Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010
Section 806(e)(1)  
Section 806(e)(2)  
Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934  
Section 3C(b)(2)  
Exhibit 2 Sent As Paper Document  
Exhibit 3 Sent As Paper Document

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

19b-4(f)(6)  
19b-4(f)(5)  
19b-4(f)(4)  
19b-4(f)(3)  
19b-4(f)(2)  
19b-4(f)(1)

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

Description

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 * Jonathan  
Last Name * Cayne  
Title * Associate General Counsel  
E-mail * jonathan.cayne@nasdaqomx.com  
Telephone * (301) 978-8493  
Fax * (301) 978-8472

Signature

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

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

(TITLE *)

Date 02/20/2013  
By Edward S. Knight

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.
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.
Partial Amendment No. 1 to SR-NASDAQ-2012-147

The NASDAQ Stock Market LLC (“NASDAQ”) is filing this Partial Amendment No. 1 to SR-NASDAQ-2012-147 to make the following changes to the pending 19b-4 and Exhibit 1:

1) In the last sentence of the carryover paragraph on page 4 of 52 in the 19b-4 and in the last sentence on page 28 of 52 in the Exhibit 1, “Fund” should be replaced with “Trust”.

2) In the first sentence of footnote 7 on page 7 of 52 in the 19b-4 and in the first sentence of footnote 7 on page 31 of 52 in the Exhibit 1, change “under normal conditions” to “under normal market conditions”.

3) In the second to last sentence of the carryover paragraph on page 9 of 52 in the 19b-4 and in the second to last sentence on page 33 of 52 in the Exhibit 1, delete the parenthetical “(such as the funds)”.

4) In the second sentence of the last full paragraph on page 10 of 52 in the 19b-4 and in the second sentence of the first full paragraph on page 35 of 52 in the Exhibit 1, change “or interest to investors and have preference” to “or interest to investors, have preference”.

5) In the second to last sentence of footnote 12 on page 14 of 52 in the 19b-4 and in the second to last sentence of footnote 12 on page 39 of 52 in the Exhibit 1, insert “and” immediately before “Managed Fund Shares” and delete “, and closed-end funds” immediately after “(as described in Nasdaq Rule 5735)”.

6) In the second sentence of the final paragraph on page 14 of 52 in the 19b-4 and in the second sentence of the first paragraph on page 39 of 52 in the Exhibit 1, insert “exchange-traded” immediately before “pooled investment vehicles”.

7) In the final sentence of the first paragraph on page 15 of 52 in the 19b-4 and in the final sentence of the second paragraph on page 39 of 52 in the Exhibit 1, change “objectives
and strategies as described above” to “objectives, restrictions and strategies as described herein.”.

The proposal SR-NASDAQ-2012-147, as amended, remains consistent with the Securities Exchange Act of 1934, and specifically with Section 6(b)(5) because it makes technical and clarifying changes to the filing and does not make any changes that are unique or novel. In addition, inserting “exchange-traded” immediately before “pooled investment vehicles” is good for the protection of investors and will help to ensure transparency in the pricing of pooled investment vehicles and that the listing and trading of pooled investment vehicles will be subject to an exchange’s listing and trading rules.