Required fields are shown with yellow backgrounds and asterisks.

OMB Number: 3235-0045
Estimated average burden hours per response......38

Page 1 o	of * 16			EXCHANGE (GTON, D.C. 2 orm 19b-4			File No.*	SR - 2018 - * 014 Amendments *)
Filing by The Nasdaq Stock Market LLC								
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934								
Initial *	•	Amendment *	Withdrawal	Section 19(t	o)(2) *	Section	on 19(b)(3)(A) *	Section 19(b)(3)(B) *
Pilot		ension of Time Period Commission Action *	Date Expires *		[] <u>[</u>	19b-4(f) 19b-4(f) 19b-4(f))(2)	
Notice Section			to the Payment, Clear Section 806(e)(2) *	to the			Security-Based Swa to the Securities Exct Section 3C(b)(2	-
Exhibit 2 Sent As Paper Document Exhibit 3 Sent As Paper Document Exhibit 3 Sent As Paper Document								
Provide a brief description of the action (limit 250 characters, required when Initial is checked *). Proposal to update Rule 4758 to reflect the name change of NYSE MKT to NYSE American.								
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 '	Sean		Last Name *	Bennett			
Title *		Principal Associate G	eneral Counsel					
E-mail	 *	Sean.Bennett@nasdaq.com						
Teleph	none *							
Signature Pursuant to the requirements of the Securities Exchange Act of 1934, has duly caused this filling to be signed on its behalf by the undersigned thereunto duly authorized.								
(Title *)								
Date	-	02/14/2018		Executive Vice President and General Counsel				
Ву	Edward 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) The Nasdaq Stock Market LLC ("Nasdaq" or "Exchange"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² is filing with the Securities and Exchange Commission ("SEC" or "Commission") a proposal to update Rule 4758 to reflect the name change of NYSE MKT to NYSE American.

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

- (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 the Exchange pursuant to authority delegated by the Board of Directors of the Exchange (the "Board") on September 19, 2017. Exchange staff will advise the Board of any action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change.

Questions and comments on the proposed rule change may be directed to:

T. Sean Bennett
Principal Associate General Counsel
Nasdaq, Inc.
(301) 978-8499

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

a. <u>Purpose</u>

The purpose of the proposed change is to update Rule 4758 to reflect the name change of NYSE MKT to NYSE American. Rule 4758 concerns order routing and paragraph (1)(A) thereunder provides various routing options market participants may choose for their orders. The DOT,³ DOTI,⁴ and LIST⁵ routing options allow a market participant to route its orders to NYSE MKT. Effective on July 24, 2017, NYSE MKT was renamed NYSE American.⁶ Accordingly, the Exchange is proposing to make a technical change to Rule 4758 to reflect the new name of NYSE MKT -- NYSE American.

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,

³ See Rule 4758(a)(1)(A)(i).

⁴ <u>See</u> Rule 4758(a)(1)(A)(ii).

 $[\]frac{5}{8}$ See Rule 4758(a)(1)(A)(x).

See Securities Exchange Act Release No. 80283 (March 21, 2017), 82 FR 15244 (March 27, 2017) (SR-NYSEMKT-2017-14); see also Member Education Bulletin, NYSE MKT Number 17-01, July 14, 2017, available at https://www.nyse.com/publicdocs/nyse/markets/nyse-american/rule-interpretations/2017/NYSE%20MKT%20MEB%2017-01%20NYSE%20MKT%20American%20Transition.pdf.

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 avoiding market participant confusion that may be caused by having an inaccurate national securities exchange name referenced in the Exchange's rulebook.

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 not necessary or appropriate in furtherance of the purposes of the Act. The proposed change will make a technical change to Rule 4758 to reflect the accurate name of a national securities exchange. As such, the Exchange does not believe that the proposal will place any burden on competition whatsoever.

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

No written comments were either solicited or received.

6. Extension of Time Period for Commission Action

The Exchange does not consent to an extension of the time period for Commission action.

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

The proposed rule change is effective upon filing pursuant to Section 19(b)(3)(A) of the Act⁹ and Rule 19b-4(f)(3) thereunder,¹⁰ in that the proposed rule is concerned solely with the administration of the self-regulatory organization. The Exchange represents that these changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of

⁹ 15 U.S.C. 78s(b)(3)(A).

¹⁰ 17 CFR 240.19b-4(f)(3).

the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. Accordingly, the Exchange believes that the proposal is consistent with Rule 19b-4(f)(3).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.

- 8. <u>Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission</u>
 - Not applicable.
- 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 Change for publication in the Federal Register.
- 5. Text of the proposed rule change.

¹¹ Id.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION (Release No. ; File No. SR-NASDAQ-2018-014)

February ___, 2018

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Update Rule 4758 to Reflect the Name Change of NYSE MKT to NYSE American

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 February 14, 2018, 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 update Rule 4758 to reflect the name change of NYSE MKT to NYSE American.

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.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 change is to update Rule 4758 to reflect the name change of NYSE MKT to NYSE American. Rule 4758 concerns order routing and paragraph (1)(A) thereunder provides various routing options market participants may choose for their orders. The DOT, DOTI, and LIST routing options allow a market participant to route its orders to NYSE MKT. Effective on July 24, 2017, NYSE MKT was renamed NYSE American. Accordingly, the Exchange is proposing to make a technical change to Rule 4758 to reflect the new name of NYSE MKT -- NYSE American.

³ See Rule 4758(a)(1)(A)(i).

⁴ <u>See</u> Rule 4758(a)(1)(A)(ii).

⁵ See Rule 4758(a)(1)(A)(x).

See Securities Exchange Act Release No. 80283 (March 21, 2017), 82 FR 15244 (March 27, 2017) (SR-NYSEMKT-2017-14); see also Member Education Bulletin, NYSE MKT Number 17-01, July 14, 2017, available at https://www.nyse.com/publicdocs/nyse/markets/nyse-american/rule-interpretations/2017/NYSE%20MKT%20MEB%2017-01%20NYSE%20MKT%20American%20Transition.pdf.

2. Statutory Basis

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, in general to protect investors and the public interest, by avoiding market participant confusion that may be caused by having an inaccurate national securities exchange name referenced in the Exchange's rulebook.

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 not necessary or appropriate in furtherance of the purposes of the Act. The proposed change will make a technical change to Rule 4758 to reflect the accurate name of a national securities exchange. As such, the Exchange does not believe that the proposal will place any burden on competition whatsoever.

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

No written comments were either solicited or received.

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

Pursuant to Section 19(b)(3)(A) of the Act⁹ and Rule 19b-4(f)(3) thereunder, ¹⁰ the Exchange has designated this proposal as one that is concerned solely with the

⁷ 15 U.S.C. 78f(b).

⁸ 15 U.S.C. 78f(b)(5).

⁹ 15 U.S.C. 78s(b)(3)(A).

administration of the self-regulatory organization, and therefore has become effective. The Exchange represents that these changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. Accordingly, the Exchange believes that the proposal is consistent with Rule 19b-4(f)(3).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 necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (http://www.sec.gov/rules/sro.shtml); or
- Send an e-mail to <u>rule-comments@sec.gov</u>. Please include File Number SR-NASDAQ-2018-014 on the subject line.

¹⁰ 17 CFR 240.19b-4(f)(3).

^{11 &}lt;u>Id.</u>

Paper comments:

Send paper comments in triplicate to Secretary, Securities and Exchange
 Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-NASDAQ-2018-014. 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-2018-014 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

Eduardo A. Aleman Assistant Secretary

¹² 17 CFR 200.30-3(a)(12).

EXHIBIT 5

Deleted text is [bracketed]. New text is <u>underlined</u>.

The Nasdaq Stock Market Rules

* * * * *

4758. Order Routing (a) Order Routing Process

- (1) The Order Routing Process shall be available to Participants during System Hours, and shall route orders as described below. All routing of orders shall comply with Rule 611 of Regulation NMS under the Exchange Act.
- (A) The System provides a variety of routing options. Routing options may be combined with all available Order Types and Times-in-Force, with the exception of Order Types and Times-in-Force whose terms are inconsistent with the terms of a particular routing option. The System will consider the quotations only of accessible markets. The term "System routing table" refers to the proprietary process for determining the specific trading venues to which the System routes Orders and the Order in which it routes them. Nasdaq reserves the right to maintain a different System routing table for different routing options and to modify the System routing table at any time without notice. The System routing options are:
 - (i) DOT is a routing option for orders that the entering firm wishes to designate for participation in the NYSE or NYSE American[MKT] opening or closing processes. DOT orders are routed directly to NYSE or NYSE American[MKT], as appropriate. A DOT order may be designated to participate in the opening or closing only (as provided in the specifications of the destination market) or to remain in force after the opening or closing, as applicable. If a DOT order has been designated to participate in the opening only and is entered after the security has opened, the order will nevertheless be routed to NYSE or NYSE American[MKT]; based on its designation as opening only, such an order would be expected to be rejected by the destination market, and would also be cancelled by Nasdaq if returned by the destination market. If a DOT order has been designated to participate in the closing only and is entered at 3:45 p.m. Eastern Time or later (or in the case of an early closing, is entered 15 minutes prior to the close or later), the order will be rejected. After attempting to execute in the opening or closing process, if applicable, DOT orders that are not designated opening or closing only and that have not been fully executed, rejected, or cancelled by the market to which they were routed thereafter check the System for available shares and are converted into SCAN or STGY orders, depending on the designation of the entering firm. DOT orders that are not designated as opening or closing only orders but that are entered after the time of the opening or closing, as applicable, will also be converted into SCAN or STGY orders, depending on the designation of the entering firm. DOT orders that are

designated to participate in an opening process and that are received by Nasdaq before the destination market can receive them will be held until such time as the destination market can receive them. DOT orders entered in non-NYSE or NYSE <u>American[MKT]</u> securities will be treated as SCAN or STGY orders depending on the designation of the firm.

- (ii) a. DOTI is a routing option for orders that the entering firm wishes to direct to the NYSE or NYSE American[MKT] without returning to the Nasdaq Market Center. DOTI orders check the System for available shares and then are sent to destinations on the System routing table before being sent to NYSE or NYSE American[MKT], as appropriate. DOTI orders do not return to the Nasdaq Market Center book after routing. A DOTI order may be designated to participate in the opening or closing only (as provided in the specifications of the destination market) or to remain in force after the opening or closing, as applicable. If a DOTI order has been designated to participate in the opening only and is entered after the security has opened, the order will nevertheless be routed to NYSE or NYSE American[MKT]; based on its designation as opening only, such an order would be expected to be rejected by the destination market, and would also be cancelled by Nasdaq if returned by the destination market. If a DOTI order has been designated to participate in the closing only and is entered at 3:45 p.m. Eastern Time or later (or in the case of an early closing, is entered 15 minutes prior to the close or later), the order will be rejected.
- b. The entering firm may alternatively elect to have DOTI orders check the System for available shares and thereafter be directly sent to NYSE or NYSE American[MKT] as appropriate.
- c. No change.
- (iii) (ix) No change.
- (x) LIST is a routing option designed to allow orders to participate in the opening and/or closing process of the primary listing market for a security, and to follow additional routing logic as described below. A LIST order received before the security has opened on its primary listing market will be routed to the primary listing market for participation in that market's opening process. A LIST order may be designated to participate in the opening or closing only (as provided in the specifications of the destination market) or to remain in force after the opening or closing, as applicable. If a LIST order has been designated to participate in the opening only and is entered after the security has opened, the order will nevertheless be routed to the primary listing market; based on its designation as opening only, such an order would be expected to be rejected by the destination market, and would also be cancelled by Nasdaq if returned by the destination market. If a LIST order is received by Nasdaq before the destination market is able to receive orders for its opening process, the order will be held until such time as the destination market can receive it.

After the security has opened on its primary listing market, a LIST order that has not been designated opening only and that has not been fully executed, rejected, or cancelled by the market to which it was routed will be returned to the Nasdaq system. Thereafter, the order will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table. Any remaining shares will be posted on the book. In addition, if a LIST order is entered after the security has opened on the primary listing market (but before a time that is two minutes before market close) and the order has not been designated to participate in the opening only, Nasdaq will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table, with remaining shares posted on the book. Once on the book, if the order is subsequently locked or crossed by another market center, the System will not route the order to the locking or crossing market center. Two minutes before market close, all LIST orders on the book will begin routing to the security's primary listing market for participation in its closing process. If a LIST order is received at or after a time that is two minutes before market close but before market close, Nasdaq will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table; remaining shares will be routed to the security's primary listing market to participate in its closing process. After the security has closed on the primary listing market, a LIST order that has not been designated as a closing only or MDAY order and that has not been fully executed, rejected, or cancelled by the market to which it was routed will be returned to the Nasdaq System and shares unexecuted in the closing process will be posted to the Nasdaq book. If a LIST order has been designated to participate in the closing only and is entered after the security has closed, the order will nevertheless be routed to the primary listing market unless the primary market for the security is NYSE or NYSE American[MKT]; based on its designation as closing only, such an order would be expected to be rejected by the destination market, and would also be cancelled by Nasdag if returned by the destination market. For NYSE and NYSE American[MKT] securities, if a LIST order has been designated to participate in the closing only and is entered at 3:45 p.m. Eastern Time or later (or in the case of an early closing, is entered 15 minutes prior to the close or later), the order will be rejected. LIST orders received after market close that have not been designated as closing only and are eligible, based on the orders' time-in-force, to participate in the after-hours market will check the System for available shares and simultaneously route the remaining shares to destinations on the System routing table. Any remaining shares will be posted to the Nasdaq book.

If trading in the security is stopped across all markets, LIST orders will be sent to the primary listing market to participate in the re-opening process. When normal trading resumes, unexecuted shares will be removed from the primary listing market and posted on the Nasdaq book.

(xi) - (xiv) No change.

- (B) No change.
- **(b) (d)** No change.

* * * * *