

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 - 2018 - * 017	Amendment No. (req. for Amendments *)
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Filing by The Nasdaq Stock Market LLC
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"/>
			Rule		
Pilot <input type="checkbox"/>	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 *).

A proposal to amend the Exchanges transaction fees at Rule 7014 to eliminate the Small Cap Incentive Program and the Limit Up Limit Down Pricing Program

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 * Brett Last Name * Kitt

Title * Senior Associate General Counsel

E-mail * brett.kitt@nasdaq.com

Telephone * (301) 978-8132 Fax

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934,

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

(Title *)

Date 02/26/2018

By Edward S. Knight

Executive Vice President and General Counsel

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 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 amend the Exchange’s transaction fees at Rule 7014 to eliminate the Small Cap Incentive Program and the Limit Up Limit Down Pricing Program, as described further below.

While these amendments are effective upon filing, the Exchange has designated the proposed amendments to be operative on March 1, 2018.

A notice of the proposed rule change for publication in the Federal Register is attached as Exhibit 1.

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 (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:

Brett M. Kitt
Senior Associate General Counsel

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Nasdaq, Inc.
(301) 978-8132.

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

a. Purpose

The purpose of the proposed rule change is to amend Rule 7014 of the Exchange's Rules to eliminate the Small Cap Incentive Program ("SCIP") and the Limit Up Limit Down ("LULD") Pricing Program.

SCIP Program

The SCIP is a rebate program that presently applies to Exchange market makers ("Nasdaq Market Makers") registered in Nasdaq-listed companies with a market capitalization ("cap") of less than \$100 million. Under the program, Nasdaq Market Makers registered in a designated SCIP symbol receive an additional displayed liquidity rebate of \$0.0005 per share executed for executions at or above \$1.00 ("SCIP Rebate") if their percent of time at the NBBO is above 50% for the month ("NBBO Test"). The SCIP Rebate is in addition to all other applicable displayed rebates. For shares executed below \$1.00, Nasdaq Market Makers are subject to the following rates: (i) the rebate to add liquidity is 0.10% of the total dollar volume; and (ii) the fee to remove liquidity is 0.25% of the total dollar volume.

The Exchange established the SCIP to encourage Nasdaq Market Makers to improve market quality for Nasdaq-listed companies with market caps of under \$100 million. Although the program has had some limited success, it has not been effective to the extent intended when introduced. Accordingly, the Exchange no longer believes that the operation of the SCIP is an appropriate allocation of its limited resources and it proposes to eliminate the program.

LULD Pricing Program

The LULD program is a rebate program designed to provide incentives to market participants to provide liquidity during periods of extraordinary volatility in a select group of NMS Stocks chosen by the Exchange (“LULD Liquidity Symbols”).

Specifically, for LULD Liquidity Symbol securities priced \$1 or more, the Exchange offers an incentive in the form of a \$0.0010 per share executed rebate to Nasdaq Market Makers that enter displayed orders to buy (other than Designated Retail Orders, as defined in Rule 7018) when the LULD Liquidity Symbol security enters a Limit State based on an NBO that equals the lower price band and does not cross the NBB (“Limit Down Limit State”). To be eligible, the Nasdaq Market Maker must be registered as a market maker for the LULD Liquidity Symbol.

Similarly, for LULD Liquidity Symbol securities priced \$1 or more, the Exchange provides a \$0.0010 per share executed rebate to Nasdaq Market Makers that enter displayed orders to buy (other than Designated Retail Orders, as defined in Rule 7018) when the LULD Liquidity Symbol security enters a Straddle State based on an NBB that is below the lower price band (“Limit Down Straddle State”).

Finally, the Exchange provides an incentive to all market participants that enter Orders in an LULD Liquidity Symbol during a Trading Pause and receive an execution of that Order. The Exchange provides a \$0.0005 per share executed rebate, which is provided upon execution of the eligible Order in the reopening process at the conclusion of the Trading Pause.

The Exchange intended for the LULD Pricing Program to improve market quality by promoting liquidity and price discovery for LULD Liquidity Symbols that have

triggered Limit Up/Limit Down processes. Subsequent to the introduction of the LULD Pricing Program, certain enhancements to the LULD Plan have been implemented which reduced LULD pauses and supported a more orderly resumption of securities subject to LULD pauses. Therefore, the LULD Pricing Program is no longer needed and the Exchange proposes to eliminate it.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,³ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,⁴ 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, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange believes that its proposals to eliminate the SCIP and the LULD Pricing Program are reasonable because neither Pricing Program has been effective to the extent intended. In addition, improvements to the implementation of the LULD Plan have made the LULD Pricing Program unnecessary. Furthermore, the Exchange has limited resources available to it to devote to the operation of special pricing programs and as such, it is equitable to allocate those resources to those programs that are effective and away from those programs that are ineffective. The proposals are equitable and not unfairly discriminatory because the elimination of the SCIP and the LULD Pricing Program will apply uniformly to all similarly situated members.

³ 15 U.S.C. 78f(b).

⁴ 15 U.S.C. 78f(b)(4) and (5).

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 not necessary or appropriate in furtherance of the purposes of the Act. In terms of inter-market competition, the Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees 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, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited.

In this instance, the proposed elimination of the SCIP and the LULD Pricing Program will not impose a burden on competition because the Exchange's execution services are completely voluntary and subject to extensive competition both from other exchanges and from off-exchange venues. In sum, if the changes proposed herein are unattractive to market participants, it is likely that the Exchange will lose market share as a result. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of members or competing order execution venues to maintain their competitive standing in the financial markets. Further, the Exchange does not believe that elimination of the programs will impose a burden on competition among market participants because the impact of the proposal will apply equally to all members that presently qualify for the programs.

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)

Pursuant to Section 19(b)(3)(A)(ii) of the Act,⁵ the Exchange 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.

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. 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.

⁵ 15 U.S.C. 78s(b)(3)(A)(ii).

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.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-NASDAQ-2018-017)

February __, 2018

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to amend the Exchange's Transaction Fees at Rule 7014 to Eliminate the Small Cap Incentive Program and the Limit Up Limit Down Pricing Program

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 26, 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. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend the Exchange's transaction fees at Rule 7014 to eliminate the Small Cap Incentive Program and the Limit Up Limit Down Pricing Program, as described below.

While these amendments are effective upon filing, the Exchange has designated the proposed amendments to be operative on March 1, 2018.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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.

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 purpose of the proposed rule change is to amend Rule 7014 of the Exchange's Rules to eliminate the Small Cap Incentive Program ("SCIP") and the Limit Up Limit Down ("LULD") Pricing Program.

SCIP Program

The SCIP is a rebate program that presently applies to Exchange market makers ("Nasdaq Market Makers") registered in Nasdaq-listed companies with a market capitalization ("cap") of less than \$100 million. Under the program, Nasdaq Market Makers registered in a designated SCIP symbol receive an additional displayed liquidity rebate of \$0.0005 per share executed for executions at or above \$1.00 ("SCIP Rebate") if their percent of time at the NBBO is above 50% for the month ("NBBO Test"). The SCIP Rebate is in addition to all other applicable displayed rebates. For shares executed below \$1.00, Nasdaq Market Makers are subject to the following rates: (i) the rebate to add

liquidity is 0.10% of the total dollar volume; and (ii) the fee to remove liquidity is 0.25% of the total dollar volume.

The Exchange established the SCIP to encourage Nasdaq Market Makers to improve market quality for Nasdaq-listed companies with market caps of under \$100 million. Although the program has had some limited success, it has not been effective to the extent intended when introduced. Accordingly, the Exchange no longer believes that the operation of the SCIP is an appropriate allocation of its limited resources and it proposes to eliminate the program.

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The LULD program is a rebate program designed to provide incentives to market participants to provide liquidity during periods of extraordinary volatility in a select group of NMS Stocks chosen by the Exchange (“LULD Liquidity Symbols”).

Specifically, for LULD Liquidity Symbol securities priced \$1 or more, the Exchange offers an incentive in the form of a \$0.0010 per share executed rebate to Nasdaq Market Makers that enter displayed orders to buy (other than Designated Retail Orders, as defined in Rule 7018) when the LULD Liquidity Symbol security enters a Limit State based on an NBO that equals the lower price band and does not cross the NBB (“Limit Down Limit State”). To be eligible, the Nasdaq Market Maker must be registered as a market maker for the LULD Liquidity Symbol.

Similarly, for LULD Liquidity Symbol securities priced \$1 or more, the Exchange provides a \$0.0010 per share executed rebate to Nasdaq Market Makers that enter displayed orders to buy (other than Designated Retail Orders, as defined in Rule 7018)

when the LULD Liquidity Symbol security enters a Straddle State based on an NBB that is below the lower price band (“Limit Down Straddle State”).

Finally, the Exchange provides an incentive to all market participants that enter Orders in an LULD Liquidity Symbol during a Trading Pause and receive an execution of that Order. The Exchange provides a \$0.0005 per share executed rebate, which is provided upon execution of the eligible Order in the reopening process at the conclusion of the Trading Pause.

The Exchange intended for the LULD Pricing Program to improve market quality by promoting liquidity and price discovery for LULD Liquidity Symbols that have triggered Limit Up/Limit Down processes. Subsequent to the introduction of the LULD Pricing Program, certain enhancements to the LULD Plan have been implemented which reduced LULD pauses and supported a more orderly resumption of securities subject to LULD pauses. Therefore, the LULD Pricing Program is no longer needed and the Exchange proposes to eliminate it.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,³ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,⁴ 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, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

³ 15 U.S.C. 78f(b).

⁴ 15 U.S.C. 78f(b)(4) and (5).

The Exchange believes that its proposals to eliminate the SCIP and the LULD Pricing Program are reasonable because neither Pricing Program has been effective to the extent intended. In addition, improvements to the implementation of the LULD Plan have made the LULD Pricing Program unnecessary. Furthermore, the Exchange has limited resources available to it to devote to the operation of special pricing programs and as such, it is equitable to allocate those resources to those programs that are effective and away from those programs that are ineffective. The proposals are equitable and not unfairly discriminatory because the elimination of the SCIP and the LULD Pricing Program will apply uniformly to all similarly situated members.

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 not necessary or appropriate in furtherance of the purposes of the Act. In terms of inter-market competition, the Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees 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, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited.

In this instance, the proposed elimination of the SCIP and the LULD Pricing Program will not impose a burden on competition because the Exchange's execution

services are completely voluntary and subject to extensive competition both from other exchanges and from off-exchange venues. In sum, if the changes proposed herein are unattractive to market participants, it is likely that the Exchange will lose market share as a result. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of members or competing order execution venues to maintain their competitive standing in the financial markets. Further, the Exchange does not believe that elimination of the programs will impose a burden on competition among market participants because the impact of the proposal will apply equally to all members that presently qualify for the programs.

C. 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.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act.⁵

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.

⁵ 15 U.S.C. 78s(b)(3)(A)(ii).

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. Please include File Number SR-NASDAQ-2018-017 on the subject line.

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-2018-017. 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-2018-017 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.⁶

Eduardo A. Aleman
Assistant Secretary

⁶ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

The Nasdaq Stock Market Rules

* * * * *

**7014. Market Quality Incentive Programs
[Small Cap Incentive Program]**

(a) Reserved[The Small Cap Incentive Program ("SCIP") is available to Nasdaq Market Makers that are registered in Nasdaq-listed symbols with a market capitalization of less than \$100 million. Nasdaq will update the symbol list every six months via an Equity Trader Alert. The initial list was selected using market capitalizations as determined at the end of January 2016.]

[(1) Nasdaq Market Makers registered in a SCIP symbol will receive a rebate of \$0.0005 per share executed with respect to all other displayed orders (other than Designated Retail Orders, as defined in Rule 7018) in securities priced at \$1 or more that provide liquidity ("SCIP Rebate") if their percent of time at the NBBO in the symbol is above 50% ("NBBO Test") for the month. The SCIP Rebate will be in addition to all other applicable displayed rebates.]

[(2) Nasdaq Market Makers registered in the symbol and that pass the NBBO Test will be subject to the following rates for shares executed below \$1.00:]

[(A) the rebate to add liquidity will be 0.10% of the total dollar volume; and]

[(B) the fee to remove liquidity will be 0.25% of the total dollar volume.]

[(3) There will be no fee for all quotes and orders executed in the Nasdaq Opening or Closing Cross, or any other cross for Nasdaq Market Makers that meet the NBBO Test in SCIP symbols. All quotes and orders exclude Market-on-Close and Limit-on-Close orders executed in the Nasdaq Closing Cross and Market-on-Open, Limit-on-Open, Good-till-Cancelled, and Immediate-or-Cancel orders executed in the Nasdaq Opening Cross.]

(b) – (h) No change.

[Limit Up-Limit Down Pricing Program]

(i) Reserved[The following rebates will apply to Limit Up-Limit Down Pricing Program securities, which are available at www.nasdaqtrader.com/Trader.aspx?id=LULDPIlot.]

[(1) For securities priced \$1 or more Nasdaq will provide a \$0.0010 per share executed rebate to Nasdaq Market Makers registered in the relevant security with respect to

all other displayed orders to buy (other than Designated Retail Orders, as defined in Rule 7018) that provide liquidity and that are priced at or above the Lower Band of a Limit State or Straddle State pursuant to Rule 4120(a)(12).]

[(2) In lieu of the fee assessed under Rule 7018(f), Nasdaq will provide a \$0.0005 per share executed rebate to a member for any order entered during a Trading Pause pursuant to Rule 4120(a)(12) that are executed in the re-opening process.]

Nasdaq Growth Program

(j) No change.

* * * * *