**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)  

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**Exhibit 2 Sent As Paper Document**  
**Exhibit 3 Sent As Paper Document**

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**Description**

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

A proposal to postpone implementation of changes to Rule 4751(h)(5).

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**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**

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**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.

**Date 03/25/2015**  
**Executive Vice President and General Counsel**

**By Edward S. Knight**

**(Name *)**

**edward.knight@nasdaq.com**

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**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.
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 proposal to postpone implementation of changes to Rule 4751(h)(5).

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

   (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 T. Sean Bennett, Associate General Counsel, The NASDAQ OMX Group, Inc., (301) 978-8499.

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

   a. **Purpose**

   NASDAQ is proposing to postpone implementation of changes to Rule 4751(h)(5) relating to processing of Market Hours IOC (“MIOC”) orders and to make

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clarifying changes to the rule, which are effective but not yet implemented. On March 6, 2015, the Exchange filed an immediately effective filing\(^3\) to amend the processing of MIOC orders under Rule 4751(h)(5). MIOC is a Time in Force\(^4\) 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.\(^5\) Currently, MIOC orders entered from 4 a.m. Eastern Time to immediately prior to 9:30 a.m. Eastern Time are held by the System until 9:30 a.m. Eastern Time, at which time the System determines whether such orders are marketable. The Exchange proposed to no longer accept MIOC orders entered prior to the beginning of the Regular Market Session. The Exchange also proposed clarifying the rule text to make it clear that MIOC orders will be available for order entry and execution beginning at completion of the Opening Cross.

The Exchange had originally anticipated implementing the changes on April 13, 2015. The Exchange, however, has experienced unanticipated delay in the development of the changes to its systems, which has made the original implementation date unachievable. The Exchange believes it will be able to implement the changes sometime in the second quarter of 2015, and will provide notice of the implementation date of the changes in an Equity Trader Alert not less than 30 days prior to implementation.


\(^4\) 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).
b. Statutory Basis

NASDAQ believes that the proposed rule change is consistent with the provisions of Section 6 of the Act, in general, and with Section 6(b)(5) of the Act, in particular, because it 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; and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The Exchange believes that the changes NASDAQ is making to Rule 4751(h)(5) promote consistency and transparency in the process for handling MIOC orders. Delaying implementation of the changes for brief period so that NASDAQ may implement and test the changes to its systems necessary to ensure that the processing of MIOC orders operate as planned promotes fair and orderly markets, and the protection of investors and the public interest.

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. The Exchange believes that the proposal is irrelevant to competition because it is not driven by, and will have no impact on, competition. Specifically, the

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The proposal is representative of the Exchange’s efforts to harmonize and simplify the processing of orders. Delaying implementation of the proposal will ensure the proposed changes are adequately implemented and tested.

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 Act\(^9\) and Rule 19b-4(f)(6)\(^{10}\) thereunder 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, at least five business days prior to the date of filing of the proposed rule. The proposal meets the requirements of the Rule 19b-4(f)(6) because the proposal presents no new or novel issues that impact investor protection. Specifically, the Exchange does not believe that the proposed change will significantly affect the protection of investors or the public

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\(^{10}\) 17 CFR 240.19b-4(f)(6).
interest because it delays implementation of the changes to the closing process for a brief
time so that the Exchange can make the necessary programming changes discussed
above, which will ensure that the new process performs as originally intended.
Moreover, the Exchange does not believe that the proposed change will impose a burden
on competition whatsoever, as it is not driven by, and will have no impact on,
competition.

The Exchange respectfully requests that the Commission waive the 30-day
operative delay so that the proposed delay of the rule change implantation may become
effective and operative upon filing with the Commission pursuant to Section 19(b)(3)(A)
of the Act\textsuperscript{11} and paragraph (f)(6) of Rule 19b-4\textsuperscript{12} thereunder. Waiver of the 30-day
operative delay will allow the Exchange to postpone implementation of the proposed
changes immediately, prior to the operative date of those changes. Waiver of the
operative delay is consistent with the protection of investors and the public interest for
the reasons described above.

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.


\textsuperscript{12} 17 CFR 240.19b-4(f)(6).
11. **Exhibits**

   1. Completed notice of proposed rule change for publication in the *Federal Register.*
Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Postpone Implementation of Changes to Rule 4751(h)(5)

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 25, 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 postpone implementation of changes to 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

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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 is proposing to delay implementation of changes to Rule 4751(h)(5)
   relating to processing of Market Hours IOC (“MIOC”) orders and to make clarifying
   changes to the rule, which are effective but not yet implemented. On March 6, 2015, the
   Exchange filed an immediately effective filing\(^3\) to amend the processing of MIOC orders
   under Rule 4751(h)(5). MIOC is a Time in Force\(^4\) 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.\(^5\) Currently, MIOC orders
   entered from 4 a.m. Eastern Time to immediately prior to 9:30 a.m. Eastern Time are
   held by the System until 9:30 a.m. Eastern Time, at which time the System determines
   whether such orders are marketable. The Exchange proposed to no longer accept MIOC
   orders entered prior to the beginning of the Regular Market Session. The Exchange also
   proposed clarifying the rule text to make it clear that MIOC orders will be available for
   order entry and execution beginning at completion of the Opening Cross.

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\(^4\) 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).
The Exchange had originally anticipated implementing the changes on April 13, 2015. The Exchange, however, has experienced unanticipated delay in the development of the changes to its systems, which has made the original implementation date unachievable. The Exchange believes it will be able to implement the changes sometime in the second quarter of 2015, and will provide notice of the implementation date of the changes in an Equity Trader Alert not less than 30 days prior to implementation.

2. Statutory Basis

NASDAQ believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,\(^6\) in general, and with Section 6(b)(5) of the Act,\(^7\) in particular, because it 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; and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The Exchange believes that the changes NASDAQ is making to Rule 4751(h)(5) promote consistency and transparency in the process for handling MIOC orders. Delaying implementation of the changes for brief period so that NASDAQ may implement and test the changes to its systems necessary to ensure that the processing of MIOC orders operate as planned promotes fair and orderly markets, and the protection of investors and the public interest.


\(^7\) 15 U.S.C. 78f(b)(5).
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.\(^8\) The Exchange believes that the proposal is irrelevant to competition because it is not driven by, and will have no impact on, competition. Specifically, the proposal is representative of the Exchange’s efforts to harmonize and simplify the processing of orders. Delaying implementation of the proposal will ensure the proposed changes are adequately implemented and tested.

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)(iii) of the Act\(^9\) and subparagraph (f)(6) of Rule 19b-4 thereunder.\(^10\) At any time within 60 days of the filing of the proposed rule change, the

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\(^8\) 15 U.S.C. 78f(b)(8).


\(^10\) 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.
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-2015-028 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-2015-028. 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
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-2015-028 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.¹¹

Kevin M. O’Neill  
Deputy Secretary

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