a Time-in-Force of "Market Hours Day" or "MDAY". An Order entered with a Time-in-Force of MDAY after 4:00 p.m. ET will be accepted but given a Time-in-Force of IOC.

(6) An Order that is designated to activate when entered and deactivate at 4:00 p.m. ET may be referred to as having a Time in Force of "Good-till-Market Close" or "GTMC". GTMC Orders entered after 4:00 p.m. ET will be treated as having a Time-in-Force of SIOC.

(b) Size. Except as otherwise provided, an Order may be entered in any whole share size between one share and 999,999 shares. Orders for fractional shares are not permitted. The following terms may be used to describe particular Order sizes:

(1) “normal unit of trading” or “round lot” means the size generally employed by traders when trading a particular security, which is 100 shares in most instances;

(2) “mixed lot” means a size of more than one normal unit of trading but not a multiple thereof; and

(3) “odd lot” means a size of less than one normal unit of trading.

(c) Price. With limited exceptions, all Orders must have a price, such that they will execute only if the price available is equal to or better than the price of the Order. The maximum price that the System will accept is \$199,999.99. Certain Orders have a price that is determined by the System based on the NBBO or other reference prices, rather than by the Participant. As described below with respect to the Pegging Order Attribute, an Order may have a price that is pegged to the opposite side of the market, in which case the Order will behave like a “market order” or “unpriced order” (i.e., an Order that executes against accessible liquidity on the opposite side of the market, regardless of its price).

(d) Pegging. Pegging is an Order Attribute that allows an Order to have its price automatically set with reference to the NBBO; provided, however, that if the Exchange is the sole market center at the Best Bid or Best Offer (as applicable), then the price of any Displayed Order with Pegging will be set with reference to the highest bid or lowest offer disseminated by a market center other than the Exchange. An Order with a Pegging Order Attribute may be referred to as a “Pegged Order.” For purposes of this rule, the price to which an Order is pegged will be referred to as the Inside Quotation, the Inside Bid, or the Inside Offer, as appropriate. There are three varieties of Pegging:

- Primary Pegging means Pegging with reference to the Inside Quotation on the same side of the market. For example, if the Inside Bid was \$11, an Order to buy with Primary Pegging would be priced at \$11.
- Market Pegging means Pegging with reference to the Inside Quotation on the opposite side of the market. For example, if the Inside Offer was \$11.06, an Order to buy with Market Pegging would be priced at \$11.06.
- Midpoint Pegging means Pegging with reference to the midpoint between the Inside Bid and the Inside Offer (the “Midpoint”). Thus, if the Inside Bid was \$11 and the Inside Offer was \$11.06, an Order with Midpoint Pegging would be priced at \$11.03. An Order with Midpoint Pegging is not displayed. An Order with Midpoint Pegging may be executed in sub-pennies if necessary to obtain a midpoint price.

Pegging is available only during Market Hours. An Order with Pegging may specify a limit price beyond which they Order may not be executed; provided, however, that if an

Order has been assigned a Pegging Order Attribute and a Discretion Order Attribute, the Order may execute at any price within the discretionary price range, even if beyond the limit price specified with respect to the Pegging Order Attribute. If an Order with Pegging is priced at its limit price, the price of the Order may nevertheless be changed to a less aggressive price based on changes to the Inside Quotation. In addition, an Order with Primary Pegging or Market Pegging may specify an Offset Amount, such that the price of the Order will vary from the Inside Quotation by the selected Offset Amount. The Offset Amount may be either aggressive or passive. Thus, for example, if a Participant entered an Order to buy with Primary Pegging and a passive Offset Amount of \$0.05 and the Inside Bid was \$11, the Order would be priced at \$10.95. If the Participant selected an aggressive Offset Amount of \$0.02, however, the Order would be priced at \$11.02. An Order with Primary Pegging and an Offset Amount will not be Displayed, unless the Order is Attributable. An Order with Midpoint Pegging will not be Displayed. An Order with Market Pegging and no Offset behaves as a “market order” with respect to any liquidity on the Exchange Book at the Inside Quotation on the opposite side of the market because it is immediately executable at that price. If, at the time of entry, there is no price to which a Pegged Order can be pegged, the Order will be rejected. In the case of an Order with Midpoint Pegging, if the Inside Bid and Inside Offer are locked, the Order will be priced at the locking price, if the Inside Bid and Inside Offer are crossed, the Order will nevertheless be priced at the midpoint between the Inside Bid and Inside Offer, and if there is no Inside Bid and/or Inside Offer, the Order will be rejected.

Primary Pegging and Market Pegging are available through RASH and FIX only. An Order entered through OUCH or FLITE with Midpoint Pegging will have its price set upon initial entry to the Midpoint, unless the Order has a limit price that is lower than the Midpoint for an Order to buy (higher than the Midpoint for an Order to sell), in which case the Order will be ranked on the Exchange Book at its limit price. Thereafter, if the NBBO changes so that the Midpoint is lower than (higher than) the price of an Order to buy (sell), the Pegged Order will be cancelled back to the Participant.

An Order entered through RASH or FIX with Pegging will have its price set upon initial entry and will thereafter have its price reset in accordance with changes to the relevant Inside Quotation. An Order with Pegging receives a new timestamp whenever its price is updated and therefore will be evaluated with respect to possible execution (and routing, if it has been assigned a Routing Order Attribute) in the same manner as a newly entered Order. If the price to which an Order is pegged is not available, the Order will be rejected.

If an Order with Primary Pegging is updated 1,000 times, it will be cancelled; if an Order with other forms of Pegging is updated 10,000 times, it will be cancelled.

(e) Minimum Quantity. Minimum Quantity is an Order Attribute that allows a Participant to provide that an Order will not execute unless a specified minimum quantity of shares can be obtained. An Order with a Minimum Quantity Order Attribute may be referred to as a “Minimum Quantity Order.” For example, a Participant could enter an

Order with a Size of 1000 shares and specify a Minimum Quantity of 500 shares. In that case, upon entry, the System would determine whether there were one or more posted Orders executable against the incoming Order with an aggregate size of at least the minimum quantity (500 shares in the above example). If there were not, the Order would post on the Exchange Book in accordance with the characteristics of its underlying Order Type. Once posted to the Exchange Book, the Minimum Quantity Order retains its Minimum Quantity Order Attribute, such that the Order may execute only against incoming Orders with a size of at least the minimum quantity condition. An Order that has a Minimum Quantity Order Attribute and that posts to the Exchange Book will not be displayed.

Upon entry, an Order with a Minimum Quantity Order Attribute must have a size of at least one round lot. An Order entered through OUCH or FLITE may have a minimum quantity condition of any size of at least one round lot. An Order entered through RASH or FIX must have a minimum quantity of one round lot or any multiple thereof, and a mixed lot minimum quantity condition will be rounded down to the nearest round lot. In the event that the shares remaining in the size of an Order with a Minimum Quantity Order Attribute following a partial execution thereof are less than the minimum quantity specified by the Participant entering the Order, the minimum quantity value of the Order will be reduced to the number of shares remaining. An Order with a Minimum Quantity Order Attribute may not be displayed; if a Participant marks an Order with both a Minimum Quantity Order Attribute and a Display Order Attribute, the System will accept the Order but will give a Time-in-Force of IOC, regardless of the Time-in-Force marked by the Participant. An Order marked with a Minimum Quantity Order Attribute and a Routing Order Attribute will be rejected.

(f) Routing. Routing is an Order Attribute that allows a Participant to designate an Order to employ one of several Routing Strategies offered by the Exchange, as described in Rule 4758; such an Order may be referred to as a “Routable Order.” Upon receipt of an Order with the Routing Order Attribute, the System will process the Order in accordance with the applicable Routing Strategy. In the case of a limited number of Routing Strategies, the Order will be sent directly to other market centers for potential execution. For most other Routing Strategies, the Order will attempt to access liquidity available on the Exchange in the manner specified for the underlying Order Type and will then be routed in accordance with the applicable Routing Strategy. Shares of the Order that cannot be executed are then returned to the Exchange, where they will (i) again attempt to access liquidity available on the Exchange and (ii) post to the Exchange Book or be cancelled, depending on the Time-in-Force of the Order. Under certain Routing Strategies, the Order may be routed again if the System observes an accessible quotation of another market center, and returned to the Exchange again for potential execution and/or posting to the Exchange Book. In connection with the trading of securities governed by Regulation NMS, all Orders shall be routed for potential execution in compliance with Regulation NMS. Where appropriate, Routable Orders will be marked as Intermarket Sweep Orders.

(g) Discretion. Discretion is an Order Attribute under which an Order has a non-displayed discretionary price range within which the entering Participant is willing to trade; such an Order may be referred to as a “Discretionary Order.” Thus, an Order with Discretion has both a price (for example, buy at \$11) and a discretionary price range (for example, buy up to \$11.03). Depending on the Order Type used, the price may be displayed (for example, a Price to Display Order) or non-displayed (for example, a Non-Displayed Order). The discretionary price range is always non-displayed. In addition, it should be noted that the Discretion Order Attribute may be combined with the Pegging Order Attribute, in which case either the price of the Order or the discretionary price range or both may be pegged in the ways described in Rule 4702(d) with respect to the Pegging Order Attribute. For example, an Order with Discretion to buy might be pegged to the Best Bid with a \$0.05 passive Offset and might have a discretionary price range pegged to the Best Bid with a \$0.02 passive Offset. In that case, if the Best Bid was \$11, the price of the Order would be \$10.95, with a discretionary price range up to \$10.98. If the Best Bid moved to \$10.99, the price of the Order would then be \$10.94, with a discretionary price range up to \$10.97. Alternatively, if the price of the Order was pegged but the discretionary price range was not, the price of the Order would be \$10.94, but the discretionary price range would continue to range up to \$10.98. Likewise, if the discretionary price range was pegged but the price of the Order was not, the Order would remain priced at \$10.95 but with a discretionary price range of up to \$10.97. A Participant may also specify a limit price beyond which the discretionary price range may not extend.

Under the circumstances described below, the System processes an Order with Discretion by generating a Non-Displayed Order with a Time-in-Force of IOC (a “Discretionary IOC”) that will attempt to access liquidity available within the discretionary price range. The Discretionary IOC will not be permitted to execute, however, if the price of the execution would trade through a Protected Quotation. If more than one Order with Discretion satisfies conditions that would cause the generation of a Discretionary IOC simultaneously, the order in which such Discretionary IOCs are presented for execution is random, based on the respective processing time for each such Order. Whenever a Discretionary IOC is generated, the underlying Order with Discretion will be withheld or removed from the Exchange Book and will then be routed and/or placed on the Exchange Book if the Discretionary IOC does not exhaust the full size of the underlying Order with Discretion, with its price determined by the underlying Order Type and Order Attributes selected by the Participant. Because the circumstances under which a Discretionary IOC will be generated are dependent upon a range of factors, several specific scenarios are described below.

- If an Order has been assigned a Discretion Order Attribute, but has not been assigned a Routing Order Attribute, upon entry of the Order, the System will automatically generate a Discretionary IOC with a price equal to the highest price for an Order with Discretion to buy (lowest price for an Order with Discretion to sell) within the discretionary price range and a size equal to the full size of the underlying Order to determine if there are any Orders within the discretionary price range on the Exchange Book. If the Discretionary IOC does not exhaust the

full size of the Order with Discretion, the remaining size of the Order with Discretion will post to the Exchange Book in accordance with the parameters that apply to the underlying Order Type. Thus, for example, if a Participant enters a Price to Display Order to buy at \$11 with a discretionary price range of up to \$11.03, upon entry the System will generate a Discretionary IOC to buy priced at \$11.03. If there is an Order on the Exchange Book to sell priced at \$11.02 and an execution at \$11.02 would not trade through a Protected Quotation, the Discretionary IOC will execute against the Order on the Exchange Book, up to the full size of each Order.

- After the Order posts to the Exchange Book, the System will examine whether at any time there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. In doing so, the System will examine all Orders (including Orders that are not Displayed). If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the highest price for an Order to buy (lowest price for an Order to sell) within the discretionary price range and a size equal to the full size of the Order.
- If an Order that uses a passive routing strategy (i.e., a strategy that does not seek routing opportunities after posting to the Exchange Book) has been assigned a Discretion Order Attribute but does not have a pegged discretionary price range, upon entry of the Order, the System will examine all Orders (including Orders that are not Displayed) on the Exchange Book to determine if there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book. The System will also determine if there are any accessible quotations with prices that are within the discretionary price range at destinations on the applicable routing table for the selected routing strategy. If there are such quotations, the System will generate one or more Discretionary IOCs to route to such destinations, with a price and size that match the price and size of the market center's quotation. If necessary to maximize execution opportunities and comply with Regulation NMS, the System's routing broker may mark such Discretionary IOCs as Intermarket Sweep Orders. If the Discretionary IOC(s) do not exhaust the full size of the Order with Discretion, the remaining size of the Order with Discretion will post to the Exchange Book in accordance with the parameters that apply to the underlying Order Type. The System will then examine whether at any time there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. In doing so, the System will examine all Orders (including Orders that are not Displayed). If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book.

- If an Order that uses a reactive routing strategy (i.e., a strategy that seeks routing opportunities after posting to the Exchange Book) has been assigned a Discretion Order Attribute but does not have a pegged discretionary price range, upon entry of the Order, the System will examine all Orders (including Orders that are not Displayed) on the Exchange Book to determine if there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book. The System will also determine if there are any accessible quotations with prices that are within the discretionary price range at destinations on the applicable routing table for the selected routing strategy. If there are such quotations, the System will generate one or more Discretionary IOCs to route to such destinations, with a price and size that match the price and size of the market center's quotation. If necessary to maximize execution opportunities and comply with Regulation NMS, the System may mark such Discretionary IOCs as Intermarket Sweep Orders. If the Discretionary IOC(s) do not exhaust the full size of the Order with Discretion, the remaining size of the Order with Discretion will post to the Exchange Book in accordance with the parameters that apply to the underlying Order Type. The System will then examine whether at any time there is an Order on the Exchange Book or an accessible quotation at another trading venue with a price in the discretionary price range against which the Order with Discretion could execute. In examining the Exchange Book, the System will examine all Orders (including Orders that are not Displayed). If the System observes such an Order or quotation, it will generate a Discretionary IOC with a price equal to the price of such the Order or quotation and a size equal to the applicable size of the Order on the Exchange Book or the displayed size of the quotation.
- If an Order that uses a passive routing strategy has been assigned a Discretion Order Attribute and does have a pegged discretionary price range, upon entry of the Order, the System will examine all Orders (including Orders that are not Displayed) on the Exchange Book to determine if there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book. The System will also determine if there are any accessible quotations with prices that are within the discretionary price range at destinations on the applicable routing table for the selected routing strategy. If there are such quotations, the System will generate one or more Discretionary IOCs to route to such destinations, with a price and size that match the price and size of the market center's quotation. If necessary to maximize execution opportunities and comply with Regulation NMS, the System may mark such Discretionary IOCs as Intermarket Sweep Orders. If the Discretionary IOC(s) do not exhaust the full size of the Order with Discretion, the remaining size of the Order with Discretion

- will post to the Exchange Book in accordance with the parameters that apply to the underlying Order Type. Thereafter, the Order will not generate further Discretionary IOCs unless the Order is updated in a manner that causes it to receive a new timestamp, in which case the Order will behave in the same manner as a newly entered Order.
- If an Order that uses a reactive routing strategy has been assigned a Discretion Order Attribute and does have a pegged discretionary price range, upon entry of the Order, the System will examine all Orders (including Orders that are not Displayed) on the Exchange Book to determine if there is an Order on the Exchange Book with a price in the discretionary price range against which the Order with Discretion could execute. If the System observes such an Order, it will generate a Discretionary IOC with a price equal to the price of the Order on the Exchange Book and a size equal to the applicable size of the Order on the Exchange Book. The System will also determine if there are any accessible quotations with prices that are within the discretionary price range at destinations on the applicable routing table for the selected routing strategy. If there are such quotations, the System will generate one or more Discretionary IOCs to route to such destinations, with a price and size that match the price and size of the market center's quotation. If necessary to maximize execution opportunities and comply with Regulation NMS, the System may mark such Discretionary IOCs as Intermarket Sweep Orders. If the Discretionary IOC(s) do not exhaust the full size of the Order with Discretion, the remaining size of the Order with Discretion will post to the Exchange Book in accordance with the parameters that apply to the underlying Order Type. The System will then examine whether at any time there is an Order on the Exchange Book or an accessible quotation at another trading venue with a price in the discretionary price range against which the Order with Discretion could execute. In examining the Exchange Book, the System will examine Displayed Orders but will not examine Non-Displayed Orders. If the System observes such an Order or quotation, it will generate a Discretionary IOC with a price equal to the price of such the Order or quotation and a size equal to the applicable size of the Order on the Exchange Book or the displayed size of the quotation.

(h) Reserve Size. Reserve Size is an Order Attribute that permits a Participant to stipulate that an Order Type that is displayed may have its displayed size replenished from additional non-displayed size. An Order with Reserve Size may be referred to as a "Reserve Order." At the time of entry, the displayed size of such an Order selected by the Participant must be one or more normal units of trading; an Order with a displayed size of a mixed lot will be rounded down to the nearest round lot. A Reserve Order with displayed size of an odd lot will be accepted but with the full size of the Order displayed. Reserve Size is not available for Orders that are not displayed; provided, however, that if a Participant enters Reserve Size for a Non-Displayed Order with a Time-in-Force of IOC, the full size of the Order, including Reserve Size, will be processed as a Non-Displayed Order.

Whenever a Participant enters an Order with Reserve Size, the System will process the Order as two Orders: a Displayed Order (with the characteristics of its selected Order Type) and a Non-Displayed Order. Upon entry, the full size of each such Order will be processed for potential execution in accordance with the parameters applicable to the Order Type. For example, a Participant might enter a Price to Display Order with 200 shares displayed and an additional 3,000 shares non-displayed. Upon entry, the Order would attempt to execute against available liquidity on the Exchange Book, up to 3,200 shares. Thereafter, unexecuted portions of the Order would post to the Exchange Book as a Displayed Price to Display Order and a Non-Displayed Order; provided, however, that if the remaining total size is less than the display size stipulated by the Participant, the Displayed Order will post without Reserve Size. Thus, if 3,050 shares executed upon entry, the Price to Display Order would post with a size of 150 shares and no Reserve Size.

When an Order with Reserve Size is posted, if there is an execution against the Displayed Order that causes its size to decrease below a normal unit of trading, another Displayed Order will be entered at the level stipulated by the Participant while the size of the Non-Displayed Order will be reduced by the same amount. Any remaining size of the original Displayed Order will remain on the Exchange Book. The new Displayed Order will receive a new timestamp, but the Non-Displayed Order (and the original Displayed Order, if any) will not; although the new Displayed Order will be processed by the System as a new Order in most respects at that time, if it was designated as Routable, the System will not automatically route it upon reentry. For example, if a Price to Comply Order with Reserve Size posted with a Displayed Size of 200 shares, along with a Non-Displayed Order of 3,000 and the 150 shares of the Displayed Order was executed, the remaining 50 shares of the original Price to Comply Order would remain, a new Price to Comply Order would post with a size of 200 shares and a new timestamp, and the Non-Displayed Order would be decremented to 2,800 shares. Because a new Displayed Order is entered and the Non-Displayed Order is not reentered, there are circumstances in which the Displayed Order may receive a different price than the Non-Displayed Order. For example, if, upon reentry, a Price to Display Order would lock or cross a newly posted Protected Quotation, the price of the Order will be adjusted but its associated Non-Displayed Order would not be adjusted. In that circumstance, it would be possible for the better priced Non-Displayed Order to execute prior to the Price to Display Order.

A Participant may stipulate that the Displayed Order should be replenished to its original size. Alternatively, the Participant may stipulate that the original and subsequent displayed size will be an amount randomly determined based on factors selected by the Participant. Specifically, the Participant would select both a theoretical displayed size and a range size, which may be any share amount less than the theoretical displayed size. The actual displayed size will then be determined by the System within a range in which the minimum size is the theoretical displayed size minus the range size, and the maximum size is (i) the minimum size plus (ii) an amount that is two times the range size minus one round lot. For example, if the theoretical displayed size is 600 shares and the range size is 500, the minimum displayed size will be 100 shares (600-500), and the maximum size will be 1,000 shares ((600-500) + ((2 x 500) - 100)).

When the Displayed Order with Reserve Size is executed and replenished, applicable market data disseminated by the Exchange will show the execution and decrementation of the Displayed Order, followed by replenishment of the Displayed Order.

In all cases, if the remaining size of the Non-Displayed Order is less than the fixed or random amount stipulated by the Participant, the full remaining size of the Non-Displayed Order will be displayed and the Non-Displayed Order will be removed.

(i) Attribution. Attribution is an Order Attribute that permits a Participant to designate that the price and size of the Order will be displayed next to the Participant's MPID in market data disseminated by the Exchange. An Order with Attribution is referred to as an "Attributable Order" and an Order without attribution is referred to as a "Non-Attributable Order."

(j) Intermarket Sweep Order. Designation of an Order as an Intermarket Sweep Order, or ISO, is an Order Attribute that allows the Order to be executed within the System by Participants at multiple price levels without respect to Protected Quotations of other market centers within the meaning of Rule 600(b) under Regulation NMS. ISOs are immediately executable within the System against Orders against which they are marketable. An Order designated as an ISO may not be assigned a Routing Order Attribute. In connection with the trading of securities governed by Regulation NMS, Intermarket Sweep Orders shall be executed exclusively within the System and the entering Participant shall be responsible for compliance with Rules 610 and 611 under Regulation NMS with respect to order protection and locked and crossed markets with respect to such Orders. Orders eligible for execution outside the System shall be processed in compliance with Regulation NMS, including accessing Protected Quotations and resolving locked and crossed markets, as instructed.

Simultaneously with the routing of an ISO to the System, one or more additional limit orders, as necessary, are routed by the entering Participant to execute against the full displayed size of any Protected Quotation with a price that is superior to the price of the Order identified as an Intermarket Sweep Order (as defined in Rule 600(b) under Regulation NMS). These additional routed orders must be identified as Intermarket Sweep Orders.

Upon receipt of an ISO, the System will consider the stated price of the ISO to be available for other Orders to be entered at that price, unless the ISO is not itself accepted at that price level (for example, a Post-Only Order that has its price adjusted to avoid executing against an Order on the Exchange Book) or the ISO is not Displayed.

In addition, as described with respect to various Order Types, such as the Price to Comply Order, Orders on the Exchange Book that had their price adjusted may be eligible to be reentered at the stated price of the ISO. For example, if a Price to Comply Order to buy at \$11 would lock a Protected Offer at \$11, the Price to Comply Order will be posted with a non-displayed price of \$11 and a displayed price of \$10.99. If the

System then receives an ISO to buy at \$11, the ISO will be posted at \$11 and the Price to Comply Order will be reentered at \$11 (if the Participant opted to have its Orders reentered). The respective priority of such reentered Orders will be maintained among multiple repriced Orders; however, other new Orders may also be received after receipt of the ISO but before the repricing of the Price to Comply Order is complete; accordingly, the priority of an Order on the Exchange Book vis-à-vis a newly entered Order is not guaranteed.

(k) Display. Display is an Order Attribute that allows the price and size of an Order to be displayed to market participants via market data feeds. All Orders that are Attributable are also displayed, but an Order may be displayed without being Attributable. As discussed in Rule 4702, a Non-Displayed Order is a specific Order Type, but other Order Types may also be non-displayed if they are not assigned a Display Order Attribute; however, depending on context, all Orders that are not displayed may be referred to as “Non-Displayed Orders.” An Order with a Display Order Attribute may be referred to as a “Displayed Order.”

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4755. Reserved. [Order Entry Parameters]

[(a) System Orders]

[(1) General—A System order is an order that is entered into the System for display and/or execution as appropriate. Such orders are executable against marketable contra-side orders in the System as provided in Rule 4757.]

[(A) All System Orders shall indicate limit price and whether they are a buy, short sale, or long sale. Systems Orders can be designated as System Hours Expire Time (“SHEX”), System Hours Day (“SDAY”), System Hours Good-till-Cancelled (“SGTC”), System Hours Immediate or Cancel (“SIOC”), or Good-til-Market Close “GTMC”).]

[(B) A System order may also be designated as a Discretionary Order, Reserve Order, a Pegged Order, a Non-Displayed Order, a Minimum Quantity Order, an Intermarket Sweep Order, a Price to Comply order, or a Price to Comply Post order.]

[(C) System Hours Pegged Orders may only be entered between 9:30 a.m. and 4:00 p.m. Eastern Time.]

[(2) Reserved.]

[(3) Routing—All System orders entered by Participants directing or permitting routing to other market centers shall be routed for potential display and/or execution as set forth in Rule 4758. In connection with the trading of securities governed by Regulation NMS, System orders shall be routed for potential display and/or execution in Compliance with Regulation NMS.]

[(4) Regulation NMS—In connection with the trading of securities governed by Regulation NMS, Intermarket Sweep Orders shall be executed exclusively within the System and the entering Participants shall be responsible for compliance with Regulation NMS Order Protection Rule and Locked and Crossed market rule with respect to such orders. All other orders must be entered with a Time in Force of System Hours Immediate or Cancel or designated as either a Pegged Order, a Price to Comply order or a Price to Comply Post order. Orders shall be processed in compliance with Regulation NMS by being priced by the System in a manner that avoids trading through protected quotations and avoids locked and crossed markets.]

4756. Entry and Display of Quotes and Orders

(a) Entry of Orders—Participants can enter orders into the System, subject to the following requirements and conditions:

(1) – (2) No change.

(3) Orders can be entered into the System (or previously entered [o]Orders cancelled or modified) from 7:00 a.m. until 7:00 p.m. [Eastern Time]ET. Participants may modify a previously entered [o]Order without cancelling it or affecting the priority of the [o]Order on the Exchange [b]Book solely for the purpose of modifying the marking of a sell [o]Order as long, short, or short exempt; provided, however, that such a modification may be made only with respect to Orders entered through OUCH or FLITE; and provided further, that if an [o]Order is redesignated as short, a Short Sale Period is in effect under Rule 4763, and the [o]Order is not priced at a Permitted Price or higher under Rule 4763(d), the [o]Order will be cancelled. In addition, a partial cancellation of an [o]Order to reduce its share size will not affect the priority of the [o]Order on the book; provided, however, that such a partial cancellation may not be made with respect to a Pegged Order (including a Discretionary Order that is Pegged). Except as provided in Rule 4761, all other modifications of orders will result in the replacement of the original order with a new order with a new time stamp.

(b) – (c) No change.

4757. Book Processing

(a) [System o]Orders on the Exchange Book shall be [executed through the Book Process] presented for execution against incoming Orders in the order set forth below:

(1) Price/Display/Time Execution Algorithm. The System shall [execute equally priced or better priced trading interest within the System] present Orders on the Exchange Book for execution against incoming Order in accordance with a price/display/time [priority in the following order] algorithm:

(A) Price. Better priced Orders will be presented for execution first. For example, an Order on the Exchange Book to buy at \$10.00 will be ranked ahead of an Order to buy at \$9.99.

(1) Display[ed] and Time. [Orders;] Equally priced Orders with a Display Attribute will be ranked in time priority.

(2) [Non-Displayed Orders, the reserve portion of Quotes and Reserve Orders, in price/time priority among such interest.] Non-Display and Time. Orders with a Non-Display Attribute, including the Non-Displayed portion of an Order with Reserve Size, will be ranked in time priority.

(3) No change.

(b) – (c) No change.

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4780 Retail Price Improvement Program

(a) Definitions.

(1) No change.

(2) [Retail Order. A] “Retail Order” shall have the meaning provided in Rule 4702.[is an agency order, or riskless principal order that satisfies the criteria of FINRA Rule 5320.03, that originates from a natural person and is submitted to the Exchange by a Retail Member Organization, provided that no change is made to the terms of the order with respect to price (except in the case that a market order is changed to a marketable limit order) or side of market and the order does not originate from a trading algorithm or any other computerized methodology. A Retail Order is an Immediate or Cancel ("IOC") Order and shall operate in accordance with paragraph (f) below. A Retail Order may be an odd lot, round lot, or mixed lot.]

(3) [Retail Price Improvement Order. A] “Retail Price Improvement Order” shall have the meaning provided in Rule 4702.[, "RPI Order", or collectively "RPI Interest" consists of non-displayed liquidity on the Exchange that is priced better than the Protected NBBO by at least \$0.001 and that is identified as such. The System will monitor whether RPI buy or sell interest, adjusted by any offset and subject to the ceiling or floor price, is eligible to interact with incoming Retail Orders. An RPI Order remains non-displayed in its entirety (the buy or sell interest, the offset, and the ceiling or floor). An RPI Order may also be entered in increments of \$0.001 with an explicit limit price. Any Member is permitted, but not required, to submit RPI Orders. An RPI Order may be an odd lot, round lot or mixed lot.]

(4) No change.

(b) – (e) No change.

(f) Retail Order Designation. A Retail Member Organization can designate how a Retail Order will interact with available contra-side interest as [follows:] provided in Rule 4702.

[(1) Type 1. A Type 1-designated Retail Order will interact with available contraside RPI Orders and Other Price Improving Contra-Side Interest but will not interact with other available contra-side interest in the System that is not offering price improvement or route to other markets. The portion of a Type 1- designated Retail Order that does not execute against contra-side RPI Orders or other price improving liquidity will be immediately and automatically cancelled.]

[(2) Type 2. A Type 2-designated Retail Order will interact first with available contra-side RPI Orders and other price improving liquidity and then any attempts to execute against other displayed and non-displayed interest. A Type 2- designated Retail Order can either be submitted with or without instructions to route per Rule 4758. The portion of a Type 2-designated Retail Order that does not fully execute will be immediately and automatically cancelled.]

(g) – (h) No change.

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