

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 20	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR - 2013 - * 061	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"/>	
			Rule	
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)
			<input 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)
Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010			Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934	
Section 806(e)(1) <input type="checkbox"/>		Section 806(e)(2) <input type="checkbox"/>	Section 3C(b)(2) <input type="checkbox"/>	
Exhibit 2 Sent As Paper Document <input 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 adopt NASDAQ Rule 4120c7D concerning the extension of the Display Only Period conducted prior to the IPO Halt Cross under NASDAQ Rule 4753				
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 *)				
Date	04/01/2013	Executive Vice President and General Counsel		
By	Edward S. Knight	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.				

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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

Exhibit 1 - Notice of Proposed Rule Change *

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

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

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

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

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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 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 “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to adopt NASDAQ Rule 4120(c)(7)(D) concerning the extension of the Display Only Period conducted prior to the IPO Halt Cross under NASDAQ Rule 4753.

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

4120. Trading Halts

(a) – (b) No change.

(c) Procedure for Initiating a Trading Halt

(1) - (6) No change.

(7)

(A) A trading halt or pause initiated under Rule 4120(a)(1), (4), (5), (6), (9), (10), (11) or Rule 4120(b) shall be terminated when Nasdaq releases the security for trading. Prior to terminating the halt, there will be a 5-minute Display Only Period during which market participants may enter quotations and orders in that security in Nasdaq systems. At the conclusion of the 5-minute Display Only Period, the security shall be released for trading unless Nasdaq extends the Display Only Period for an additional 1-minute period pursuant to subparagraph (C) below. At the conclusion of the Display Only Period, trading shall immediately resume pursuant to Rule 4753.

(B) A trading halt initiated under Rule 4120(a)(7) shall be terminated when Nasdaq releases the security for trading. Prior to terminating the halt, there will be a 15-minute Display Only Period during which market participants may enter

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

quotes and orders in that security in Nasdaq systems. In addition, beginning at 7 a.m., market participants may enter Market Hours Day Orders in a security that is the subject of an Initial Public Offering on Nasdaq and designate such orders to be held until the beginning of the Display Only Period, at which time they will be entered into the system. At the conclusion of the 15-minute Display Only Period, the security shall be released for trading unless Nasdaq extends the Display Only Period for up to six additional 5-minute Display Only Periods pursuant to subparagraph (C) or (D) below. At the conclusion of the Display Only Period(s), there shall be an additional delay of between zero and 15 seconds (randomly selected) and then trading shall resume pursuant to Rule 4753.

(C) If at the end of a Display Only Period, Nasdaq detects an order imbalance in the security, Nasdaq will extend the Display Only Period as permitted under subparagraphs (A) and (B) above. Order imbalances shall be established when (i) the Current Reference Prices, as defined in Rule 4753(a)(2)(A), disseminated 15 seconds and immediately prior to the end of the Display Only Period differ by more than the greater of 5 percent or 50 cents, or (ii) all buy or sell market orders will not be executed in the cross.

(D) At any time within the last five minutes prior to the end of a Display Only Period, Nasdaq may extend the Display Only Period as permitted under subparagraph (B) above at the request of an underwriter of an IPO.

* * * * *

(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 the Exchange on July 10, 2012. NASDAQ staff will advise the Board of Directors of the Exchange of any action taken pursuant to delegated authority. No other action by NASDAQ is necessary for the filing of the rule change.

The proposed rule change has been designated as appropriate to become effective upon filing. Questions regarding this rule filing may be directed to T. Sean Bennett, Associate General Counsel, The NASDAQ OMX Group, Inc., at (301) 978-8499.

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

a. Purpose

The Exchange proposes to adopt Rule 4120(c)(7)(D) to describe an additional basis for extending the Display Only Period as permitted by Rule 4120(c)(7)(B), and is making a conforming change to Rule 4120(c)(7)(B). Rule 4120(c)(7)(B) governs the orderly launch of trading of a company's securities approved for listing on NASDAQ in an initial public offering ("IPO"). Rule 4120(c)(7)(B), provides a fifteen-minute "Display Only Period" prior to terminating the halt imposed on an IPO security before it opens for trading for the first time on NASDAQ pursuant to the IPO Halt Cross of Rule 4753. Under Rule 4120(c)(7)(B), at the conclusion of the fifteen-minute Display Only Period NASDAQ may extend the period for up to six additional five-minute Display Only Periods, pursuant to the basis described under Rule 4120(c)(7)(C). Rule 4120(c)(7)(C) allows an extension when NASDAQ detects an order imbalance in the security.

In May 2007, nearly a year after the launch of the IPO Halt Cross, NASDAQ determined to change its internal procedures to consider requests by underwriting firms involved in an IPO to extend the Display Only Period by five minutes, up to a maximum of six five-minute extensions. NASDAQ made the change based on its experience with operating the IPO process and in an effort to ensure the orderly operation of the IPO process. NASDAQ found that underwriters possess valuable information about the pending IPO given their unique position in the market, including the state of IPO orders resting on the underwriter's book, and believed that it is in the best interest of the markets to extend the 15-minute Display Only Period upon the request of a market maker.

Accordingly, pursuant NASDAQ's internal procedures it relies on the underwriter's reasonable judgment as to whether a five-minute extension of the Display Only Period will improve the price discovery process of the IPO Halt Cross, and thereby help to ensure a fair and orderly launch of trading in the IPO security.

NASDAQ is amending its rules to memorialize the underwriter-requested extension process under Rule 4120(c)(7)(D). NASDAQ developed criteria for determining whether to grant an underwriter-requested extension of the Display Only Period, and applies such criteria consistently in every IPO wherein an underwriter makes an extension request. NASDAQ may change such criteria from time to time in the interest of improving the IPO process for market participants.

NASDAQ notes that other markets also recognize the importance of allowing underwriters to extend the IPO auctions of their markets. For example, BATS Exchange, Inc. permits an extension to its IPO Auction Quote-Only period upon the request of an underwriter, with no limit on the number or length of extensions.³ Affording underwriters the ability to request an extension is consistent with NASDAQ's goal of promoting a fair and orderly market and NASDAQ believes that it is appropriate to include its long-standing procedure in its rules. Doing so will provide market participants with a better understanding the operation of the Display Only Period of the IPO process. Accordingly, NASDAQ is proposing to adopt new Rule 4120(c)(7)(D) to reflect that it may consider the request of an underwriter of an IPO to extend the Display Only Period by five minutes, up to a maximum six five-minute extensions.

³ BATS Exchange Chapter XI, Rule 11.23(d)(2)(B)(ii).

b. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,⁴ in general, and with Section 6(b)(5) of the Act,⁵ in particular, in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transaction in securities, 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, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The proposed rule change promotes this goal by establishing in NASDAQ's rules an IPO process that protects investors and the public interest by ensuring an orderly opening of trading in IPOs on NASDAQ. NASDAQ believes that underwriters of IPOs have unique insight into the investor interest in the IPO, and therefore are uniquely positioned to evaluate the book and make extension decisions to ensure an orderly IPO launch. NASDAQ notes that the criteria it applies in considering an underwriter-requested extension are applied consistently to every IPO, and therefore do not permit NASDAQ to discriminate in any manner.

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

The Exchange 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

⁴ 15 U.S.C. 78f.

⁵ 15 U.S.C. 78f(b)(5).

of the Act, as amended. The Exchange believes that the proposal is irrelevant to competition because it is not driven by, nor impactful to, competition.

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

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) of the Act⁶ and Rule 19b-4(f)(6) thereunder⁷ 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 has provided the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change prior to the date of filing of the proposed rule.

The Exchange requests that the Commission waive the 30-day pre-operative waiting period contained in Rule 19b-4(f)(6)(iii) under the Act.⁸ NASDAQ believes that it is consistent with the protection of investors and the public interest to grant the waiver

⁶ 15 U.S.C. 78s(b)(3)(A).

⁷ 17 CFR 240.19b-4(f)(6).

⁸ 17 CFR 240.19b-4(f)(6)(iii).

because the proposed rule protects investors by providing an additional means by which NASDAQ may extend the Display Only Period, in the interest of providing a fair and orderly launch of trading in an IPO security. In this regard, NASDAQ notes that underwriters to IPOs are uniquely positioned to determine whether a five-minute extension of the Display Only Period will improve the price discovery process of the IPO Halt Cross. NASDAQ notes that its procedures already provide for the underwriter-requested extensions of the Display Only Period; accordingly, the change does not alter NASDAQ's operations. The Exchange notes that other markets allow underwriter-requested extensions of their pre-IPO quote periods, and therefore the changes proposed herein are not novel. In addition, the proposed rule change does not impact market participants or competitors for the reasons discussed above in connection with the Exchange's analysis of burden on competition. Finally, the waiver will enable NASDAQ to bring its rules and processes into alignment as quickly as possible, a result that benefits investors and serves the public interest. For all these reasons, NASDAQ believes that it is consistent with the protection of investors and the public interest to waive the pre-operative waiting period.

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.

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

The proposed rule change is not based on the rules of another self-regulatory organization or of the Commission, although it is similar to BATS Exchange Chapter XI, Rule 11.23(d)(2)(B)(ii). NASDAQ notes that, while its proposed rule and the BATS rule both give underwriters discretion in extending their respective quoting periods, the BATS rule allows for an indefinite number and length of underwriter-requested extensions to its IPO Auction Quote-Only period, unlike NASDAQ's proposal that limits such requests to a total of six five-minute extensions of the Display Only Period.

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

Exhibit 1 – Form of Notice of Proposed Rule Change for Federal Register.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-NASDAQ-2013-061)

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to NASDAQ Rule 4120

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 April 1, 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 the 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 proposes to adopt NASDAQ Rule 4120(c)(7)(D) concerning the extension of the Display Only Period conducted prior to the IPO Halt Cross under NASDAQ Rule 4753. The Exchange has designated the proposed changes herein as immediately effective.

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

4120. Trading Halts

(a) – (b) No change.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

(c) Procedure for Initiating a Trading Halt

(1) - (6) No change.

(7)

(A) A trading halt or pause initiated under Rule 4120(a)(1), (4), (5), (6), (9), (10), (11) or Rule 4120(b) shall be terminated when Nasdaq releases the security for trading. Prior to terminating the halt, there will be a 5-minute Display Only Period during which market participants may enter quotations and orders in that security in Nasdaq systems. At the conclusion of the 5-minute Display Only Period, the security shall be released for trading unless Nasdaq extends the Display Only Period for an additional 1-minute period pursuant to subparagraph (C) below. At the conclusion of the Display Only Period, trading shall immediately resume pursuant to Rule 4753.

(B) A trading halt initiated under Rule 4120(a)(7) shall be terminated when Nasdaq releases the security for trading. Prior to terminating the halt, there will be a 15-minute Display Only Period during which market participants may enter quotes and orders in that security in Nasdaq systems. In addition, beginning at 7 a.m., market participants may enter Market Hours Day Orders in a security that is the subject of an Initial Public Offering on Nasdaq and designate such orders to be held until the beginning of the Display Only Period, at which time they will be entered into the system. At the conclusion of the 15-minute Display Only Period, the security shall be released for trading unless Nasdaq extends the Display Only Period for up to six additional 5-minute Display Only Periods pursuant to subparagraph (C) or (D) below. At the conclusion of the Display Only Period(s),

there shall be an additional delay of between zero and 15 seconds (randomly selected) and then trading shall resume pursuant to Rule 4753.

(C) If at the end of a Display Only Period, Nasdaq detects an order imbalance in the security, Nasdaq will extend the Display Only Period as permitted under subparagraphs (A) and (B) above. Order imbalances shall be established when (i) the Current Reference Prices, as defined in Rule 4753(a)(2)(A), disseminated 15 seconds and immediately prior to the end of the Display Only Period differ by more than the greater of 5 percent or 50 cents, or (ii) all buy or sell market orders will not be executed in the cross.

(D) At any time within the last five minutes prior to the end of a Display Only Period, Nasdaq may extend the Display Only Period as permitted under subparagraph (B) above at the request of an underwriter of an IPO.

* * * * *

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

The Exchange proposes to adopt Rule 4120(c)(7)(D) to describe an additional basis for extending the Display Only Period as permitted by Rule 4120(c)(7)(B), and is making a conforming change to Rule 4120(c)(7)(B). Rule 4120(c)(7)(B) governs the orderly launch of trading of a company's securities approved for listing on NASDAQ in an initial public offering ("IPO"). Rule 4120(c)(7)(B), provides a fifteen-minute "Display Only Period" prior to terminating the halt imposed on an IPO security before it opens for trading for the first time on NASDAQ pursuant to the IPO Halt Cross of Rule 4753. Under Rule 4120(c)(7)(B), at the conclusion of the fifteen-minute Display Only Period NASDAQ may extend the period for up to six additional five-minute Display Only Periods, pursuant to the basis described under Rule 4120(c)(7)(C). Rule 4120(c)(7)(C) allows an extension when NASDAQ detects an order imbalance in the security.

In May 2007, nearly a year after the launch of the IPO Halt Cross, NASDAQ determined to change its internal procedures to consider requests by underwriting firms involved in an IPO to extend the Display Only Period by five minutes, up to a maximum of six five-minute extensions. NASDAQ made the change based on its experience with operating the IPO process and in an effort to ensure the orderly operation of the IPO process. NASDAQ found that underwriters possess valuable information about the pending IPO given their unique position in the market, including the state of IPO orders resting on the underwriter's book, and believed that it is in the best interest of the markets to extend the 15-minute Display Only Period upon the request of a market maker.

Accordingly, pursuant to NASDAQ's internal procedures it relies on the underwriter's reasonable judgment as to whether a five-minute extension of the Display Only Period will improve the price discovery process of the IPO Halt Cross, and thereby help to ensure a fair and orderly launch of trading in the IPO security.

NASDAQ is amending its rules to memorialize the underwriter-requested extension process under Rule 4120(c)(7)(D). NASDAQ developed criteria for determining whether to grant an underwriter-requested extension of the Display Only Period, and applies such criteria consistently in every IPO wherein an underwriter makes an extension request. NASDAQ may change such criteria from time to time in the interest of improving the IPO process for market participants.

NASDAQ notes that other markets also recognize the importance of allowing underwriters to extend the IPO auctions of their markets. For example, BATS Exchange, Inc. permits an extension to its IPO Auction Quote-Only period upon the request of an underwriter, with no limit on the number or length of extensions. Affording underwriters the ability to request an extension is consistent with NASDAQ's goal of promoting a fair and orderly market and NASDAQ believes that it is appropriate to include its long-standing procedure in its rules. Doing so will provide market participants with a better understanding of the operation of the Display Only Period of the IPO process. Accordingly, NASDAQ is proposing to adopt new Rule 4120(c)(7)(D) to reflect that it may consider the request of an underwriter of an IPO to extend the Display Only Period by five minutes, up to a maximum of six five-minute extensions.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,³ in general, and with Section 6(b)(5) of the Act,⁴ in particular, in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transaction in securities, 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, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The proposed rule change promotes this goal by establishing in NASDAQ's rules an IPO process that protects investors and the public interest by ensuring an orderly opening of trading in IPOs on NASDAQ. NASDAQ believes that underwriters of IPOs have unique insight into the investor interest in the IPO, and therefore are uniquely positioned to evaluate the book and make extension decisions to ensure an orderly IPO launch. NASDAQ notes that the criteria it applies in considering an underwriter-requested extension are applied consistently to every IPO, and therefore do not permit NASDAQ to discriminate in any manner.

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

The Exchange 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

³ 15 U.S.C. 78f.

⁴ 15 U.S.C. 78f(b)(5).

of the Act, as amended. The Exchange believes that the proposal is irrelevant to competition because it is not driven by, nor impactful to, competition.

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)(ii) of the Act⁵ and subparagraph (f)(6) of Rule 19b-4 thereunder.⁶

The Exchange requests that the Commission waive the 30-day pre-operative waiting period contained in Rule 19b-4(f)(6)(iii) under the Act.⁷ NASDAQ believes that it is consistent with the protection of investors and the public interest to grant the waiver because the proposed rule protects investors by providing an additional means by which NASDAQ may extend the Display Only Period, in the interest of providing a fair and orderly launch of trading in an IPO security. In this regard, NASDAQ notes that underwriters to IPOs are uniquely positioned to determine whether a five-minute extension of the Display Only Period will improve the price discovery process of the IPO Halt Cross. NASDAQ notes that its procedures already provide for the underwriter-

⁵ 15 U.S.C. 78s(b)(3)(a)(ii).

⁶ 17 CFR 240.19b-4(f)(6).

⁷ 17 CFR 240.19b-4(f)(6)(iii).

requested extensions of the Display Only Period; accordingly, the change does not alter NASDAQ's operations. The Exchange notes that other markets allow underwriter-requested extensions of their pre-IPO quote periods, and therefore the changes proposed herein are not novel. In addition, the proposed rule change does not impact market participants or competitors for the reasons discussed above in connection with the Exchange's analysis of burden on competition. Finally, the waiver will enable NASDAQ to bring its rules and processes into alignment as quickly as possible, a result that benefits investors and serves the public interest. For all these reasons, NASDAQ believes that it is consistent with the protection of investors and the public interest to waive the pre-operative waiting period.

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. The Exchange has provided the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change.

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-2013-061 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-2013-061. 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-NASDAQ-2013-061 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.⁸

Kevin M. O'Neill
Deputy Secretary

⁸ 17 CFR 200.30-3(a)(12).