Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Section 806(e)(1) *

Section 806(e)(2) *

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 3C(b)(2) *

Exhibit 2 Sent As Paper Document

Exhibit 3 Sent As Paper Document

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

Executive Vice President and General Counsel

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

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)

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.

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.

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.

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.

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.
**Partial Amendment No. 1 to SR-NASDAQ-2015-012**

The NASDAQ Stock Market LLC ("NASDAQ") is filing this Partial Amendment No. 1 to SR-NASDAQ-2015-012 to make the following changes to the pending 19b-4 and Exhibit 1:

1. On page 9 of 94 of the 19b-4 delete the seventh bullet regarding “Money market mutual funds.”, and on page 55 of 94 of the Exhibit 1 delete both the third and fourth bullets regarding “Money market mutual funds.” and “Bank loans (including senior loans).”,

2. In the first sentence of the second full paragraph on page 28 of 94 of the 19b-4 and in the first sentence of the first full paragraph on page 74 of page 94 of the Exhibit 1, delete “debt instruments (including Money Market Securities), including without limitation,” and add following “Debt Instruments” the parenthetical “(as well as debt instruments not within the meaning of “Debt Instruments”)”.

3. In the second sentence of the first full paragraph on page 29 of 94 of the 19b-4 and in the first full sentence on page 75 of page 94 of the Exhibit 1, delete the parenthetical “(including Money Market Securities that are money market funds)”.

4. In the first sentence of the second full paragraph on page 34 of 94 of the 19b-4 and in the first sentence of the first full paragraph on page 80 of page 94 of the Exhibit 1, replace “that are Debt Instruments (i.e.,” with “(“.

The proposal SR-NASDAQ-2015-012, as amended, remains consistent with the Securities Exchange Act of 1934, and specifically with Section 6(b)(5) because it makes technical and clarifying changes to the filing and does not make any changes that are unique or novel. Partial Amendment 1 specifically clarifies the use of the terms “Debt Instruments”, “debt instruments” and “Money Market Securities”, as well as removes certain redundancies.