

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 15	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2013 - * 035 Amendment No. (req. for Amendments *)
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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"/>
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Description

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

A proposed rule change to establish fees for the Limit Locator service under Rule 7061. NASDAQ will begin assessing the fee on April 8, 2013.

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 * Sean Last Name * Bennett
 Title * Associate General Counsel
 E-mail * sean.bennett@nasdaqomx.com
 Telephone * (301) 978-8499 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 *)
 Executive Vice President and General Counsel

Date 02/21/2013
 By Edward S. Knight
 (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.

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 *

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

Exhibit 1 - Notice of Proposed Rule Change *

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

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

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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) 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” or the “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to establish fees for the Limit Locator service under Rule 7061. NASDAQ will begin assessing the fee on April 8, 2013.

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

7061. Limit Locator

Limit Locator is a tool to assist a member firm in monitoring its trades reported into the FINRA/NASDAQ TRF for compliance with the requirements of the National Market System Plan to Address Extraordinary Market Volatility. The service provides a subscribing member firm with an overview of its trades reported at, or outside of, a designated Limit Up/Limit Down pricing band. The service will provide a total count of the subscribing member firm’s trades in each category as well as present this information graphically, on a rolling month basis. A subscribing member firm is able to create custom e-mails alerts to notify users when a trade is reported at, or outside of, a Limit Up/Limit Down pricing band. Limit Locator is accessed through the NASDAQ Workstation or Weblink ACT 2.0 and is offered for a fee of \$750 per month/per MPID beginning April 8, 2013[at no cost at this time].

* * * * *

(b) Not applicable.

(c) Not applicable.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 NASDAQ on July 10, 2012. No other action by the Exchange is necessary for the filing of the rule change.

Questions regarding this rule filing may be directed to T. Sean Bennett, Associate General Counsel, The NASDAQ OMX Group, Inc., at (301) 978-8499 (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 is proposing to amend Rule 7061 to establish fees for the Limit Locator service. Limit Locator is an add on tool to the NASDAQ Workstation and Weblink ACT 2.0 that assists a member firm that is a FINRA/NASDAQ TRF ("TRF") participant in monitoring its trades reported into the TRF for compliance with the requirements of the National Market System Plan to Address Extraordinary Market Volatility (the "Plan").³ The Plan provides a limit up / limit down mechanism designed to prevent trades in NMS securities from occurring outside of specified price bands. Limit Locator assists member firms in complying with the Plan by tracking trades reported to the TRF that occur at, or outside of, the limit up / limit down bands and

³ On April 5, 2011, the Exchange, together with other self-regulatory organizations, filed with the Commission a national market system plan to adopt a market-wide limit up / limit down system to reduce the negative impacts of sudden, unanticipated price movements in NMS Stocks, like that which was experienced on May 6, 2010. Securities Exchange Act Release No. 64547 (May 25, 2011), 76 FR 31647 (June 1, 2011) (File No. 4-631). The Plan was approved by the Commission on May 31, 2012. Securities Exchange Act Release No. 67091 (May 31, 2012), 77 FR 33498 (June 6, 2012).

providing notice thereof.

NASDAQ implemented Limit Locator on February 4, 2013⁴ at no cost so that member firms could become familiar with the service using the test securities of the Plan.⁵ Phase I of the Plan will be implemented on April 8, 2013 and will apply the limit up / limit down bands only to Tier 1 NMS Stocks, which are defined as all NMS Stocks included in the S&P 500 Index, the Russell 1000 Index, and a list of exchange-traded products. Accordingly, NASDAQ is proposing to offer the service for a monthly fee of \$750 per member MPID concurrent with the Phase I implementation.⁶ Each person with a NASDAQ Workstation or Weblink ACT 2.0 log in will be able to access the alerts for a subscribed Limit Locator MPID. The proposed fee is based on the cost to NASDAQ of developing and maintaining the service, and on the value provided to the subscribing member firm, which receives a useful tool with which to monitor its trades reported to the TRF for compliance with the requirements of the Plan. The proposed fee will also allow NASDAQ to make a profit to the extent the costs associated with developing and maintaining the service are covered. The proposed service is entirely voluntary and member firms are free to develop similar systems of their own or purchase third party solutions.

⁴ Securities Exchange Act Release No. 68841 (February 6, 2013), 78 FR 9966 (February 12, 2013)(SR-NASDAQ-2013-020).

⁵ Beginning on February 4, 2013, the Securities Information Processors began transmitting limit up / limit down data in select securities to allow participants to develop and test their systems in preparation for the implementation of the Plan.

⁶ NASDAQ will prorate the first month's fee given that it is a partial month.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act⁷ in general, and with Sections 6(b)(4) of the Act,⁸ in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which the Exchange operates or controls.

The Exchange operates in a highly competitive market in which third parties and member firms themselves are able to develop and provide information similar to that of Limit Locator. The service uses a subscribing member firm's data, and as such, the member firm may elect to capture it and perform the same analysis provided by Limit Locator, or seek a solution from a third party. NASDAQ has invested time and capital in developing the service and has determined that the proposed fee is reasonable. Accordingly, to the extent that a member firm believes that the fee is excessive or unreasonable it need not subscribe to the service, and may alternatively capture and analyze the data on its own or through a third party provider. Moreover, the Exchange believes the proposed fees are reasonable because they are based on the Exchange's costs to cover the development and maintenance of the service. The proposed fee will allow the Exchange to recoup these costs and make a profit, while providing member firms the ability to better comply with the requirements of the Plan. The Exchange believes the proposed fee is equitably allocated because all Exchange member firms that voluntarily select this service will be charged the same amount for the same service. As noted,

⁷ 15 U.S.C. 78f(b).

⁸ 15 U.S.C. 78f(b)(4).

subscription to the service is entirely voluntary and available to all Exchange member firms that are FINRA/NASDAQ TRF participants.

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. To the contrary, this proposal will promote competition among member firms, since it provides a compliance solution to member firms that may not have the financial wherewithal to develop such a system on their own. Moreover, by promoting compliance with the Plan, the service will also promote a more efficient and orderly market in which buyers and sellers can compete amongst each other without inadvertently running afoul of the restrictions of the Plan.

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

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.⁹

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,¹⁰ 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-

⁹ 15 U.S.C. 78s(b)(2).

¹⁰ 15 U.S.C. 78s(b)(3)(A)(ii).

regulatory organization, which renders the proposed rule change effective upon filing.

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

Not applicable.

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

Not applicable.

10. 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.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NASDAQ-2013-035

February __, 2013

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Assess a Fee for the Limit Locator Service

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on February 21, 2013, The NASDAQ Stock Market LLC (“NASDAQ” or the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) a 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

NASDAQ proposes to assess a fee for the Limit Locator service under Rule 7061. NASDAQ will begin assessing the proposed fee on April 8, 2013.

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

7061. Limit Locator

Limit Locator is a tool to assist a member firm in monitoring its trades reported into the FINRA/NASDAQ TRF for compliance with the requirements of the National Market System Plan to Address Extraordinary Market Volatility. The service provides a

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

subscribing member firm with an overview of its trades reported at, or outside of, a designated Limit Up/Limit Down pricing band. The service will provide a total count of the subscribing member firm's trades in each category as well as present this information graphically, on a rolling month basis. A subscribing member firm is able to create custom e-mails alerts to notify users when a trade is reported at, or outside of, a Limit Up/Limit Down pricing band. Limit Locator is accessed through the NASDAQ Workstation or Weblink ACT 2.0 and is offered for a fee of \$750 per month/per MPID beginning April 8, 2013[at no cost at this time].

* * * * *

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

In its filing with the Commission, NASDAQ included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

NASDAQ is proposing to amend Rule 7061 to establish fees for the Limit Locator service. Limit Locator is an add on tool to the NASDAQ Workstation and Weblink ACT 2.0 that assists a member firm that is a FINRA/NASDAQ TRF ("TRF") participant in monitoring its trades reported into the TRF for compliance with the requirements of the National Market System Plan to Address Extraordinary Market Volatility (the "Plan").³ The Plan provides a limit up / limit down mechanism designed

³ On April 5, 2011, the Exchange, together with other self-regulatory organizations, filed with the Commission a national market system plan to adopt a market-wide limit up / limit down system to reduce the negative impacts of sudden, unanticipated price movements in NMS Stocks, like that which was experienced on May 6, 2010. Securities Exchange Act Release No. 64547 (May 25, 2011), 76

to prevent trades in NMS securities from occurring outside of specified price bands. Limit Locator assists member firms in complying with the Plan by tracking trades reported to the TRF that occur at, or outside of, the limit up / limit down bands and providing notice thereof.

NASDAQ implemented Limit Locator on February 4, 2013⁴ at no cost so that member firms could become familiar with the service using the test securities of the Plan.⁵ Phase I of the Plan will be implemented on April 8, 2013 and will apply the limit up / limit down bands only to Tier 1 NMS Stocks, which are defined as all NMS Stocks included in the S&P 500 Index, the Russell 1000 Index, and a list of exchange-traded products. Accordingly, NASDAQ is proposing to offer the service for a monthly fee of \$750 per member MPID concurrent with the Phase I implementation.⁶ Each person with a NASDAQ Workstation or Weblink ACT 2.0 log in will be able to access the alerts for a subscribed Limit Locator MPID. The proposed fee is based on the cost to NASDAQ of developing and maintaining the service, and on the value provided to the subscribing member firm, which receives a useful tool with which to monitor its trades reported to the TRF for compliance with the requirements of the Plan. The proposed fee will also allow NASDAQ to make a profit to the extent the costs associated with developing and

FR 31647 (June 1, 2011) (File No. 4-631). The Plan was approved by the Commission on May 31, 2012. Securities Exchange Act Release No. 67091 (May 31, 2012), 77 FR 33498 (June 6, 2012).

⁴ Securities Exchange Act Release No. 68841 (February 6, 2013), 78 FR 9966 (February 12, 2013)(SR-NASDAQ-2013-020).

⁵ Beginning on February 4, 2013, the Securities Information Processors began transmitting limit up / limit down data in select securities to allow participants to develop and test their systems in preparation for the implementation of the Plan.

⁶ NASDAQ will prorate the first month's fee given that it is a partial month.

maintaining the service are covered. The proposed service is entirely voluntary and member firms are free to develop similar systems of their own or purchase third party solutions.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act⁷ in general, and with Sections 6(b)(4) of the Act,⁸ in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which the Exchange operates or controls.

The Exchange operates in a highly competitive market in which third parties and member firms themselves are able to develop and provide information similar to that of Limit Locator. The service uses a subscribing member firm's data, and as such, the member firm may elect to capture it and perform the same analysis provided by Limit Locator, or seek a solution from a third party. NASDAQ has invested time and capital in developing the service and has determined that the proposed fee is reasonable. Accordingly, to the extent that a member firm believes that the fee is excessive or unreasonable it need not subscribe to the service, and may alternatively capture and analyze the data on its own or through a third party provider. Moreover, the Exchange believes the proposed fees are reasonable because they are based on the Exchange's costs to cover the development and maintenance of the service. The proposed fee will allow the Exchange to recoup these costs and make a profit, while providing member firms the

⁷ 15 U.S.C. 78f(b).

⁸ 15 U.S.C. 78f(b)(4).

ability to better comply with the requirements of the Plan. The Exchange believes the proposed fee is equitably allocated because all Exchange member firms that voluntarily select this service will be charged the same amount for the same service. As noted, subscription to the service is entirely voluntary and available to all Exchange member firms that are FINRA/NASDAQ TRF participants.

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. To the contrary, this proposal will promote competition among member firms, since it provides a compliance solution to member firms that may not have the financial wherewithal to develop such a system on their own. Moreover, by promoting compliance with the Plan, the service will also promote a more efficient and orderly market in which buyers and sellers can compete amongst each other without inadvertently running afoul of the restrictions of the Plan.

C. 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.

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act,⁹ 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.

⁹ 15 U.S.C. 78s(b)(3)(A)(ii).

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-2013-035 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-2013-035. 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 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal offices of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

All submissions should refer to File Number SR-NASDAQ-2013-035, 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.¹⁰

Kevin M. O'Neill
Deputy Secretary

¹⁰ 17 CFR 200.30-3(a)(12).