

Required fields are shown with yellow backgrounds and asterisks.

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"/>
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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 amend Nasdaq's rule governing modification of orders in the event of an issuer corporate action related to a dividend, payment or distribution.

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 * John Last Name * Yetter
 Title * Vice President
 E-mail * john.yetter@nasdaqomx.com
 Telephone * (301) 978-8497 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 12/18/2014 Executive Vice President and General Counsel
 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.

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 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 amend Nasdaq’s rule governing modification of orders in the event of an issuer corporate action related to a dividend, payment or distribution.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1 and the text of the proposed rule change is attached as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of Nasdaq pursuant to authority delegated by the Board of Directors of Nasdaq on July 16, 2014. 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.

Questions regarding this rule filing may be directed to John M. Yetter, Vice President, The NASDAQ OMX Group, at (301) 978-8497.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

a. Purpose

Nasdaq Rule 4761 addresses the treatment of quotes/orders in securities that are the subject of issuer corporate actions related to a dividend, payment or distribution. The rule applies to any trading interest that is carried on the Nasdaq Market Center book overnight. As a general matter, Nasdaq cancels open quotes/orders in the event of any corporate action related to a dividend, payment or distribution, on the ex-date of the action. The cancellation occurs immediately prior to the opening of trading at 4 a.m. on the ex-date of the corporate action, and the member receives a cancellation notice, so that it can, if it desires, reenter the order at the commencement of trading on the ex-date.

Prior to 2013, Nasdaq Rule 4761 provided for a complex variety of adjustments of quotes and orders carried on the Nasdaq book overnight; depending on the nature of the corporate action, these adjustments might result in the cancellation of a quote/order or an adjustment of its price and/or size to reflect the impact of the corporate action. In April 2013, Nasdaq filed an amendment to the rule to provide that Nasdaq would cancel all open quotes/orders in the event of any corporate action.³ The proposal reflected a conclusion that the rule was excessively complex and had given rise to certain non-material discrepancies between the rule as written and its application in Nasdaq's systems. Subsequently, in response to member demand for assistance with order management with respect to certain common types of corporate action, Nasdaq amended the rule again to offer limited, optional functionality to allow open orders to be adjusted,

³ Securities Exchange Act Release No. 69454 (April 25, 2013), 78 FR 25506 (May 1, 2013) (SR-NASDAQ-2013-068).

rather than cancelled.⁴ As written, the rule provides for the possibility of order adjustment in the case of cash dividends, forward stock splits, and combined cash dividends/forward stock splits.

The proposal will expand the rule also to provide for adjustment in the case of stock dividends and combined cash dividends/stock dividends. The proposal reflects the conclusion, based on member feedback, that actions resulting in the distribution of additional stock should be treated similarly, regardless of whether they are denominated as forward stock splits or stock dividends. Nasdaq will make members aware of the effective date of the proposed change by the issuance of a widely disseminated Equity Trader Alert.

Under the current rule, a member may designate that all orders with a time-in-force of good-till-cancelled⁵ that are entered through one or more order entry ports specified by the member will be processed in the manner specified below.⁶

(1) Cash Dividend. If an issuer is paying a cash dividend, the price of an order to buy is reduced by the amount of the sum of all dividends payable, rounded up to the nearest whole cent; provided, however, that there will be no adjustment if the sum of all dividends is less than \$0.01. For example, if the sum of all dividends is \$0.381, the price

⁴ Securities Exchange Act Release No. 70113 (August 5, 2013), 78 FR 48746 (August 9, 2013) (SR-NASDAQ-2013-096).

⁵ Nasdaq notes that the use of good-till-cancelled orders is not prevalent, accounting for significantly less than 1% of all orders entered into Nasdaq. The vast majority of orders expire by their terms at the end of regular market hours.

⁶ The member may opt for this processing on a port-by-port basis. Thus, the provisions providing for order adjustment are applied to all good-till-cancelled orders entered through a port that has been specified by the member for such processing. Because members may obtain multiple ports, however, members may opt to apply different processing to different orders based on the ports through which they are entered.

of the order will be reduced by \$0.39. An order to sell will be retained but will receive no price adjustment.

(2) Forward Stock Split. If an issuer is implementing a forward stock split, the order is cancelled if its size is less than one round lot. If the order's size is greater than one round lot, (i) the size of the order is multiplied by the ratio of post-split shares to pre-split shares, with the result rounded downward to the nearest whole share, and (ii) the price of the order will be multiplied by the ratio of pre-split shares to post-split shares, with the result rounded down to the nearest whole penny in the case of orders to buy and rounded up to the nearest whole penny in the case of orders to sell.

Under the change proposed in this filing, stock dividends will be treated in the same manner as forward stock splits. Thus, any corporate action in which additional shares are issued to holders of outstanding shares will be treated in the manner described above.

For example, if a member has entered a good-till-cancelled order to buy 375 shares at \$10.95 per share and the issuer implemented a split or dividend under which an additional 1.25 shares would be issued for each share outstanding, the size of the order would be adjusted to 843 shares ($375 \times 2.25/1 = 843.75$, rounded down to 843) and the price of the order would be adjusted to \$4.86 per share ($\$10.95 \text{ per share} \times 1/2.25 = \4.8667 per share, rounded down to \$4.86 per share). An order to sell at the same price and size would be adjusted to 843 shares with a price of \$4.87 per share ($\4.8667 per share, rounded up).⁷

⁷ Nasdaq is also amending the example in the rule text to make it clear that the prices provided therein are per share prices.

(3) Combination of Cash Dividend and Forward Stock Split or Stock Dividend.

Under the current rule, if an issuer is implementing a cash dividend and a forward stock split on the same date, the adjustments described above will both be applied, in the order described in the notice of the corporate actions received by Nasdaq.⁸ Under the proposed rule change, this provision is being expanded to cover stock dividends as well as forward stock splits.

As is currently the case, changes to open orders will continue to be effected immediately prior to the opening of the System at 4:00 a.m. on the ex-date of the applicable corporate action. Open orders that are retained are re-entered by the System (as adjusted above) immediately prior to the opening of the System, such that they will retain time priority over new orders entered at or after 4:00 a.m.⁹ Under the proposed rule change, for corporate actions other than cash dividends, forward stock splits, and stock dividends (or any combination thereof), open orders are always cancelled, regardless of the port through which they were entered.

b. Statutory Basis

Nasdaq believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,¹⁰ in general, and with Section 6(b)(5) of the Act¹¹ in particular, in

⁸ For securities listed on Nasdaq, Nasdaq receives notice of corporate actions from the issuer and determines the applicable ex-date. See Rule 11140. For securities listed on other exchanges, Nasdaq receives notice from the listing exchange.

⁹ To the extent that multiple good-till-cancelled orders in a particular security are adjusted and re-entered, such orders may not retain the same time priority vis-à-vis one another that they had on the preceding day. Rather, because such orders are entered simultaneously through multiple order entry ports, their relative priority is a function of the duration of system processing associated with each individual order.

¹⁰ 15 U.S.C. 78f.

that the proposal is designed to prevent fraudulent and manipulative acts and practices, 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 transactions 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. Specifically, Nasdaq believes that the change, which is responsive to member input, will facilitate transactions in securities and perfect the mechanism of a free and open market by providing members with additional optional functionality that may assist them with order management with respect to stock dividends in a manner similar to the current functionality with respect to cash dividends and forward splits. Because forward splits and stock dividends both involve the distribution of additional stock to current stockholders, providing them with similar treatment under the rule is logical and may help to prevent confusion on the part of members that expect both types of corporate events to receive consistent treatment.

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. Specifically, by offering market participants additional options with regard to management of open orders, the change has the potential to enhance Nasdaq's competitiveness with respect to other trading venues, thereby promoting greater competition. Moreover, the change does not burden competition in that it does not restrict the ability of members to enter and update trading interest in Nasdaq.

¹¹ 15 U.S.C. 78f(b)(5).

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

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 proposed rule change is effective upon filing pursuant to Section 19(b)(3)(A) of the Act¹² and paragraph (f)(6) of Rule 19b-4 thereunder,¹³ in that the proposed rule change: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) 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; provided the self-regulatory organization has given 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, or such shorter time as designated by the Commission. Nasdaq provided written notice of the proposed rule change on November 26, 2014.

Nasdaq believes that the proposed rule change does not significantly affect the protection of investors or the public interest and does not impose any significant burden on competition. Specifically, by offering market participants additional options with regard to management of open orders, the change has the potential to enhance Nasdaq's competitiveness with respect to other trading venues, thereby promoting greater

¹² 15 U.S.C. 78s(b)(3)(A).

¹³ 17 CFR 240.19b-4(f)(6).

competition. In addition, the change does not significantly affect the protection of investors or the public interest because it serves only to provide members with additional optional functionality that may assist them with order management with respect to stock dividends in a manner similar to the current functionality with respect to cash dividends and forward splits. Because forward splits and stock dividends both involve the distribution of additional stock to current stockholders, providing them with similar treatment under the rule is logical and may help to prevent confusion on the part of members that expect both types of corporate events to receive consistent treatment. Moreover, because the functionality is optional and can be applied on a port-by-port basis (i.e., applied to all orders entered through one port, but not to another port, as specified by the member), it provides members with considerable flexibility in the management of their good-till-cancelled orders. By offering market participants additional options with regard to management of open orders, the change has the potential to enhance Nasdaq's competitiveness with respect to other trading venues, thereby promoting greater competition. Moreover, the change does not burden competition in that it does not restrict the ability of members to enter and update trading interest in Nasdaq.

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

The proposed rule change is not based on rules of another self-regulatory organization. Nasdaq notes, however, that the rules of other self-regulatory organizations provide for the adjustment of good-till-cancelled orders, including New York Stock Exchange Rule 118 and NYSEArca Rule 7.39.

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

Not applicable.

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

Not applicable.

11. Exhibits

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

5. Text of the proposed rule change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____; File No. SR-NASDAQ-2014-126)

December __, 2014

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Modify Nasdaq's Rule Governing Modification of Orders in the Event of an Issuer Corporate Action Related to a Dividend, Payment or Distribution

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 December 18, 2014, 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 Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

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

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

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

Nasdaq Rule 4761 addresses the treatment of quotes/orders in securities that are the subject of issuer corporate actions related to a dividend, payment or distribution. The rule applies to any trading interest that is carried on the Nasdaq Market Center book overnight. As a general matter, Nasdaq cancels open quotes/orders in the event of any corporate action related to a dividend, payment or distribution, on the ex-date of the action. The cancellation occurs immediately prior to the opening of trading at 4 a.m. on the ex-date of the corporate action, and the member receives a cancellation notice, so that it can, if it desires, reenter the order at the commencement of trading on the ex-date.

Prior to 2013, Nasdaq Rule 4761 provided for a complex variety of adjustments of quotes and orders carried on the Nasdaq book overnight; depending on the nature of the corporate action, these adjustments might result in the cancellation of a quote/order or an adjustment of its price and/or size to reflect the impact of the corporate action. In April 2013, Nasdaq filed an amendment to the rule to provide that Nasdaq would cancel all open quotes/orders in the event of any corporate action.³ The proposal reflected a conclusion that the rule was excessively complex and had given rise to certain non-material discrepancies between the rule as written and its application in Nasdaq's

³ Securities Exchange Act Release No. 69454 (April 25, 2013), 78 FR 25506 (May 1, 2013) (SR-NASDAQ-2013-068).

systems. Subsequently, in response to member demand for assistance with order management with respect to certain common types of corporate action, Nasdaq amended the rule again to offer limited, optional functionality to allow open orders to be adjusted, rather than cancelled.⁴ As written, the rule provides for the possibility of order adjustment in the case of cash dividends, forward stock splits, and combined cash dividends/forward stock splits.

The proposal will expand the rule also to provide for adjustment in the case of stock dividends and combined cash dividends/stock dividends. The proposal reflects the conclusion, based on member feedback, that actions resulting in the distribution of additional stock should be treated similarly, regardless of whether they are denominated as forward stock splits or stock dividends. Nasdaq will make members aware of the effective date of the proposed change by the issuance of a widely disseminated Equity Trader Alert.

Under the current rule, a member may designate that all orders with a time-in-force of good-till-cancelled⁵ that are entered through one or more order entry ports specified by the member will be processed in the manner specified below.⁶

⁴ Securities Exchange Act Release No. 70113 (August 5, 2013), 78 FR 48746 (August 9, 2013) (SR-NASDAQ-2013-096).

⁵ Nasdaq notes that the use of good-till-cancelled orders is not prevalent, accounting for significantly less than 1% of all orders entered into Nasdaq. The vast majority of orders expire by their terms at the end of regular market hours.

⁶ The member may opt for this processing on a port-by-port basis. Thus, the provisions providing for order adjustment are applied to all good-till-cancelled orders entered through a port that has been specified by the member for such processing. Because members may obtain multiple ports, however, members may opt to apply different processing to different orders based on the ports through which they are entered.

(1) Cash Dividend. If an issuer is paying a cash dividend, the price of an order to buy is reduced by the amount of the sum of all dividends payable, rounded up to the nearest whole cent; provided, however, that there will be no adjustment if the sum of all dividends is less than \$0.01. For example, if the sum of all dividends is \$0.381, the price of the order will be reduced by \$0.39. An order to sell will be retained but will receive no price adjustment.

(2) Forward Stock Split. If an issuer is implementing a forward stock split, the order is cancelled if its size is less than one round lot. If the order's size is greater than one round lot, (i) the size of the order is multiplied by the ratio of post-split shares to pre-split shares, with the result rounded downward to the nearest whole share, and (ii) the price of the order will be multiplied by the ratio of pre-split shares to post-split shares, with the result rounded down to the nearest whole penny in the case of orders to buy and rounded up to the nearest whole penny in the case of orders to sell.

Under the change proposed in this filing, stock dividends will be treated in the same manner as forward stock splits. Thus, any corporate action in which additional shares are issued to holders of outstanding shares will be treated in the manner described above.

For example, if a member has entered a good-till-cancelled order to buy 375 shares at \$10.95 per share and the issuer implemented a split or dividend under which an additional 1.25 shares would be issued for each share outstanding, the size of the order would be adjusted to 843 shares ($375 \times 2.25/1 = 843.75$, rounded down to 843) and the price of the order would be adjusted to \$4.86 per share ($\$10.95 \text{ per share} \times 1/2.25 = \4.8667 per share, rounded down to \$4.86 per share). An order to sell at the same price

and size would be adjusted to 843 shares with a price of \$4.87 per share (\$4.8667 per share, rounded up).⁷

(3) Combination of Cash Dividend and Forward Stock Split or Stock Dividend.

Under the current rule, if an issuer is implementing a cash dividend and a forward stock split on the same date, the adjustments described above will both be applied, in the order described in the notice of the corporate actions received by Nasdaq.⁸ Under the proposed rule change, this provision is being expanded to cover stock dividends as well as forward stock splits.

As is currently the case, changes to open orders will continue to be effected immediately prior to the opening of the System at 4:00 a.m. on the ex-date of the applicable corporate action. Open orders that are retained are re-entered by the System (as adjusted above) immediately prior to the opening of the System, such that they will retain time priority over new orders entered at or after 4:00 a.m.⁹ Under the proposed rule change, for corporate actions other than cash dividends, forward stock splits, and stock dividends (or any combination thereof), open orders are always cancelled, regardless of the port through which they were entered.

⁷ Nasdaq is also amending the example in the rule text to make it clear that the prices provided therein are per share prices.

⁸ For securities listed on Nasdaq, Nasdaq receives notice of corporate actions from the issuer and determines the applicable ex-date. See Rule 11140. For securities listed on other exchanges, Nasdaq receives notice from the listing exchange.

⁹ To the extent that multiple good-till-cancelled orders in a particular security are adjusted and re-entered, such orders may not retain the same time priority vis-à-vis one another that they had on the preceding day. Rather, because such orders are entered simultaneously through multiple order entry ports, their relative priority is a function of the duration of system processing associated with each individual order.

2. Statutory Basis

Nasdaq believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,¹⁰ in general, and with Section 6(b)(5) of the Act¹¹ in particular, in that the proposal is designed to prevent fraudulent and manipulative acts and practices, 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 transactions 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. Specifically, Nasdaq believes that the change, which is responsive to member input, will facilitate transactions in securities and perfect the mechanism of a free and open market by providing members with additional optional functionality that may assist them with order management with respect to stock dividends in a manner similar to the current functionality with respect to cash dividends and forward splits. Because forward splits and stock dividends both involve the distribution of additional stock to current stockholders, providing them with similar treatment under the rule is logical and may help to prevent confusion on the part of members that expect both types of corporate events to receive consistent treatment.

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. Specifically, by offering market participants additional options with

¹⁰ 15 U.S.C. 78f.

¹¹ 15 U.S.C. 78f(b)(5).

regard to management of open orders, the change has the potential to enhance Nasdaq's competitiveness with respect to other trading venues, thereby promoting greater competition. Moreover, the change does not burden competition in that it does not restrict the ability of members to enter and update trading interest in Nasdaq.

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 Act¹² and subparagraph (f)(6) of Rule 19b-4 thereunder.¹³

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is: (i) necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) otherwise in furtherance of the purposes of the Act. If

¹² 15 U.S.C. 78s(b)(3)(a)(ii).

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

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-2014-126 on the subject line.

Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-NASDAQ-2014-126. 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-2014-126 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.¹⁴

Kevin M O'Neill
Deputy Secretary

¹⁴ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

4761. Issuer Corporate Actions Related to a Dividend, Payment or Distribution

(a) No change.

(b) A member may designate that all orders with a time-in-force of good-till-cancelled that are entered through one or more order entry ports specified by the member will be processed in the following manner in the event of certain issuer corporate actions as specified below. The member may opt for the processing provided in this paragraph (b) on a port-by-port basis, but all of the provisions of this paragraph shall apply to all good-till-cancelled orders entered through a port that has been specified by the member hereunder.

(1) No change.

(2) Forward Stock Split or Stock Dividend. If an issuer is implementing a forward stock split or a stock dividend (i.e., a [stock split] corporate action in which additional shares [outstanding] are [exchanged for a larger number of shares] issued to holders), the order will be cancelled if its size is less than one round lot. If the order's size is greater than one round lot, (i) the size of the order will be multiplied by the ratio of post-[split]action shares to pre-[split]action shares, with the result rounded downward to the nearest whole share, and (ii) the price of the order will be multiplied by the ratio of pre-[split]action shares to post-[split]action shares, with the result rounded down to the nearest whole penny in the case of orders to buy and rounded up to the nearest whole penny in the case of orders to sell. For example, if a member has entered a good-till-cancelled order to buy 375 shares at \$10.95 per share and the issuer implemented a split or dividend under which an additional [each share would be exchanged for 2.25] 1.25 shares would be issued for each share outstanding, the size of the order would be adjusted to 843 shares ($375 \times 2.25/1 = 843.75$, rounded down to 843) and the price of the order would be adjusted to \$4.86 per share ($\$10.95 \text{ per share} \times 1/2.25 = \4.8667 per share , rounded down to \$4.86 per share). An order to sell at the same price and size would be adjusted to 843 shares with a price of \$4.87 per share.

(3) Combination of Cash Dividend and Forward Stock Split or Stock Dividend. If an issuer is implementing a cash dividend and a forward stock split or stock dividend on the same date, the adjustments described above will both be applied, in the order described in the notice of the corporate actions received by NASDAQ.

(4) For other corporate actions, including symbol changes, changes in primary listing venue, [stock dividends,] reverse stock splits, and dividends payable in either cash or securities at the option of the stockholder, the order will be cancelled.

(5) No change.

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