

*Required fields are shown with yellow backgrounds and asterisks.*

Filing by NASDAQ BX, Inc.  
 Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

<b>Initial *</b>	<b>Amendment *</b>	<b>Withdrawal</b>	<b>Section 19(b)(2) *</b>	<b>Section 19(b)(3)(A) *</b>	<b>Section 19(b)(3)(B) *</b>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
			<b>Rule</b>		
<b>Pilot</b>	<b>Extension of Time Period for Commission Action *</b>	<b>Date Expires *</b>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input checked="" type="checkbox"/> 19b-4(f)(6)	

<b>Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010</b>	<b>Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934</b>
<b>Section 806(e)(1) *</b>	<b>Section 806(e)(2) *</b>
<input type="checkbox"/>	<input type="checkbox"/>
	<b>Section 3C(b)(2) *</b>
	<input type="checkbox"/>

<b>Exhibit 2 Sent As Paper Document</b>	<b>Exhibit 3 Sent As Paper Document</b>
<input type="checkbox"/>	<input type="checkbox"/>

**Description**

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

A proposal to relocate the Exchanges rules pertaining to co-location and direct connectivity

**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 \*  Last Name \*

Title \*

E-mail \*

Telephone \*  Fax

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

(Title \*)

Date

By

(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 \***

Add Remove View

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 \***

Add Remove View

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. (“BX” or “Exchange”), 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> is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposal to relocate the Exchange’s rules pertaining to co-location and direct connectivity, which are presently at Rules 7034 and 7051, to Sections 1 and 2, respectively, under a new General 8 (“Connectivity”) heading within the Exchange’s new rulebook shell, entitled “General Equity and Options Rules.” The Exchange also proposes to correct an error in Rule 7051(b).

The Exchange requests that the Commission waive the five-day per filing requirement and the 30-day operative delay period contained in Exchange Act Rule 19b-4(f)(6)(iii).<sup>3</sup>

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 of the Exchange (the “Board”)

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

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

<sup>3</sup> 17 CFR 240.19b-4(f)(6)(iii).

on September 19, 2017. Exchange staff will advise the Board of any action taken pursuant to delegated authority.

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

Brett Kitt  
Senior Associate General Counsel  
Nasdaq, Inc.  
(301) 978-8132

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

a. Purpose

The Exchange proposes to relocate its rules governing co-location and direct connectivity services, which presently comprise Rules 7034 and 7051, respectively. The Exchange proposes to establish, within its new rulebook shell,<sup>4</sup> a new General 8 heading, entitled "Connectivity," to renumber Rule 7034 as Section 1 thereunder, and to renumber Rule 7051 as Section 2 thereunder. The Exchange furthermore proposes to amend Rules 7011, 7025, 7030, and Options Rules Chapter XV to update cross references therein to Rules 7034 and 7051, as applicable. The Exchange also proposes to update internal cross-references in the renumbered Rules.

The Exchange considers it appropriate to relocate these Rules to better organize its Rulebook. The other Affiliated Exchanges intend to propose similar reorganizations of their co-location and direct connectivity rules so that these rules will be harmonized among all of the Affiliated Exchanges.

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<sup>4</sup> Recently, the Exchange added a shell structure to its Rulebook with the purpose of improving efficiency and readability and to align its rules closer to those of its five sister exchanges: The Nasdaq Stock Market, LLC; Nasdaq PHLX LLC; Nasdaq ISE, LLC; Nasdaq GEMX, LLC; and Nasdaq MRX, LLC (together with BX, the "Affiliated Exchanges"). See Securities Exchange Act Release No. 82174 (November 29, 2017), 82 FR 57492 (December 5, 2017) (SR-BX-2017-054).

The relocation of the co-location and direct connectivity rules is part of the Exchange's continued effort to promote efficiency and conformity of its processes with those of its Affiliated Exchanges. The Exchange believes that moving the co-location and direct connectivity rules to their new location will facilitate the use of the Rulebook by Members of the Exchange who are members of other Affiliated Exchanges.

In addition to the above, the Exchange proposes to correct an error in Rule 7051(b), entitled "Direct Circuit Connection to Third Party Services." The Exchange recently amended Rule 7051 in an attempt to harmonize it with the corresponding rules of the other Affiliated Exchanges.<sup>5</sup> However, the Exchange recently discovered one remaining unintended discrepancy that it now proposes to remedy. The other Affiliated Exchanges waive installation and ongoing monthly fees for 10Gb Ultra and 1 GB Ultra direct circuit connections to third party services for the first two connections per client to UTP SIP feeds only (UQDF and UTDF).<sup>6</sup> The Exchange's Rule does not presently provide for such waivers; it now proposes to amend the Rule so that it does so. With this amendment, Rule 7051(b) will be substantially the same as the corresponding rules of the other Affiliated Exchanges.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,<sup>7</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>8</sup> in particular,

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<sup>5</sup> See Securities Exchange Act Release No. 34-82628 (Feb. 5, 2018), 83 FR 5818 (Feb. 9, 2018) (SR-BX-2018-006).

<sup>6</sup> See Nasdaq Rule 7051(b), Phlx Pricing Schedule Section XI(b), Nasdaq ISE Schedule of Fees Section VI.G, Nasdaq GEMX Schedule of Fees Section IV.D, Nasdaq MRX Schedule of Fees Section VI.C.

<sup>7</sup> 15 U.S.C. 78f(b).

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, by improving the way its Rulebook is organized, providing ease of reference in locating co-location and direct connectivity rules, and harmonizing the Exchange's Rules with those of the other Affiliated Exchanges. As previously stated, the proposed Rule relocation is non-substantive.

The Exchange also believes that it is in the interests of investors and the public to remedy unintended errors in the Exchange's rules. Investors and the public have clear interests in the Exchange maintaining an accurate rulebook and schedule of fees.

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 intermarket or intra-market competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed changes to relocate the Exchange's rules do not impose a burden on competition because, as previously stated, they (i) are of a non-substantive nature, (ii) are intended to harmonize the Exchange's rules with those of its Affiliated Exchanges, and (iii) are intended to organize the Rulebook in a way that it will ease the Members' navigation and reading of the rules across the Affiliated Exchanges. Likewise, the Exchange's proposal to amend Rule 7051(b) will not burden competition because it merely corrects an unintended error and renders the Exchange's fees identical to those that the other Affiliated Exchanges charge.

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<sup>8</sup> 15 U.S.C. 78f(b)(5).

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)

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(iii)<sup>9</sup> of the Act and Rule 19b-4(f)(6) thereunder<sup>10</sup> in that it effects a change that: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

The Exchange does not believe that this proposal will significantly affect the protection of investors or the public interest because the proposed changes are intended to relocate the Rules, update cross-references, and correct unintended errors in the Rules. Moreover, the Exchange does not believe that this proposal will impose any significant burden on competition because, as explained, the changes are intended to align the Exchange's Rulebook with those of the Affiliated Exchanges, and they generally seek to improve the organization and readability of the Exchange's rules.

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<sup>9</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>10</sup> 17 CFR 240.19b-4(f)(6).

Furthermore, Rule 19b-4(f)(6)(iii) requires a self-regulatory organization to give the Commission written notice of its intent to file a proposed rule change under that subsection at least five business days prior to the date of filing, or such shorter time as designated by the Commission. The Exchange requests that the Commission waive the five-day pre-filing requirement, as set forth in Rule 19b-4(f)(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.

A proposed rule change filed under Rule 19b-4(f)(6) normally does not become operative prior to 30 days after the date of filing. Rule 19b-4(f)(6)(iii), however, permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange requests that the Commission waive the five-day pre-filing requirement and the 30-day operative delay contained in Rule 19b-4(f)(6)(iii) so that it may immediately reorganize its Rulebook, which the Commission has already approved in substance, and correct an error in Rule 7051(b).

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

The proposal to amend Rule 7051(b) is based upon the following rules of the other Affiliated Exchanges: Nasdaq Rule 7051(b), Phlx Pricing Schedule Section XI(b), Nasdaq ISE Schedule of Fees Section VI.G, Nasdaq GEMX Schedule of Fees Section IV.D, and Nasdaq MRX Schedule of Fees Section VI.C.



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.

**EXHIBIT 1**

SECURITIES AND EXCHANGE COMMISSION  
(Release No. \_\_\_\_\_ ; File No. SR-BX-2018-024)

June \_\_, 2018

Self-Regulatory Organizations; Nasdaq BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Relocate the Exchange's Rules Pertaining to Co-location and Direct Connectivity

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 June 13, 2018, Nasdaq 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 Substance of the Proposed Rule Change

The Exchange proposes to relocate the Exchange's rules pertaining to co-location and direct connectivity, which are presently at Rules 7034 and 7051, to Sections 1 and 2, respectively, under a new General 8 ("Connectivity") heading within the Exchange's new rulebook shell, entitled "General Equity and Options Rules." The Exchange also proposes to correct an error in Rule 7051(b).

The text of the proposed rule change is available on the Exchange's Website at <http://nasdaqbx.cchwallstreet.com/>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

<sup>2</sup> 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, 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 Exchange proposes to relocate its rules governing co-location and direct connectivity services, which presently comprise Rules 7034 and 7051, respectively. The Exchange proposes to establish, within its new rulebook shell,<sup>3</sup> a new General 8 heading, entitled "Connectivity," to renumber Rule 7034 as Section 1 thereunder, and to renumber Rule 7051 as Section 2 thereunder. The Exchange furthermore proposes to amend Rules 7011, 7025, 7030, and Options Rules Chapter XV to update cross references therein to Rules 7034 and 7051, as applicable. The Exchange also proposes to update internal cross-references in the renumbered Rules.

The Exchange considers it appropriate to relocate these Rules to better organize its Rulebook. The other Affiliated Exchanges intend to propose similar reorganizations

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<sup>3</sup> Recently, the Exchange added a shell structure to its Rulebook with the purpose of improving efficiency and readability and to align its rules closer to those of its five sister exchanges: The Nasdaq Stock Market, LLC; Nasdaq PHLX LLC; Nasdaq ISE, LLC; Nasdaq GEMX, LLC; and Nasdaq MRX, LLC (together with BX, the "Affiliated Exchanges"). See Securities Exchange Act Release No. 82174 (November 29, 2017), 82 FR 57492 (December 5, 2017) (SR-BX-2017-054).

of their co-location and direct connectivity rules so that these rules will be harmonized among all of the Affiliated Exchanges.

The relocation of the co-location and direct connectivity rules is part of the Exchange's continued effort to promote efficiency and conformity of its processes with those of its Affiliated Exchanges. The Exchange believes that moving the co-location and direct connectivity rules to their new location will facilitate the use of the Rulebook by Members of the Exchange who are members of other Affiliated Exchanges.

In addition to the above, the Exchange proposes to correct an error in Rule 7051(b), entitled "Direct Circuit Connection to Third Party Services." The Exchange recently amended Rule 7051 in an attempt to harmonize it with the corresponding rules of the other Affiliated Exchanges.<sup>4</sup> However, the Exchange recently discovered one remaining unintended discrepancy that it now proposes to remedy. The other Affiliated Exchanges waive installation and ongoing monthly fees for 10Gb Ultra and 1 GB Ultra direct circuit connections to third party services for the first two connections per client to UTP SIP feeds only (UQDF and UTDF).<sup>5</sup> The Exchange's Rule does not presently provide for such waivers; it now proposes to amend the Rule so that it does so. With this amendment, Rule 7051(b) will be substantially the same as the corresponding rules of the other Affiliated Exchanges.

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<sup>4</sup> See Securities Exchange Act Release No. 34-82628 (Feb. 5, 2018). 83 FR 5818 (Feb. 9, 2018) (SR-BX-2018-006).

<sup>5</sup> See Nasdaq Rule 7051(b), Phlx Pricing Schedule Section XI(b), Nasdaq ISE Schedule of Fees Section VI.G, Nasdaq GEMX Schedule of Fees Section IV.D, Nasdaq MRX Schedule of Fees Section VI.C.

## 2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,<sup>6</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>7</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, by improving the way its Rulebook is organized, providing ease of reference in locating co-location and direct connectivity rules, and harmonizing the Exchange's Rules with those of the other Affiliated Exchanges. As previously stated, the proposed Rule relocation is non-substantive.

The Exchange also believes that it is in the interests of investors and the public to remedy unintended errors in the Exchange's rules. Investors and the public have clear interests in the Exchange maintaining an accurate rulebook and schedule of fees.

### 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 intermarket or intra-market competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed changes to relocate the Exchange's rules do not impose a burden on competition because, as previously stated, they (i) are of a non-substantive nature, (ii) are intended to harmonize the Exchange's rules with those of its Affiliated Exchanges, and (iii) are intended to organize the Rulebook in a way that it will ease the Members' navigation and reading of the rules across the Affiliated

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

<sup>7</sup> 15 U.S.C. 78f(b)(5).

Exchanges. Likewise, the Exchange's proposal to amend Rule 7051(b) will not burden competition because it merely corrects an unintended error and renders the Exchange's fees identical to those that the other Affiliated Exchanges charge.

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>8</sup> and subparagraph (f)(6) of Rule 19b-4 thereunder.<sup>9</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.

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<sup>8</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>9</sup> 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

#### 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](mailto:rule-comments@sec.gov). Please include File Number SR- BX-2018-024 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-2018-024. 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-2018-024and 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.<sup>10</sup>

Eduardo A. Aleman  
Assistant Secretary

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<sup>10</sup> 17 CFR 200.30-3(a)(12).



**EXHIBIT 5**

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

**Rules of Nasdaq BX**

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**7011. Collection of Exchange Fees and Other Claims and Billing Policy**

(a) Each BX member, and all applicants for registration as such, shall be required to provide a clearing account number for an account at the National Securities Clearing Corporation ("NSCC") for purposes of permitting the Exchange to debit any undisputed or final fees, fines, charges and/or other monetary sanctions or other monies due and owing to the Exchange or other charges related to [7000 series]the rules, as specified below, and 8000 series rules which are due and owing to BX. If a BX member disputes an invoice, the Exchange will not include the disputed amount in the debit if the member has disputed the amount in writing to the Exchange's designated staff by the 15th of the month, or the following business day if the 15th is not a business day, and the amount in dispute is at least \$10,000 or greater. The 8000 Series Rules and the following [7000 series ]Rules will be subject to this Rule: 7001 (Membership Fees), 7015 (Ports and other Services), 7016 (BX Pre-Trade Risk Management), 7018 (Nasdaq BX Equities System Order Execution and Routing), 7021 (BX Trading and Compliance Data Package Fee), 7027 (Aggregation of Activity of Affiliated Members), 7029 (Installation, Removal or Relocation), 7030 (Other Services), [7034]General 8, Section 1 (Co-Location Services), [7051]General 8, Section 2 (Direct Connectivity to BX), 7055 (Short Sale Monitor), 7058 (QView).

(b) All pricing disputes concerning fees or rebates which are billed by the Exchange must be submitted to the Exchange in writing and must be accompanied by supporting documentation.

(1) All pricing disputes must be submitted no later than sixty (60) days after receipt of a billing invoice.

(2) The following [7000 series ]Rules will be subject to this Rule: 7001 (Membership Fees), 7015 (Ports and other Services), 7016 (BX Pre-Trade Risk Management), 7018 (Nasdaq BX Equities System Order Execution and Routing), 7021 (BX Trading and Compliance Data Package Fee), 7027 (Aggregation of Activity of Affiliated Members), 7029 (Installation, Removal or Relocation), 7030 (Other Services), [7034]General 8, Section 1 (Co-Location Services), [7051]General 8, Section 2 (Direct Connectivity to BX), 7055 (Short Sale Monitor), 7058 (QView).

\* \* \* \* \*

**7025. Access and Redistribution Fee**

(a) – (b) No change.

(c) Distributors (other than Extranet Providers) that utilize a Direct Circuit Connection to the Exchange pursuant to [Rule 7051]General 8, Section 2(a) to receive Exchange market data feeds shall be assessed a monthly access and redistribution fee of \$1,000 per Direct Circuit Connection. If a Distributor (other than an Extranet Provider) uses multiple Direct Circuit Connections to receive market data feeds, the monthly fee shall apply to each. Distributors that use the same Direct Circuit Connection for the receipt of equities and options Exchange market data feeds will be assessed a single fee for that Direct Circuit Connection.

(d) No change.

\* \* \* \* \*

**7030. Other Services**

(a) Reserved

(b) Other Requests for Data

The Exchange may impose and collect compensatory charges for data the Exchange supplied upon request, where there is no provision elsewhere in this Rule 7000 Series or General 8, Sections 1-2 for charges for such service or sale.

(c) – (d) No change.

\* \* \* \* \*

**7034. Reserved.[Co-Location Services**

The following charges are assessed by Nasdaq BX, Inc. for co-location services: <sup>1</sup>

(a) Cabinets

**Cabinet with Power**

<b>Description</b>	<b>Installation Fee</b>	<b>Ongoing Monthly Fee</b>
Super High Density Cabinet (>10kW - <=17.3kW)	\$4,500***	\$8,000**
High Density Cabinet (>7kW - <10kW)	\$3,500	\$4,500**
Medium-High Density Cabinet (>5kW - <=7kW)	\$3,500	\$3,500**
Medium Density Cabinet (>2.88kW - <=5kW)	\$3,500	\$2,500**
Low Density Cabinet (<=2.88kW)	\$3,500	\$2,000**
Half Cabinet*		\$2,000

\*Not available to new subscribers.

\*\*Discount of 15% of fee available to users of 25 or more full cabinets who commit to a 3 year term; Discount of 10% of fee available to users of 25 or more full cabinets who commit to a 2 year term.

\*\*\*Includes larger cabinet (30" W x 48" D x 96" H). Standard installation fee of \$3,500 would apply if smaller cabinet (24"W x 42"D x 84"H) is requested.

Note: Cabinet power cap is based on the available power at 80% of the breaker capacity of all circuit pairs within a cabinet (where a primary/redundant circuit pair is considered a single circuit).

### Shared Cabinet Space

Description	Installation Fee	Ongoing Monthly Fee
4U Block of Cabinet Space including up to 500W of power*	\$150 per hour	\$600

\*No more than 2 4U Blocks. Access restricted to Nasdaq BX personnel.

### Specialty Cabinet Charge

Description	Ongoing Monthly Fee
Additional Charge per Cabinet for cabinet > 24"W for each 6"W increment greater than 24"W - 2x the ongoing cabinet fee if the cabinet is >=48"W	\$500 per 6" or 2x the Ongoing Cabinet fee

### Multi-Firm Cabinet Charge

Description	Ongoing Monthly Fee
Additional Charge per Cabinet for each cabinet that supports a firm other than the firm contracted to receive the cabinet by Nasdaq Technology Services (b) Connectivity	\$500

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### External Telco /Inter-Cabinet Connectivity

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Description	Installation Fee	Ongoing Monthly Fee
Category 6 Cable patch	\$300	\$350*
DS-3 Connection	\$500	\$350*

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Fiber	\$500	\$350*
POTS Line	\$0	\$50
One-Time Telco Connectivity Expedite Fee	\$1,400	\$0
Inter-Cabinet Telco connection outside Nasdaq space		\$1,000
100MB Connectivity - Metro NY/NJ Area Destination	\$1,165**	\$1,650**
1G Connectivity - Metro NY/NJ Area Destination	\$2,150**	\$2,150**
10G Connectivity - Metro NY/NJ Area Destination	\$5,000**	\$5,000**
100MB Connectivity - Toronto Area Destination	\$4,850**	\$4,100**
1G Connectivity - Toronto Area Destination	\$7,700**	\$9,850**
10G Connectivity - Toronto Area Destination	\$14,200**	\$28,400**
100MB Connectivity - Chicago Area Destination	\$3,500**	\$7,350**
1G Connectivity - Chicago Area Destination	\$4,900**	\$12,800**
10G Connectivity - Chicago Area Destination	\$10,650**	\$26,900**

\* Requesting party only. Not applicable to inter-cabinet connections among the same customer.

\*\* Includes fiber telco cross connect within Nasdaq data center.

#### Connectivity to BX\*

Description	Installation Fee	Ongoing Monthly Fee
Fiber Connection to BX	\$1,000	\$10,000

(10Gb)

Fiber Connection to BX (10Gb Ultra)	\$1,500	\$15,000
Fiber Connection to BX (40Gb)	\$1,500	\$20,000
Fiber Connection to BX (1Gb Ultra)	\$1,500	\$2,500
Fiber Connection to BX (1Gb)	\$1,000	\$2,500
1Gb Copper Connection to BX	\$1,000	\$2,500

\* The connectivity provided under this rule also provides connectivity to the other markets of The Nasdaq Stock Market LLC, Nasdaq PHLX LLC, Nasdaq ISE, LLC, Nasdaq MRX, LLC, and Nasdaq GEMX, LLC.

#### **Connectivity to Third Party Services**

<b>Description</b>	<b>Installation Fee</b>	<b>Ongoing Monthly Fee</b>
Third Party Services Fiber Connection (10Gb Ultra)	\$1,500*	\$5,000*
Third Party Services Fiber Connection (1Gb Ultra)	\$1,500*	\$2,000*
Third Party Services Fiber Connection (1Gb Ultra or 10Gb Ultra for UTP only)	\$100*	\$100*

\*Waived for two connections per client to UTP SIP feeds only (UQDF and UTDF).

#### **Market Data Connectivity\***

**The following Market Data feeds are delivered to the Nasdaq Data Center via a fiber optic network:**

<b>Description</b>	<b>Installation Fee</b>	<b>Ongoing Monthly Fee</b>
Nasdaq	\$1,000	\$0
SIAC	\$1,000	
CTS/CQS		\$1,412
OpenBook Realtime		\$2,500
OpenBook Ultra		\$2,500
NYSE Alerts		\$200
NYSE Trades		\$100
Arca Trades		\$100
ArcaBook Multicast		\$1,500
Arca BBO		\$125
AMEX- Ultra/Trades/Alerts/LRP		\$100
OPRA		\$6,000
CME	\$1,000	\$3,500
Access Fee per location device/user		\$65
CBOE	\$1,000	
BZX Depth		\$4,000
BYX Depth		\$1,500
EDGA Depth		\$2,500
EDGX Depth		\$2,500
TSX/TSXV	\$1,000	
TSX and TSXV Level 1 Feed		\$300
TSX and TSXV Level 2 Feed		\$1,000

TSX Quantum Level 1 Feed	\$100
TSX Quantum Level 2 Feed	\$300

\*Pricing is for telco connectivity only and is similar to connectivity fees imposed by other vendors. The fees are generally based on the amount of bandwidth needed to accommodate a particular feed and Nasdaq BX is not the exclusive method to get market data connectivity. Market data fees are charged independently by the Nasdaq BX and other exchanges.

**The following multicast Market Data feeds are delivered to the Nasdaq Data Center via a wireless network (microwave or millimeter wave):**

<b>Description</b>	<b>Installation Fee</b>	<b>Recurring Monthly Fee*</b>
NYSE Equities (Arca Integrated)	\$5,000	\$10,000
NYSE Equities (NYSE Integrated)	\$5,000	\$10,000
BATS Multicast PITCH (BZX and BYX)	\$2,500	\$7,500
Direct EDGE Depth of Book (EDGA, EDGX)	\$2,500	\$7,500
CME Multicast Total	\$5,000	\$23,500
CME Equities Futures Data Only		\$10,000
CME Fixed Income Futures Data Only		\$10,000
CME Metals Futures Data Only		\$3,500

\*Subscribers with three to five microwave or millimeter wave wireless subscriptions under Rule 7015 and/or Rule 7034(b) receive a 5% discount on all such subscriptions; subscribers with six to ten microwave or millimeter wave wireless subscriptions under Rule 7015 and/or Rule 7034(b) receive a 10% discount on all such subscriptions; subscribers with eleven to fourteen microwave or millimeter wave wireless subscriptions under Rule 7015 and/or Rule 7034(b) receive a 15% discount on all such subscriptions;

and subscribers with fifteen or more microwave or millimeter wave wireless subscriptions under Rule 7015 and/or Rule 7034(b) receive a 20% discount on all such subscriptions.

(c) Power

**Cabinet Power**

<b>Description</b>	<b>Installation Fee</b>	<b>Ongoing Monthly Fee</b>
2x20 amp 110 volt	\$2,000	\$0
2x30 amp 110 volt	\$2,000	\$0
2x20 amp 208 volt	\$2,000	\$0
2x30 amp 208 volt	\$2,000	\$0
Phase 3 2x 20 amp 208 volt	\$3,000	\$0
Phase 3 2x 30 amp 208 volt	\$3,000	\$0
2x60 amp 208 volt	\$3,000	\$0
Phase 3 2x 40 amp 208 volt	\$3,000	\$0
Phase 3 2x 50 amp 208 volt	\$3,000	\$0
Phase 3 2x 60 amp 208 volt	\$3,000	\$0
2x30 amp 48 volt DC	\$3,000	\$0

(d) Additional Charges/Services

**Additional Items**

<b>Description</b>	<b>Installation Fee</b>	<b>Ongoing Monthly Fee</b>
Cooling (Door) Fans	\$1,500	\$0
Perforated Floor Tiles	\$250	\$0
Cabinet Extension	\$500	\$0



Super High Density Cabinet Kit	\$4,500	\$0
Additional Cabinet Shelves	\$200	\$0
Single Master Key Locks	\$175	\$0
Cable Downspouts	\$750	\$0
Cabinet Caging	Installation Specific	\$3,000
Custom Installation	Installation Specific	\$0
Cabinet Equipment Storage	\$0	\$500
Copper Patch Cords	\$4.50 +\$.50 per foot	\$0
Fiber Patch Cords - Multi-mode	\$20 +\$1.50 per meter	\$0
Fiber Patch Cords - Single-mode	\$24 +\$.75 per meter	\$0
Twinax Patch Cords	\$34 +\$10 per meter	\$0
Power Cords - 5-15P to C13 - 2 to 4 feet	\$5	\$0
Power Cords - C14 to C19 - 2 to 4 feet	\$10	\$0
Equipment Storage	\$0	\$100
Internet Bandwidth - 1Mb	\$0	\$300
Internet Bandwidth - 2Mb	\$0	\$500
Internet Bandwidth - 3Mb	\$0	\$700
Internet Bandwidth - 4Mb	\$0	\$900
Internet Bandwidth - 5Mb	\$0	\$1,100
GPS Antenna	Installation Specific	\$200
Cabinet Proximity Option Fee	\$0	\$1,000 per medium or low density cabinet, or

\$1,500 per  
medium/high or high  
density cabinet

**Services**

Description	Rate
Power Consulting Service (billed in hourly increments)	\$250/hr plus materials if necessary
Remote Hands Service	\$150/hr

<sup>1</sup>Co-location services provided by Nasdaq Technology Services LLC.]

\* \* \* \* \*

**7051. Reserved[Direct Connectivity**

Direct Connectivity services are provided by Nasdaq Technology Services, LLC.

**(a) Direct Circuit Connection to BX\***

Description	Installation Fee	Ongoing Monthly Fee
Direct Circuit Connection to BX (10Gb)	\$1,500	\$7,500
Direct Circuit Connection to BX (supports up to 1Gb)	\$1,500	\$2,500
Direct Circuit Connection to BX (1Gb Ultra)	\$1,500	\$2,500
Optional Cable Router	\$925	
Per U of Cabinet Space**		\$150

\* The connectivity provided under this rule also provides connectivity to the other markets of The Nasdaq Stock Market LLC, Nasdaq PHLX LLC, Nasdaq ISE, LLC, Nasdaq MRX, LLC, and Nasdaq GEMX, LLC.

\*\*Fees are based on a height unit of approximately 1.75 inches high, commonly called a "U" space and a maximum power of 125 Watts per U space.

**(b) Direct Circuit Connection to Third Party Services**

<b>Description</b>	<b>Installation Fee</b>	<b>Ongoing Monthly Fee</b>
Third Party Services Direct Connection (10Gb Ultra)	\$1,500	\$5,000
Third Party Services Direct Connection (1Gb Ultra)	\$1,500	\$2,000
Third Party Services Direct Connection (1Gb Ultra or 10Gb Ultra for UTP only)	\$100*	\$100*
Optional Cable Router	\$925	
Per U of Cabinet Space**		\$150

\*Waived for two connections per client to UTP SIP feeds only (UQDF and UTDF).

\*\*Fees are based on a height unit of approximately 1.75 inches high, commonly called a "U" space and a maximum power of 125 Watts per U space.

### **(c) Point of Presence (POP) Connectivity\***

<b>Description</b>	<b>Installation Fee</b>	<b>Ongoing Monthly Fee</b>
POP Connection to BX (10Gb)	\$1,500	\$7,500
POP Connection to BX (1Gb Ultra)	\$1,500	\$2,500

\* The connectivity provided under this rule also provides connectivity to the other markets of The Nasdaq Stock Market LLC, Nasdaq PHLX LLC, Nasdaq ISE, LLC, Nasdaq MRX, LLC, and Nasdaq GEMX, LLC.]

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### **Options Rules**

\* \* \* \* \*

### **Chapter XV Options Pricing**

BX Options Participants may be subject to the Charges for Membership, Services and Equipment in the Rule 7000 Series, General 8, Sections 1-2, as well as the fees in this

Chapter XV. For purposes of assessing fees and paying rebates, the following references should serve as guidance.

...

\* \* \* \* \*

**Sec. 3 BX Options Market - Ports and other Services**

The below charges are assessed by BX for connectivity to the BX Options Market.

...

(c) Access and Redistribution Fee

(1) – (2) No change.

(3) Distributors (other than Extranet Providers) that utilize a Direct Circuit Connection to the Exchange pursuant to [Rule 7051]General 8, Section 2 to receive Exchange market data feeds shall be assessed a monthly access and redistribution fee of \$1,000 per Direct Circuit Connection. If a Distributor (other than an Extranet Provider) uses multiple Direct Circuit Connections to receive Exchange market data feeds, the monthly fee shall apply to each. Distributors that use the same Direct Circuit Connection for the receipt of equities and options Exchange market data feeds will be assessed a single fee for that Direct Circuit Connection.

(4) No change.

\* \* \* \* \*

**Nasdaq BX, Inc. Rules**

**General Equity and Options Rules**

\* \* \* \* \*

**General 8 Connectivity**

**Section 1. Co-Location Services**

The following charges are assessed by Nasdaq BX, Inc. for co-location services:<sup>1</sup>

(a) Cabinets

**Cabinet with Power**

<b><u>Description</u></b>	<b><u>Installation Fee</u></b>	<b><u>Ongoing Monthly Fee</u></b>
<u>Super High Density Cabinet (&gt;10kW - &lt;=17.3kW)</u>	<u>\$4,500***</u>	<u>\$8,000**</u>
<u>High Density Cabinet (&gt;7kW)</u>	<u>\$3,500</u>	<u>\$4,500**</u>

- <10kW)

<u>Medium-High Density Cabinet (&gt;5kW - &lt;=7kW)</u>	<u>\$3,500</u>	<u>\$3,500**</u>
<u>Medium Density Cabinet (&gt;2.88kW - &lt;=5kW)</u>	<u>\$3,500</u>	<u>\$2,500**</u>
<u>Low Density Cabinet (&lt;=2.88kW)</u>	<u>\$3,500</u>	<u>\$2,000**</u>
<u>Half Cabinet*</u>		<u>\$2,000</u>

\*Not available to new subscribers.

\*\*Discount of 15% of fee available to users of 25 or more full cabinets who commit to a 3 year term; Discount of 10% of fee available to users of 25 or more full cabinets who commit to a 2 year term.

\*\*\*Includes larger cabinet (30" W x 48" D x 96" H). Standard installation fee of \$3,500 would apply if smaller cabinet (24"W x 42"D x 84"H) is requested.

Note: Cabinet power cap is based on the available power at 80% of the breaker capacity of all circuit pairs within a cabinet (where a primary/redundant circuit pair is considered a single circuit).

### **Shared Cabinet Space**

<b><u>Description</u></b>	<b><u>Installation Fee</u></b>	<b><u>Ongoing Monthly Fee</u></b>
<u>4U Block of Cabinet Space including up to 500W of power*</u>	<u>\$150 per hour</u>	<u>\$600</u>

\*No more than 2 4U Blocks. Access restricted to Nasdaq BX personnel.

### **Specialty Cabinet Charge**

<b><u>Description</u></b>	<b><u>Ongoing Monthly Fee</u></b>
<u>Additional Charge per Cabinet for cabinet &gt; 24"W for each 6"W increment greater than 24"W - 2x the ongoing cabinet fee if the cabinet is &gt;=48"W</u>	<u>\$500 per 6" or 2x the Ongoing Cabinet fee</u>

### **Multi-Firm Cabinet Charge**

<b><u>Description</u></b>	<b><u>Ongoing Monthly Fee</u></b>
<u>Additional Charge per Cabinet for each cabinet that supports a firm other than the firm contracted to receive the cabinet by Nasdaq Technology Services</u>	<u>\$500</u>
<b><u>(b) Connectivity</u></b>	

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**External Telco /Inter-Cabinet Connectivity**

<b><u>Description</u></b>	<b><u>Installation Fee</u></b>	<b><u>Ongoing Monthly Fee</u></b>
<u>Category 6 Cable patch</u>	<u>\$300</u>	<u>\$350*</u>
<u>DS-3 Connection</u>	<u>\$500</u>	<u>\$350*</u>
<u>Fiber</u>	<u>\$500</u>	<u>\$350*</u>
<u>POTS Line</u>	<u>\$0</u>	<u>\$50</u>
<u>One-Time Telco Connectivity Expedite Fee</u>	<u>\$1,400</u>	<u>\$0</u>
<u>Inter-Cabinet Telco connection outside Nasdaq space</u>		<u>\$1,000</u>
<u>100MB Connectivity - Metro NY/NJ Area Destination</u>	<u>\$1,165**</u>	<u>\$1,650**</u>
<u>1G Connectivity - Metro NY/NJ Area Destination</u>	<u>\$2,150**</u>	<u>\$2,150**</u>
<u>10G Connectivity - Metro NY/NJ Area Destination</u>	<u>\$5,000**</u>	<u>\$5,000**</u>
<u>100MB Connectivity - Toronto Area Destination</u>	<u>\$4,850**</u>	<u>\$4,100**</u>
<u>1G Connectivity - Toronto Area Destination</u>	<u>\$7,700**</u>	<u>\$9,850**</u>
<u>10G Connectivity - Toronto Area Destination</u>	<u>\$14,200**</u>	<u>\$28,400**</u>
<u>100MB Connectivity - Chicago Area Destination</u>	<u>\$3,500**</u>	<u>\$7,350**</u>
<u>1G Connectivity - Chicago Area Destination</u>	<u>\$4,900**</u>	<u>\$12,800**</u>

10G Connectivity - Chicago    \$10,650\*\*                      \$26,900\*\*  
Area Destination

\* Requesting party only. Not applicable to inter-cabinet connections among the same customer.

\*\* Includes fiber telco cross connect within Nasdaq data center.

**Connectivity to BX\***

<b><u>Description</u></b>	<b><u>Installation Fee</u></b>	<b><u>Ongoing Monthly Fee</u></b>
<u>Fiber Connection to BX (10Gb)</u>	<u>\$1,000</u>	<u>\$10,000</u>
<u>Fiber Connection to BX (10Gb Ultra)</u>	<u>\$1,500</u>	<u>\$15,000</u>
<u>Fiber Connection to BX (40Gb)</u>	<u>\$1,500</u>	<u>\$20,000</u>
<u>Fiber Connection to BX (1Gb Ultra)</u>	<u>\$1,500</u>	<u>\$2,500</u>
<u>Fiber Connection to BX (1Gb)</u>	<u>\$1,000</u>	<u>\$2,500</u>
<u>1Gb Copper Connection to BX</u>	<u>\$1,000</u>	<u>\$2,500</u>

\* The connectivity provided under this rule also provides connectivity to the other markets of The Nasdaq Stock Market LLC, Nasdaq PHLX LLC, Nasdaq ISE, LLC, Nasdaq MRX, LLC, and Nasdaq GEMX, LLC.

**Connectivity to Third Party Services**

<b><u>Description</u></b>	<b><u>Installation Fee</u></b>	<b><u>Ongoing Monthly Fee</u></b>
<u>Third Party Services Fiber Connection (10Gb Ultra)</u>	<u>\$1,500*</u>	<u>\$5,000*</u>
<u>Third Party Services Fiber Connection (1Gb Ultra)</u>	<u>\$1,500*</u>	<u>\$2,000*</u>

<u>Third Party Services Fiber Connection (1Gb Ultra or 10Gb Ultra for UTP only)</u>	<u>\$100*</u>	<u>\$100*</u>
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\*Waived for two connections per client to UTP SIP feeds only (UQDF and UTDF).

### **Market Data Connectivity\***

**The following Market Data feeds are delivered to the Nasdaq Data Center via a fiber optic network:**

<b><u>Description</u></b>	<b><u>Installation Fee</u></b>	<b><u>Ongoing Monthly Fee</u></b>
<u>Nasdaq</u>	<u>\$1,000</u>	<u>\$0</u>
<u>SIAC</u>	<u>\$1,000</u>	
<u>CTS/CQS</u>		<u>\$1,412</u>
<u>OpenBook Realtime</u>		<u>\$2,500</u>
<u>OpenBook Ultra</u>		<u>\$2,500</u>
<u>NYSE Alerts</u>		<u>\$200</u>
<u>NYSE Trades</u>		<u>\$100</u>
<u>Arca Trades</u>		<u>\$100</u>
<u>ArcaBook Multicast</u>		<u>\$1,500</u>
<u>Arca BBO</u>		<u>\$125</u>
<u>AMEX-Ultra/Trades/Alerts/LRP</u>		<u>\$100</u>
<u>OPRA</u>		<u>\$6,000</u>
<u>CME</u>	<u>\$1,000</u>	<u>\$3,500</u>



<u>Access Fee per location device/user</u>	<u>\$65</u>
<u>CBOE</u>	<u>\$1,000</u>
<u>BZX Depth</u>	<u>\$4,000</u>
<u>BYX Depth</u>	<u>\$1,500</u>
<u>EDGA Depth</u>	<u>\$2,500</u>
<u>EDGX Depth</u>	<u>\$2,500</u>
<u>TSX/TSXV</u>	<u>\$1,000</u>
<u>TSX and TSXV Level 1 Feed</u>	<u>\$300</u>
<u>TSX and TSXV Level 2 Feed</u>	<u>\$1,000</u>
<u>TSX Quantum Level 1 Feed</u>	<u>\$100</u>
<u>TSX Quantum Level 2 Feed</u>	<u>\$300</u>

\*Pricing is for telco connectivity only and is similar to connectivity fees imposed by other vendors. The fees are generally based on the amount of bandwidth needed to accommodate a particular feed and Nasdaq BX is not the exclusive method to get market data connectivity. Market data fees are charged independently by the Nasdaq BX and other exchanges.

**The following multicast Market Data feeds are delivered to the Nasdaq Data Center via a wireless network (microwave or millimeter wave):**

<u>Description</u>	<u>Installation Fee</u>	<u>Recurring Monthly Fee*</u>
<u>NYSE Equities (Arca Integrated)</u>	<u>\$5,000</u>	<u>\$10,000</u>
<u>NYSE Equities (NYSE Integrated)</u>	<u>\$5,000</u>	<u>\$10,000</u>
<u>BATS Multicast PITCH (BZX and</u>	<u>\$2,500</u>	<u>\$7,500</u>

BYX)

<u>Direct EDGE Depth of Book (EDGA, EDGX)</u>	<u>\$2,500</u>	<u>\$7,500</u>
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<u>CME Multicast Total</u>	<u>\$5,000</u>	<u>\$23,500</u>
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<u>CME Equities Futures Data Only</u>		<u>\$10,000</u>
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<u>CME Fixed Income Futures Data Only</u>		<u>\$10,000</u>
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<u>CME Metals Futures Data Only</u>		<u>\$3,500</u>
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\*Subscribers with three to five microwave or millimeter wave wireless subscriptions under Rule 7015 and/or General 8, Section 1(b) receive a 5% discount on all such subscriptions; subscribers with six to ten microwave or millimeter wave wireless subscriptions under Rule 7015 and/or General 8, Section 1(b) receive a 10% discount on all such subscriptions; subscribers with eleven to fourteen microwave or millimeter wave wireless subscriptions under Rule 7015 and/or General 8, Section 1(b) receive a 15% discount on all such subscriptions; and subscribers with fifteen or more microwave or millimeter wave wireless subscriptions under Rule 7015 and/or General 8, Section 1(b) receive a 20% discount on all such subscriptions.

(c) Power

**Cabinet Power**

<b><u>Description</u></b>	<b><u>Installation Fee</u></b>	<b><u>Ongoing Monthly Fee</u></b>
<u>2x20 amp 110 volt</u>	<u>\$2,000</u>	<u>\$0</u>
<u>2x30 amp 110 volt</u>	<u>\$2,000</u>	<u>\$0</u>
<u>2x20 amp 208 volt</u>	<u>\$2,000</u>	<u>\$0</u>
<u>2x30 amp 208 volt</u>	<u>\$2,000</u>	<u>\$0</u>
<u>Phase 3 2x 20 amp 208 volt</u>	<u>\$3,000</u>	<u>\$0</u>

<u>Phase 3 2x 30 amp 208 volt</u>	<u>\$3,000</u>	<u>\$0</u>
<u>2x60 amp 208 volt</u>	<u>\$3,000</u>	<u>\$0</u>
<u>Phase 3 2x 40 amp 208 volt</u>	<u>\$3,000</u>	<u>\$0</u>
<u>Phase 3 2x 50 amp 208 volt</u>	<u>\$3,000</u>	<u>\$0</u>
<u>Phase 3 2x 60 amp 208 volt</u>	<u>\$3,000</u>	<u>\$0</u>
<u>2x30 amp 48 volt DC</u>	<u>\$3,000</u>	<u>\$0</u>

**(d) Additional Charges/Services**

**Additional Items**

<b><u>Description</u></b>	<b><u>Installation Fee</u></b>	<b><u>Ongoing Monthly Fee</u></b>
<u>Cooling (Door) Fans</u>	<u>\$1,500</u>	<u>\$0</u>
<u>Perforated Floor Tiles</u>	<u>\$250</u>	<u>\$0</u>
<u>Cabinet Extension</u>	<u>\$500</u>	<u>\$0</u>
<u>Super High Density Cabinet Kit</u>	<u>\$4,500</u>	<u>\$0</u>
<u>Additional Cabinet Shelves</u>	<u>\$200</u>	<u>\$0</u>
<u>Single Master Key Locks</u>	<u>\$175</u>	<u>\$0</u>
<u>Cable Downspouts</u>	<u>\$750</u>	<u>\$0</u>
<u>Cabinet Caging</u>	<u>Installation Specific</u>	<u>\$3,000</u>
<u>Custom Installation</u>	<u>Installation Specific</u>	<u>\$0</u>
<u>Cabinet Equipment Storage</u>	<u>\$0</u>	<u>\$500</u>
<u>Copper Patch Cords</u>	<u>\$4.50 +\$.50 per foot</u>	<u>\$0</u>

<u>Fiber Patch Cords - Multi-mode</u>	<u>\$20 +\$1.50</u> <u>per meter</u>	<u>\$0</u>
<u>Fiber Patch Cords - Single-mode</u>	<u>\$24 +\$.75 per</u> <u>meter</u>	<u>\$0</u>
<u>Twinax Patch Cords</u>	<u>\$34 +\$10 per</u> <u>meter</u>	<u>\$0</u>
<u>Power Cords - 5-15P to C13 - 2 to 4</u> <u>feet</u>	<u>\$5</u>	<u>\$0</u>
<u>Power Cords - C14 to C19 - 2 to 4</u> <u>feet</u>	<u>\$10</u>	<u>\$0</u>
<u>Equipment Storage</u>	<u>\$0</u>	<u>\$100</u>
<u>Internet Bandwidth - 1Mb</u>	<u>\$0</u>	<u>\$300</u>
<u>Internet Bandwidth - 2Mb</u>	<u>\$0</u>	<u>\$500</u>
<u>Internet Bandwidth - 3Mb</u>	<u>\$0</u>	<u>\$700</u>
<u>Internet Bandwidth - 4Mb</u>	<u>\$0</u>	<u>\$900</u>
<u>Internet Bandwidth - 5Mb</u>	<u>\$0</u>	<u>\$1,100</u>
<u>GPS Antenna</u>	<u>Installation</u> <u>Specific</u>	<u>\$200</u>
<u>Cabinet Proximity Option Fee</u>	<u>\$0</u>	<u>\$1,000 per medium or</u> <u>low density cabinet,</u> <u>or</u> <u>\$1,500 per</u> <u>medium/high or high</u> <u>density cabinet</u>

### Services

<u>Description</u>	<u>Rate</u>
<u>Power Consulting Service (billed in</u> <u>hourly increments)</u>	<u>\$250/hr plus materials if necessary</u>

Remote Hands Service \$150/hr

<sup>1</sup>Co-location services provided by Nasdaq Technology Services LLC.

## **Section 2. Direct Connectivity**

Direct Connectivity services are provided by Nasdaq Technology Services, LLC.

### **(a) Direct Circuit Connection to BX\***

<b><u>Description</u></b>	<b><u>Installation Fee</u></b>	<b><u>Ongoing Monthly Fee</u></b>
Direct Circuit Connection to BX (10Gb)	\$1,500	\$7,500
Direct Circuit Connection to BX (supports up to 1Gb)	\$1,500	\$2,500
Direct Circuit Connection to BX (1Gb Ultra)	\$1,500	\$2,500
Optional Cable Router	\$925	
Per U of Cabinet Space**		\$150

\* The connectivity provided under this rule also provides connectivity to the other markets of The Nasdaq Stock Market LLC, Nasdaq PHLX LLC, Nasdaq ISE, LLC, Nasdaq MRX, LLC, and Nasdaq GEMX, LLC.

\*\*Fees are based on a height unit of approximately 1.75 inches high, commonly called a "U" space and a maximum power of 125 Watts per U space.

### **(b) Direct Circuit Connection to Third Party Services**

<b><u>Description</u></b>	<b><u>Installation Fee</u></b>	<b><u>Ongoing Monthly Fee</u></b>
Third Party Services Direct Connection (10Gb Ultra)	\$1,500*	\$5,000*
Third Party Services Direct Connection (1Gb Ultra)	\$1,500*	\$2,000*

<u>Third Party Services Direct Connection (1Gb Ultra or 10Gb Ultra for UTP only)</u>	<u>\$100*</u>	<u>\$100*</u>
<u>Optional Cable Router</u>	<u>\$925</u>	
<u>Per U of Cabinet Space**</u>		<u>\$150</u>

\*Waived for two connections per client to UTP SIP feeds only (UQDF and UTDF).

\*\*Fees are based on a height unit of approximately 1.75 inches high, commonly called a "U" space and a maximum power of 125 Watts per U space.

**(c) Point of Presence (POP) Connectivity\***

<u>Description</u>	<u>Installation Fee</u>	<u>Ongoing Monthly Fee</u>
<u>POP Connection to BX (10Gb)</u>	<u>\$1,500</u>	<u>\$7,500</u>
<u>POP Connection to BX (1Gb Ultra)</u>	<u>\$1,500</u>	<u>\$2,500</u>

\* The connectivity provided under this rule also provides connectivity to the other markets of The Nasdaq Stock Market LLC, Nasdaq PHLX LLC, Nasdaq ISE, LLC, Nasdaq MRX, LLC, and Nasdaq GEMX, LLC.

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