Required fields are shown with yellow backgrounds and asterisks.

OMB Number: 3235-0045
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Page 1 of * 16		SECURITIES AND EXCHANGE COMMISSION File N WASHINGTON, D.C. 20549 Form 19b-4 Amendment No. (req.					SR - 2015 - * 050 Amendments *)		
Filing by NASDAQ Stock Market									
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934									
Initial * ✓	·	Amendment *	Withdrawal	Section 19(b)(2) *	Section	on 19(b)(3)(A) *	Section 19(b)(3)(B) *	
Pilot		ension of Time Period Commission Action *	Date Expires *			19b-4(f) 19b-4(f))(2)		
Notice of proposed change pursuant Section 806(e)(1) *			to the Payment, Clearing, and Settlement A Section 806(e)(2) *			of 2010	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 Exhibit 3 Sent As Paper Document									
Description Provide a brief description of the action (limit 250 characters, required when Initial is checked *). Relating to Billing Policies									
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 N	lame '	Angela		Last Name *	Dunn				
Title *		Associate General Co							
	E-mail * angela.dunn@nasdaqomx.com								
Teleph			Fax						
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 05/01/2015 Executive Vice President and General Counsel									
Date		/2015		Executive Vice	Preside	ent and Ge	neral Counsel		
Ву	⊏awa	rd 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 EFFS website. The self-regulatory organization must provide all required information, presented in a Form 19b-4 Information * clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal Remove 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 Exhibit 1 - Notice of Proposed Rule Change * 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 Add Remove View 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) The Notice section of this Form 19b-4 must comply with the guidelines for publication **Exhibit 1A- Notice of Proposed Rule** in the Federal Register as well as any requirements for electronic filing as published Change, Security-Based Swap Submission, by the Commission (if applicable). The Office of the Federal Register (OFR) offers or Advance Notice by Clearing Agencies * 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, Copies of notices, written comments, transcripts, other communications. If such Transcripts, Other Communications documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G. Remove View Add Exhibit Sent As Paper Document П Exhibit 3 - Form, Report, or Questionnaire 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 Add Remove View referred to by the proposed rule change. Exhibit Sent As Paper Document The full text shall be marked, in any convenient manner, to indicate additions to and **Exhibit 4 - Marked Copies** deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit Add Remove View 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** 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 Add Remove View of the proposed rule change. If the self-regulatory organization is amending only part of the text of a lengthy **Partial Amendment** 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 the "Exchange") is filing with the Securities and Exchange Commission ("Commission") a proposal to amend Exchange Rule 7007, and re-title it "Collection of Exchange Fees and Other Claims and Billing Policy," and to require NASDAQ members to submit billing disputes within a certain time period.

While changes to the Pricing Schedule pursuant to this proposal are effective upon filing, the Exchange has designated the proposed amendment to be operative on July 1, 2015.

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

- (b) Not applicable.
- (c) Not applicable.

2. <u>Procedures of the Self-Regulatory Organization</u>

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.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4

Questions and comments on the proposed rule change may be directed to Angela Saccomandi Dunn, Associate General Counsel, The NASDAQ OMX Group, Inc. at (215) 496-5692.

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

a. Purpose

The purpose of the proposed rule change is to amend Rule 7007, which was recently filed,³ to require all pricing disputes to be submitted to the Exchange in writing⁴ and accompanied by supporting documentation within sixty days of receipt of an invoice. The Exchange believes that this practice will conserve Exchange resources, which are expended when untimely billing disputes require staff to research applicable fees and order information beyond two months after the invoice was issued.

The sixty days limitation would apply to invoices for transactional activity occurring in July 2015 and thereafter.⁵ The Exchange proposes to apply the billing policy in Rule 7007 to the following 7000 series Rules: 7001 (Membership Fees), 7014 (Market Quality Incentive Programs: Investor Support Program), 7015 (Access Services), 7016 (Nasdaq Risk Management), 7018 (Nasdaq Market Center Order Execution and Routing), 7021 (NasdaqTrader.com Trading and Compliance Data Package Fee), 7024 (Clearly Erroneous Module), 7027 (Aggregation of Activity of Affiliated Members), 7029 (Installation, Removal or Relocation), 7030 (Other Services), 7034 (Co-Location)

See Securities Exchange Act Release No. 74823 (April 28, 2015) (SR-NASDAQ-2015-046).

The Exchange invoice specifies the Exchange contact persons with whom to dispute the invoice.

This proposal would not apply to invoices related to June 2015 billing.

Services), 7038 (Step-Outs and Sales Fees Transfers), 7041 (Nasdaq Regulation Reconnaissance Service), 7042 (Non-Tape Riskless Submissions), 7043 (Inclusion of Transaction Fees in Clearing Reports Submitted to ACT), 7049 (Nasdaq InterACT), 7051 (Direct Connectivity to Nasdaq), 7055 (Short Sale Monitor), 7058 (QView), 7060 (Equity Trade Journal for Clearing Firms) and 7061 (Limit Locator).

Further, this proposal would provide a cost savings to the Exchange in that it would alleviate administrative burdens related to belated billing disputes, which divert staff resources away from the Exchange's regulatory and business purposes. A similar requirement with respect to initiating billing disputes is in place today for Options Participants on NASDAQ Options Market LLC ("NOM").

In addition, the Exchange proposes to amend the title of Exchange Rule 7007 from "Collection of Exchange Fees and Other Claims" to "Collection of Exchange Fees and Other Claims and Billing Policy." The Exchange believes that the proposed title provides a more specific description of Rule 7007.

b. <u>Statutory Basis</u>

The Exchange believes that its proposal is consistent with Section 6(b) of the Act⁷ in general, and furthers the objectives of Section 6(b)(5) of the Act⁸ in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and,

See NOM Rules at Chapter XV, Section 7, entitled "NASDAQ Options Fee Disputes."

⁷ 15 U.S.C. 78f(b).

⁸ 15 U.S.C. 78f(b)(5).

in general to protect investors and the public interest, by providing a uniform practice for disputing fees.

The Exchange believes the requirement that billing disputes for certain specified fees and rebates must be submitted to the Exchange within sixty days from receipt of the invoice will set objective standards and will be fair to members. The proposal equally applies to all NASDAQ equity members. Also, the Exchange's administrative costs would be lowered as a result of this policy.

The Exchange believes that sixty days is ample time to review an invoice and dispute any pricing related to the transactions for that time period. An identical policy applies today with respect to NOM billing.⁹ The Exchange is seeking to apply this policy to all NASDAQ members alike in the same manner.

4. <u>Self-Regulatory Organization's Statement on Burden on Competition</u>

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The billing policy would apply uniformly to all NASDAQ equity members as it does today with all NOM Participants. All NASDAQ members would be subject to this policy.

The Exchange believes that this practice will conserve Exchange resources, which are expended when untimely billing disputes require staff to research applicable fees and order information beyond two months after the invoice is issued.

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

No written comments were either solicited or received.

See Chapter XV, Section 7 in the NOM Rules.

6. Extension of Time Period for Commission Action

Not applicable.

7. <u>Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)</u>

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)¹⁰ of the Act and Rule 19b-4(f)(6)¹¹ 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 is proposing to adopt the billing policy for NASDAQ equity members in a manner identical to how it is applied today for NOM Participants.¹²

Furthermore, 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 Exchange proposes this rule change become operative with respect to July 2015 fees, which will be billed in August 2015. The proposed rule change is identical to a NOM rule, ¹³ and is non-controversial.

¹⁰ 15 U.S.C. 78s(b)(3)(A).

¹¹ 17 CFR 240.19b-4(f)(6).

^{12 &}lt;u>See</u> note 9.

¹³ Id.

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

The proposed rule change is based on a NOM Rule.¹⁴ Today NOM Participants are subject to the billing policy. The billing policy and process in this rule change are identical to the process that NOM Participants are subject to today.

- 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. Applicable portion of the rule text.

¹⁴

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION (Release No. ; File No. SR-NASDAQ-2015-050)

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

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 May 1, 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. <u>Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change</u>

The Exchange proposes to amend Exchange Rule 7007, and re-title it "Collection of Exchange Fees and Other Claims and Billing Policy," and to require NASDAQ members to submit billing disputes within a certain time period.

While changes to the Pricing Schedule pursuant to this proposal are effective upon filing, the Exchange has designated the proposed amendment to be operative on July 1, 2015.

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.]

² 17 CFR 240.19b-4.

¹ 15 U.S.C. 78s(b)(1).

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

1. <u>Purpose</u>

The purpose of the proposed rule change is to amend Rule 7007, which was recently filed,³ to require all pricing disputes to be submitted to the Exchange in writing⁴ and accompanied by supporting documentation within sixty days of receipt of an invoice. The Exchange believes that this practice will conserve Exchange resources, which are expended when untimely billing disputes require staff to research applicable fees and order information beyond two months after the invoice was issued.

The sixty days limitation would apply to invoices for transactional activity occurring in July 2015 and thereafter.⁵ The Exchange proposes to apply the billing policy in Rule 7007 to the following 7000 series Rules: 7001 (Membership Fees), 7014 (Market Quality Incentive Programs: Investor Support Program), 7015 (Access Services),

See Securities Exchange Act Release No. 74823 (April 28, 2015) (SR-NASDAQ-2015-046).

The Exchange invoice specifies the Exchange contact persons with whom to dispute the invoice.

This proposal would not apply to invoices related to June 2015 billing.

7016 (Nasdaq Risk Management), 7018 (Nasdaq Market Center Order Execution and Routing), 7021 (NasdaqTrader.com Trading and Compliance Data Package Fee), 7024 (Clearly Erroneous Module), 7027 (Aggregation of Activity of Affiliated Members), 7029 (Installation, Removal or Relocation), 7030 (Other Services), 7034 (Co-Location Services), 7038 (Step-Outs and Sales Fees Transfers), 7041 (Nasdaq Regulation Reconnaissance Service), 7042 (Non-Tape Riskless Submissions), 7043 (Inclusion of Transaction Fees in Clearing Reports Submitted to ACT), 7049 (Nasdaq InterACT), 7051 (Direct Connectivity to Nasdaq), 7055 (Short Sale Monitor), 7058 (QView), 7060 (Equity Trade Journal for Clearing Firms) and 7061 (Limit Locator).

Further, this proposal would provide a cost savings to the Exchange in that it would alleviate administrative burdens related to belated billing disputes, which divert staff resources away from the Exchange's regulatory and business purposes. A similar requirement with respect to initiating billing disputes is in place today for Options Participants on NASDAQ Options Market LLC ("NOM").

In addition, the Exchange proposes to amend the title of Exchange Rule 7007 from "Collection of Exchange Fees and Other Claims" to "Collection of Exchange Fees and Other Claims and Billing Policy." The Exchange believes that the proposed title provides a more specific description of Rule 7007.

2. <u>Statutory Basis</u>

The Exchange believes that its proposal is consistent with Section 6(b) of the Act⁷ in general, and furthers the objectives of Section 6(b)(5) of the Act⁸ in particular, in that it

See NOM Rules at Chapter XV, Section 7, entitled "NASDAQ Options Fee Disputes."

⁷ 15 U.S.C. 78f(b).

is designed to promote just and equitable principles of trade, 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, by providing a uniform practice for disputing fees.

The Exchange believes the requirement that billing disputes for certain specified fees and rebates must be submitted to the Exchange within sixty days from receipt of the invoice will set objective standards and will be fair to members. The proposal equally applies to all NASDAQ equity members. Also, the Exchange's administrative costs would be lowered as a result of this policy.

The Exchange believes that sixty days is ample time to review an invoice and dispute any pricing related to the transactions for that time period. An identical policy applies today with respect to NOM billing.⁹ The Exchange is seeking to apply this policy to all NASDAQ members alike in the same manner.

B. <u>Self-Regulatory Organization's Statement on Burden on Competition</u>

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The billing policy would apply uniformly to all NASDAQ equity members as it does today with all NOM Participants. All NASDAQ members would be subject to this policy.

⁸ 15 U.S.C. 78f(b)(5).

See Chapter XV, Section 7 in the NOM Rules.

The Exchange believes that this practice will conserve Exchange resources, which are expended when untimely billing disputes require staff to research applicable fees and order information beyond two months after the invoice is issued.

C. <u>Self-Regulatory Organization's Statement on Comments on the Proposed</u> Rule Change Received from Members, Participants, or Others

No written comments were either solicited or received.

III. <u>Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action</u>

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 Act¹⁰ and subparagraph (f)(6) of Rule 19b-4 thereunder.¹¹

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.

¹⁰ 15 U.S.C. 78s(b)(3)(a)(iii).

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.

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 <u>rule-comments@sec.gov</u>. Please include File Number SR-NASDAQ-2015-050 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-2015-050. 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-2015-050 and should be submitted on or before [insert date 21 days from publication in the <u>Federal Register</u>].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority. 12

Kevin M O'Neill Deputy Secretary

¹² 17 CFR 200.30-3(a)(12).

Exhibit 5

New text is underlined; deleted text is in brackets.

NASDAQ STOCK MARKET Rules

* * * * *

7000. Charges for Membership, Services, and Equipment

* * * * *

7007. Collection of Exchange Fees and Other Claims and Billing Policy

(a) Each Nasdaq member, and all applicants for registration as such, shall be required to provide a clearing account number for an account at the National Securities Clearing Corporation ("NSCC") for purposes of permitting the Exchange to debit any undisputed or final fees, fines, charges and/or other monetary sanctions or other monies due and owing to the Exchange or other charges related to 7000 series rules, as specified below, and 8000 series rules which are due and owing to Nasdaq. If a Nasdaq member disputes an invoice, the Exchange will not include the disputed amount in the debit if the member has disputed the amount in writing to the Exchange's designated staff by the 15th of the month, or the following business day if the 15th is not a business day, and the amount in dispute is at least \$10,000 or greater. The following 7000 series Rules will be subject to this Rule: 7001 (Membership Fees), 7014 (Market Quality Incentive Programs Investor Support Program), 7015 (Access Services), 7016 (Nasdag Risk Management), 7018 (Nasdaq Market Center Order Execution and Routing), 7021 (NasdaqTrader.com Trading and Compliance Data Package Fee), 7024 (Clearly Erroneous Module), 7027 (Aggregation of Activity of Affiliated Members), 7029 (Installation, Removal or Relocation), 7030 (Other Services), 7034 (Co-Location Services), 7038 (Step-Outs and Sales Fees Transfers), 7041 (Nasdaq Regulation Reconnaissance Service), 7042 (Non-Tape Riskless Submissions), 7043 (Inclusion of Transaction Fees in Clearing Reports Submitted to ACT), 7049 (Nasdaq InterACT), 7051 (Direct Connectivity to Nasdaq), 7055 (Short Sale Monitor), 7058 (QView), 7060 (Equity Trade Journal for Clearing Firms) and 7061 (Limit Locator).

(b) All pricing disputes concerning fees or rebates, which are listed in paragraph (a), which are billed by the Exchange must be submitted to the Exchange in writing and must be accompanied by supporting documentation. All pricing disputes must be submitted no later than sixty (60) days after receipt of a billing invoice.

* * * * *