

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>22</sup>

**Robert W. Errett,**  
*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-76656; File No. SR-BX-2015-080]

### Self-Regulatory Organizations; NASDAQ OMX BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the Exchange's Certificate of Incorporation and By-Laws

December 15, 2015.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on December 9, 2015, NASDAQ OMX BX, Inc. ("BX" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I, II, and III, below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

#### I. Self-Regulatory Organization's Statement of the Terms of the Substance of the Proposed Rule Change

The Exchange is filing this proposed rule change with respect to amendments of its Certificate of Incorporation (the "Charter") and By-Laws (the "By-Laws") to change its name to NASDAQ BX, Inc. The proposed amendments will be implemented on a date designated by the Exchange, which shall be at least 30 days from the date of this filing. The text of the proposed rule change is available on the Exchange's Web site at <http://nasdaqomxbx.cchwallstreet.com>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the

proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

##### 1. Purpose

As part of an ongoing global rebranding initiative, the Exchange's parent company and sole stockholder (the "Parent") recently changed its legal name from The NASDAQ OMX Group, Inc. to Nasdaq, Inc.<sup>3</sup> For purposes of consistency, the Parent also has decided to change the legal names of certain of its subsidiaries to eliminate references to OMX. The Exchange therefore proposes to amend its Charter and By-Laws to change its legal name from NASDAQ OMX BX, Inc. to NASDAQ BX, Inc.

Specifically, the Exchange proposes to file a Certificate of Amendment to its Charter with the Secretary of State of the State of Delaware to amend Article First of the Charter to reflect the new name.<sup>4</sup> In addition, the Exchange proposes to amend the title and Article I(l) of the By-Laws to reflect the new name. The Exchange also proposes to amend Section 9.4(c) of the By-Laws to reflect the Parent's name change, which became effective on September 8, 2015.

##### 2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,<sup>5</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>6</sup> in particular, in that it is designed to promote just and equitable principles of trade, 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 Exchange is proposing amendments to its Charter and By-Laws to effectuate its name change to NASDAQ BX, Inc. and

<sup>3</sup> See Securities Exchange Act Release No. 75421 (July 10, 2015), 80 FR 42136 (July 16, 2015) (SR-BSECC-2015-001, SR-BX-2015-030, SR-NASDAQ-2015-058, SR-Phlx-2015-46, SR-SCCP-2015-01).

<sup>4</sup> On the Exchange's Web site (<http://nasdaqomxbx.cchwallstreet.com>), the Certificate of Amendment and Certificate of Incorporation will appear as two separate documents (in addition to the prior Certificate of Amendment, dated December 30, 2008), which is consistent with how they will appear in the records of the Secretary of State of the State of Delaware.

<sup>5</sup> 15 U.S.C. 78f(b).

<sup>6</sup> 15 U.S.C. 78f(b)(5).

to reflect the Parent's recent name change to Nasdaq, Inc. The Exchange believes that the changes will protect investors and the public interest by eliminating confusion that may exist because of differences between its corporate name and the current global branding of the Parent and its affiliated entities, including the Exchange.

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

Because the proposed rule change relates to the governance and not to the operations of the Exchange, the Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

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

No written comments were either solicited or received.

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

Because the foregoing proposed rule change does not: (i) Significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>7</sup> and subparagraph (f)(6) of Rule 19b-4 thereunder.<sup>8</sup>

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is: (i) Necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

### IV. Solicitation of Comments

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

<sup>7</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>8</sup> 17 CFR 240.19b-4(f)(6).

<sup>22</sup> 17 CFR 200.30-3(a)(12).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

*Electronic Comments*

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-BX-2015-080 on the subject line.

*Paper Comments*

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

All submissions should refer to File Number SR-BX-2015-080. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for Web site viewing and printing in the Commission's Public Reference Room, 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 such filing also will be available for inspection and copying at the principal offices of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-BX-2015-080, and should be submitted on or before January 11, 2016.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>9</sup>

**Robert W. Errett,**  
*Deputy Secretary.*

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**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-76655; File No. SR-NYSEMKT-2015-103]

**Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Amending Rule 13 Equities To Eliminate Good Til Cancelled Orders and Stop Orders, and Make Conforming Changes to Equities Rules 49, 61, 70, 104, 115A, 116, 118, 123, 123A, 123C, 123D, 501, 1000, 1004, and 6140**

December 15, 2015.

Pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 (the "Act")<sup>2</sup> and Rule 19b-4 thereunder,<sup>3</sup> notice is hereby given that on December 7, 2015, NYSE MKT LLC (the "Exchange" or "NYSE MKT") filed with the Securities and Exchange Commission (the "Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

**I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change**

The Exchange proposes to amend Rule 13—Equities to eliminate Good til Cancelled ("GTC") Orders and Stop Orders, and (2) make conforming changes to Rules 49—Equities, 61—Equities, 70—Equities, 104—Equities, 115A—Equities, 116—Equities, 118—Equities, 123—Equities, 123A—Equities, 123C—Equities, 123D—Equities, 501—Equities, 1000—Equities, 1004—Equities, and 6140—Equities. The proposed rule change is available on the Exchange's Web site at [www.nyse.com](http://www.nyse.com), at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below.

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 15 U.S.C. 78a.

<sup>3</sup> 17 CFR 240.19b-4.

The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

The Exchange proposes to amend Rule 13—Equities ("Rule 13") to eliminate GTC Orders (which are also defined as "Open" Orders) and Stop Orders, and make conforming changes to Rules 49—Equities, 61—Equities, 70—Equities, 104—Equities, 115A—Equities, 116—Equities, 118—Equities, 123—Equities, 123A—Equities, 123C—Equities, 123D—Equities, 501—Equities, 1000—Equities, 1004—Equities, and 6140—Equities. The Exchange proposes to eliminate these order types in order to streamline its rules and reduce complexity among its order type offerings.<sup>4</sup>

Because of the technology changes associated with the proposed rule change, the Exchange proposes to announce the implementation date of the elimination of the order types via Trader Update.

**Elimination of GTC Orders and Stop Orders (Rule 13)**

The Exchange proposes to eliminate, and thus delete from its rules, the GTC Order defined in Rule 13(b)(2). A GTC Order is a limit order that remains in effect until it is either executed or cancelled.<sup>5</sup> To reflect this elimination, the Exchange proposes to delete all references to GTC or Open Orders and any related modifiers in Rule 13 as follows:

- Delete Rule 13(b)(2), which defines the GTC Order;
- delete Rule 13(d)(1)(B)(iv), which provides that interest designated as GTC may not be designated as a Mid-Point Passive Liquidity ("MPL") Order;<sup>6</sup>
- delete Rules 13(f)(1) and (2), which describes the Do Not Reduce ("DNR") and Do Not Increase ("DNI") modifiers,

<sup>4</sup> See, e.g., Mary Jo White, Chair, Securities and Exchange Commission, Speech at the Sandler O'Neill & Partners, L.P. Global Exchange and Brokerage Conference (June 5, 2014) (available at [www.sec.gov/News/Speech/Detail/Speech/1370542004312#.U5HI-fmwjw](http://www.sec.gov/News/Speech/Detail/Speech/1370542004312#.U5HI-fmwjw)).

<sup>5</sup> GTC orders are not eligible to be executed in any Off-Hours Trading Facility and may not be transmitted to Floor broker hand-held devices or Floor broker systems. See Rule 13(b)(2).

<sup>6</sup> A MPL Order is an undisplayed limit order that automatically executes at the mid-point of the protected best bid or offer. See Rule 13(d)(1)(A). The Exchange also proposes to re-number Rule 13(d)(1)(B)(v) to reflect the deletion of subsection (iv).

<sup>9</sup> 17 CFR 200.30-3(a)(12).