

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 16	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2015 - * 022 Amendment No. (req. for Amendments *)
----------------	--	--

Filing by NASDAQ Stock Market
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action * <input type="checkbox"/>			<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
Date Expires * <input type="text"/>			<input 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 simplify processing of Market Hours IOC orders and to make clarifying changes to the rule text of Rule 4751(h)(5).

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@nasdaq.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 03/06/2015
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.knight@nasdaq.com

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

Add Remove View

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

Exhibit 1 - Notice of Proposed Rule Change *

Add Remove View

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

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

Add Remove View

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

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

Add Remove View

Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

Add Remove View

The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

Add Remove View

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

1. Text of 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 “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to simplify processing of Market Hours IOC orders and to make clarifying changes to the rule text of Rule 4751(h)(5).

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1. The text of the proposed rule change is set forth in 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 the Exchange pursuant to authority delegated by the Board of Directors of the Exchange on July 16, 2014. Exchange staff will advise the Board of Directors of any action taken pursuant to delegated authority. No other action by the Exchange is necessary for the filing of the rule change. The Exchange plans to implement the proposed changes on April 13, 2015.

Questions and comments on the proposed rule change may be directed to T. Sean Bennett, Associate General Counsel, at (301) 978-8499 (telephone) or (301) 978-8472 (fax).

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

The Exchange is proposing to modify the time that Market Hours IOC (“MIOC”) orders are available for entry into the System.³ MIOC is a Time in Force⁴ characteristic of an order that will cause it (or unexecuted portion thereof) to be canceled if, after entry into the System the order (or unexecuted portion thereof) becomes non-marketable during the Regular Market Session, 9:30 a.m. until 4:00 p.m. Eastern Time.⁵ Pursuant to Rule 4751(h)(5), MIOC Orders are available for entry from 4:00 a.m. until 4:00 p.m. Eastern Time; however, a MIOC order entered between 4:00 a.m. and 9:30 a.m. Eastern Time is held by the System until 9:30 a.m. at which time the System shall determine whether the order is marketable and either execute or be canceled.

NASDAQ is proposing to simplify the processing of MIOC orders to make it consistent with the meaning of a Time in Force of immediate or cancel⁶ and is adding clarifying rule text concerning when such orders are available for entry and potential execution. Specifically, the Exchange is proposing to only accept MIOC orders after

³ As defined by Rule 47151(a). All times noted herein are in Eastern Time, unless otherwise noted.

⁴ Time in Force is the period of time that the System will hold an order for potential execution. See Rule 4751(h).

⁵ As defined by Rule 4120(b)(4)(D).

⁶ An order designated as “immediate or cancel” represents the entering member firm’s desire for the order to either execute immediately after the System determines whether the order is marketable or be canceled.

completion of the NASDAQ Opening Cross.⁷ The Opening Cross is NASDAQ's process for matching orders at the launch of the regular trading hours, and is open to all NASDAQ listed securities and NMS securities listed on other national securities exchanges (collectively, "System Securities").⁸ Regular Market Session trading begins in an individual System Security at the completion of its opening cross. As a consequence of the proposed change, NASDAQ will not hold MIOC orders entered from 4:00 a.m. up to the completion of the NASDAQ Opening Cross, but rather will not accept the order for execution and return it to the member firm. NASDAQ is not proposing to change how the MIOC order operates, but only the time during which a MIOC order may be entered.

NASDAQ is accordingly deleting text from Rule 4751(h) that discusses MIOC order entry beginning at 4:00 a.m. Eastern Time and that NASDAQ will hold MIOC orders entered prior to 9:30 a.m. Eastern Time until 9:30 a.m. NASDAQ is also consolidating existing rule text and adding new text under the rule to make it clear that

⁷ See Rule 4752. Beginning at 9:30 a.m. Eastern Time, the System will execute crosses in each individual security traded on NASDAQ one by one. The order in which each security is processed is random and differs day by day. Upon completion of an individual security's cross, Regular Market Session trading begins. The Opening Cross process is normally completed in less than one second.

⁸ NASDAQ notes that it initiates an Opening Cross in all System Securities for which there are orders that will execute against contra-side orders at 9:30 a.m., at which time the opening book and the NASDAQ continuous book are brought together to create single NASDAQ opening prices for System Securities. In certain cases, a System Security will not have any contra-side interest for execution in the Opening Cross, or any orders whatsoever, when the Opening Cross process is initiated. When this occurs, NASDAQ executes a "null cross" instead, whereby no securities are matched yet the System receives the necessary precondition to regular hours trading that a "cross" in the security has occurred. After completion of the null cross, regular hours trading begins by integrating Market Hours Orders into the book in time priority and executing in accordance with market hours rules.

MIOC orders may be entered and potentially executed beginning after the completion of the NASDAQ Opening Cross.

b. Statutory Basis

The Exchange believes that the proposed rule changes are consistent with Section 6 of the Act,⁹ in general, and further the objectives of Section 6(b)(5) of the Act,¹⁰ in particular, in that they are 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; and are not designed to permit unfair discrimination between customers, issuers, brokers, or dealers. Specifically, the proposed changes promote just and equitable principles of trade and perfect the mechanisms of a free and open market and the national market system by simplifying processing of orders that are designated to immediately execute or be canceled during the Regular Market Session. Under the current rule, NASDAQ must hold MIOC orders entered from 4:00 a.m. to 9:30 a.m. Eastern Time, during which member firms may cancel and reenter such orders. By preventing MIOC order entry during this time, NASDAQ is making the processing of orders designated as MIOC consistent with the logic of immediate or cancel functionality, namely to execute immediately or be cancelled back in whole or in part. Moreover, NASDAQ is adding

⁹ 15 U.S.C. 78f.

¹⁰ 15 U.S.C. 78f(b)(5).

language to the rule to make it clear when MIOC orders are available for both entry and potential execution. As discussed above, completion of the NASDAQ Opening Cross in a security marks the beginning of Regular Market Hours trading. Accordingly, the changes proposed herein both simplify the processing of MIOC orders and clarify the rule text, consistent with the objectives of the Act.

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

The Exchange does not believe that the proposed rule changes will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. Specifically, the changes are designed to promote consistency in the handling of immediate or cancel-designated orders and to provide clarity on when such orders are available for both entry and potential execution. Such changes do not place a burden on competition between market participants as the changes are applied consistently to all participants. Moreover, the proposed changes do not impose a burden on competition among exchanges as they are done in the interest of providing clarity and consistency in its rules, and are therefore irrelevant to competition.

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

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 Act¹¹ and paragraph (f)(6) of Rule 19b-4 thereunder,¹² 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.

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

Not applicable.

11. Exhibits

1. Notice of proposed rule for publication in the Federal Register.

5. Text of the proposed rule change.

¹¹ 15 U.S.C. 78s(b)(3)(A).

¹² 17 CFR 240.19b-4(f)(6).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-NASDAQ-2015-022)

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Rule 4751(h)(5) Relating to Market Hours IOC Orders

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 March 6, 2015, 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 Exchange proposes to simplify processing of Market Hours IOC orders and to make clarifying changes to the rule text of Rule 4751(h)(5).

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

The Exchange is proposing to modify the time that Market Hours IOC (“MIOC”) orders are available for entry into the System.³ MIOC is a Time in Force⁴ characteristic of an order that will cause it (or unexecuted portion thereof) to be canceled if, after entry into the System the order (or unexecuted portion thereof) becomes non-marketable during the Regular Market Session, 9:30 a.m. until 4:00 p.m. Eastern Time.⁵ Pursuant to Rule 4751(h)(5), MIOC Orders are available for entry from 4:00 a.m. until 4:00 p.m. Eastern Time; however, a MIOC order entered between 4:00 a.m. and 9:30 a.m. Eastern Time is held by the System until 9:30 a.m. at which time the System shall determine whether the order is marketable and either execute or be canceled.

NASDAQ is proposing to simplify the processing of MIOC orders to make it consistent with the meaning of a Time in Force of immediate or cancel⁶ and is adding clarifying rule text concerning when such orders are available for entry and potential

³ As defined by Rule 47151(a). All times noted herein are in Eastern Time, unless otherwise noted.

⁴ Time in Force is the period of time that the System will hold an order for potential execution. See Rule 4751(h).

⁵ As defined by Rule 4120(b)(4)(D).

⁶ An order designated as “immediate or cancel” represents the entering member firm’s desire for the order to either execute immediately after the System determines whether the order is marketable or be canceled.

execution. Specifically, the Exchange is proposing to only accept MIOC orders after completion of the NASDAQ Opening Cross.⁷ The Opening Cross is NASDAQ's process for matching orders at the launch of the regular trading hours, and is open to all NASDAQ listed securities and NMS securities listed on other national securities exchanges (collectively, "System Securities").⁸ Regular Market Session trading begins in an individual System Security at the completion of its opening cross. As a consequence of the proposed change, NASDAQ will not hold MIOC orders entered from 4:00 a.m. up to the completion of the NASDAQ Opening Cross, but rather will not accept the order for execution and return it to the member firm. NASDAQ is not proposing to change how the MIOC order operates, but only the time during which a MIOC order may be entered.

NASDAQ is accordingly deleting text from Rule 4751(h) that discusses MIOC order entry beginning at 4:00 a.m. Eastern Time and that NASDAQ will hold MIOC orders entered prior to 9:30 a.m. Eastern Time until 9:30 a.m. NASDAQ is also

⁷ See Rule 4752. Beginning at 9:30 a.m. Eastern Time, the System will execute crosses in each individual security traded on NASDAQ one by one. The order in which each security is processed is random and differs day by day. Upon completion of an individual security's cross, Regular Market Session trading begins. The Opening Cross process is normally completed in less than one second.

⁸ NASDAQ notes that it initiates an Opening Cross in all System Securities for which there are orders that will execute against contra-side orders at 9:30 a.m., at which time the opening book and the NASDAQ continuous book are brought together to create single NASDAQ opening prices for System Securities. In certain cases, a System Security will not have any contra-side interest for execution in the Opening Cross, or any orders whatsoever, when the Opening Cross process is initiated. When this occurs, NASDAQ executes a "null cross" instead, whereby no securities are matched yet the System receives the necessary precondition to regular hours trading that a "cross" in the security has occurred. After completion of the null cross, regular hours trading begins by integrating Market Hours Orders into the book in time priority and executing in accordance with market hours rules.

consolidating existing rule text and adding new text under the rule to make it clear that MIOC orders may be entered and potentially executed beginning after the completion of the NASDAQ Opening Cross.

2. Statutory Basis

The Exchange believes that the proposed rule changes are consistent with Section 6 of the Act,⁹ in general, and further the objectives of Section 6(b)(5) of the Act,¹⁰ in particular, in that they are 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; and are not designed to permit unfair discrimination between customers, issuers, brokers, or dealers. Specifically, the proposed changes promote just and equitable principles of trade and perfect the mechanisms of a free and open market and the national market system by simplifying processing of orders that are designated to immediately execute or be canceled during the Regular Market Session. Under the current rule, NASDAQ must hold MIOC orders entered from 4:00 a.m. to 9:30 a.m. Eastern Time, during which member firms may cancel and reenter such orders. By preventing MIOC order entry during this time, NASDAQ is making the processing of orders designated as MIOC consistent with the logic of immediate or cancel functionality, namely to execute

⁹ 15 U.S.C. 78f.

¹⁰ 15 U.S.C. 78f(b)(5).

immediately or be cancelled back in whole or in part. Moreover, NASDAQ is adding language to the rule to make it clear when MIOC orders are available for both entry and potential execution. As discussed above, completion of the NASDAQ Opening Cross in a security marks the beginning of Regular Market Hours trading. Accordingly, the changes proposed herein both simplify the processing of MIOC orders and clarify the rule text, consistent with the objectives of the Act.

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

The Exchange does not believe that the proposed rule changes will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. Specifically, the changes are designed to promote consistency in the handling of immediate or cancel-designated orders and to provide clarity on when such orders are available for both entry and potential execution. Such changes do not place a burden on competition between market participants as the changes are applied consistently to all participants. Moreover, the proposed changes do not impose a burden on competition among exchanges as they are done in the interest of providing clarity and consistency in its rules, and are therefore irrelevant 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 Act¹¹ and subparagraph (f)(6) of Rule 19b-4 thereunder.¹² 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 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-2015-022 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.

¹¹ 15 U.S.C. 78s(b)(3)(a)(ii).

¹² 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.

All submissions should refer to File Number SR-NASDAQ-2015-022. 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-2015-022 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.¹³

Kevin M. O'Neill
Deputy Secretary

¹³ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

* * * * *

4751. Definitions

The following definitions apply to the Rule 4600 and 4750 Series for the trading of securities listed on Nasdaq or a national securities exchange other than Nasdaq.

(a) – (g) No change.

(h) The term “Time in Force” shall mean the period of time that the System will hold an order for potential execution, and shall include:

(1) - (4) No change.

(5) “Market Hours IOC” or “MIOC” shall mean for orders so designated, that if after entry into the System a marketable limit order (or unexecuted portion thereof) becomes non-marketable, the order (or unexecuted portion thereof) shall be canceled and returned to the entering participant. MIOC Orders shall be available for entry and potential execution beginning after the completion of the Nasdaq Opening Cross [from 4:00 a.m.] until 4:00 p.m. Eastern Time[and for potential execution from 9:30 a.m. until 4:00 p.m. Eastern Time. MIOC Orders entered between 4:00 a.m. and 9:30 a.m. Eastern Time will be held within the System until 9:30 a.m. at which time the System shall determine whether such orders are marketable].

(6) – (8) No change.

(i) No change.

* * * * *