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

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

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

Section 3C(b)(2) *

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

**Description**

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

A proposal to delay the protocol Ouch to Trade Options or OTTO on The Nasdaq Options Market LLC

**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 * Angela
Title * Principal Associate General Counsel
E-mail * Angela.Dunn@nasdaq.com
Telephone * (215) 496-5692 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.

Date 06/11/2020
By John A. Zecca

EVP and Chief Legal Officer

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.
If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.
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 delay the protocol “Ouch to Trade Options” or “OTTO” on The Nasdaq Options Market LLC (“NOM”).

   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 of the Exchange (the “Board”) on September 25, 2019. 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:

   Angela Saccomandi Dunn  
   Principal Associate General Counsel  
   Nasdaq, Inc.  
   215-496-5692

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

   a. **Purpose**

   Nasdaq filed a rule change\(^3\) which adopted a new protocol “Ouch to Trade Options” or “OTTO”\(^4\) and proposed to rename and modify the current OTTO protocol as “Quote Using Orders” or “QUO.”\(^5\) The Exchange subsequently filed a rule change to amend Options 3, Section 18, titled “Detection of Loss of Communication” which describes the impact to NOM protocols in the event of a loss of a communication. The Exchange accounted for both the new OTTO and renamed and modified QUO within this rule. Similarly, the Exchange amended Options 3, Section 8, “Nasdaq Opening and Halt Cross” to account for the new OTTO and renamed and modified QUO within this rule.

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\(^4\) As modified by the Prior Rule Change, OTTO is an interface that allows Participants and their Sponsored Customers to connect, send, and receive messages related to orders to and from the Exchange. Features include the following: (1) options symbol directory messages (e.g., underlying); (2) system event messages (e.g., start of trading hours messages and start of opening); (3) trading action messages (e.g., halts and resumes); (4) execution messages; (5) order messages; and (6) risk protection triggers and cancel notifications. See NOM Rules at Options 3, Section 7(d)(1)(C).

\(^5\) QUO is an interface that allows NOM Market Makers to connect, send, and receive messages related to single-sided orders to and from the Exchange. Order Features include the following: (1) options symbol directory messages (e.g., underlying); (2) system event messages (e.g., start of trading hours messages and start of opening); (3) trading action messages (e.g., halts and resumes); (4) execution messages; (5) order messages; and (6) risk protection triggers and cancel notifications. Orders submitted by NOM Market Makers over this interface are treated as quotes. See Options 3, Section 7(d)(1)(D).
Finally, the Exchange amended Options 3, Section 23, “Data Feeds and Trade Information” to amend “OTTO DROP” to “QUO DROP” and noted within Options 3, Section 15(a)(1) related to Order Price Protection rule or “OPP” that OPP shall not apply to orders entered through QUO.  

Both the Prior Rule Change and the Subsequent Rule Change indicated the aforementioned rule changes would be implemented for QUO and OTTO in Q4 of 2018 with the date announced via an Options Traders Alert. The Exchange filed a rule change implementing QUO and delaying the introduction of the OTTO functionality until Q3 2019 by announcing the date of implementation via an Options Traders Alert. The Exchange further delayed the implementation of OTTO functionality until Q3 2019 and then Q2 2020, respectively. At this time, the Exchange proposes to further delay the implementation of OTTO functionality until Q2 2021. The Exchange will issue an Options Trader Alert notifying Participants when this functionality will be available.

Nasdaq is considering enhancing OTTO features to provide members with other capabilities, which are currently not offered with OTTO, in the area of risk enhancements. Nasdaq would need time to file a proposal with the Commission with


respect to any enhancement. Nasdaq proposes to delay the implementation of OTTO in order to receive additional feedback from market participants regarding the protocol. Also, Nasdaq proposes this delay to account for a change in its timeline to deliver this product, as a result of the market events in 2020.

b. **Statutory Basis**

The Exchange believes that its proposal is consistent with Section 6(b) of the Act, in general, and furthers the objectives of Section 6(b)(5) of the Act, 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 delaying the OTTO functionality to allow the Exchange additional time to implement this functionality.

Nasdaq is considering enhancing OTTO features to provide members with other capabilities, which are currently not offered with OTTO, in the area of risk enhancements. Nasdaq would need time to file a proposal with the Commission with respect to any enhancement. Nasdaq proposes to delay the implementation of OTTO in order to receive additional feedback from market participants regarding the protocol. Also, Nasdaq proposes this delay to account for a change in its timeline to deliver this product, as a result of the market events in 2020.

4. **Self-Regulatory Organization’s Statement on Burden on Competition**

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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 Exchange’s proposal to delay the adoption of the OTTO functionality does not impose an undue burden on competition as no Participant has access to OTTO today on NOM.

Nasdaq is considering enhancing OTTO features to provide members with other capabilities, which are currently not offered with OTTO, in the area of risk enhancements. Nasdaq would need time to file a proposal with the Commission with respect to any enhancement. Nasdaq proposes to delay the implementation of OTTO in order to receive additional feedback from market participants regarding the protocol. Also, Nasdaq proposes this delay to account for a change in its timeline to deliver this product, as a result of the market events in 2020.

4. **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)**

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(iii)\(^{11}\) of the Act and Rule 19b-4(f)(6) thereunder\(^{12}\) in that it effects a change that: (i) does not significantly affect the protection of investors or the public interest; (ii)


does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

The Exchange believes that the proposal does not significantly affect the protection of investors or the public interest because delaying the OTTO functionality will allow the Exchange time to obtain additional feedback from market participants regarding the protocol with respect to potentially enhancing certain features. The Exchange believes that the proposal does not significantly affect the protection of investors or the public interest because delaying the implementation of OTTO benefits the Exchange and Participants by allowing additional time to gather feedback from market participants on potential enhancements to the product. No Participant utilizes OTTO today on NOM. Also, Nasdaq proposes this delay to account for a change in its timeline to deliver this product, as a result of the market events in 2020.

Furthermore, Rule 19b-4(f)(6)(iii) requires a self-regulatory organization to give the Commission written notice of its intent to file a proposed rule change under that subsection at least five business days prior to the date of filing, or such shorter time as designated by the Commission. The Exchange has provided such notice.

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.

A proposed rule change filed under Rule 19b-4(f)(6) normally does not become
operative prior to 30 days after the date of filing. Rule 19b-4(f)(6)(iii), however, permits
the Commission to designate a shorter time if such action is consistent with the protection
of investors and the public interest. The Exchange requests that the Commission waive
the operative delay to allow the Exchange to immediately delay the implementation of
the OTTO functionality. Nasdaq is considering enhancing OTTO features to provide
members with other capabilities, which are currently not offered with OTTO, in the area
of risk enhancements. Nasdaq would need time to file a proposal with the Commission
with respect to any enhancement. Nasdaq proposes to delay the implementation of
OTTO in order to receive additional feedback from market participants regarding the
protocol. Also, Nasdaq proposes this delay to account for a change in its timeline to
deliver this product, as a result of the market events in 2020.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

Not applicable.

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

Not applicable.

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

Not applicable.

11. Exhibits


5. Text of the proposed rule change.
Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Delay the Protocol “Ouch to Trade Options” or “OTTO”

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”), and Rule 19b-4 thereunder, notice is hereby given that on June 11, 2020, 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 delay the protocol “Ouch to Trade Options” or “OTTO” on The Nasdaq Options Market LLC (“NOM”).

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

Nasdaq filed a rule change 3 which adopted a new protocol “Ouch to Trade Options” or “OTTO” 4 and proposed to rename and modify the current OTTO protocol as “Quote Using Orders” or “QUO.” 5 The Exchange subsequently filed a rule change to

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4 As modified by the Prior Rule Change, OTTO is an interface that allows Participants and their Sponsored Customers to connect, send, and receive messages related to orders to and from the Exchange. Features include the following: (1) options symbol directory messages (e.g., underlying); (2) system event messages (e.g., start of trading hours messages and start of opening); (3) trading action messages (e.g., halts and resumes); (4) execution messages; (5) order messages; and (6) risk protection triggers and cancel notifications. See NOM Rules at Options 3, Section 7(d)(1)(C).

5 QUO is an interface that allows NOM Market Makers to connect, send, and receive messages related to single-sided orders to and from the Exchange. Order Features include the following: (1) options symbol directory messages (e.g., underlying); (2) system event messages (e.g., start of trading hours messages and start of opening); (3) trading action messages (e.g., halts and resumes); (4)
amend Options 3, Section 18, titled “Detection of Loss of Communication” which describes the impact to NOM protocols in the event of a loss of a communication. The Exchange accounted for both the new OTTO and renamed and modified QUO within this rule. Similarly, the Exchange amended Options 3, Section 8, “Nasdaq Opening and Halt Cross” to account for the new OTTO and renamed and modified QUO within this rule. Finally, the Exchange amended Options 3, Section 23, “Data Feeds and Trade Information” to amend “OTTO DROP” to “QUO DROP” and noted within Options 3, Section 15(a)(1) related to Order Price Protection rule or “OPP” that OPP shall not apply to orders entered through QUO.6

Both the Prior Rule Change and the Subsequent Rule Change indicated the aforementioned rule changes would be implemented for QUO and OTTO in Q4 of 2018 with the date announced via an Options Traders Alert. The Exchange filed a rule change implementing QUO and delaying the introduction of the OTTO functionality until Q3 2019 by announcing the date of implementation via an Options Traders Alert.7 The Exchange further delayed the implementation of OTTO functionality until Q3 2019 and

execution messages; (5) order messages; and (6) risk protection triggers and cancel notifications. Orders submitted by NOM Market Makers over this interface are treated as quotes. See Options 3, Section 7(d)(1)(D).


then Q2 2020, respectively. At this time, the Exchange proposes to further delay the implementation of OTTO functionality until Q2 2021. The Exchange will issue an Options Trader Alert notifying Participants when this functionality will be available.

Nasdaq is considering enhancing OTTO features to provide members with other capabilities, which are currently not offered with OTTO, in the area of risk enhancements. Nasdaq would need time to file a proposal with the Commission with respect to any enhancement. Nasdaq proposes to delay the implementation of OTTO in order to receive additional feedback from market participants regarding the protocol. Also, Nasdaq proposes this delay to account for a change in its timeline to deliver this product, as a result of the market events in 2020.

2. **Statutory Basis**

The Exchange believes that its proposal is consistent with Section 6(b) of the Act, in general, and furthers the objectives of Section 6(b)(5) of the Act, 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 delaying the OTTO functionality to allow the Exchange additional time to implement this functionality.

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Nasdaq is considering enhancing OTTO features to provide members with other capabilities, which are currently not offered with OTTO, in the area of risk enhancements. Nasdaq would need time to file a proposal with the Commission with respect to any enhancement. Nasdaq proposes to delay the implementation of OTTO in order to receive additional feedback from market participants regarding the protocol. Also, Nasdaq proposes this delay to account for a change in its timeline to deliver this product, as a result of the market events in 2020.

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. The Exchange’s proposal to delay the adoption of the OTTO functionality does not impose an undue burden on competition as no Participant has access to OTTO today on NOM.

Nasdaq is considering enhancing OTTO features to provide members with other capabilities, which are currently not offered with OTTO, in the area of risk enhancements. Nasdaq would need time to file a proposal with the Commission with respect to any enhancement. Nasdaq proposes to delay the implementation of OTTO in order to receive additional feedback from market participants regarding the protocol. Also, Nasdaq proposes this delay to account for a change in its timeline to deliver this product, as a result of the market events in 2020.

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**

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act\(^\text{11}\) and subparagraph (f)(6) of Rule 19b-4 thereunder.\(^\text{12}\)

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:

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\(^{12}\) 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.
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-2020-031 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-2020-031. 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-2020-031 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.\textsuperscript{13}

J. Matthew DeLesDernier  
Assistant Secretary

\textsuperscript{13} 17 CFR 200.30-3(a)(12).
New text is underlined; deleted text is in brackets.

The Nasdaq Stock Market LLC Rules

Options Rules

Options 3 Options Trading Rules

Section 4. Entry and Display of Quotes
OTTO functionality implementation shall be delayed until Q2 202[0]1. The Exchange will issue an Options Trader Alert notifying Participants when this functionality will be available.

Section 7. Types of Orders and Order and Quote Protocols

OTTO functionality implementation shall be delayed until Q2 202[0]1. The Exchange will issue an Options Trader Alert notifying Participants when this functionality will be available.

(d) Entry and Display of Orders and Quotes. Participants may enter orders and quotes into the System as specified below.

Section 8. Opening and Halt Cross
OTTO functionality implementation shall be delayed until Q2 202[0]1. The Exchange will issue an Options Trader Alert notifying Participants when this functionality will be available.