

Required fields are shown with yellow backgrounds and asterisks.

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| Page 1 of * <input type="text" value="32"/> | SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4 | File No.* SR - <input type="text" value="2018"/> - * <input type="text" value="047"/> |
| | | Amendment No. (req. for Amendments *) <input type="text"/> |

Filing by The Nasdaq Stock Market LLC
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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| 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) | |

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| 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"/> | |

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| 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 *).

Proposal to amend the Exchange transaction fees at Rule 7018 to adopt a new transaction fee for execution of Midpoint Extended Life Orders.

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 * Last Name *

Title *

E-mail *

Telephone * 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 Executive Vice President and General Counsel

By

(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.

edward.knight@nasdaq.com

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF website.

Form 19b-4 Information *

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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

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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

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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

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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

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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

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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 7018 to adopt a new transaction fee for execution of Midpoint Extended Life Orders.

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. While these amendments are effective upon filing, as discussed below, the Exchange will begin assessing the proposed fees on July 2, 2018.³

(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.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The Exchange initially filed the proposed pricing changes on June 1, 2018 (SR-NASDAQ-2018-043). On July 12, 2018, the Exchange withdrew that filing and submitted this filing. This filing makes technical corrections, provides further discussion of the proposed change, and clarifies the statutory basis and burden on competition discussions.

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

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

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 the Exchange's transaction fees at Rule 7018(a)(1)-(3) to charge no fee for execution of Midpoint Extended Life Orders in the month of July 2018 if the member executes at least 250,000 shares in Midpoint Extended Life Orders in June 2018, and adopt a fee of \$0.0006 per share executed for execution of all other Midpoint Extended Life Orders in securities with a price of \$1 or more. Transactions in Midpoint Extended Life Orders in securities with a price less than \$1 will remain at no cost.

On March 7, 2018, the Commission approved the Exchange's proposal to adopt a new Order Type, the Midpoint Extended Life Order.⁴ The Midpoint Extended Life Order is an Order Type with a Non-Display Order Attribute that is priced at the midpoint between the NBBO and that will not be eligible to execute until the Holding Period of one half of a second has passed after acceptance of the Order by the System. Once a Midpoint Extended Life Order becomes eligible to execute by existing unchanged for the Holding Period, the Order may only execute against other eligible Midpoint Extended

⁴ See Securities Exchange Act Release No. 82825 (March 7, 2018), 83 FR 10937 (March 13, 2018) (SR-NASDAQ-2017-074).

Life Orders. The Exchange has not assessed a charge for Midpoint Extended Life Orders executions since the Exchange began to offer them on March 12, 2018.⁵

Under Rule 7018, the Exchange is proposing to assess fees for certain Midpoint Extended Life Orders beginning July 2, 2018, while continuing to provide a no fee tier for the month of July 2018 if a member meets qualification criteria based on its activity in Midpoint Extended Life Orders in June 2018. Specifically, the Exchange is proposing to assess no charge for execution of Midpoint Extended Life Orders in the month of July 2018 if the member executes at least at least 250,000 shares in Midpoint Extended Life Orders in the immediately preceding month. Thus, the new fee will be applied beginning July 2, 2018 based on the number of Midpoint Extended Life Orders executed by the member in the month of June 2018. The Exchange is also adopting a new fee of \$0.0006 per share executed assessed for execution of Midpoint Extended Life Orders in securities priced at \$1 or more applicable to members that do not qualify under the no cost tier described immediately above. After July 2018, the Exchange will assess a charge of \$0.0006 per share executed assessed for execution of any Midpoint Extended Life Order in a security priced \$1 or greater. The proposed fees cover Orders in securities of any of the three tapes.

The Exchange believes that the market in Midpoint Extended Life Orders has matured to the point that it can support the proposed \$0.0006 per share executed fee; however, the Exchange also believes that promoting liquidity in Midpoint Extended Life Orders continues to be warranted. Thus, the Exchange is proposing to not assess a fee for executions of Midpoint Extended Life Orders in the month of July 2018 if members have

⁵ See Securities Exchange Act Release No. 82905 (March 20, 2018), 83 FR 12988 (March 26, 2018) (SR-NASDAQ-2018-021).

at least 250,000 shares executed in Midpoint Extended Life Orders in June 2018.

Allowing transactions to occur at no cost if a member provides a certain level of Midpoint Extended Life Order liquidity will promote use of the Midpoint Extended Life Order, which will in turn help bring continued overall liquidity in Midpoint Extended Life Orders in securities priced \$1 or more to the Exchange in June 2018, since members may increase their activity in Midpoint Extended Life Orders, and members that have not yet used Midpoint Extended Life Orders may begin trading in them to benefit from the zero fee tier. To the extent that members are provided incentive to trade in Midpoint Extended Life Orders to meet the zero fee tier qualification requirement, the benefit to liquidity should continue to through July 2018 as members that qualified for the zero fee tier take advantage of the zero fee trading for the month. Fees for all Midpoint Extended Life Orders in June 2018 will remain at no cost. In addition, the Exchange is not proposing to adopt a new fee for execution of Midpoint Extended Life Orders in securities below \$1 (Rule 7018(b)) whatsoever, which will continue to be allowed at no cost.

Accordingly, the Exchange is proposing to amend Rule 7018(a)(1) – (3) to note: (1) that members executing a Midpoint Extended Life Order will be assessed a charge of \$0.0000 per share executed in the month of July 2018 if the member executes at least 250,000 shares in Midpoint Extended Life Orders in June 2018; and (2) that all other members will be assessed a fee of \$0.0006 per share executed, for executions of Midpoint Extended Life Orders in securities priced \$1 or more.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁶ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,⁷ 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 Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, while adopting a series of steps to improve the current market model, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”⁸

Likewise, in NetCoalition v. Securities and Exchange Commission⁹ (“NetCoalition”) the D.C. Circuit upheld the Commission’s use of a market-based approach in evaluating the fairness of market data fees against a challenge claiming that Congress mandated a cost-based approach.¹⁰ As the court emphasized, the Commission “intended in Regulation NMS that ‘market forces, rather than regulatory requirements’

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78f(b)(4) and (5).

⁸ Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) (“Regulation NMS Adopting Release”).

⁹ NetCoalition v. SEC, 615 F.3d 525 (D.C. Cir. 2010).

¹⁰ See NetCoalition, at 534 - 535.

play a role in determining the market data . . . to be made available to investors and at what cost.”¹¹

Further, “[n]o one disputes that competition for order flow is ‘fierce.’ . . . As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market share percentages for granted’ because ‘no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers’”¹²

The proposed \$0.0006 per share executed fee is reasonable because the Exchange has considered the nature of the market in Midpoint Extended Life Orders, the need to assess a fee to help cover the costs of supporting trading on Nasdaq, and the Exchange’s desire to continue to promote use of Midpoint Extended Life Orders on the Exchange. Taking these factors into consideration, the Exchange has determined that \$0.0006 per share executed is appropriate. The Exchange currently assess a fee of \$0.0007 per share executed for certain TFTY Orders.¹³ The Exchange also assesses \$0.0007 per share executed for QCST and QDRK orders, except for QCST orders that execute on Nasdaq BX for which there is no charge or credit.¹⁴ Thus, the lower fee is similar to existing fees for Orders executed on the Exchange and may promote use of Midpoint Extended Life Orders and consequently the quality of the market in Midpoint Extended Life Orders.

¹¹ Id. at 537.

¹² Id. at 539 (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSEArca-2006-21)).

¹³ See Rule 7018(a)(1)-(3).

¹⁴ Id.

The Exchange also notes that a competitor exchange assesses a fee of \$0.0009 per share executed for both adding and removing all non-displayed liquidity in securities priced \$1 or more.¹⁵

As discussed extensively in its proposal,¹⁶ the Exchange believes that the Midpoint Extended Life Order is consistent with the Act because it is emblematic of a core function of a national securities exchange, namely matching buyers and sellers of securities on a transparent and well-regulated market, and helping these buyers and sellers come together to receive the best execution possible. The Exchange achieves this by permitting Midpoint Extended Life Orders to execute solely against other Midpoint Extended Life Orders at the midpoint of the NBBO in return for providing market-improving behavior in the form of a longer-lived midpoint order. Thus, the Exchange believes that it is important for participants using Midpoint Extended Life Orders to have a deep and liquid market. Applying a lower fee than the \$0.0030 per share executed that the Exchange assesses for removing resting midpoint liquidity should provide incentive to market participants to use Midpoint Extended Life Orders while also allowing the Exchange to recoup some of the costs it incurs in offering the Order.

The Exchange also believes that allowing transactions of Midpoint Extended Life Orders at no cost in July 2018 is reasonable because it currently offers them at no cost. In addition, the Exchange does not charge a fee for transactions in Orders with a RTFY

¹⁵ See Investors Exchange Fee Schedule, available at: <https://iextrading.com/trading/fees/>.

¹⁶ See Securities Exchange Act Release No. 81311 (August 3, 2017), 82 FR 37248 (August 9, 2017) (SR-NASDAQ-2017-074).

routing Order Attribute.¹⁷ Such an Order must meet the definition of Designated Retail Order, which requires, among other things, that the Order not originate from a trading algorithm or any other computerized methodology.¹⁸ Thus, allowing transactions of the RTFY Order Attribute at no cost is designed to promote the Exchange as a venue for retail investor Orders. Likewise, the Exchange is proposing to allow transactions in Midpoint Extended Life Orders at no cost in July 2018 to promote use of such Orders and consequently the quality of the market in Midpoint Extended Life Orders.

The Exchange believes that the proposed fees are an equitable allocation and are not unfairly discriminatory because the Exchange will apply the same fee to all similarly situated members. The Midpoint Extended Life Order may be used by any market participant that is willing to satisfy the requirements of the Order Type and meet the volume requirement therefore qualify for the proposed zero fee tiers. Moreover, members not interested in using Midpoint Extended Life Orders will continue to have the ability to enter midpoint Orders in the Nasdaq System, which have both fees and credits associated with their execution.¹⁹ The Exchange is assessing fees for transactions in Midpoint Extended Life Orders beginning July 2, 2018 and providing a limited time

¹⁷ RTFY is a routing option available for an order that qualifies as a Designated Retail Order under which orders check the System for available shares only if so instructed by the entering firm and are thereafter routed to destinations on the System routing table. If shares remain unexecuted after routing, they are posted to the book. Once on the book, should the order subsequently be locked or crossed by another market center, the System will not route the order to the locking or crossing market center. RTFY is designed to allow orders to participate in the opening, reopening and closing process of the primary listing market for a security. See Rule 4758(a)(1)(A)(v)b.

¹⁸ See Rule 7018.

¹⁹ Based on whether the member is removing or adding liquidity. See Rule 7018(a).

during which transactions in Midpoint Extended Life Orders may be done at no cost. The proposed \$0.0006 per share executed fee is lower than most other fees assessed for executions, which is reflective of the beneficial nature of the type of Order. Any member may take advantage of the lower fee by using the Order Type. Similarly, members will receive no charge in the month of July 2018 if it meets the 250,000 share execution requirement of the tier. The Exchange believes that 250,000 shares executed is a modest level that is attainable by any member that chooses to enter Midpoint Extended Life Orders.

The Exchange believes that the zero fee tier for July 2018, which is based on the number of shares in Midpoint Extended Life Order executed in June 2018, is an equitable allocation and is not unfairly discriminatory because the Exchange has provided adequate notice of the changes to all members so that they may adjust their trading behavior, and any member may transact in Midpoint Extended Life Orders. Thus, all members may execute 250,000 shares or more in Midpoint Extended Life Orders in June 2018 to qualify for the zero cost tier in July 2018. The Exchange also applies qualification criteria for rebates under Rule 7014 that are based on the prior month's activity. Specifically, the DLP program under Rule 7014(f) provides three rebates that have qualification criteria based on the level of ADV it had in the prior month.²⁰

Last, the Exchange is not assessing a charge for executions in Midpoint Extended Life Orders in securities priced below \$1 because there are very few executions in such Orders relative to transactions in Midpoint Extended Life Orders in securities priced at \$1 or greater. Allowing such transactions at no cost will help promote a deeper market in

²⁰ See Rule 7014(f)(5)(A).

Midpoint Extended Life Orders in securities priced below \$1. Thus, the Exchange believes that the no cost tier in Midpoint Extended Life Orders in securities priced below \$1 remains an equitable allocation and is not unfairly discriminatory.

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 proposal to assess no fee for certain executions of Midpoint Extended Life Orders and a modest fee of \$0.0006 per share executed will not place any burden on competition, but rather will help ensure continued growth in the use of Midpoint Extended Life Orders by making such Orders attractive to members that seek to execute at the midpoint with like-minded members, while also allowing the Exchange to recoup some of the costs associated with offering the Order Type. The proposal also reduces burdens on members associated with the Exchange applying fees to an Order Type for which fees have not been assessed. The new fee tiers will help members

transition to fee liable transactions by providing an opportunity to avoid paying a fee for a transaction in Midpoint Extended Life Orders in July 2018 if they choose to provide 250,000 or more shares executed in Midpoint Extended Life Orders for the month of June 2018. To the extent the proposal is not successful in promoting liquidity in Midpoint Extended Life Orders, it would have no meaningful impact on competition as few transactions in Midpoint Extended Life Orders would occur. In sum, if the proposal to assess the new fee tiers for executions of Midpoint Extended Life Orders is unattractive to market participants, it is likely that the Exchange will not gain any market share and may lose market share. 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.

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,²¹ 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.

²¹ 15 U.S.C. 78s(b)(3)(A)(ii).

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

The proposed fee is based in part on the fees assessed for transactions in non-displayed securities with an execution price at or above \$1 by Investors Exchange LLC.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

1. Notice of Proposed Rule 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-2018-047)

June __, 2018

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Adopt a New Transaction Fee for Execution of Midpoint Extended Life Orders

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 June 12, 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 7018 to adopt a new transaction fee for execution of Midpoint Extended Life Orders.

While these amendments are effective upon filing, as discussed below, the Exchange will begin assessing the proposed fees on July 2, 2018.³

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The Exchange initially filed the proposed pricing changes on June 1, 2018 (SR-NASDAQ-2018-043). On July 12, 2018, the Exchange withdrew that filing and submitted this filing. This filing makes technical corrections, provides further discussion of the proposed change, and clarifies the statutory basis and burden on competition discussions.

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 the Exchange's transaction fees at Rule 7018(a)(1)-(3) to charge no fee for execution of Midpoint Extended Life Orders in the month of July 2018 if the member executes at least 250,000 shares in Midpoint Extended Life Orders in June 2018, and adopt a fee of \$0.0006 per share executed for execution of all other Midpoint Extended Life Orders in securities with a price of \$1 or more. Transactions in Midpoint Extended Life Orders in securities with a price less than \$1 will remain at no cost.

On March 7, 2018, the Commission approved the Exchange's proposal to adopt a new Order Type, the Midpoint Extended Life Order.⁴ The Midpoint Extended Life Order is an Order Type with a Non-Display Order Attribute that is priced at the midpoint

⁴ See Securities Exchange Act Release No. 82825 (March 7, 2018), 83 FR 10937 (March 13, 2018) (SR-NASDAQ-2017-074).

between the NBBO and that will not be eligible to execute until the Holding Period of one half of a second has passed after acceptance of the Order by the System. Once a Midpoint Extended Life Order becomes eligible to execute by existing unchanged for the Holding Period, the Order may only execute against other eligible Midpoint Extended Life Orders. The Exchange has not assessed a charge for Midpoint Extended Life Orders executions since the Exchange began to offer them on March 12, 2018.⁵

Under Rule 7018, the Exchange is proposing to assess fees for certain Midpoint Extended Life Orders beginning July 2, 2018, while continuing to provide a no fee tier for the month of July 2018 if a member meets qualification criteria based on its activity in Midpoint Extended Life Orders in June 2018. Specifically, the Exchange is proposing to assess no charge for execution of Midpoint Extended Life Orders in the month of July 2018 if the member executes at least at least 250,000 shares in Midpoint Extended Life Orders in the immediately preceding month. Thus, the new fee will be applied beginning July 2, 2018 based on the number of Midpoint Extended Life Orders executed by the member in the month of June 2018. The Exchange is also adopting a new fee of \$0.0006 per share executed assessed for execution of Midpoint Extended Life Orders in securities priced at \$1 or more applicable to members that do not qualify under the no cost tier described immediately above. After July 2018, the Exchange will assess a charge of \$0.0006 per share executed assessed for execution of any Midpoint Extended Life Order in a security priced \$1 or greater. The proposed fees cover Orders in securities of any of the three tapes.

⁵ See Securities Exchange Act Release No. 82905 (March 20, 2018), 83 FR 12988 (March 26, 2018) (SR-NASDAQ-2018-021).

The Exchange believes that the market in Midpoint Extended Life Orders has matured to the point that it can support the proposed \$0.0006 per share executed fee; however, the Exchange also believes that promoting liquidity in Midpoint Extended Life Orders continues to be warranted. Thus, the Exchange is proposing to not assess a fee for executions of Midpoint Extended Life Orders in the month of July 2018 if members have at least 250,000 shares executed in Midpoint Extended Life Orders in June 2018.

Allowing transactions to occur at no cost if a member provides a certain level of Midpoint Extended Life Order liquidity will promote use of the Midpoint Extended Life Order, which will in turn help bring continued overall liquidity in Midpoint Extended Life Orders in securities priced \$1 or more to the Exchange in June 2018, since members may increase their activity in Midpoint Extended Life Orders, and members that have not yet used Midpoint Extended Life Orders may begin trading in them to benefit from the zero fee tier. To the extent that members are provided incentive to trade in Midpoint Extended Life Orders to meet the zero fee tier qualification requirement, the benefit to liquidity should continue to through July 2018 as members that qualified for the zero fee tier take advantage of the zero fee trading for the month. Fees for all Midpoint Extended Life Orders in June 2018 will remain at no cost. In addition, the Exchange is not proposing to adopt a new fee for execution of Midpoint Extended Life Orders in securities below \$1 (Rule 7018(b)) whatsoever, which will continue to be allowed at no cost.

Accordingly, the Exchange is proposing to amend Rule 7018(a)(1) – (3) to note: (1) that members executing a Midpoint Extended Life Order will be assessed a charge of \$0.0000 per share executed in the month of July 2018 if the member executes at least

250,000 shares in Midpoint Extended Life Orders in June 2018; and (2) that all other members will be assessed a fee of \$0.0006 per share executed, for executions of Midpoint Extended Life Orders in securities priced \$1 or more.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁶ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,⁷ 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 Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, while adopting a series of steps to improve the current market model, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”⁸

Likewise, in NetCoalition v. Securities and Exchange Commission⁹ (“NetCoalition”) the D.C. Circuit upheld the Commission’s use of a market-based approach in evaluating the fairness of market data fees against a challenge claiming that

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78f(b)(4) and (5).

⁸ Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) (“Regulation NMS Adopting Release”).

⁹ NetCoalition v. SEC, 615 F.3d 525 (D.C. Cir. 2010).

Congress mandated a cost-based approach.¹⁰ As the court emphasized, the Commission “intended in Regulation NMS that ‘market forces, rather than regulatory requirements’ play a role in determining the market data . . . to be made available to investors and at what cost.”¹¹

Further, “[n]o one disputes that competition for order flow is ‘fierce.’ . . . As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market share percentages for granted’ because ‘no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers’ . . .”¹²

The proposed \$0.0006 per share executed fee is reasonable because the Exchange has considered the nature of the market in Midpoint Extended Life Orders, the need to assess a fee to help cover the costs of supporting trading on Nasdaq, and the Exchange’s desire to continue to promote use of Midpoint Extended Life Orders on the Exchange. Taking these factors into consideration, the Exchange has determined that \$0.0006 per share executed is appropriate. The Exchange currently assess a fee of \$0.0007 per share executed for certain TFTY Orders.¹³ The Exchange also assesses \$0.0007 per share executed for QCST and QDRK orders, except for QCST orders that execute on Nasdaq

¹⁰ See NetCoalition, at 534 - 535.

¹¹ Id. at 537.

¹² Id. at 539 (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSEArca-2006-21)).

¹³ See Rule 7018(a)(1)-(3).

BX for which there is no charge or credit.¹⁴ Thus, the lower fee is similar to existing fees for Orders executed on the Exchange and may promote use of Midpoint Extended Life Orders and consequently the quality of the market in Midpoint Extended Life Orders. The Exchange also notes that a competitor exchange assesses a fee of \$0.0009 per share executed for both adding and removing all non-displayed liquidity in securities priced \$1 or more.¹⁵

As discussed extensively in its proposal,¹⁶ the Exchange believes that the Midpoint Extended Life Order is consistent with the Act because it is emblematic of a core function of a national securities exchange, namely matching buyers and sellers of securities on a transparent and well-regulated market, and helping these buyers and sellers come together to receive the best execution possible. The Exchange achieves this by permitting Midpoint Extended Life Orders to execute solely against other Midpoint Extended Life Orders at the midpoint of the NBBO in return for providing market-improving behavior in the form of a longer-lived midpoint order. Thus, the Exchange believes that it is important for participants using Midpoint Extended Life Orders to have a deep and liquid market. Applying a lower fee than the \$0.0030 per share executed that the Exchange assesses for removing resting midpoint liquidity should provide incentive to market participants to use Midpoint Extended Life Orders while also allowing the Exchange to recoup some of the costs it incurs in offering the Order.

¹⁴ Id.

¹⁵ See Investors Exchange Fee Schedule, available at: <https://iextrading.com/trading/fees/>.

¹⁶ See Securities Exchange Act Release No. 81311 (August 3, 2017), 82 FR 37248 (August 9, 2017) (SR-NASDAQ-2017-074).

The Exchange also believes that allowing transactions of Midpoint Extended Life Orders at no cost in July 2018 is reasonable because it currently offers them at no cost. In addition, the Exchange does not charge a fee for transactions in Orders with a RTFY routing Order Attribute.¹⁷ Such an Order must meet the definition of Designated Retail Order, which requires, among other things, that the Order not originate from a trading algorithm or any other computerized methodology.¹⁸ Thus, allowing transactions of the RTFY Order Attribute at no cost is designed to promote the Exchange as a venue for retail investor Orders. Likewise, the Exchange is proposing to allow transactions in Midpoint Extended Life Orders at no cost in July 2018 to promote use of such Orders and consequently the quality of the market in Midpoint Extended Life Orders.

The Exchange believes that the proposed fees are an equitable allocation and are not unfairly discriminatory because the Exchange will apply the same fee to all similarly situated members. The Midpoint Extended Life Order may be used by any market participant that is willing to satisfy the requirements of the Order Type and meet the volume requirement therefore qualify for the proposed zero fee tiers. Moreover, members not interested in using Midpoint Extended Life Orders will continue to have the ability to enter midpoint Orders in the Nasdaq System, which have both fees and credits

¹⁷ RTFY is a routing option available for an order that qualifies as a Designated Retail Order under which orders check the System for available shares only if so instructed by the entering firm and are thereafter routed to destinations on the System routing table. If shares remain unexecuted after routing, they are posted to the book. Once on the book, should the order subsequently be locked or crossed by another market center, the System will not route the order to the locking or crossing market center. RTFY is designed to allow orders to participate in the opening, reopening and closing process of the primary listing market for a security. See Rule 4758(a)(1)(A)(v)b.

¹⁸ See Rule 7018.

associated with their execution.¹⁹ The Exchange is assessing fees for transactions in Midpoint Extended Life Orders beginning July 2, 2018 and providing a limited time during which transactions in Midpoint Extended Life Orders may be done at no cost. The proposed \$0.0006 per share executed fee is lower than most other fees assessed for executions, which is reflective of the beneficial nature of the type of Order. Any member may take advantage of the lower fee by using the Order Type. Similarly, members will receive no charge in the month of July 2018 if it meets the 250,000 share execution requirement of the tier. The Exchange believes that 250,000 shares executed is a modest level that is attainable by any member that chooses to enter Midpoint Extended Life Orders.

The Exchange believes that the zero fee tier for July 2018, which is based on the number of shares in Midpoint Extended Life Order executed in June 2018, is an equitable allocation and is not unfairly discriminatory because the Exchange has provided adequate notice of the changes to all members so that they may adjust their trading behavior, and any member may transact in Midpoint Extended Life Orders. Thus, all members may execute 250,000 shares or more in Midpoint Extended Life Orders in June 2018 to qualify for the zero cost tier in July 2018. The Exchange also applies qualification criteria for rebates under Rule 7014 that are based on the prior month's activity. Specifically, the DLP program under Rule 7014(f) provides three rebates that have qualification criteria based on the level of ADV it had in the prior month.²⁰

¹⁹ Based on whether the member is removing or adding liquidity. See Rule 7018(a).

²⁰ See Rule 7014(f)(5)(A).

Last, the Exchange is not assessing a charge for executions in Midpoint Extended Life Orders in securities priced below \$1 because there are very few executions in such Orders relative to transactions in Midpoint Extended Life Orders in securities priced at \$1 or greater. Allowing such transactions at no cost will help promote a deeper market in Midpoint Extended Life Orders in securities priced below \$1. Thus, the Exchange believes that the no cost tier in Midpoint Extended Life Orders in securities priced below \$1 remains an equitable allocation and is not unfairly discriminatory.

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 proposal to assess no fee for certain executions of Midpoint Extended Life Orders and a modest fee of \$0.0006 per share executed will not place any burden on competition, but rather will help ensure continued growth in the use of Midpoint Extended Life Orders by making such Orders attractive to members that seek to

execute at the midpoint with like-minded members, while also allowing the Exchange to recoup some of the costs associated with offering the Order Type. The proposal also reduces burdens on members associated with the Exchange applying fees to an Order Type for which fees have not been assessed. The new fee tiers will help members transition to fee liable transactions by providing an opportunity to avoid paying a fee for a transaction in Midpoint Extended Life Orders in July 2018 if they choose to provide 250,000 or more shares executed in Midpoint Extended Life Orders for the month of June 2018. To the extent the proposal is not successful in promoting liquidity in Midpoint Extended Life Orders, it would have no meaningful impact on competition as few transactions in Midpoint Extended Life Orders would occur. In sum, if the proposal to assess the new fee tiers for executions of Midpoint Extended Life Orders is unattractive to market participants, it is likely that the Exchange will not gain any market share and may lose market share. 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.

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.²¹

²¹ 15 U.S.C. 78s(b)(3)(A)(ii).

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.

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-2018-047 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-2018-047. 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-2018-047 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.²²

Eduardo A. Aleman
Assistant Secretary

²² 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

The Nasdaq Stock Market Rules

* * * * *

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 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

Charge to enter orders that execute in the Nasdaq Market Center:

| | |
|--|---|
| member that executes against resting midpoint liquidity: | \$0.0030 per share executed |
| member that executes a Midpoint Extended Life Order | \$0.0000 per share executed <u>in the month of July 2018 if the member executes at least 250,000 shares in Midpoint Extended Life Orders in June 2018</u> |
| | <u>\$0.0006 per share executed for all other members</u> |
| all other orders that execute in the Nasdaq Market Center: | \$0.0030 per share executed |
| Charge to member entering RTFY order that executes in the Nasdaq Market Center: | \$0.0000 per share executed |
| Charge to member entering RTFY order that executes in a venue other than the Nasdaq Market Center: | \$0.0000 per share executed |

Charge to member entering STGY, SCAN, \$0.0030 per share executed SKNY, or SKIP order that executes in a venue other than the Nasdaq Market Center and charge to member entering a LIST order that executes in a venue other than the Nasdaq Market Center, but not in an opening, re-opening, or closing process:

Charge or credit to member entering TFTY, MOPB, MOPP, SAVE, SOLV, CART, QDRK, QCST or directed order that executes in a venue other than the Nasdaq Market Center:

Charge of \$0.0035 per share executed for directed orders
 Charge of \$0.0030 per share executed for TFTY orders that execute at Nasdaq PSX
 Charge of \$0.0030 per share executed for CART orders that execute at Nasdaq PSX
 No charge or credit for TFTY, SOLV, CART, or SAVE orders that execute at Nasdaq BX
 Charge of \$0.0030 per share executed for SAVE or SOLV orders that execute at venues other than Nasdaq BX
 Charge of \$0.0035 per share executed for a MOPB or MOPP order
 Charge of \$0.0007 per share executed for TFTY orders that execute on venues other than Nasdaq BX or Nasdaq PSX
 Charge of \$0.0007 per share executed for QCST and QDRK orders, except no charge or credit for QCST orders that execute on Nasdaq BX

* * * * *

(2) Fees for Execution and Routing of Securities Listed on NYSE

Charge to enter orders that execute in the Nasdaq Market Center:

all other orders that execute in the Nasdaq Market Center: \$0.0030 per share executed

firms that execute against resting midpoint liquidity: \$0.0030 per share executed

member that executes a Midpoint \$0.0000 per share executed in the month of July 2018 if the member executes at least

| | |
|--|--|
| Extended Life Order | <u>250,000 shares in Midpoint Extended Life Orders in June 2018</u> |
| | <u>\$0.0006 per share executed for all other members</u> |
| Charge to member entering RTFY order that executes in the Nasdaq Market Center: | \$0.0000 per share executed |
| Charge to member entering RTFY order that executes in a venue other than the Nasdaq Market Center: | \$0.0000 per share executed |
| Charge to member entering STGY, SCAN, SKNY, or SKIP order that executes in a venue other than the Nasdaq Market Center and charge to member entering a LIST order that executes in a venue other than the Nasdaq Market Center, but not in an opening, re-opening, or closing process: | \$0.0030 per share executed |
| Charge or credit to member entering DOTI, STGY, SCAN, SKNY, or SKIP order that executes in a venue other than the Nasdaq Market Center, and charge to member entering a LIST order that executes in a venue other than the Nasdaq Market Center, but not in an opening, closing, or reopening process: | No charge or credit for DOTI orders that execute in Nasdaq BX \$0.0015 per share executed credit for orders that add liquidity at the NYSE after routing \$0.0030 fee per share executed for other orders |
| Charge or credit to member entering TFTY, MOPB, MOPP, SAVE, SOLV, CART, QCST, QDRK or directed order that executes in a venue other than the Nasdaq Market Center: | Charge of \$0.0035 per share executed for directed orders Charge of \$0.0030 per share executed for CART orders that executed at Nasdaq PSX No charge or credit for TFTY, SOLV, CART, or SAVE orders that execute at Nasdaq BX Charge of \$0.0035 per share executed for a MOPB or MOPP order For TFTY orders that execute: (i) at venues other than NYSE, Nasdaq BX or Nasdaq PSX, charge of \$0.0007 per share executed; or (ii) at the NYSE or Nasdaq PSX, charge of \$0.0030 per share executed For SAVE or SOLV orders that execute: (i) at venues other than Nasdaq BX, charge of |

\$0.0030 per share executed
 Charge of \$0.0007 per share executed for
 QCST and QDRK orders, except no charge
 or credit for QCST orders that execute on
 Nasdaq BX

* * * * *

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

Charge to member entering order that
 executes in the Nasdaq Market Center:

all other orders that execute in the Nasdaq Market Center: \$0.0030 per share executed

firms that execute against resting midpoint liquidity: \$0.0030 per share executed

member that executes a Midpoint Extended Life Order \$0.0000 per share executed in the month of July 2018 if the member executes at least 250,000 shares in Midpoint Extended Life Orders in June 2018

\$0.0006 per share executed for all other members

Charge to member entering RTFY order that executes in the Nasdaq Market Center: \$0.0000 per share executed

Charge to member entering RTFY order that executes in a venue other than the Nasdaq Market Center: \$0.0000 per share executed

Charge or credit to member entering DOTI, STGY, SCAN, SKNY, or SKIP order that executes in a venue other than the Nasdaq Market Center, and charge to member entering a LIST order that executes in a venue other than the Nasdaq Market Center, but not in an opening, closing or re-opening process: No charge or credit for DOTI orders that execute in Nasdaq BX
 For other orders, charge of \$0.0030 per share executed

Charge or credit to member entering Charge of \$0.0035 per share executed for

TFTY, MOPB, MOPP, SAVE, SOLV, CART, QDRK, QCST or directed order that executes in a venue other than the Nasdaq Market Center:

directed orders
Charge of \$0.0030 per share executed for TFYY orders that execute at Nasdaq PSX
Charge of \$0.0030 per share executed for CART orders that execute at Nasdaq PSX
No charge or credit for TFTY, SOLV, CART, or SAVE orders that execute at Nasdaq BX
Charge of \$0.0030 per share executed for SAVE or SOLV orders that execute at venues other than Nasdaq BX
Charge of \$0.0035 per share executed for a MOPB or MOPP order
Charge of \$0.0007 per share executed for TFTY orders that execute in venues other than Nasdaq BX or Nasdaq PSX
Charge of \$0.0007 per share executed for QCST and QDRK, except no charge or credit for QCST orders that execute on Nasdaq BX

* * * * *

(b) The following charges shall apply to the use of the order execution and routing services of the Nasdaq Market Center by members for all orders at all times for all securities priced at less than \$1.

Charge to member entering order that executes in the Nasdaq Market Center (other than a Midpoint Extended Life Order): 0.3% of the total transaction cost

Charge to member entering Midpoint Extended Life Order that executes in the Nasdaq Market Center: 0.0% of the total transaction cost

Charge to member entering order that routes and executes at an away market: 0.3% of the total transaction cost

* * * * *

(c) – (m) No change.

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