

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="23"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2016"/> - * <input type="text" value="020"/>	Amendment No. (req. for Amendments *) <input type="text"/>
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Filing by **NASDAQ BX, Inc.**
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
			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 checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

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 checked="" type="checkbox"/>	Exhibit 3 Sent As Paper Document <input checked="" type="checkbox"/>
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Description

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

Proposal to amend Exchange fees at Rule 7018(a) assessed members for the use of the order execution and routing services of the NASDAQ OMX BX Equities System.

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 * <input type="text" value="Sean"/>	Last Name * <input type="text" value="Bennett"/>
Title * <input type="text" value="Associate General Counsel"/>	
E-mail * <input type="text" value="Sean.Bennett@nasdaq.com"/>	
Telephone * <input type="text" value="(301) 978-8499"/>	Fax <input type="text"/>

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 <input type="text" value="03/30/2016"/>	<input type="text" value="Executive Vice President and General Counsel"/>
By <input type="text" value="Edward S. Knight"/>	<input type="text"/>
(Name *)	

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

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

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

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

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

Add Remove View

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 the Proposed Rule Change

(a) NASDAQ BX, Inc. (“Exchange”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposal to amend the Exchange’s fees at Rule 7018(a) assessed members for the use of the order execution and routing services of the NASDAQ OMX BX Equities System by members for all securities priced at \$1 or more per share that it trades to: (i) eliminate Qualified Market Maker-based criteria and adopt new Consolidated Volume-based criteria required to receive the \$0.0014 per share executed charge; and (ii) decrease the \$0.0018 per share executed charge, and amend the qualification criteria currently required to receive the charge, for a displayed order entered by a member.

While these amendments are effective upon filing, the Exchange has designated the proposed amendments to be operative on April 1, 2016.

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

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors (the “Board”) on July 1, 2015.

No other action is necessary for the filing of the rule change.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Questions and comments on the proposed rule change may be directed to:

T. Sean Bennett
Associate General Counsel
Nasdaq, Inc.
(301) 978-8499

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

a. Purpose

The purpose of the proposed rule change is to amend the Exchange's transaction fees at Rule 7018(a) relating to charges assessed for providing liquidity through the NASDAQ OMX BX Equities System in securities priced at \$1 or more per share that it trades to: (i) eliminate Qualified Market Maker-based criteria and adopt new Consolidated Volume-based criteria required to receive the \$0.0014 per share executed charge; and (ii) decrease the \$0.0018 per share executed charge, and amend the qualification criteria currently required to receive the charge, for a displayed order entered by a member.

First Change

The purpose of the first change is to eliminate the Qualified Market Maker-based criteria required to receive the \$0.0014 per share executed charge. Currently, this fee applies to all displayed orders entered by a Qualified Market Maker. A member firm may become a Qualified Market Maker by being a member firm that provides through one or more of its NASDAQ OMX BX Equities System MPIDs more than 0.20% of Consolidated Volume³ during the month. For a member firm qualifying under this

³ Consolidated Volume is defined as the total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during a month in equity securities, excluding executed orders with a size of less than one round lot. For purposes of calculating Consolidated Volume

method, the member must have at least one Qualified MPID, that is, an MPID through which, for at least 200 securities, the Qualified Market Maker quotes at the National Best Bid and Offer (“NBBO”) an average of at least 50% of the time during regular market hours (9:30 a.m. through 4:00 p.m.) during the month. Because the Exchange is proposing to eliminate the Qualified Market Maker criteria there will no longer be references to Qualified Market Makers in Rule 7018. Thus, the Exchange is also proposing to eliminate language concerning how a member firm may become a Qualified Market Maker.

In lieu of the Qualified Market Maker-based criteria, the Exchange proposes to adopt new Consolidated Volume-based criteria that a member must meet to receive the \$0.0014 per share executed charge. Specifically, the Exchange proposes to provide the \$0.0014 per share executed charge for a displayed order entered by a member firm that adds liquidity equal to or exceeding 0.25% of total Consolidated Volume during a month.

The Exchange notes that, like the eliminated \$0.0014 charge criteria discussed above, the proposed new charge criteria requires a level of Consolidated Volume in return for a reduced charge assessed for displayed orders. Although the proposed level of Consolidated Volume is 0.05% higher than the eliminated charge tier, the proposed new charge criteria does not require the member firm to also qualify as a Qualified Market Maker, which includes certain quoting requirements discussed above.

and the extent of a member’s trading activity, expressed as a percentage of or ratio to Consolidated Volume, the date of the annual reconstitution of the Russell Investments Indexes shall be excluded from both total Consolidated Volume and the member’s trading activity. See Rule 7018.

Second Change

The purpose of the second change is to decrease the \$0.0018 per share executed charge, and amend the qualifications currently required to receive the charge, for a displayed order entered by a member. Under Rule 7018(a), a member firm may receive a \$0.0018 per share executed charge for a displayed order if it adds liquidity equal to or exceeding 0.20% of total Consolidated Volume during a month.

The Exchange is proposing to reduce the level of total Consolidated Volume required from 0.20% to 0.15% during a month, in light of the new \$0.0014 per share executed charge tier discussed above that requires 0.25% Consolidated Volume to qualify. The Exchange is also proposing to decrease the charge assessed member firms that qualify under the rule from \$0.0018 to \$0.0017 per share executed. As a consequence of the changes, the amended charge tier will be easier to attain and will provide a further reduced per share executed charge.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁴ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,⁵ in particular, in that it provides for the equitable allocation of reasonable dues, fees, and other charges among members and issuers and other persons using any facility or system which the Exchange operates or controls, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

⁴ 15 U.S.C. 78f(b).

⁵ 15 U.S.C. 78f(b)(4) and (5).

First Change

The Exchange believes that eliminating the \$0.0014 per share executed charge for a displayed order entered by a Qualified Market Maker is reasonable because the Exchange must, from time to time, assess the effectiveness of the criteria it applies in providing reduced charges, including the nature of the market improving behavior required to receive the reduced charge. The Exchange will modify or eliminate such criteria when it believes the criteria are ineffective, which in turn may allow the Exchange to offer other incentives instead.

In this instance, the Exchange believes the criteria required to receive the \$0.0014 per share executed charge were ineffective at providing incentive to market participants to improve the market appreciably. As a consequence, the Exchange believes it is reasonable to eliminate the Qualified Market Maker-based criteria and replace it with new criteria, as discussed below.

The Exchange believes that the new \$0.0014 per share executed charge criteria is reasonable because it is similar to the Qualified Market Maker charge tier criteria that the Exchange is proposing to eliminate. Under the existing Qualified Market Maker charge tier, a member firm must be a Qualified Market Maker to receive the \$0.0014 per share executed charge for its displayed orders. To be a Qualified Market Maker, a member firm must: (i) provide through one or more of its NASDAQ OMX BX Equities System MPIDs more than 0.20% of Consolidated Volume during the month; and (ii) have at least one Qualified MPID, that is, an MPID through which, for at least 200 securities, the Qualified Market Maker quotes at the NBBO an average of at least 50% of the time during regular market hours (9:30 a.m. through 4:00 p.m.) during the month.

Under the proposed new charge tier, a member firm must provide a higher level of Consolidated Volume in contrast to the Qualified Market Maker criteria, but is not required to meet the quoting requirements of the Qualified Market Maker criteria. Accordingly, the Exchange believes that the proposed new \$0.0014 per share executed charge criteria is reasonable.

The Exchange believes that assessing a \$0.0014 per share executed charge and requiring a member to provide a level of Consolidated Volume to qualify for that charge is an equitable allocation and is not unfairly discriminatory because the Exchange will apply the new criteria and assess the charge to all similarly situated members. Any member firm that elects to provide the level of Consolidated Volume required by the tier will receive the charge. In this regard, the Exchange notes that all member firms that could meet the eliminated criteria will have the opportunity to qualify under the new Consolidated Volume-based criteria.

Second Change

The Exchange believes that the proposed changes to the \$0.0018 per share executed charge provided for a displayed order if it is entered by a member firm that adds liquidity equal to or exceeding 0.20% of total Consolidated Volume during a month are reasonable because they better align the reduced charge with the level of Consolidated Volume required to qualify, in light of the proposed changes the Exchange is making to the \$0.0014 per share executed charge criteria.

Specifically, the Exchange is reducing the level of Consolidated Volume required to qualify from 0.20%, which is close to the proposed level of Consolidated Volume required to receive the \$0.0014 per share executed charge, to 0.15%, which the Exchange believes is better aligned with the charges provided and the criteria required to receive the

charges. As a further incentive, the Exchange is proposing to decrease the charge assessed qualifying member firms from \$0.0018 to \$0.0017 per share executed.

The Exchange believes that it is reasonable to reduce the charge because it may provide greater incentive to member firms to provide the level of Consolidated Volume necessary to receive the reduced charge. Moreover, the reduced charge better aligns the charge tier with the proposed new \$0.0014 per share executed charge tier and its 0.25% Consolidated Volume requirement and the \$0.0019 per share executed tier, which requires a member to provide 0.10% of total Consolidated Volume to receive that charge.

The Exchange believes that the proposed \$0.0017 per share executed charge and changes to the Consolidated Volume requirement are an equitable allocation and are not unfairly discriminatory because the Exchange will apply the same charge to all similarly situated members. Any member firm that elects to provide the level of Consolidated Volume required by the amended tier will receive the reduced charge.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. In terms of inter-market competition, the Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable.

In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges and with alternative trading systems that have been exempted from compliance with the statutory standards applicable to exchanges. Because competitors are free to modify their own fees in response, and because market

participants may readily adjust their order routing practices, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited. In this instance, the proposed changes to the charges assessed member firms for execution of displayed orders do not impose a burden on competition because the Exchange's execution services are completely voluntary and subject to extensive competition both from other exchanges and from off-exchange venues.

The proposed changes are reflective of this competition and the Exchange's desire to offer lower fees in return for market-improving liquidity, which is ultimately limited by the Exchange's need to cover costs and make a profit. Thus, the Exchange must carefully adjust its access fees with the understanding that if the proposed changes are unattractive to market participants, it is likely that the Exchange will lose market share to other exchanges and off-exchange venues as a result.

In this proposal, the Exchange is modifying qualification criteria and reducing the charges that it assesses its member firms for providing liquidity to the Exchange. The Exchange believes that such changes will support liquidity on the Exchange and are pro-competitive, since any other market is free to provide similar, if not better, fees should they choose to do so. For these reasons, the Exchange does not believe that the proposed changes will impair the ability of members or competing order execution venues to maintain their competitive standing in the financial markets.

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

No written comments were either solicited or received.

6. Extension of Time Period for Commission Action

Not applicable.

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act,⁶ The Exchange has designated this proposal as establishing or changing a due, fee, or other charge imposed by the self-regulatory organization on any person, whether or not the person is a member of the self-regulatory organization, which renders the proposed rule change effective upon filing.

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

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

Not applicable.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

1. Notice of Proposed Rule Change for publication in the Federal Register.

5. Text of the proposed rule change.

⁶ 15 U.S.C. 78s(b)(3)(A)(ii).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____; File No. SR-BX-2016-020)

April __, 2016

Self-Regulatory Organizations; NASDAQ BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Fees under Rule 7018(a)

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹, and Rule 19b-4 thereunder,² notice is hereby given that on March 30, 2016, NASDAQ BX, Inc. (“Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III, below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to amend the Exchange’s transaction fees at Rule 7018(a) relating to charges assessed for providing liquidity through the NASDAQ OMX BX Equities System in securities priced at \$1 or more per share that it trades to: (i) eliminate Qualified Market Maker-based criteria and adopt new Consolidated Volume-based criteria required to receive the \$0.0014 per share executed charge; and (ii) decrease the \$0.0018 per share executed charge, and amend the qualification criteria currently required to receive the charge, for a displayed order entered by a member.

While these amendments are effective upon filing, the Exchange has designated the proposed amendments to be operative on April 1, 2016.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

The text of the proposed rule change is available on the Exchange's Website 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

The purpose of the proposed rule change is to amend the Exchange's transaction fees at Rule 7018(a) relating to charges assessed for providing liquidity through the NASDAQ OMX BX Equities System in securities priced at \$1 or more per share that it trades to: (i) eliminate Qualified Market Maker-based criteria and adopt new Consolidated Volume-based criteria required to receive the \$0.0014 per share executed charge; and (ii) decrease the \$0.0018 per share executed charge, and amend the qualification criteria currently required to receive the charge, for a displayed order entered by a member.

First Change

The purpose of the first change is to eliminate the Qualified Market Maker-based criteria required to receive the \$0.0014 per share executed charge. Currently, this fee applies to all displayed orders entered by a Qualified Market Maker. A member firm

may become a Qualified Market Maker by being a member firm that provides through one or more of its NASDAQ OMX BX Equities System MPIDs more than 0.20% of Consolidated Volume³ during the month. For a member firm qualifying under this method, the member must have at least one Qualified MPID, that is, an MPID through which, for at least 200 securities, the Qualified Market Maker quotes at the National Best Bid and Offer (“NBBO”) an average of at least 50% of the time during regular market hours (9:30 a.m. through 4:00 p.m.) during the month. Because the Exchange is proposing to eliminate the Qualified Market Maker criteria there will no longer be references to Qualified Market Makers in Rule 7018. Thus, the Exchange is also proposing to eliminate language concerning how a member firm may become a Qualified Market Maker.

In lieu of the Qualified Market Maker-based criteria, the Exchange proposes to adopt new Consolidated Volume-based criteria that a member must meet to receive the \$0.0014 per share executed charge. Specifically, the Exchange proposes to provide the \$0.0014 per share executed charge for a displayed order entered by a member firm that adds liquidity equal to or exceeding 0.25% of total Consolidated Volume during a month.

The Exchange notes that, like the eliminated \$0.0014 charge criteria discussed above, the proposed new charge criteria requires a level of Consolidated Volume in return for a reduced charge assessed for displayed orders. Although the proposed level of

³ Consolidated Volume is defined as the total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during a month in equity securities, excluding executed orders with a size of less than one round lot. For purposes of calculating Consolidated Volume and the extent of a member’s trading activity, expressed as a percentage of or ratio to Consolidated Volume, the date of the annual reconstitution of the Russell Investments Indexes shall be excluded from both total Consolidated Volume and the member’s trading activity. See Rule 7018.

Consolidated Volume is 0.05% higher than the eliminated charge tier, the proposed new charge criteria does not require the member firm to also qualify as a Qualified Market Maker, which includes certain quoting requirements discussed above.

Second Change

The purpose of the second change is to decrease the \$0.0018 per share executed charge, and amend the qualifications currently required to receive the charge, for a displayed order entered by a member. Under Rule 7018(a), a member firm may receive a \$0.0018 per share executed charge for a displayed order if it adds liquidity equal to or exceeding 0.20% of total Consolidated Volume during a month.

The Exchange is proposing to reduce the level of total Consolidated Volume required from 0.20% to 0.15% during a month, in light of the new \$0.0014 per share executed charge tier discussed above that requires 0.25% Consolidated Volume to qualify. The Exchange is also proposing to decrease the charge assessed member firms that qualify under the rule from \$0.0018 to \$0.0017 per share executed. As a consequence of the changes, the amended charge tier will be easier to attain and will provide a further reduced per share executed charge

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁴ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,⁵ in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system

⁴ 15 U.S.C. 78f(b).

⁵ 15 U.S.C. 78f(b)(4) and (5).

which the Exchange operates or controls, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

First Change

The Exchange believes that eliminating the \$0.0014 per share executed charge for a displayed order entered by a Qualified Market Maker is reasonable because the Exchange must, from time to time, assess the effectiveness of the criteria it applies in providing reduced charges, including the nature of the market improving behavior required to receive the reduced charge. The Exchange will modify or eliminate such criteria when it believes the criteria are ineffective, which in turn may allow the Exchange to offer other incentives instead.

In this instance, the Exchange believes the criteria required to receive the \$0.0014 per share executed charge were ineffective at providing incentive to market participants to improve the market appreciably. As a consequence, the Exchange believes it is reasonable to eliminate the Qualified Market Maker-based criteria and replace it with new criteria, as discussed below.

The Exchange believes that the new \$0.0014 per share executed charge criteria is reasonable because it is similar to the Qualified Market Maker charge tier criteria that the Exchange is proposing to eliminate. Under the existing Qualified Market Maker charge tier, a member firm must be a Qualified Market Maker to receive the \$0.0014 per share executed charge for its displayed orders. To be a Qualified Market Maker, a member firm must: (i) provide through one or more of its NASDAQ OMX BX Equities System MPIDs more than 0.20% of Consolidated Volume during the month; and (ii) have at least one Qualified MPID, that is, an MPID through which, for at least 200 securities, the

Qualified Market Maker quotes at the NBBO an average of at least 50% of the time during regular market hours (9:30 a.m. through 4:00 p.m.) during the month.

Under the proposed new charge tier, a member firm must provide a higher level of Consolidated Volume in contrast to the Qualified Market Maker criteria, but is not required to meet the quoting requirements of the Qualified Market Maker criteria. Accordingly, the Exchange believes that the proposed new \$0.0014 per share executed charge criteria is reasonable.

The Exchange believes that assessing a \$0.0014 per share executed charge and requiring a member to provide a level of Consolidated Volume to qualify for that charge is an equitable allocation and is not unfairly discriminatory because the Exchange will apply the new criteria and assess the charge to all similarly situated members. Any member firm that elects to provide the level of Consolidated Volume required by the tier will receive the charge. In this regard, the Exchange notes that all member firms that could meet the eliminated criteria will have the opportunity to qualify under the new Consolidated Volume-based criteria.

Second Change

The Exchange believes that the proposed changes to the \$0.0018 per share executed charge provided for a displayed order if it is entered by a member firm that adds liquidity equal to or exceeding 0.20% of total Consolidated Volume during a month are reasonable because they better align the reduced charge with the level of Consolidated Volume required to qualify, in light of the proposed changes the Exchange is making to the \$0.0014 per share executed charge criteria.

Specifically, the Exchange is reducing the level of Consolidated Volume required to qualify from 0.20%, which is close to the proposed level of Consolidated Volume

required to receive the \$0.0014 per share executed charge, to 0.15%, which the Exchange believes is better aligned with the charges provided and the criteria required to receive the charges. As a further incentive, the Exchange is proposing to decrease the charge assessed qualifying member firms from \$0.0018 to \$0.0017 per share executed.

The Exchange believes that it is reasonable to reduce the charge because it may provide greater incentive to member firms to provide the level of Consolidated Volume necessary to receive the reduced charge. Moreover, the reduced charge better aligns the charge tier with the proposed new \$0.0014 per share executed charge tier and its 0.25% Consolidated Volume requirement and the \$0.0019 per share executed tier, which requires a member to provide 0.10% of total Consolidated Volume to receive that charge.

The Exchange believes that the proposed \$0.0017 per share executed charge and changes to the Consolidated Volume requirement are an equitable allocation and are not unfairly discriminatory because the Exchange will apply the same charge to all similarly situated members. Any member firm that elects to provide the level of Consolidated Volume required by the amended tier will receive the reduced charge

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. In terms of inter-market competition, the Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable.

In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges and with alternative trading systems that have been

exempted from compliance with the statutory standards applicable to exchanges.

Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited. In this instance, the proposed changes to the charges assessed member firms for execution of displayed orders do not impose a burden on competition because the Exchange's execution services are completely voluntary and subject to extensive competition both from other exchanges and from off-exchange venues.

The proposed changes are reflective of this competition and the Exchange's desire to offer lower fees in return for market-improving liquidity, which is ultimately limited by the Exchange's need to cover costs and make a profit. Thus, the Exchange must carefully adjust its access fees with the understanding that if the proposed changes are unattractive to market participants, it is likely that the Exchange will lose market share to other exchanges and off-exchange venues as a result.

In this proposal, the Exchange is modifying qualification criteria and reducing the charges that it assesses its member firms for providing liquidity to the Exchange. The Exchange believes that such changes will support liquidity on the Exchange and are pro-competitive, since any other market is free to provide similar, if not better, fees should they choose to do so. For these reasons, the Exchange does not believe that the proposed changes will impair the ability of members or competing order execution venues to maintain their competitive standing in the financial markets.

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

No written comments were either solicited or received.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act.⁶

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:

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-2016-020 on the subject line.

Paper comments:

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

⁶ 15 U.S.C. 78s(b)(3)(A)(ii).

All submissions should refer to File Number SR-BX-2016-020. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site

<http://www.sec.gov/rules/sro.shtml>.

Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for 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 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-2016-020 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.⁷

Robert W. Errett
Deputy Secretary

⁷ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

Rules of NASDAQ BX**Equity Rules**

* * * * *

7018. NASDAQ OMX BX Equities System Order Execution and Routing

(a) The following charges and credits shall apply to the use of the order execution and routing services of the NASDAQ OMX BX Equities System by members for all securities priced at \$1 or more per share that it trades. As used in this rule, the term “Consolidated Volume” shall mean the total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during a month in equity securities, excluding executed orders with a size of less than one round lot. For purposes of calculating Consolidated Volume and the extent of a member’s trading activity, expressed as a percentage of or ratio to Consolidated Volume, the date of the annual reconstitution of the Russell Investments Indexes shall be excluded from both total Consolidated Volume and the member's trading activity. As used in this rule, “price improvement” shall mean instances when the accepted price of an order differs from the executed price of an order.

* * * * *

Charge for providing liquidity through the
NASDAQ OMX BX Equities System:

Displayed order entered by a member that adds liquidity equal to or exceeding 0.25% of total Consolidated Volume during a month[Qualified Market Maker]: \$0.0014 per share executed

Displayed order entered by a member that adds liquidity equal to or exceeding 0.15[20]% of total Consolidated Volume during a month: \$0.0017[8] per share executed

Displayed order entered by a member that adds liquidity equal to or exceeding 0.10% of total Consolidated Volume during a month: \$0.0019 per share executed

Order with Midpoint pegging entered by a member that adds 0.02% of total Consolidated Volume of non-displayed liquidity: \$0.0005 per share executed

Order with Midpoint pegging entered by other member: \$0.0015 per share executed

Non-displayed orders (other than orders with Midpoint pegging) entered by a member that adds 0.06% of total Consolidated Volume of non-displayed liquidity: \$0.0024 per share executed

All other non-displayed orders: \$0.0030 per share executed

All other orders: \$0.0020 per share executed

[A firm may become a Qualified Market Maker by being a member that provides through one or more of its NASDAQ OMX BX Equities System MPIDs more than 0.20% of Consolidated Volume during the month. For a member qualifying under this method, the member must have at least one Qualified MPID, that is, an MPID through which, for at least 200 securities, the Qualified Market Maker quotes at the NBBO an average of at least 50% of the time during regular market hours (9:30 a.m. through 4:00 p.m.) during the month.]

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(b) – (e) No change.

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