Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Section 806(e)(1) *
Section 806(e)(2) *

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 3C(b)(2) *

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

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Executive Vice President and General Counsel

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.
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.
The NASDAQ Stock Market LLC ("Nasdaq" or "Exchange") is filing this Amendment No. 2 to SR-NASDAQ-2016-056 Amendment No. 1, submitted on May 5, 2016, to make the following changes to the amended 19b-4 filing and Exhibit 1:

1. In (a) the third sentence of footnote 7 on page 7 of 73, as well as in the third sentence in footnote 7 on page 43 of 73 of Exhibit 1, (b) the second sentence of the second full paragraph on page 16 of 73, as well as in the second sentence of the first paragraph of page 52 of 73 of Exhibit 1, (c) the first sentence of the first full paragraph on page 20 of 73, as well as the first sentence of the second full paragraph on page 55 of 73 of Exhibit 1, (d) the ninth sentence of the carry-over paragraph that begins on page 20 of 73, as well as ninth sentence of the carry-over paragraph that begins on page 55 of 73 of Exhibit 1, (e) the second full paragraph that begins on the bottom of page 22 of 73, as well as the first paragraph on page 58 of 73 of Exhibit 1, and (f) the first sentence of the second full paragraph on page 33 of 73, as well as the first sentence of the first full paragraph on page 69 of 73 of Exhibit 1, replace “investment objective” with the following: “investment objectives”.

2. In the first sentence of footnote 9 on page 8 of 73, as well as in the first sentence of footnote 9 on page 43 of 73 of Exhibit 1, replace “Mortgage-backed securities, which are securities that” with the following: “Mortgage-backed securities, which, for purposes of this filing, are securities that”.

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3. Replace (a) the last sentence of footnote 16 on page 10 of 73, as well as the last sentence of footnote 16 on page 45 of 73 of Exhibit 1, and (b) the last sentence of the first full paragraph on page 33 of 73, and well as the last sentence of the only complete paragraph on page 68 of 73 of Exhibit 1, with the following: “The Fund will not invest in leveraged ETFs, inverse ETFs, or inverse leveraged ETFs.”

4. In (a) the last sentence of the carry-over paragraph that begins on page 10 of 73, as well as the last sentence of the first full paragraph on page 46 of 73 of Exhibit 1, and (b) the second to last sentence of the carryover paragraph that starts on page 13 of 73, as well as the second to last sentence in the carryover paragraph that starts on page 48 of 73 of Exhibit 1, replace “more than 20% of its net assets” with the following: “more than 20% of its net assets in the aggregate”.

5. In the first sentence in the first full paragraph on page 11 of 73, as well as in the carry over sentence that begins on page 46 of 73 of Exhibit 1, replace “Under normal market conditions, the Fund will satisfy the following requirements on a continuous basis measured at the time of purchase: (i) at least 75% of the investments in the portfolio will be in Variable Rate Debt Instruments, with a minimum original principal amount outstanding of $100 million or more, or in variable rate preferred stock;” with the following: “Under normal market conditions, the Fund will satisfy the following requirements, with respect to (i) and (iii) on a continuous basis, and with respect to (ii) and (iv) on a continuous basis
measured at the time of purchase: (i) at least 75% of the investments in corporate debt securities shall have a minimum original principal amount outstanding of $100 million or more;”.

6. In the first sentence in the first full paragraph on page 11 of 73, as well as in the carry over sentence that begins on page 46 of 73 of Exhibit 1, replace “(iii) the portfolio (excluding securities exempted by Section 3(a)(12) of the Exchange Act) will include a minimum of 13 non-affiliated issuers;” with the following: “(iii) the portfolio will include a minimum of 13 non-affiliated issuers;”

SR-NASDAQ-2016-056, as amended, remains consistent with the Securities Exchange Act of 1934, and specifically with Section 6(b)(5), because it makes clarifying changes to the filing. Amendment No. 2 specifically clarifies certain representations regarding the Fund’s portfolio of Variable Rate Debt Instruments and Fixed Rate Debt Instruments.