

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 *                           | Amendment *                                      | Withdrawal               | Section 19(b)(2) *                   | Section 19(b)(3)(A) *                           | Section 19(b)(3)(B) *    |
| <input checked="" type="checkbox"/> | <input type="checkbox"/>                         | <input type="checkbox"/> | <input type="checkbox"/>             | <input checked="" type="checkbox"/>             | <input type="checkbox"/> |
|                                     |  |                          | Rule                                 |   |                          |
| Pilot                               | Extension of Time Period for Commission Action * | Date Expires *           | <input type="checkbox"/> 19b-4(f)(1) | <input type="checkbox"/> 19b-4(f)(4)            |                          |
| <input type="checkbox"/>            | <input type="checkbox"/>                         | <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) *   | Section 806(e)(2) *  |
| <input type="checkbox"/>  | <input type="checkbox"/>   |
|   | Section 3C(b)(2) *   |
|   | <input type="checkbox"/>   |

|                                  |                                  |
|----------------------------------|----------------------------------|
| Exhibit 2 Sent As Paper Document | Exhibit 3 Sent As Paper Document |
| <input type="checkbox"/>         | <input type="checkbox"/>         |

**Description**

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

A proposal to amend Nasdaq Rule 5745 to replace the term ETMF Shares with NextShares and to make appropriate conforming changes in terminology.

**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 * | Jonathan                         | Last Name * | Cayne          |
| Title *      | Senior Associate General Counsel |             |                |
| E-mail *     | jonathan.cayne@nasdaq.com        |             |                |
| Telephone *  | (301) 978-8493                   | 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 | 10/13/2015       | Executive Vice President and General Counsel                            |
| By   | Edward S. Knight | <div style="border: 1px solid black; width: 100%; height: 20px;"></div> |
|      | (Name *)         |   |

edward.knight@nasdaq.com

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 \***

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 Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> The NASDAQ Stock Market LLC (“Nasdaq” or “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposal to amend Nasdaq Rule 5745 to replace the term “ETMF Shares” with “NextShares” and to make appropriate conforming changes in terminology. Consistent with the proposed change in terminology in Nasdaq Rule 5745, the Exchange also proposes to make conforming changes in terminology to Nasdaq Rule 4120, Nasdaq Rule 5615, and IM-5615-4.

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 the Exchange pursuant to authority delegated by the Board of Directors of the Exchange (“Board”) on July 1, 2015. No other action by the Exchange is necessary for the filing of the rule change.

Questions and comments on the proposed rule change may be directed to Jonathan F. Cayne, Senior Associate General Counsel, Nasdaq, at (301) 978-8493.

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 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 proposes to amend Nasdaq Rule 5745 to replace references to “ETMF Shares” with “NextShares,” and to make conforming changes in terminology.<sup>3</sup> As the marketplace for exchange-traded managed funds has developed since the adoption of Nasdaq Rule 5745, market participants have been utilizing the term NextShares instead of ETMF Shares. The Exchange seeks to align the terminology of its rules with marketplace practices to help avoid potential confusion in terminology for investors and market participants with respect to this new product.

Specifically, the Exchange would replace references in Nasdaq Rule 5745 to “ETMF Shares” with “NextShares” and to “ETMF” with “NextShares Fund.” The Exchange would make corresponding changes in terminology to other affected Nasdaq rules. The Exchange believes that these proposed changes are non-controversial and technical in nature, and are consistent with the Act.

b. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Act and the rules and regulations thereunder, including the requirements of Section 6(b) of the Act.<sup>4</sup> In particular, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>5</sup> requirements that the rules of an exchange be designed to promote just

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<sup>3</sup> The Commission approved Nasdaq Rule 5745 in Securities Exchange Act Release No. 34-73562 (Nov. 7, 2014), 79 FR 68309 (Nov. 14, 2014) (SR-NASDAQ-2014-020).

<sup>4</sup> 15 U.S.C. 78f(b).

<sup>5</sup> 15 U.S.C. 78f(b)(5).

and equitable principles of trade, to prevent fraudulent and manipulative acts and practices, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and to perfect the mechanism for a free and open market and a national market system, and, in general, to protect investors and the public interest. The Exchange believes that the change in terminology will protect investors and the public interest by eliminating potential confusion that may exist because of unnecessary differences in terminology between Nasdaq rules and the marketplace.

As noted, the Exchange believes that the changes proposed are non-controversial and technical in nature.

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

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 Exchange believes that the proposed rule change will help align rule terminology with the terminology utilized in the marketplace for these new products and be used uniformly.

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)

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 Act<sup>6</sup> and subparagraph (f)(6) of Rule 19b-4 thereunder.<sup>7</sup>

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.

A proposed rule change filed under Rule 19b-4(f)(6) normally does not become operative prior to 30 days after the date of filing. Rule 19b-4(f)(6)(iii), however, permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange requests that the Commission waive the operative delay. The waiver would allow for the alignment of the Exchange's rules with marketplace practices to help avoid potential confusion in terminology for investors and market participants with respect to this new product. The proposed change will not place a burden on competition among market participants because it will bring consistency to terminology and be used uniformly. For the foregoing reasons, the Exchange believes the rule filing qualifies for expedited effectiveness as a "non-controversial" rule change

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<sup>6</sup> 15 U.S.C. 78s(b)(3)(a)(ii).

<sup>7</sup> 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.

under Rule 19b-4(f)(6) of the Act and respectfully requests a waiver of the operative delay.

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.

**EXHIBIT 1**SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34- ; File No. SR-NASDAQ-2015-121)

October \_\_, 2015

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Terminology in Nasdaq Rules 4120, 5615 and 5745 and IM-5615-4

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on October 13, 2015, The NASDAQ Stock Market LLC (“Nasdaq” or the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in in Items I, II, and III below, which Items have been prepared by Nasdaq. 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 amend Nasdaq Rule 5745 to replace the term “ETMF Shares” with “NextShares” and to make appropriate conforming changes in terminology. Consistent with the proposed change in terminology in Nasdaq Rule 5745, the Exchange also proposes to make conforming changes in terminology to Nasdaq Rule 4120, Nasdaq Rule 5615, and IM-5615-4.

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

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.



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 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 proposes to amend Nasdaq Rule 5745 to replace references to "ETMF Shares" with "NextShares," and to make conforming changes in terminology.<sup>3</sup> As the marketplace for exchange-traded managed funds has developed since the adoption of Nasdaq Rule 5745, market participants have been utilizing the term NextShares instead of ETMF Shares. The Exchange seeks to align the terminology of its rules with marketplace practices to help avoid potential confusion in terminology for investors and market participants with respect to this new product.

Specifically, the Exchange would replace references in Nasdaq Rule 5745 to "ETMF Shares" with "NextShares" and to "ETMF" with "NextShares Fund." The Exchange would make corresponding changes in terminology to other affected Nasdaq rules. The Exchange believes that these proposed changes are non-controversial and technical in nature, and are consistent with the Act.

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<sup>3</sup> The Commission approved Nasdaq Rule 5745 in Securities Exchange Act Release No. 34-73562 (Nov. 7, 2014), 79 FR 68309 (Nov. 14, 2014) (SR-NASDAQ-2014-020).

## 2. Statutory Basis

Nasdaq Exchange believes the proposed rule change is consistent with the Act and the rules and regulations thereunder, including the requirements of Section 6(b) of the Act.<sup>4</sup> In particular, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>5</sup> requirements that the rules of an exchange be designed to promote just and equitable principles of trade, to prevent fraudulent and manipulative acts and practices, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and to perfect the mechanism for a free and open market and a national market system, and, in general, to protect investors and the public interest. The Exchange believes that the change in terminology will protect investors and the public interest by eliminating potential confusion that may exist because of unnecessary differences in terminology between Nasdaq rules and the marketplace.

As noted, the Exchange believes that the changes proposed are non-controversial and technical in nature.

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

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 Exchange believes that the proposed rule change will help align rule terminology with the terminology utilized in the marketplace for these new products and be used uniformly.

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<sup>4</sup> 15 U.S.C. 78f(b).

<sup>5</sup> 15 U.S.C. 78f(b)(5).

C. 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.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The proposed rule change is filed for immediate effectiveness pursuant to Section 19(b)(3)(A)<sup>6</sup> of the Act and Rule 19b-4(f)(6) thereunder.<sup>7</sup> The Exchange asserts that the 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 after its filing date, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

A proposed rule change filed under Rule 19b-4(f)(6) normally does not become operative prior to 30 days after the date of filing. Rule 19b-4(f)(6)(iii), however, permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest.

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.

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<sup>6</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>7</sup> 17 CFR 240.19b-4(f)(6).

#### 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](mailto:rule-comments@sec.gov). Please include File Number SR-NASDAQ-2015-121 on the subject line.

##### Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, Station Place, 100 F Street, NE, Washington, DC 20549-1001.

All submissions should refer to File Number SR-NASDAQ-2015-121. 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 website <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 Nasdaq. 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-2015-121 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.<sup>8</sup>

Robert W. Errett  
Deputy Secretary

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<sup>8</sup> 17 CFR 200.30-3(a)(12).

**EXHIBIT 5**

Proposed new text is underlined. Deleted text is [bracketed].

**NASDAQ Market Rules  
Equity Rules**

\* \* \* \* \*

**4120. Limit Up-Limit Down Plan and Trading Halts****(a) Authority to Initiate Trading Halts or Pauses**

In circumstances in which Nasdaq deems it necessary to protect investors and the public interest, Nasdaq, pursuant to the procedures set forth in paragraph (c):

**(1) – (8) No Change**

**(9)** may halt trading in a series of Portfolio Depository Receipts, Index Fund Shares or Managed Fund Shares (as defined in Rules 5705 and 5735, respectively), Index-Linked Exchangeable Notes, Equity Gold Shares, Trust Certificates, Commodity-Based Trust Shares, Currency Trust Shares, Commodity Index Trust Shares, Commodity Futures Trust Shares, Partnership Units, and Managed Trust Securities (as defined in Rule 5711(a) - (h) and (j), respectively), or NextShares[ETMF Shares] (as defined in Rule 5745) listed on Nasdaq if the Intraday Indicative Value (as defined in Rule 5705), for Portfolio Depository Receipts or Index Fund Shares, for derivative securities as defined in Rule 5711(a), (b), and (d) - (h), Rule 5711(j) for Managed Trust Securities, Rule 5735 for Managed Fund Shares, or Rule 5745 for NextShares[ETMF Shares]) or the index value applicable to that series is not being disseminated as required, during the day in which the interruption to the dissemination of the Intraday Indicative Value or the index value occurs. If the interruption to the dissemination of the Intraday Indicative Value or the index value persists past the trading day in which it occurred, Nasdaq will halt trading no later than the beginning of the trading day following the interruption. Nasdaq may also exercise discretion to halt trading in a series of Portfolio Depository Receipts, Index Fund Shares, Managed Fund Shares, Index-Linked Exchangeable Notes, Equity Gold Shares, Trust Certificates, Commodity-Based Trust Shares, Currency Trust Shares, Commodity Index Trust Shares, Commodity Futures Trust Shares, Partnership Units, Trust Units (as defined in Rule 5711(i)), Managed Trust Securities, Currency Warrants (as defined in Rule 5711(k)), or NextShares[ETMF Shares] based on a consideration of the following factors: (A) trading in underlying securities comprising the index or portfolio applicable to that series has been halted in the primary market(s), (B) the extent to which trading has ceased in securities underlying the index or portfolio, or (C) the presence of other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market.

**(10)** shall halt trading in Derivative Securities Products (as defined in Rule 4120(b)(4)(A)) for which a net asset value ("NAV") (and in the case of Managed Fund Shares under Rule 5735, a Disclosed Portfolio, and in the case of NextShares[ETMF Shares] under Rule 5745, a Composition File) is disseminated if Nasdaq becomes aware that the NAV (or in the case of Managed Fund Shares, the Disclosed Portfolio, or in the case of NextShares[ETMF Shares], the Composition File) is not being disseminated to all market participants at the same time.

Nasdaq will maintain the trading halt until such time as Nasdaq becomes aware that the NAV (or in the case of Managed Fund Shares, the Disclosed Portfolio, or in the case of NextShares[ETMF Shares], the Composition File, as applicable) is available to all market participants or, in the case of Derivative Securities Products traded on Nasdaq pursuant to unlisted trading privileges, until such time trading resumes in the listing market.

**(11) – (12)** No Change

**(b) Trading Halts for Trading of Certain Derivative Securities Products on Nasdaq Pursuant to Unlisted Trading Privileges**

**(1) – (3)** No Change

**(4)** Definitions. For purposes of this Rule:

**(A)** Derivative Securities Product means a series of Portfolio Depository Receipts, Index Fund Shares, Managed Fund Shares, NextShares[ETMF Shares], or Trust Issued Receipts (as defined in Rules 5705, 5735, 5745, and 5720, respectively), a series of Commodity-Related Securities (as defined in Rule 4630), securities representing interests in unit investment trusts or investment companies, Index-Linked Exchangeable Notes, Equity Gold Shares, Trust Certificates, Commodity-Based Trust Shares, Currency Trust Shares, Commodity Index Trust Shares, Commodity Futures Trust Shares, Partnership Units, Trust Units, Managed Trust Securities, or Currency Warrants (as defined in Rule 5711(a) - (k)), or any other UTP Derivative Security (as defined in Rule 5740).

**(B) – (D)** No Change

**(E)** Required Value shall mean (i) the value of any index or any commodity-related value underlying a Derivative Securities Product, (ii) the indicative optimized portfolio value, intraday indicative value, or other comparable estimate of the value of a share of a Derivative Securities Product updated regularly during the trading day, (iii) a net asset value in the case of a Derivative Securities Product for which a net asset value is disseminated, and (iv) a Disclosed Portfolio in the case of a Derivative Securities Product that is a series of Managed Fund Shares, as defined in Rule 5735, or Managed Trust Securities, as defined in Rule 5711(j), and a Composition File in the case of a Derivative Securities Product that is a series of NextShares[ETMF Shares], as defined in Rule 5745.

**(c)** No Change

\* \* \* \* \*

### **5615. Exemptions from Certain Corporate Governance Requirements**

(a)

(1) – (4) No Change

#### **(5) Management Investment Companies**

Management investment companies (including business development companies) are subject to all the requirements of the Rule 5600 Series, except that management investment companies registered under the Investment Company Act of 1940 are exempt from the Independent Directors requirement, the Compensation Committee requirement, the Independent Director Oversight of Director Nominations requirement, and the Code of Conduct requirement, set forth in Rules 5605(b), (d) and (e) and 5610, respectively. In addition, management investment companies that issue Index Fund Shares, Managed Fund Shares, and NextShares[Exchange-Traded Managed Fund Shares], as defined in Rules 5705(b), 5735, and 5745 are exempt from the Audit Committee requirements set forth in Rule 5605(c), except for the applicable requirements of SEC Rule 10A-3.

#### **IM-5615-4. Management Investment Companies**

Management investment companies registered under the Investment Company Act of 1940 are already subject to a pervasive system of federal regulation in certain areas of corporate governance covered by 5600. In light of this, Nasdaq exempts from Rules 5605(b), (d), (e) and 5610 management investment companies registered under the Investment Company Act of 1940. Business development companies, which are a type of closed-end management investment company defined in Section 2(a)(48) of the Investment Company Act of 1940 that are not registered under that Act, are required to comply with all of the provisions of the Rule 5600 Series. Management investment companies that issue Index Fund Shares, Managed Fund Shares, and NextShares[Exchange-Traded Managed Fund Shares], are exempt from the Audit Committee requirements set forth in Rule 5605(c), except for the applicable requirements of SEC Rule 10A-3.

\* \* \* \* \*

#### **5745. Exchange-Traded Managed Fund Shares (“NextShares[ETMF Shares]”)**

(a) Nasdaq will consider listing NextShares[ETMF Shares] that meet the criteria of Rule 5745.

(b) Applicability. Rule 5745 is applicable only to NextShares[ETMF Shares]. Except to the extent inconsistent with Rule 5745, or unless the context otherwise requires, the rules and procedures of the Board of Directors shall be applicable to the trading on Nasdaq of



such securities. NextShares[ETMF Shares] are included within the definition of "security" or "securities" as such terms are used in the Rules of Nasdaq.

- (1) Nasdaq will file separate proposals under Section 19(b) of the Act before the listing of NextShares[ETMF Shares].
- (2) Transactions in NextShares[ETMF Shares] will occur during the Regular Market Session through 4:00 p.m.
- (3) NAV-Based Trading. NextShares[ETMF Shares] will trade on Nasdaq at market-determined premiums or discounts to the NextShares Fund's[ETMF's] next-determined net asset value per share. All bids, offers and execution prices will be expressed as a premium/discount (which may be zero) to the next-determined net asset value per share ("NAV-Based Trading"). The minimum price variation for quoting and entry of orders in NextShares[ETMF Shares] is \$0.01. Trade executions will be binding at the time that orders are matched, with the transaction price contingent upon the next-determined net asset value per share. After the Reporting Authority calculates the net asset value, Nasdaq will price each transaction at the agreed premium or discount to net asset value and deliver the trading data for clearance and settlement.
- (4) Surveillance Procedures. Nasdaq will implement written surveillance procedures for NextShares[ETMF Shares].
- (5) Creation and Redemption. For NextShares[ETMF Shares] based on an international or global portfolio, the statutory prospectus or the application for exemption from provisions of the Investment Company Act of 1940 for the series of NextShares[ETMF Shares] must state that such series must comply with the federal securities laws in accepting securities for deposits and satisfying redemptions with securities, including that the securities accepted for deposits and the securities used to satisfy redemption requests are sold in transactions that would be exempt from registration under the Securities Act of 1933.
- (6) The Order Attributes, as described in rule 4703, are applicable to NextShares[ETMF securities] with the following exceptions;
  - (A) Any Order received with a routing instruction, as described in Rule 4758, which is received prior to the opening of a NextShare[an ETMF security], will be automatically canceled and returned.
  - (B) The following Time-in-Force Order Attributes, as defined in Rule 4703, are not applicable for NextShares[ETMF securities]: GTC, MGTC, and SGTC Orders (as defined in Rule 4703(a)(3)).
- (c) Definitions. The following terms as used in the Rules shall, unless the context otherwise requires, have the meanings herein specified:

- (1) NextShares[ETMF Share]. The term "NextShare[ETMF Share]" means a security that (a) represents an interest in a registered investment company ("NextShares Fund[ETMF]") organized as an open-end management investment company that invests in a portfolio of securities and other assets selected and managed by the NextShares Fund's[ETMF's] investment adviser consistent with the NextShares Fund's[ETMF's] investment objectives and policies; (b) is issued in a specified aggregate unit quantity in return for a deposit of a specified portfolio of securities and/or a cash amount with a value per NextShare[ETMF Share] equal to the NextShares Fund's[ETMF's] net asset value; (c) when aggregated in the same specified unit quantity, may be redeemed for a specified portfolio of securities and/or cash with a value per NextShare[ETMF Share] equal to the NextShares Fund's[ETMF's] net asset value; and (d) is traded on Nasdaq or another national securities exchange using NAV-Based Trading, including pursuant to unlisted trading privileges.
- (2) Intraday Indicative Value. The term "Intraday Indicative Value" is the estimated indicative value of a NextShare[an ETMF Share] based on current information regarding the value of the securities and other assets held by the NextShares Fund[ETMF].
- (3) Composition File. The term "Composition File" means the specified portfolio of securities and/or cash that NextShares Fund[an ETMF] will accept as a deposit in issuing NextShares[ETMF Shares], and the specified portfolio of securities and/or cash that a NextShares Fund[an ETMF] will deliver in a redemption of NextShares[ETMF Shares]. The Composition File will be disseminated through the National Securities Clearing Corporation once each business day before the open of trading in NextShares[ETMF Shares] on Nasdaq on such day. To maintain the confidentiality of current portfolio trading, a NextShares Fund's[an ETMF's] Composition File generally will not be a pro rata reflection of the NextShares Fund's[ETMF's] securities positions. Each security included in the Composition File will be a current holding of the NextShares Fund[ETMF], but the Composition File generally will not include all of the securities in the NextShares Fund's[ETMF's] portfolio or match the weightings of the included securities in the portfolio. The Composition File also may consist entirely of cash, in which case it will not include any of the securities in the NextShares Fund's[ETMF's] portfolio.
- (4) Reporting Authority. The term "Reporting Authority" in respect of a particular series of NextShares[ETMF Shares] means Nasdaq, an institution, or a reporting service designated by Nasdaq as the official source for calculating and reporting information relating to such series of NextShares[ETMF Shares], including, but not limited to, the Intraday Indicative Value, the amount of any cash distribution to holders of NextShares[ETMF Shares], net asset value per share, and the Composition File or other information relating to the issuance, redemption or trading of NextShares[ETMF Shares]. A series of NextShares[ETMF Shares] may have more than one Reporting Authority, each having different functions.

(d) Initial and Continued Listing — NextShares[ETMF Shares] will be listed and traded on Nasdaq subject to application of the following criteria:

- (1) Initial Listing — Each series of NextShares[ETMF Shares] will be listed and traded on Nasdaq subject to application of the following initial listing criteria:
  - (A) For each series, Nasdaq will establish a minimum number of NextShares[ETMF Shares] required to be outstanding at the time of commencement of trading on Nasdaq.
  - (B) Nasdaq will obtain a representation from the issuer of each series of NextShares[ETMF Shares] that the net asset value per share for the series will be calculated on each business day that the New York Stock Exchange is open for trading and that the net asset value per share will be made available to all market participants at the same time.
  - (C) The Reporting Authority that provides the Composition File must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the NextShares Fund's[ETMF's] portfolio positions and changes in the positions.
- (2) Continued Listing — Each series of NextShares[ETMF Shares] will be listed and traded on Nasdaq subject to application of the following continued listing criteria:
  - (A) Intraday Indicative Value. The Intraday Indicative Value for the NextShares[ETMF Shares] will be widely disseminated by one or more major market data vendors at intervals of not more than 15 minutes during the Regular Market Session when the NextShares[ETMF Shares] trade on Nasdaq.
  - (B) Suspension of trading or removal. Nasdaq will consider the suspension of trading in or removal from listing of a series of NextShares[ETMF Shares] under any of the following circumstances:
    - (i) if, following the initial twelve-month period after commencement of trading on Nasdaq of a series of NextShares[ETMF Shares], there are fewer than 50 beneficial holders of the series of NextShares[ETMF Shares] for 30 or more consecutive trading days;
    - (ii) if the value of the Intraday Indicative Value or the net asset value is no longer calculated, or if the Intraday Indicative Value, net asset value or Composition File is no longer available to all market participants at the same time;
    - (iii) if the NextShares Fund[ETMF] issuing the NextShares[ETMF Shares] has failed to file any filings required by the Commission or if Nasdaq is aware

that the NextShares Fund[ETMF] is not in compliance with the conditions of any exemptive order or no-action relief granted by the Commission with respect to the series of NextShares[ETMF Shares]; or

(iv) if such other event shall occur or condition exists which, in the opinion of Nasdaq, makes further dealings on Nasdaq inadvisable.

(C) Trading Halt. If the Intraday Indicative Value of a series of NextShares[ETMF Shares] is not being disseminated as required, Nasdaq may halt trading during the day in which the interruption to the dissemination of the Intraday Indicative Value occurs. If the interruption to the dissemination of the Intraday Indicative Value persists past the trading day in which it first occurred, Nasdaq will halt trading no later than the beginning of the trading day following the interruption. In addition, if Nasdaq becomes aware that the net asset value per share with respect to a series of NextShares[ETMF Shares] is not calculated on each business day that the New York Stock Exchange is open for trading and disseminated to all market participants at the same time, it will halt trading in such series until such time as the net asset value per share is available to all market participants. In addition, if Nasdaq becomes aware that the Composition File with respect to a series of NextShares[ETMF Shares] is not disseminated to all market participants at the same time, it will halt trading in such series until such time as the Composition File is available to all market participants.

(D) Termination. Upon termination of a NextShares Fund[an ETMF], Nasdaq requires that NextShares[ETMF Shares] issued in connection with such entity be removed from listing on Nasdaq.

(E) Voting. Voting rights shall be as set forth in the applicable NextShares Fund[ETMF] prospectus.

(e) Limitation of Liability. Neither Nasdaq, the Reporting Authority, nor any agent of Nasdaq shall have any liability for damages, claims, losses or expenses caused by any errors, omissions or delays in calculating or disseminating any current portfolio value; the current value of the securities and other assets required to be deposited in connection with issuance of NextShares[ETMF Shares]; the amount of any dividend equivalent payment or cash distribution to holders of NextShares[ETMF Shares]; net asset value per share; the Composition File; or other information relating to the purchase, redemption or trading of NextShares[ETMF Shares], resulting from any negligent act or omission by Nasdaq, the Reporting Authority or any agent of Nasdaq, or any act, condition or cause beyond the reasonable control of Nasdaq, its agent or the Reporting Authority, including, but not limited to, an act of God, fire, flood, extraordinary weather conditions, war, insurrection, riot, strike, accident, action of government, communications or power failure, equipment or software malfunction, or any error, omission, or delay in the reports of transactions in one or more underlying securities.

(f) Disclosures. The provisions of this subparagraph apply only to series of NextShares[ETMF Shares] that are the subject of an order by the Securities and Exchange Commission exempting such series from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940 and are not otherwise subject to prospectus delivery requirements under the Securities Act of 1933. Nasdaq will inform its members regarding application of the provisions of this subparagraph to a particular series of NextShares[ETMF Shares] by means of an information circular prior to commencement of trading in such series.

Nasdaq requires that members provide to all purchasers of a series of NextShares[ETMF Shares] a written description of the terms and characteristics of those securities, in a form prepared by the open-end management investment company issuing such securities, not later than the time a confirmation of the first transaction in such series is delivered to such purchaser. In addition, members shall include such a written description with any sales material relating to a series of NextShares[ETMF Shares] that is provided to customers or the public. Any other written materials provided by a member to customers or the public making specific reference to a series of NextShares[ETMF Shares] as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of (the series of NextShares[ETMF Shares]) has been prepared by the (open-end management investment company name) and is available from your broker. It is recommended that you obtain and review such circular before purchasing (the series of NextShares[ETMF Shares])."

A member carrying an omnibus account for a non-member broker-dealer is required to inform such non-member that execution of an order to purchase a series of NextShares[ETMF Shares] for such omnibus account will be deemed to constitute agreement by the non-member to make such a written description available to its customers on the same terms as are directly applicable to members under this rule.

Upon request of a customer, a member shall also provide a prospectus for the particular series of NextShares[ETMF Shares].

(g) If the investment adviser to a NextShares Fund[an ETMF] issuing NextShares[ETMF Shares] is a registered broker-dealer or is affiliated with a broker-dealer, such investment adviser shall erect a "fire wall" between the investment adviser and the broker-dealer personnel or broker-dealer affiliate, as applicable, with respect to access to information concerning the composition and/or changes to such NextShares Fund's[ETMF's] portfolio holdings. Personnel who make decisions on the NextShares Fund's[ETMF's] portfolio composition must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the applicable NextShares Fund[ETMF] portfolio.

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