

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 19	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2015 - * 126 Amendment No. (req. for Amendments *)
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Filing by NASDAQ Stock Market
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
	Section 3C(b)(2) * <input type="checkbox"/>

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

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

Proposed changes to amend Nasdaq Rule 7018(a) governing fees and credits assessed for execution and routing of securities.

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 *)
 Executive Vice President and General Counsel

Date 10/22/2015
 By Edward S. Knight
 (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 *

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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 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”) proposed changes to amend Nasdaq Rule 7018(a), governing fees and credits assessed for execution and routing of securities.

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 Nasdaq pursuant to authority delegated by the Board of Directors of Nasdaq on July 1, 2015. 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 Jonathan F. Cayne, Senior Associate General Counsel, Nasdaq at (301) 978-8493 (telephone).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

a. Purpose

The Exchange proposes to amend Nasdaq Rule 7018, governing fees and credits assessed for execution and routing of securities on Nasdaq,³ listed on the New York Stock Exchange (“NYSE”)⁴ and listed on exchanges other than Nasdaq and NYSE⁵ (collectively, the “Tapes”).

Specifically, the Exchange proposes to amend the criteria for a member to be eligible for the \$0.0030 per share executed credit. Nasdaq proposes to amend romanette (i) across all Tapes in order to reduce the Consolidated Volume requirement during the month for a member from 0.60% to 0.20%. The Exchange also proposes to amend romanette (ii) across all Tapes in order to include NOM Market Maker volume as part of the qualifying volume and to reduce the volume threshold in Penny Pilot and Non-Penny Pilot Options from 1.25% to 0.90%.

Nasdaq also proposes to add new subsection (4) to Nasdaq Rule 7018(a) and entitle it “Fees and Credits for Execution of Orders in Select Symbols”.⁶ This new subsection will state that for members receiving less than a \$0.0029 per share executed

³ Nasdaq Rule 7018(a)(1).

⁴ Nasdaq Rule 7018(a)(2).

⁵ Nasdaq Rule 7018(a)(3).

⁶ This is not related to the previous Select Symbols program. See Securities Exchange Act Release No. 73967 (December 30, 2014), 80 FR 594 (January 6, 2015) (SR-NASDAQ-2014-128) (creating the unrelated Select Symbol program); see also Securities Exchange Act Release No. 75261 (June 22, 2015), 80 FR 36877 (June 26, 2015) (SR-NASDAQ-2015-062) (eliminating the unrelated Select Symbol program).

credit in paragraphs (1) through (3) of Nasdaq Rule 7018(a) for displayed quotes/orders (other than Supplemental Orders or Designated Retail Orders) that provide liquidity for certain enumerated securities, Nasdaq will provide a credit of \$0.0029 per share executed for the enumerated securities: EEM, EWJ, GDV, IWM, NUGT, SPY, UWTI, VXX, XIV and XLF.

b. Statutory Basis

Nasdaq believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,⁷ in general, and with Sections 6(b)(4) and 6(b)(5) of the Act,⁸ in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which Nasdaq operates or controls and 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 are not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

Nasdaq believes that the proposed changes to Nasdaq Rule 7018(a)(1), (2) and (3) are reasonable because broadening the above criteria so that this credit is applicable to more members falls within the Exchange's efforts to draw additional order flow to the

⁷ 15 U.S.C. 78f.

⁸ 15 U.S.C. 78f(b)(4) and (5).

Exchange to improve market quality for all market participants. The Exchange also believes that the proposed rule change is equitable and not unfairly discriminatory because the amended credit criteria applies uniformly to securities across all Tapes and makes it easier for members to satisfy the requirements for this credit tier.

Nasdaq believes that the proposed credits of no less than \$0.0029 per share executed for displayed orders to members for trading in the Select Symbols are reasonable and equitably allocated as all members are eligible for the credits and the Exchange believes it will improve market quality, specifically in the trading of these symbols. These credits for adding displayed liquidity only replace the credits provided in paragraphs (1) through (3) of Nasdaq Rule 7018(a) when a member would otherwise receive a credit of less than \$0.0029 per share executed. The Select Symbols include EEM, EWJ, GDX, IWM, NUGT, SPY, UWTI, VXX, XIV and XLF. If members qualify for credits under Nasdaq Rule 7014, such credits will continue to apply to these symbols.

Nasdaq also believes that the proposed changes are not unfairly discriminatory because they will apply uniformly to all member firms that trade in the Select Symbols. Moreover, the proposed minimum credit for all member firms that trade in the Select Symbols is not unfairly discriminatory because the Exchange seeks to provide incentives to member firms to direct order flow away from off-exchange venues and on to Nasdaq and to improve the markets for these symbols. Additionally, members that trade in the Select Symbols may still qualify for higher credits in trading in these symbols and all members are entitled to determine whether or not to trade in these Select Symbols. Also, members will still be able to receive the credits they are otherwise entitled to in other symbols and can only benefit from this additional credit.

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

Nasdaq does not believe that the proposed rule change will result in a burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended.⁹ Nasdaq notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee and credit levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, Nasdaq must continually adjust its fees and credits to remain competitive with other exchanges and with alternative trading systems that have been exempted from compliance with the statutory standards applicable to exchanges. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, Nasdaq believes that the degree to which changes to credits in this market may impose a burden on competition is extremely limited or even non-existent. In this instance, the changes to Nasdaq Rule 7018 to amend criteria to qualify for credits do not impose a burden on competition because Nasdaq's execution services are voluntary and subject to extensive competition both from other exchanges and from off-exchange venues.

Additionally, the Exchange does not believe the addition of credits available to members that execute shares in Select Symbols will impose a burden on competition, but rather may promote competition among exchanges in trading in the Select Symbols. Moreover, the proposed changes are reflective of the competition that exists between exchanges and off-exchange venues that are subject to lesser regulatory burdens than the

⁹ 15 U.S.C. 78f(b)(8).

exchanges, including transparency. Lastly, the proposed changes are designed to enhance market quality.

While the Exchange does not believe that the proposed changes will result in a burden on competition, if the changes proposed herein are unattractive to market participants it is likely that Nasdaq will lose market share as a result.

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)

Pursuant to Section 19(b)(3)(A)(ii) of the Act,¹⁰ Nasdaq has designated this proposal as establishing or changing a due, fee, or other charge imposed by the self-regulatory organization on any person, whether or not the person is a member of the self-regulatory organization, which renders the proposed rule change effective upon filing.

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.

¹⁰ 15 U.S.C. 78s(b)(3)(A)(ii).

11. Exhibits

1. Completed notice of proposed rule change 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-2015-126)

October __, 2015

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Nasdaq Rule 7018

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 October 22, 2015, The NASDAQ Stock Market LLC (“Nasdaq” or the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) a 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

Nasdaq is proposing changes to amend Nasdaq Rule 7018(a), governing fees and credits assessed for execution and routing of securities.

The text of the proposed rule change is available at nasdaq.cchwallstreet.com at Nasdaq principal office, 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, Nasdaq included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

received on the proposed rule change. The text of those 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 parts 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 7018, governing fees and credits assessed for execution and routing of securities on Nasdaq,³ listed on the New York Stock Exchange ("NYSE")⁴ and listed on exchanges other than Nasdaq and NYSE⁵ (collectively, the "Tapes").

Specifically, the Exchange proposes to amend the criteria for a member to be eligible for the \$0.0030 per share executed credit. Nasdaq proposes to amend romanette (i) across all Tapes in order to reduce the Consolidated Volume requirement during the month for a member from 0.60% to 0.20%. The Exchange also proposes to amend romanette (ii) across all Tapes in order to include NOM Market Maker volume as part of the qualifying volume and to reduce the volume threshold in Penny Pilot and Non-Penny Pilot Options from 1.25% to 0.90%.

Nasdaq also proposes to add new subsection (4) to Nasdaq Rule 7018(a) and entitle it "Fees and Credits for Execution of Orders in Select Symbols".⁶ This new

³ Nasdaq Rule 7018(a)(1).

⁴ Nasdaq Rule 7018(a)(2).

⁵ Nasdaq Rule 7018(a)(3).

⁶ This is not related to the previous Select Symbols program. See Securities Exchange Act Release No. 73967 (December 30, 2014), 80 FR 594 (January 6, 2015) (SR-NASDAQ-2014-128) (creating the unrelated Select Symbol program);

subsection will state that for members receiving less than a \$0.0029 per share executed credit in paragraphs (1) through (3) of Nasdaq Rule 7018(a) for displayed quotes/orders (other than Supplemental Orders or Designated Retail Orders) that provide liquidity for certain enumerated securities, Nasdaq will provide a credit of \$0.0029 per share executed for the enumerated securities: EEM, EWJ, GDX, IWM, NUGT, SPY, UWTI, VXX, XIV and XLF.

2. Statutory Basis

Nasdaq believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,⁷ in general, and with Sections 6(b)(4) and 6(b)(5) of the Act,⁸ in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which Nasdaq operates or controls and 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 are not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

see also Securities Exchange Act Release No. 75261 (June 22, 2015), 80 FR 36877 (June 26, 2015) (SR-NASDAQ-2015-062) (eliminating the unrelated Select Symbol program).

⁷ 15 U.S.C. 78f.

⁸ 15 U.S.C. 78f(b)(4) and (5).

Nasdaq believes that the proposed changes to Nasdaq Rule 7018(a)(1), (2) and (3) are reasonable because broadening the above criteria so that this credit is applicable to more members falls within the Exchange's efforts to draw additional order flow to the Exchange to improve market quality for all market participants. The Exchange also believes that the proposed rule change is equitable and not unfairly discriminatory because the amended credit criteria applies uniformly to securities across all Tapes and makes it easier for members to satisfy the requirements for this credit tier.

Nasdaq believes that the proposed credits of no less than \$0.0029 per share executed for displayed orders to members for trading in the Select Symbols are reasonable and equitably allocated as all members are eligible for the credits and the Exchange believes it will improve market quality, specifically in the trading of these symbols. These credits for adding displayed liquidity only replace the credits provided in paragraphs (1) through (3) of Nasdaq Rule 7018(a) when a member would otherwise receive a credit of less than \$0.0029 per share executed. The Select Symbols include EEM, EWJ, GDX, IWM, NUGT, SPY, UWTI, VXX, XIV and XLF. If members qualify for credits under Nasdaq Rule 7014, such credits will continue to apply to these symbols.

Nasdaq also believes that the proposed changes are not unfairly discriminatory because they will apply uniformly to all member firms that trade in the Select Symbols. Moreover, the proposed minimum credit for all member firms that trade in the Select Symbols is not unfairly discriminatory because the Exchange seeks to provide incentives to member firms to direct order flow away from off-exchange venues and on to Nasdaq and to improve the markets for these symbols. Additionally, members that trade in the Select Symbols may still qualify for higher credits in trading in these symbols and all

members are entitled to determine whether or not to trade in these Select Symbols. Also, members will still be able to receive the credits they are otherwise entitled to in other symbols and can only benefit from this additional credit.

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

Nasdaq does not believe that the proposed rule change will result in a burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended.⁹ Nasdaq notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee and credit levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, Nasdaq must continually adjust its fees and credits to remain competitive with other exchanges and with alternative trading systems that have been exempted from compliance with the statutory standards applicable to exchanges. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, Nasdaq believes that the degree to which changes to credits in this market may impose a burden on competition is extremely limited or even non-existent. In this instance, the changes to Nasdaq Rule 7018 to amend criteria to qualify for credits do not impose a burden on competition because Nasdaq's execution services are voluntary and subject to extensive competition both from other exchanges and from off-exchange venues.

Additionally, the Exchange does not believe the addition of credits available to members that execute shares in Select Symbols will impose a burden on competition, but rather may promote competition among exchanges in trading in the Select Symbols.

⁹ 15 U.S.C. 78f(b)(8).

Moreover, the proposed changes are reflective of the competition that exists between exchanges and off-exchange venues that are subject to lesser regulatory burdens than the exchanges, including transparency. Lastly, the proposed changes are designed to enhance market quality.

While the Exchange does not believe that the proposed changes will result in burden on competition, if the changes proposed herein are unattractive to market participants it is likely that Nasdaq will lose market share as a result.

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 foregoing change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act¹⁰. 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 necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

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:

¹⁰ 15 U.S.C. 78s(b)(3)(A)(ii).

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-2015-126 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-2015-126. 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 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal offices 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-2015-126, 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

Robert W. Errett
Deputy Secretary

¹¹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

7018. Nasdaq Market Center Order Execution and Routing

(a) The following charges shall apply to the use of the order execution and routing services of the Nasdaq Market Center by members for all securities priced at \$1 or more that it trades. For purposes of determining a member's shares of liquidity routed, TFTY, MOPB, MOPP, SAVE, SOLV, CART, QDRK, QCST and directed orders are not counted. As used in this rule, the term "Consolidated Volume" shall mean the total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during a month in equity securities, excluding executed orders with a size of less than one round lot. For purposes of calculating Consolidated Volume and the extent of a member's trading activity, expressed as a percentage of or ratio to Consolidated Volume, the date of the annual reconstitution of the Russell Investments Indexes shall be excluded from both total Consolidated Volume and the member's trading activity.

(1) Fees for Execution and Routing of Orders in Nasdaq-Listed Securities

member (i) with shares of liquidity provided in all securities during the month representing at least 0. [6] <u>20</u> % of Consolidated Volume during the month, through one or more of its Nasdaq Market Center MPIDs, and (ii) Adds Customer, Professional, Firm, Non-NOM Market Maker, <u>NOM Market Maker</u> and/or Broker-Dealer liquidity in Penny Pilot Options and/or Non- Penny Pilot Options of [1.25] <u>0.90</u> % or more of total industry ADV in the customer clearing range for Equity and ETF option contracts per day in a month on the Nasdaq Options Market:	\$0.0030 per share executed
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(2) Fees for Execution and Routing of Securities Listed on NYSE

member (i) with shares of liquidity provided in all securities during the month representing at least 0. [6] <u>20</u> % of	\$0.0030 per share
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Consolidated Volume during the month, through one or more of its Nasdaq Market Center MPIDs, and (ii) Adds Customer, Professional, Firm, Non-NOM Market Maker, NOM Market Maker and/or Broker-Dealer liquidity in Penny Pilot Options and/or Non- Penny Pilot Options of [1.25]0.90% or more of total industry ADV in the customer clearing range for Equity and ETF option contracts per day in a month on the Nasdaq Options Market: executed

* * * * *

(3) Fees for Execution and Routing of Orders in Securities Listed on Exchanges other than Nasdaq and NYSE ("Tape B Securities")

* * * * *

member (i) with shares of liquidity provided in all securities during the month representing at least 0.[6]20% of Consolidated Volume during the month, through one or more of its Nasdaq Market Center MPIDs, and (ii) Adds Customer, Professional, Firm, Non-NOM Market Maker, NOM Market Maker and/or Broker-Dealer liquidity in Penny Pilot Options and/or Non- Penny Pilot Options of [1.25]0.90% or more of total industry ADV in the customer clearing range for Equity and ETF option contracts per day in a month on the Nasdaq Options Market: \$0.0030 per share executed

* * * * *

(4) Fees and Credits for Execution of Orders in Select Symbols

For members receiving less than a \$0.0029 per share executed credit in paragraphs (1) through (3) above for displayed quotes/orders (other than Supplemental Orders or Designated Retail Orders) that provide liquidity for the securities listed below, Nasdaq will provide a credit of \$0.0029 per share executed instead of such credit to these members for the securities listed below:

EEM, EWJ, GDX, IWM, NUGT, SPY, UWTI, VXX, XIV and XLF.

(b) – (m) No change.

* * * * *