

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 17	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2013 - * 003 Amendment No. (req. for Amendments *)
----------------	--	--

Filing by NASDAQ Stock Market
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"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action * <input type="checkbox"/>			<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
Date Expires * <input type="text"/>			<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 3C(b)(2) <input type="checkbox"/>
Section 806(e)(2) <input type="checkbox"/>	

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

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

A proposed rule change to modify the record-keeping and substitution listing fees payable by companies listed on Nasdaq.

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 * Arnold Last Name * Golub
Title * Vice President
E-mail * arnold.golub@nasdaqomx.com
Telephone * (301) 978-8075 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 01/02/2013
By Edward S. Knight
(Name *)
Executive Vice President and General Counsel

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

Edward S Knight,

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

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, 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

Add Remove View

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

Add Remove View

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

Add Remove View

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

Add Remove View

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of Proposed Rule Change

Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² The NASDAQ Stock Market LLC (“Nasdaq”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to modify the record-keeping and substitution listing fees payable by companies listed on Nasdaq.

(a) The text of the proposed rule change is below. Proposed new language is underlined; proposed deletions are in brackets.³

5910. The [NASDAQ] Nasdaq Global Market

(a) – (d) No change.

(e) Record-Keeping Fee

A Company that makes a change such as a change to its name, the par value or title of its security, or its symbol shall pay a fee of [\$2,500] \$7,500 to Nasdaq and submit the appropriate form as designated by Nasdaq.

(f) Substitution Listing Fee

A Company that implements a Substitution Listing Event shall pay a fee of [\$7,500] \$15,000 to Nasdaq and submit the appropriate form as designated by Nasdaq. Notwithstanding the foregoing, this substitution listing fee shall not apply to securities that are listed on a national securities exchange other than Nasdaq and not designated by Nasdaq as Nasdaq national market system securities.

5920. The Nasdaq Capital Market

(a) – (c) No change.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ Changes are marked to the rule text that appears in the electronic manual of Nasdaq found at <http://nasdaqomx.cchwallstreet.com>.

(d) Record-Keeping Fee

A Company that makes a change such as a change to its name, the par value or title of its security, or its symbol shall pay a fee of [\$2,500] \$7,500 to Nasdaq and submit the appropriate form as designated by Nasdaq.

(e) Substitution Listing Fee

A Company that implements a Substitution Listing Event shall pay a fee of [\$7,500] \$15,000 to Nasdaq and submit the appropriate form as designated by Nasdaq. Notwithstanding the foregoing, this substitution listing fee shall not apply to securities that are listed on a national securities exchange other than Nasdaq and not designated by Nasdaq as Nasdaq national market system securities.

* * * * *

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of Nasdaq pursuant to authority delegated by the Board of Directors of Nasdaq on July 10, 2012. Nasdaq staff will advise the Board of Directors of Nasdaq of any action taken pursuant to delegated authority. No other action by Nasdaq is necessary for the filing of the rule change. Nasdaq will implement the new fee for notifications made after January 2, 2013.

Questions regarding this rule filing may be directed to Arnold Golub, Associate General Counsel, Nasdaq, at (301) 978-8075 (telephone) or (301) 978-8472 (fax).

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

Nasdaq proposes to modify the fees charged to Nasdaq-listed companies for record-keeping changes and substitution listings. Currently, a company owes a \$2,500 record-keeping fee when it makes a change to its name, the par value or title of its

security, or its symbol.⁴ This fee was adopted in 2003 and has never been changed.⁵

Nasdaq proposes to increase this record-keeping fee to \$7,500, for notifications made after January 2, 2013.

In addition, a company currently owes a \$7,500 substitution listing fee when it affects a reverse stock split, re-incorporation or a change in the company's place of organization, forms a holding company that replaces the listed company, reclassifies or exchanges the company's listed shares for another security, lists a new class of securities in substitution for a previously-listed class of securities, or makes any technical change whereby the shareholders of the original company receive a share-for-share interest in the new company without any change in their equity position or rights.⁶ This fee was adopted in 2005 and has never been changed.⁷ Nasdaq proposes to increase this substitution listing fee to \$15,000, for notifications made after January 2, 2013.

Nasdaq also proposes to correct capitalization in the heading of Rule 5910 to be consistent with the capitalization used in the remainder of the Rule 5000 Series.

⁴ See Rule 5910(e) and 5920(d).

⁵ Securities Exchange Act Release No. 48631 (October 15, 2003), 68 FR 60426 (October 22, 2003) (approving SR-NASD-2003-127).

⁶ See Rules 5910(d) and 5920(c) and Rule 5005(a)(40).

⁷ Securities Exchange Act Release No. 52712 (November 1, 2005), 70 FR 67511 (November 7, 2005) (approving SR-NASD-2004-162).

b. Statutory Basis

Nasdaq believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,⁸ in general and with Sections 6(b)(4) and 6(b)(5) of the Act,⁹ in particular in that it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

Nasdaq believes that the proposed fees are reasonable because they will reflect Nasdaq's higher costs related to processing record keeping changes and substitution listings since the fees were set in 2003 and 2005, respectively. In that regard, Nasdaq notes that expenses surrounding the processing and distribution of these changes, including technology costs and salaries, have increased since the fees were set, but that the fees have not been concomitantly increased. In addition, Nasdaq has developed an electronic notification system for listed companies and expects to launch early in 2013 an interface allowing companies to notify Nasdaq about these changes through an on-line portal.¹⁰ This web-based interface will simplify the notification process for the company and help eliminate errors that may otherwise have resulted from re-keying information. While over time, Nasdaq hopes that this technology will reduce the costs associated with maintaining the process, Nasdaq has invested significant up-front development costs in

⁸ 15 U.S.C. 78f.

⁹ 15 U.S.C. 78f(b)(4) and (5).

¹⁰ See the NASDAQ OMX Listing Center at https://listingcenter.nasdaqomx.com/Show_Doc.aspx?File=listing_information.html#forms. While the Change in Company Record and Substitution Listing Event forms are currently available as pdfs, which have to be e-mailed to Nasdaq, they are being converted into online forms, which can be completed and submitted to Nasdaq electronically.

creating the system. Nasdaq has also committed resources to its online reference library, which includes a number of FAQs providing advice about these changes and the related forms and fees.¹¹

Nasdaq also believes that the proposed changes are equitable and not unfairly discriminatory because they would apply equally to all companies listed on Nasdaq that effect one of these changes. In this manner, the proposed fees will help assure that the expenses arising from changes initiated by certain companies are borne by those companies.

Finally, NASDAQ notes that it operates in a highly competitive market in which market participants can readily switch exchanges if they deem the listing fees excessive.¹² In such an environment, NASDAQ must continually review its fees to assure that they remain competitive. In that regard, Nasdaq notes that the proposed fees remain similar to the fees charged by the New York Stock Exchange.¹³

¹¹ <https://listingcenter.nasdaqomx.com/MaterialHome.aspx?mcd=LQ>.

¹² The Justice Department recently noted the intense competitive environment for exchange listings. See “NASDAQ OMX Group Inc. and IntercontinentalExchange Inc. Abandon Their Proposed Acquisition Of NYSE Euronext After Justice Department Threatens Lawsuit” (May 16, 2011), available at http://www.justice.gov/atr/public/press_releases/2011/271214.htm.

¹³ NYSE charges \$7,500 for “changes that involve modifications to [NYSE] records, for example, changes of name, par value, title of security or designation, and for applications relating to poison pills.” See Section 902.03 of the NYSE Listed Company Manual and Securities Exchange Act Release No. 68024 (October 10, 2012), 77 FR 63388 (October 16, 2012) (SR-NYSE-2012-51). In addition, NYSE charges \$15,000 for a new listing where the “change in the company's status is technical in nature and the shareholders of the original company receive or retain a share-for-share interest in the new company without any change in their equity position or rights.” These changes include a change in a company's state of incorporation or a reincorporation or formation of a holding company that replaces a listed company, and a reverse stock split. See Section 902.03 of the NYSE Listed Company Manual.

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

Nasdaq does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. The market for listing services is extremely competitive and listed companies may freely choose alternative venues. In addition, Nasdaq's proposed fees are similar to the fees charged by its competitors. For this reason, and the reasons discussed in connection with the statutory basis for the proposed rule change, Nasdaq does not believe that the proposed rule change will result in any burden on competition for listings.

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

Written comments were neither solicited nor received.

6. Extension of Time Period for Commission Action

Nasdaq does not consent at this time to an extension of the time period for Commission action specified in Section 19(b)(2) of the Act.

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,¹⁴ Nasdaq 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 such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the

¹⁴ 15 U.S.C. 78s(b)(3)(A)(ii).

Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

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

The proposed fees are similar to the comparable fees charged by NYSE.¹⁵

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

Not applicable.

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

Not applicable.

11. Exhibits

1. Completed notice of proposed rule change for publication in the Federal Register.

¹⁵ See footnote 13, supra.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-NASDAQ-2013-003)

January __, 2013

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Modify the Record-Keeping and Substitution Listing Fees Payable by Companies Listed on Nasdaq

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹, and Rule 19b-4² thereunder, notice is hereby given that on January 2, 2013, The NASDAQ Stock Market LLC ("Nasdaq" 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 Nasdaq. 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

Nasdaq is proposing to modify the record-keeping and substitution listing fees payable by companies listed on Nasdaq. While changes pursuant to this proposal are effective upon filing, the Exchange will implement the proposed rule on January 2, 2013.

The text of the proposed rule change is below. Proposed new language is underlined; proposed deletions are in brackets.³

* * * * *

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ Changes are marked to the rule text that appears in the electronic manual of Nasdaq found at <http://nasdaqomx.cchwallstreet.com>.

5910. The [NASDAQ] Nasdaq Global Market

(a) – (d) No change.

(e) Record-Keeping Fee

A Company that makes a change such as a change to its name, the par value or title of its security, or its symbol shall pay a fee of [\$2,500] \$7,500 to Nasdaq and submit the appropriate form as designated by Nasdaq.

(f) Substitution Listing Fee

A Company that implements a Substitution Listing Event shall pay a fee of [\$7,500] \$15,000 to Nasdaq and submit the appropriate form as designated by Nasdaq. Notwithstanding the foregoing, this substitution listing fee shall not apply to securities that are listed on a national securities exchange other than Nasdaq and not designated by Nasdaq as Nasdaq national market system securities.

5920. The Nasdaq Capital Market

(a) – (c) No change.

(d) Record-Keeping Fee

A Company that makes a change such as a change to its name, the par value or title of its security, or its symbol shall pay a fee of [\$2,500] \$7,500 to Nasdaq and submit the appropriate form as designated by Nasdaq.

(e) Substitution Listing Fee

A Company that implements a Substitution Listing Event shall pay a fee of [\$7,500] \$15,000 to Nasdaq and submit the appropriate form as designated by Nasdaq. Notwithstanding the foregoing, this substitution listing fee shall not apply to securities that are listed on a national securities exchange other than Nasdaq and not designated by Nasdaq as Nasdaq national market system securities.

* * * * *

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. 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

Nasdaq proposes to modify the fees charged to Nasdaq-listed companies for record-keeping changes and substitution listings. Currently, a company owes a \$2,500 record-keeping fee when it makes a change to its name, the par value or title of its security, or its symbol.⁴ This fee was adopted in 2003 and has never been changed.⁵ Nasdaq proposes to increase this record-keeping fee to \$7,500, for notifications made after January 2, 2013.

In addition, a company currently owes a \$7,500 substitution listing fee when it affects a reverse stock split, re-incorporation or a change in the company's place of organization, forms a holding company that replaces the listed company, reclassifies or exchanges the company's listed shares for another security, lists a new class of securities in substitution for a previously-listed class of securities, or makes any technical change whereby the shareholders of the original company receive a share-for-share interest in the new company without any change in their equity position or rights.⁶ This fee was

⁴ See Rule 5910(e) and 5920(d).

⁵ Securities Exchange Act Release No. 48631 (October 15, 2003), 68 FR 60426 (October 22, 2003) (approving SR-NASD-2003-127).

⁶ See Rules 5910(d) and 5920(c) and Rule 5005(a)(40).

adopted in 2005 and has never been changed.⁷ Nasdaq proposes to increase this substitution listing fee to \$15,000, for notifications made after January 2, 2013.

Nasdaq also proposes to correct capitalization in the heading of Rule 5910 to be consistent with the capitalization used in the remainder of the Rule 5000 Series.

2. Statutory Basis

Nasdaq believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,⁸ in general and with Sections 6(b)(4) and 6(b)(5) of the Act,⁹ in particular in that it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

Nasdaq believes that the proposed fees are reasonable because they will reflect Nasdaq's higher costs related to processing record keeping changes and substitution listings since the fees were set in 2003 and 2005, respectively. In that regard, Nasdaq notes that expenses surrounding the processing and distribution of these changes, including technology costs and salaries, have increased since the fees were set, but that the fees have not been concomitantly increased. In addition, Nasdaq has developed an electronic notification system for listed companies and expects to launch early in 2013 an interface allowing companies to notify Nasdaq about these changes through an on-line

⁷ Securities Exchange Act Release No. 52712 (November 1, 2005), 70 FR 67511 (November 7, 2005) (approving SR-NASD-2004-162).

⁸ 15 U.S.C. 78f.

⁹ 15 U.S.C. 78f(b)(4) and (5).

portal.¹⁰ This web-based interface will simplify the notification process for the company and help eliminate errors that may otherwise have resulted from re-keying information. While over time, Nasdaq hopes that this technology will reduce the costs associated with maintaining the process, Nasdaq has invested significant up-front development costs in creating the system. Nasdaq has also committed resources to its online reference library, which includes a number of FAQs providing advice about these changes and the related forms and fees.¹¹

Nasdaq also believes that the proposed changes are equitable and not unfairly discriminatory because they would apply equally to all companies listed on Nasdaq that effect one of these changes. In this manner, the proposed fees will help assure that the expenses arising from changes initiated by certain companies are borne by those companies.

Finally, NASDAQ notes that it operates in a highly competitive market in which market participants can readily switch exchanges if they deem the listing fees excessive.¹² In such an environment, NASDAQ must continually review its fees to assure that they

¹⁰ See the NASDAQ OMX Listing Center at https://listingcenter.nasdaqomx.com/Show_Doc.aspx?File=listing_information.html#forms. While the Change in Company Record and Substitution Listing Event forms are currently available as pdfs, which have to be e-mailed to Nasdaq, they are being converted into online forms, which can be completed and submitted to Nasdaq electronically.

¹¹ <https://listingcenter.nasdaqomx.com/MaterialHome.aspx?mcd=LQ>.

¹² The Justice Department recently noted the intense competitive environment for exchange listings. See “NASDAQ OMX Group Inc. and IntercontinentalExchange Inc. Abandon Their Proposed Acquisition Of NYSE Euronext After Justice Department Threatens Lawsuit” (May 16, 2011), available at http://www.justice.gov/atr/public/press_releases/2011/271214.htm.

remain competitive. In that regard, Nasdaq notes that the proposed fees remain similar to the fees charged by the New York Stock Exchange.¹³

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

Nasdaq does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. The market for listing services is extremely competitive and listed companies may freely choose alternative venues. In addition, Nasdaq's proposed fees are similar to the fees charged by its competitors. For this reason, and the reasons discussed in connection with the statutory basis for the proposed rule change, Nasdaq does not believe that the proposed rule change will result in any burden on competition for listings.

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.

¹³ NYSE charges \$7,500 for "changes that involve modifications to [NYSE] records, for example, changes of name, par value, title of security or designation, and for applications relating to poison pills." See Section 902.03 of the NYSE Listed Company Manual and Securities Exchange Act Release No. 68024 (October 10, 2012), 77 FR 63388 (October 16, 2012) (SR-NYSE-2012-51). In addition, NYSE charges \$15,000 for a new listing where the "change in the company's status is technical in nature and the shareholders of the original company receive or retain a share-for-share interest in the new company without any change in their equity position or rights." These changes include a change in a company's state of incorporation or a reincorporation or formation of a holding company that replaces a listed company, and a reverse stock split. See Section 902.03 of the NYSE Listed Company Manual.

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.¹⁴ 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 necessary or appropriate in the public interest, for the protection of investors, or 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-NASDAQ-2013-003 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-NASDAQ-2013-003. This file number should be included on the subject line if e-mail is used. To help the Commission process

¹⁴ 15 U.S.C. 78s(b)(3)(A)(ii).

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-NASDAQ-2013-003 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.¹⁵

Kevin M. O'Neill
Deputy Secretary

¹⁵ 17 CFR 200.30-3(a)(12).