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Page 1 of \* 33

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
Form 19b-4

File No. \* SR 2024 - \* 082

Amendment No. (req. for Amendments \*)

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"/>
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Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>
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Rule

<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 Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
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Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) * <input type="checkbox"/>
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Exhibit 2 Sent As Paper Document <input type="checkbox"/>
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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 modify all-inclusive annual fees for certain companies

**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 * Nikolai	Last Name * Utochkin
Title * Senior Counsel Listing and Governance	
E-mail * nikolai.utochkin@nasdaq.com	
Telephone * (202) 329-2787	Fax

**Signature**

Pursuant to the requirements of the Securities Exchange of 1934, The Nasdaq Stock Market LLC has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 12/03/2024	(Title *)
By John Zecca	EVP and Chief Legal Officer
(Name *)	

NOTE: Clicking the signature block at right will initiate digitally signing the form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.



Date: 2024.12.03  
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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

**Form 19b-4 Information \***

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SR-NASDAQ-2024-082 19b-4.docx

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 \***

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SR-NASDAQ-2024-082 Exhibit 1.docx

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 Advanced 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 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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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 Sent As Paper Document

**Exhibit 3 - Form, Report, or Questionnaire**

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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 Sent As Paper Document

**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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SR-NASDAQ-2024-082 Exhibit 5 .docx

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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”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposal to modify all-inclusive annual fees for certain companies, as described below. While changes proposed herein are effective upon filing, the Exchange has designated the proposed amendments to be operative on January 1, 2025.

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”). 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:

Nikolai Utochkin  
Senior Counsel Listing and Governance  
Nasdaq, Inc.  
(202) 329-2787

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

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 modify the Exchange's all-inclusive annual listing fees for certain domestic and foreign companies listing equity securities on the Nasdaq Global Select, Global and Capital Markets.<sup>3</sup> While these changes are effective upon filing, Nasdaq has designated the proposed amendments to be operative on January 1, 2025.

Currently, for companies listed on the Capital Market, other than Acquisition Companies (i.e., companies whose business plan is to complete an initial public offering and engage in a merger or acquisition with one or more unidentified companies within a specific period of time, as described in IM-5101-2), ADRs, Closed-end Funds and Limited Partnerships, the all-inclusive annual fee described in Listing Rule 5920 ranges from \$49,500 to \$85,000; for Acquisition Companies listing on the Capital Market the all-inclusive annual fee is \$81,000; for ADRs listed on the Capital Market the all-inclusive annual fee ranges from \$49,500 to \$59,500; and for Limited Partnerships listed on the Capital Market the all-inclusive annual fee ranges from \$34,500 to \$42,000. On the Global and Global Select Markets, the all-inclusive annual fee described in Listing Rule 5910 for companies other than Acquisition Companies, ADRs, Closed-end Funds and Limited Partnerships ranges from \$52,500 to \$182,500; for Acquisition Companies on the Global and Global Select Markets the all-inclusive annual fee is \$81,000; for ADRs the all-inclusive annual fee ranges from \$52,500 to \$94,000; and for Limited

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<sup>3</sup> The Exchange initially filed the proposed pricing change on November 19, 2024 (SR-NASDAQ-2024-072). On December 3, 2024, the Exchange withdrew that filing and replaced it with SR-NASDAQ-2024-082.

Partnerships the all-inclusive annual fee ranges from \$42,000 to \$87,000. On the Global Market, the all-inclusive annual fee described in Listing Rule 5930 for SEEDS and Other Securities ranges from \$15,000 to \$30,000.<sup>4</sup> The all-inclusive annual fee for Closed-end Funds listed on any market tier ranges from \$34,500 to \$112,000. In each case, except for Acquisition Companies, a company's all-inclusive annual fee is based on its total shares outstanding.<sup>5</sup>

Nasdaq proposes to amend the all-inclusive annual fee for certain domestic and foreign companies listing equity securities on the Nasdaq Global Select, Global and Capital Markets to the following amounts,<sup>6</sup> effective January 1, 2025:

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<sup>4</sup> Rule 5940 sets forth the all-inclusive annual listing fees applicable to Exchange Traded Products that are listed on the Nasdaq Global Market. Nasdaq is not proposing to amend this rule.

<sup>5</sup> REITs are subject to the same fee schedule as other equity securities; however for the purpose of determining the total shares outstanding, shares outstanding of all members in a REIT Family listed on the same Nasdaq market tier may be aggregated. Similarly, for the purpose of determining the total shares outstanding, fund sponsors may aggregate shares outstanding of all Closed-End Funds in the same fund family listed on the Nasdaq Global Market or the Nasdaq Capital Market. See Listing Rules 5910(b)(2) and 5920(b)(2).

<sup>6</sup> In establishing the fee changes described in this rule filing, Nasdaq considered various factors that distinguish companies, including market tier, shares outstanding, and security type, as well as pricing for similar securities on other national securities exchanges. Nasdaq's also intends over time to transition to a fee structure whereby the all-inclusive annual fee is calculated on a per-share basis (subject to a minimum and maximum fee), instead of one based on tiers. In setting the proposed fees Nasdaq therefore also considered, in part, the resulting per-share fee range of companies in the current tiers and attempted to minimize the eventual impact of any future change to a per-share fee. As a result of this, and the other factors noted above, some tiers will have a higher percentage increase than other tiers. Nasdaq believes that the ever-shifting market share among the exchanges with respect to new listings and the transfer of existing listings between competitor exchanges demonstrates that issuers can choose different listing markets in response to fee changes.

Global/Global Select Markets

	<b>Total Shares Outstanding</b>	<b>Annual fee before the proposed change</b>	<b>Annual Fee effective January 1, 2025</b>
Equity securities other than, in part, Acquisition Companies, ADRs, Closed-end Funds and Limited Partnerships	Up to 10 million shares	\$52,500	\$56,000
	10+ to 50 million shares	\$65,500	\$70,000
	50+ to 75 million shares	\$85,000	\$86,000
	75+ to 100 million shares	\$113,500	\$115,000
	100+ to 125 million shares	\$141,500	\$143,000
	125+ to 150 million shares	\$157,500	\$164,000
	Over 150 million shares	\$182,500	\$193,000
ADRs	Up to 10 million ADRs and other listed equity securities	\$52,500	\$56,000
	10+ to 50 million ADRs and other listed equity securities	\$59,500	\$63,500
	50+ to 75 million ADRs and other listed equity securities	\$70,500	\$75,500
	Over 75 million ADRs and other	\$94,000	\$100,500

	<b>Total Shares Outstanding</b>	<b>Annual fee before the proposed change</b>	<b>Annual Fee effective January 1, 2025</b>
	listed equity securities		
Closed-end Funds	Up to 50 million shares	\$34,500	\$36,500
	50+ to 100 million shares	\$56,500	\$59,500
	100+ to 250 million shares	\$84,000	\$88,500
	Over 250 million shares	\$112,000	\$118,000
Limited Partnerships	Up to 75 million shares	\$42,000	\$44,500
	75+ to 100 million shares	\$56,500	\$59,500
	100+ to 125 million shares	\$69,500	\$73,000
	125+ to 150 million shares	\$75,500	\$79,500
	Over 150 million shares	\$87,000	\$91,500
SEEDS and Other Securities <sup>7</sup>	Up to 5 million shares	\$15,000	\$16,000
	5+ to 10 million shares	\$17,500	\$18,500
	10+ to 25 million shares	\$20,000	\$21,000

<sup>7</sup> Rule 5930 sets forth the all-inclusive annual listing fees applicable to SEEDS and Other Securities qualified under Rule 5715 or 5730 for listing on the Nasdaq Global Market.

	<b>Total Shares Outstanding</b>	<b>Annual fee before the proposed change</b>	<b>Annual Fee effective January 1, 2025</b>
	25+ to 50 million shares	\$22,500	\$24,000
	Over 50 million shares	\$30,000	\$31,500

Capital Market

	<b>Total Shares Outstanding</b>	<b>Annual fee before the proposed change</b>	<b>Annual Fee effective January 1, 2025</b>
Equity securities other than Acquisition Companies, ADRs, Closed-end Funds and Limited Partnerships	Up to 10 million shares	\$49,500	\$53,000
	10+ to 50 million shares	\$65,500	\$70,000
	Over 50 million shares	\$85,000	\$86,000
ADRs	Up to 10 million ADRs and other listed equity securities	\$49,500	\$53,000
	Over 10 million ADRs and other listed equity securities	\$59,500	\$63,500
Closed-end Funds	Up to 50 million shares	\$34,500	\$36,500
	50+ to 100 million shares	\$56,500	\$59,500
	100+ to 250 million shares	\$84,000	\$88,500



	<b>Total Shares Outstanding</b>	<b>Annual fee before the proposed change</b>	<b>Annual Fee effective January 1, 2025</b>
	Over 250 million shares	\$112,000	\$118,000
Limited Partnerships	Up to 75 million shares	\$34,500	\$36,500
	Over 75 million shares	\$42,000	\$44,500

Nasdaq also proposes to amend the all-inclusive annual fee for Acquisition companies. Nasdaq currently charges a flat all-inclusive annual listing fee of \$81,000 for Acquisition Companies listed on the Nasdaq Capital, Global and Global Select Markets.<sup>8</sup> Nasdaq is proposing to increase the all-inclusive annual listing fee for these companies from \$81,000 to \$85,000 to better align its fees with the value of the listing to Acquisition Companies.

Finally, Nasdaq proposes to update amounts in examples in Listing Rules 5910(b)(3)(D) and 5920(b)(3)(D), clarifying the application of the rules for companies transferring between Nasdaq tiers, to align the fee amounts with the fees applicable in year 2025.

Nasdaq proposes to make the aforementioned fee increases to better reflect the Exchange's costs related to listing equity securities, such as from the ongoing remodeling of a portion of the New York Headquarters used for company events, including market opening and closing bells, conducting the required associated regulatory oversight, and

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<sup>8</sup> See Listing Rules 5910(b)(2)(F) and 5920(b)(2)(G).

Nasdaq's advocacy efforts on behalf of listed companies, and the corresponding value of such listing to companies. In establishing these fee changes Nasdaq also considered the competitive atmosphere in which the Exchange operates.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,<sup>9</sup> in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,<sup>10</sup> 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.

As a preliminary matter, Nasdaq notes that the Exchange operates in a highly competitive marketplace for the listing of companies.<sup>11</sup> The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. The Exchange believes that the ever-shifting market share among exchanges with respect to new listings and the transfer of existing listings between competitor exchanges demonstrates that issuers can choose different listing markets in response to fee changes. Moreover, new competitors can enter the space, including existing exchanges without listing programs.<sup>12</sup> Accordingly,

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<sup>9</sup> 15 U.S.C. 78f(b).

<sup>10</sup> 15 U.S.C. 78f(b)(4) and (5).

<sup>11</sup> The Justice Department has noted the intense competitive environment for exchange listings. See "NASDAQ OMX Group Inc. and Intercontinental Exchange Inc. Abandon Their Proposed Acquisition Of NYSE Euronext After Justice Department Threatens Lawsuit" (May 16, 2011), available at [http://www.justice.gov/atr/public/press\\_releases/2011/271214.htm](http://www.justice.gov/atr/public/press_releases/2011/271214.htm).

<sup>12</sup> In that regard, Nasdaq notes that CBOE BZX has announced a new listing offering. See "Cboe Launches New Global Listing Offering for Companies and ETFs of the Purpose-Driven Innovation Economy" (June 2, 2023), available at <https://ir.cboe.com/news/news-details/2023/Cboe-Launches-New-Global-Listing-Offering-for-Companies-and-ETFs-of-the-Purpose-Driven-Innovation-Economy-06-02-2023/default.aspx>. Similarly, the Texas Stock Exchange announced its plans to be a fully electronic national securities exchange providing a

competitive forces constrain the Exchange's listing fees and changes to the listing fees can have a direct effect on the ability of Nasdaq to compete for new listings and retain existing listings.

Nasdaq believes that the proposed amendments to Listing Rules 5910(b)(2), 5920(b)(2), and 5930 to increase the all-inclusive annual listing fees as set forth above are reasonable because of the increased costs incurred by Nasdaq, including due to price inflation. In that regard, the Exchange notes that its general costs to support listed companies and conduct the required associated regulatory oversight have increased. The Exchange also continues to expand and improve the services it provides to listed companies, the technology to deliver those services and the customer experience at the Nasdaq MarketSite. These improvements include the remodeling and expansion of a portion of Nasdaq's New York Headquarters used for company events, including market opening and closing bells, and the investment in technology to support ongoing trading. Nasdaq also continued its advocacy efforts on behalf of listed companies.

The Exchange also believes that the proposed amendments to the annual fees for equity securities are equitable because they do not change the existing framework for such fees, but simply increase the amount of certain of the fees to reflect increases in operating costs and the perceived value of a listing, including as a result of Nasdaq's advocacy efforts on behalf of listed companies.<sup>13</sup> Similarly, as the fee structure remains effectively unchanged apart from increases in the rates paid by certain issuers, as

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venue to list and trade public companies and the exchange-traded products, available at <https://www.txse.com/about-us>.

<sup>13</sup> See also footnote 6, above.

described above, the changes to annual fees for equity securities neither target nor will they have a disparate impact on any particular category of issuer of equity securities.

The Exchange believes that the proposal to increase annual fees is not unfairly discriminatory because Nasdaq will maintain the current fee structure, based on shares outstanding, except for fees applicable to Acquisition Companies as described above, and the same fee schedule will apply to all such issuers. While the Exchange does not propose to increase the minimum annual fees charged for securities covered by Rule 5935 (that sets forth the all-inclusive annual listing fees applicable to Non-Convertible Bonds) and Rule 5940 (that sets forth the all-inclusive annual listing fees applicable to Exchange Traded Products), the Exchange believes that this is not unfairly discriminatory because the benefits the issuers of those other types of securities receive in connection with their listings are consistent with the current fee levels paid by those issuers. Pricing for similar securities on other national securities exchanges was also considered, and Nasdaq believes that a proposed all-inclusive annual listing fee is reasonable given the competitive landscape.

#### 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. The market for listing services is extremely competitive and listed companies may freely choose alternative venues, both within the U.S. and internationally. For this reason, Nasdaq does not believe that the proposed rule change will result in any burden on competition for listings. The Exchange also does not believe that the proposed rule change will have any meaningful impact on competition among listed companies because all similarly situated companies will be charged the same fee.

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,<sup>14</sup> 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.

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<sup>14</sup> 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-2024-082)

December \_\_, 2024

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Modify All-inclusive Annual Fees for Certain Companies

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)<sup>1</sup>, and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on December 3, 2024, 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 modify all-inclusive annual fees for certain companies, as described below. While the changes proposed herein are effective upon filing, the Exchange has designated the proposed amendments to be operative on January 1, 2025.

The text of the proposed rule change is available on the Exchange’s Website at <https://listingcenter.nasdaq.com/rulebook/nasdaq/rules>, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

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 modify the Exchange's all-inclusive annual listing fees for certain domestic and foreign companies listing equity securities on the Nasdaq Global Select, Global and Capital Markets.<sup>3</sup> While these changes are effective upon filing, Nasdaq has designated the proposed amendments to be operative on January 1, 2025.

Currently, for companies listed on the Capital Market, other than Acquisition Companies (i.e., companies whose business plan is to complete an initial public offering and engage in a merger or acquisition with one or more unidentified companies within a specific period of time, as described in IM-5101-2), ADRs, Closed-end Funds and Limited Partnerships, the all-inclusive annual fee described in Listing Rule 5920 ranges from \$49,500 to \$85,000; for Acquisition Companies listing on the Capital Market the all-inclusive annual fee is \$81,000; for ADRs listed on the Capital Market the all-

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<sup>3</sup> The Exchange initially filed the proposed pricing change on November 19, 2024 (SR-NASDAQ-2024-072). On December 3, 2024, the Exchange withdrew that filing and replaced it with SR-NASDAQ-2024-082.



inclusive annual fee ranges from \$49,500 to \$59,500; and for Limited Partnerships listed on the Capital Market the all-inclusive annual fee ranges from \$34,500 to \$42,000. On the Global and Global Select Markets, the all-inclusive annual fee described in Listing Rule 5910 for companies other than Acquisition Companies, ADRs, Closed-end Funds and Limited Partnerships ranges from \$52,500 to \$182,500; for Acquisition Companies on the Global and Global Select Markets the all-inclusive annual fee is \$81,000; for ADRs the all-inclusive annual fee ranges from \$52,500 to \$94,000; and for Limited Partnerships the all-inclusive annual fee ranges from \$42,000 to \$87,000. On the Global Market, the all-inclusive annual fee described in Listing Rule 5930 for SEEDS and Other Securities ranges from \$15,000 to \$30,000.<sup>4</sup> The all-inclusive annual fee for Closed-end Funds listed on any market tier ranges from \$34,500 to \$112,000. In each case, except for Acquisition Companies, a company's all-inclusive annual fee is based on its total shares outstanding.<sup>5</sup>

Nasdaq proposes to amend the all-inclusive annual fee for certain domestic and foreign companies listing equity securities on the Nasdaq Global Select, Global and Capital Markets to the following amounts,<sup>6</sup> effective January 1, 2025:

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<sup>4</sup> Rule 5940 sets forth the all-inclusive annual listing fees applicable to Exchange Traded Products that are listed on the Nasdaq Global Market. Nasdaq is not proposing to amend this rule.

<sup>5</sup> REITs are subject to the same fee schedule as other equity securities; however for the purpose of determining the total shares outstanding, shares outstanding of all members in a REIT Family listed on the same Nasdaq market tier may be aggregated. Similarly, for the purpose of determining the total shares outstanding, fund sponsors may aggregate shares outstanding of all Closed-End Funds in the same fund family listed on the Nasdaq Global Market or the Nasdaq Capital Market. See Listing Rules 5910(b)(2) and 5920(b)(2).

<sup>6</sup> In establishing the fee changes described in this rule filing, Nasdaq considered various factors that distinguish companies, including market tier, shares outstanding, and security type, as well as pricing for similar securities on other national securities exchanges. Nasdaq's also intends over time to transition to a fee structure whereby the all-inclusive annual fee is calculated on a per-share basis (subject to a minimum and maximum fee), instead of one based on tiers. In setting the proposed fees Nasdaq therefore also considered, in part, the resulting per-share fee range of companies in the current tiers and attempted to minimize the eventual impact of any future change

Global/Global Select Markets

	<b>Total Shares Outstanding</b>	<b>Annual fee before the proposed change</b>	<b>Annual Fee effective January 1, 2025</b>
Equity securities other than, in part, Acquisition Companies, ADRs, Closed-end Funds and Limited Partnerships	Up to 10 million shares	\$52,500	\$56,000
	10+ to 50 million shares	\$65,500	\$70,000
	50+ to 75 million shares	\$85,000	\$86,000
	75+ to 100 million shares	\$113,500	\$115,000
	100+ to 125 million shares	\$141,500	\$143,000
	125+ to 150 million shares	\$157,500	\$164,000
	Over 150 million shares	\$182,500	\$193,000
ADRs	Up to 10 million ADRs and other listed equity securities	\$52,500	\$56,000
	10+ to 50 million ADRs and other listed equity securities	\$59,500	\$63,500
	50+ to 75 million ADRs and other	\$70,500	\$75,500

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to a per-share fee. As a result of this, and the other factors noted above, some tiers will have a higher percentage increase than other tiers. Nasdaq believes that the ever-shifting market share among the exchanges with respect to new listings and the transfer of existing listings between competitor exchanges demonstrates that issuers can choose different listing markets in response to fee changes.

	<b>Total Shares Outstanding</b>	<b>Annual fee before the proposed change</b>	<b>Annual Fee effective January 1, 2025</b>
	listed equity securities		
	Over 75 million ADRs and other listed equity securities	\$94,000	\$100,500
Closed-end Funds	Up to 50 million shares	\$34,500	\$36,500
	50+ to 100 million shares	\$56,500	\$59,500
	100+ to 250 million shares	\$84,000	\$88,500
	Over 250 million shares	\$112,000	\$118,000
Limited Partnerships	Up to 75 million shares	\$42,000	\$44,500
	75+ to 100 million shares	\$56,500	\$59,500
	100+ to 125 million shares	\$69,500	\$73,000
	125+ to 150 million shares	\$75,500	\$79,500
	Over 150 million shares	\$87,000	\$91,500
SEEDS and Other Securities <sup>7</sup>	Up to 5 million shares	\$15,000	\$16,000

<sup>7</sup> Rule 5930 sets forth the all-inclusive annual listing fees applicable to SEEDS and Other Securities qualified under Rule 5715 or 5730 for listing on the Nasdaq Global Market.

	<b>Total Shares Outstanding</b>	<b>Annual fee before the proposed change</b>	<b>Annual Fee effective January 1, 2025</b>
	5+ to 10 million shares	\$17,500	\$18,500
	10+ to 25 million shares	\$20,000	\$21,000
	25+ to 50 million shares	\$22,500	\$24,000
	Over 50 million shares	\$30,000	\$31,500

Capital Market

	<b>Total Shares Outstanding</b>	<b>Annual fee before the proposed change</b>	<b>Annual Fee effective January 1, 2025</b>
Equity securities other than Acquisition Companies, ADRs, Closed-end Funds and Limited Partnerships	Up to 10 million shares	\$49,500	\$53,000
	10+ to 50 million shares	\$65,500	\$70,000
	Over 50 million shares	\$85,000	\$86,000
ADRs	Up to 10 million ADRs and other listed equity securities	\$49,500	\$53,000
	Over 10 million ADRs and other listed equity securities	\$59,500	\$63,500
Closed-end Funds	Up to 50 million shares	\$34,500	\$36,500

	<b>Total Shares Outstanding</b>	<b>Annual fee before the proposed change</b>	<b>Annual Fee effective January 1, 2025</b>
	50+ to 100 million shares	\$56,500	\$59,500
	100+ to 250 million shares	\$84,000	\$88,500
	Over 250 million shares	\$112,000	\$118,000
Limited Partnerships	Up to 75 million shares	\$34,500	\$36,500
	Over 75 million shares	\$42,000	\$44,500

Nasdaq also proposes to amend the all-inclusive annual fee for Acquisition companies. Nasdaq currently charges a flat all-inclusive annual listing fee of \$81,000 for Acquisition Companies listed on the Nasdaq Capital, Global and Global Select Markets.<sup>8</sup> Nasdaq is proposing to increase the all-inclusive annual listing fee for these companies from \$81,000 to \$85,000 to better align its fees with the value of the listing to Acquisition Companies.

Finally, Nasdaq proposes to update amounts in examples in Listing Rules 5910(b)(3)(D) and 5920(b)(3)(D), clarifying the application of the rules for companies transferring between Nasdaq tiers, to align the fee amounts with the fees applicable in year 2025.

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<sup>8</sup> See Listing Rules 5910(b)(2)(F) and 5920(b)(2)(G).

Nasdaq proposes to make the aforementioned fee increases to better reflect the Exchange's costs related to listing equity securities, such as from the ongoing remodeling of a portion of the New York Headquarters used for company events, including market opening and closing bells, conducting the required associated regulatory oversight, and Nasdaq's advocacy efforts on behalf of listed companies, and the corresponding value of such listing to companies. In establishing these fee changes Nasdaq also considered the competitive atmosphere in which the Exchange operates.

## 2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,<sup>9</sup> in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,<sup>10</sup> 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.

As a preliminary matter, Nasdaq notes that the Exchange operates in a highly competitive marketplace for the listing of companies.<sup>11</sup> The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. The Exchange believes that the ever-shifting market share among exchanges with respect to new listings and the transfer of existing listings between competitor exchanges demonstrates that issuers can choose

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<sup>9</sup> 15 U.S.C. 78f(b).

<sup>10</sup> 15 U.S.C. 78f(b)(4) and (5).

<sup>11</sup> The Justice Department has noted the intense competitive environment for exchange listings. See "NASDAQ OMX Group Inc. and Intercontinental Exchange Inc. Abandon Their Proposed Acquisition Of NYSE Euronext After Justice Department Threatens Lawsuit" (May 16, 2011), available at [http://www.justice.gov/atr/public/press\\_releases/2011/271214.htm](http://www.justice.gov/atr/public/press_releases/2011/271214.htm).

different listing markets in response to fee changes. Moreover, new competitors can enter the space, including existing exchanges without listing programs.<sup>12</sup> Accordingly, competitive forces constrain the Exchange's listing fees and changes to the listing fees can have a direct effect on the ability of Nasdaq to compete for new listings and retain existing listings.

Nasdaq believes that the proposed amendments to Listing Rules 5910(b)(2), 5920(b)(2), and 5930 to increase the all-inclusive annual listing fees as set forth above are reasonable because of the increased costs incurred by Nasdaq, including due to price inflation. In that regard, the Exchange notes that its general costs to support listed companies and conduct the required associated regulatory oversight have increased. The Exchange also continues to expand and improve the services it provides to listed companies, the technology to deliver those services and the customer experience at the Nasdaq MarketSite. These improvements include the remodeling and expansion of a portion of Nasdaq's New York Headquarters used for company events, including market opening and closing bells, and the investment in technology to support ongoing trading. Nasdaq also continued its advocacy efforts on behalf of listed companies.

The Exchange also believes that the proposed amendments to the annual fees for equity securities are equitable because they do not change the existing framework for such fees, but simply increase the amount of certain of the fees to reflect increases in

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<sup>12</sup> In that regard, Nasdaq notes that CBOE BZX has announced a new listing offering. See "Cboe Launches New Global Listing Offering for Companies and ETFs of the Purpose-Driven Innovation Economy" (June 2, 2023), available at <https://ir.cboe.com/news/news-details/2023/Cboe-Launches-New-Global-Listing-Offering-for-Companies-and-ETFs-of-the-Purpose-Driven-Innovation-Economy-06-02-2023/default.aspx>. Similarly, the Texas Stock Exchange announced its plans to be a fully electronic national securities exchange providing a venue to list and trade public companies and the exchange-traded products, available at <https://www.txse.com/about-us>.

operating costs and the perceived value of a listing, including as a result of Nasdaq's advocacy efforts on behalf of listed companies.<sup>13</sup> Similarly, as the fee structure remains effectively unchanged apart from increases in the rates paid by certain issuers, as described above, the changes to annual fees for equity securities neither target nor will they have a disparate impact on any particular category of issuer of equity securities.

The Exchange believes that the proposal to increase annual fees is not unfairly discriminatory because Nasdaq will maintain the current fee structure, based on shares outstanding, except for fees applicable to Acquisition Companies as described above, and the same fee schedule will apply to all such issuers. While the Exchange does not propose to increase the minimum annual fees charged for securities covered by Rule 5935 (that sets forth the all-inclusive annual listing fees applicable to Non-Convertible Bonds) and Rule 5940 (that sets forth the all-inclusive annual listing fees applicable to Exchange Traded Products), the Exchange believes that this is not unfairly discriminatory because the benefits the issuers of those other types of securities receive in connection with their listings are consistent with the current fee levels paid by those issuers. Pricing for similar securities on other national securities exchanges was also considered, and Nasdaq believes that a proposed all-inclusive annual listing fee is reasonable given the competitive landscape.

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 market for listing services is extremely competitive and listed companies may

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<sup>13</sup> See also footnote 6, above.



freely choose alternative venues, both within the U.S. and internationally. For this reason, Nasdaq does not believe that the proposed rule change will result in any burden on competition for listings. The Exchange also does not believe that the proposed rule change will have any meaningful impact on competition among listed companies because all similarly situated companies will be charged the same fee.

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.<sup>14</sup>

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:

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<sup>14</sup> 15 U.S.C. 78s(b)(3)(A)(ii).

Electronic Comments:

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include file number SR-NASDAQ-2024-082 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-2024-082. This file number should be included on the subject line if email 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 website (<https://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 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or

subject to copyright protection. All submissions should refer to file number SR-NASDAQ-2024-082 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>15</sup>

**Sherry R. Haywood,**

*Assistant Secretary.*

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<sup>15</sup> 17 CFR 200.30-3(a)(12).

**EXHIBIT 5**

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

**THE NASDAQ STOCK MARKET LLC RULES**

\* \* \* \* \*

**5910. The Nasdaq Global Market (including the Nasdaq Global Select Market)**

(a) No change.

**(b) All-Inclusive Annual Listing Fee**

(1) No change.

(2) The All-Inclusive Annual Listing Fee will be calculated on total shares outstanding according to the following schedules:

(A) All domestic and foreign Companies listing equity securities, except as described below:

Up to 10 million shares [~~\$52,500~~ (~~\$50,000 until December 31, 2023~~)]\$56,000  
(~~\$52,500 until December 31, 2024~~)

10+ to 50 million shares [~~\$65,500~~ (~~\$62,000 until December 31, 2023~~)]\$70,000  
(~~\$65,500 until December 31, 2024~~)

50+ to 75 million shares [~~\$85,000~~ (~~\$84,000 until December 31, 2023~~)]\$86,000  
(~~\$85,000 until December 31, 2024~~)

75+ to 100 million shares [~~\$113,500~~ (~~\$112,000 until December 31, 2023~~)]\$115,000  
(~~\$113,500 until December 31, 2024~~)

100+ to 125 million shares [~~\$141,500~~ (~~\$140,000 until December 31, 2023~~)]\$143,000  
(~~\$141,500 until December 31, 2024~~)

125+ to 150 million shares [~~\$157,500~~ (~~\$151,500 until December 31, 2023~~)]\$164,000  
(~~\$157,500 until December 31, 2024~~)

Over 150 million shares [~~\$182,500~~ (~~\$173,500 until December 31, 2023~~)]\$193,000  
(~~\$182,500 until December 31, 2024~~)

Real Estate Investment Trusts (REITs) are subject to the same fee schedule as other equity securities. For the purpose of determining the total shares outstanding, shares outstanding of all members in a REIT Family listed on the Nasdaq Global Market may be aggregated. The maximum annual fee applicable to such a REIT Family shall not exceed [~~\$182,500~~ (~~\$173,500 until December 31, 2023~~)]\$193,000 (~~\$182,500 until~~

December 31, 2024). For purposes of this rule, a "REIT Family" means three or more REITs that are provided management services by the same entity or by entities under common control.

(B) Companies listing American Depositary Receipts (ADRs):

Up to 10 million ADRs and other listed equity securities [~~\$52,500~~ (~~\$50,000~~ until December 31, 2023)]\$56,000 (\$52,500 until December 31, 2024)

10+ to 50 million ADRs and other listed equity securities [~~\$59,500~~ (~~\$56,500~~ until December 31, 2023)]\$63,500 (\$59,500 until December 31, 2024)

50+ to 75 million ADRs and other listed equity securities [~~\$70,500~~ (~~\$67,000~~ until December 31, 2023)]\$75,500 (\$70,500 until December 31, 2024)

Over 75 million ADRs and other listed equity securities [~~\$94,000~~ (~~\$89,500~~ until December 31, 2023)]\$100,500 (\$94,000 until December 31, 2024)

(C) Closed-end Funds:

Up to 50 million shares [~~\$34,500~~]\$36,500 (\$34,500 until December 31, 2024)

50+ to 100 million shares [~~\$56,500~~]\$59,500 (\$56,500 until December 31, 2024)

100+ to 250 million shares [~~\$84,000~~]\$88,500 (\$84,000 until December 31, 2024)

Over 250 million shares [~~\$112,000~~]\$118,000 (\$112,000 until December 31, 2024)

For the purpose of determining the total shares outstanding, fund sponsors may aggregate shares outstanding of all Closed-End Funds in the same fund family listed on the Nasdaq Global Market or the Nasdaq Capital Market, as shown in the Company's most recent periodic reports required to be filed with the appropriate regulatory authority or in more recent information held by Nasdaq. A fund family is subject to the same fee schedule as a single Closed-End Fund and the maximum All-Inclusive Annual Listing Fee applicable to a fund family shall not exceed [~~\$112,000~~]\$118,000 (\$112,000 until December 31, 2024). For purposes of this rule, a "fund family" is defined as two or more Closed-End Funds that have a common investment adviser or have investment advisers who are "affiliated persons" as defined in Section 2(a)(3) of the Investment Company Act of 1940, as amended.

(D) Limited Partnerships:

Up to 75 million shares [~~\$42,000~~]\$44,500 (\$42,000 until December 31, 2024)

75+ to 100 million shares [~~\$56,500~~]\$59,500 (\$56,500 until December 31, 2024)

100+ to 125 million shares [~~\$69,500~~]\$73,000 (~~\$69,500~~ until December 31, 2024)

125+ to 150 million shares [~~\$75,500~~]\$79,500 (~~\$75,500~~ until December 31, 2024)

Over 150 million shares [~~\$87,000~~]\$91,500 (~~\$87,000~~ until December 31, 2024)

(E) No change.

(F) Companies listing under IM-5101-2 (Listing of Companies Whose Business Plan is to Complete One or More Acquisitions):

[Up to 50 million shares ~~\$70,000~~ (until December 31, 2023)

Over 50 million shares ~~\$81,000~~ (until December 31, 2023)

After December 31, 2023, a]A company listed under IM-5101-2 (Listing of Companies Whose Business Plan is to Complete One or More Acquisitions) is subject to an All-Inclusive Annual Listing Fee of [~~\$81,000~~]\$85,000 (~~\$81,000~~ until December 31, 2024).

(G) No change.

### **(3) Assessment of All-Inclusive Annual Listing Fee**

(A) – (C) No change.

**(D) Transfers from Capital Market.** If a Company transfers its listing from the Capital Market to the Global or Global Select Market, its All-Inclusive Annual Listing Fee will be prorated based on the month of the transfer. Such a Company will owe the All-Inclusive Annual Listing Fee for the new market tier starting in the month of transfer and the All-Inclusive Annual Listing Fee for the Capital Market for all earlier months in the calendar year.

For example, a Company with 80 million total shares outstanding is listed on the Capital Market and transfers to the Global Market on October 21, [2024]2025. Its new All-Inclusive Annual Listing Fee for the Global Market is [~~\$113,500~~]\$115,000, which is prorated from October to December, resulting in an All-Inclusive Annual Listing Fee due of [~~\$28,375~~]\$28,750 for its first calendar year of listing on the Global Market. Since this Company already paid an All-Inclusive Annual Listing Fee of [~~\$85,000~~]\$86,000 on the Capital Market, it will be credited [~~\$21,250~~]\$21,500, which represents the portion of the All-Inclusive Annual Listing Fee already paid for listing on the Capital Market for the remainder of the year. The Company, therefore, has a balance due to Nasdaq of [~~\$7,125~~]\$7,250.

(E) – (G) No change.

**5920. The Nasdaq Capital Market**

(a) No change.

**(b) All-Inclusive Annual Listing Fee**

(1) No change.

(2) The All-Inclusive Annual Listing Fee will be calculated on total shares outstanding according to the following schedules:

(A) All domestic and foreign Companies listing equity securities, except as described below:

Up to 10 million shares [\$49,500 (\$47,000 until December 31, 2023)]\$53,000 (\$49,500 until December 31, 2024)

10+ to 50 million shares [\$65,500 (\$62,000 until December 31, 2023)]\$70,000 (\$65,500 until December 31, 2024)

Over 50 million shares [\$85,000 (\$84,000 until December 31, 2023)]\$86,000 (\$85,000 until December 31, 2024)

Real Estate Investment Trusts (REITs) are subject to the same fee schedule as other equity securities. For the purpose of determining the total shares outstanding, shares outstanding of all members in a REIT Family listed on the Nasdaq Capital Market may be aggregated. The maximum annual fee applicable to such a REIT Family shall not exceed [\$85,000 (\$84,000 until December 31, 2023)]\$86,000 (\$85,000 until December 31, 2024). For purposes of this rule, a "REIT Family" means three or more REITs that are provided management services by the same entity or by entities under common control.

(B) Companies listing American Depositary Receipts (ADRs):

Up to 10 million ADRs and other listed equity securities [\$49,500 (\$47,000 until December 31, 2023)]\$53,000 (\$49,500 until December 31, 2024)

Over 10 million ADRs and other listed equity securities [\$59,500 (\$56,500 until December 31, 2023)]\$63,500 (\$59,500 until December 31, 2024)

(C) Closed-end Funds:

Up to 50 million shares [\$34,500]\$36,500 (\$34,500 until December 31, 2024)

50+ to 100 million shares [\$56,500]\$59,500 (\$56,500 until December 31, 2024)

100+ to 250 million shares [~~\$84,000~~]\$88,500 (\$84,000 until December 31, 2024)

Over 250 million shares [~~\$112,000~~]\$118,000 (\$112,000 until December 31, 2024)

For the purpose of determining the total shares outstanding, fund sponsors may aggregate shares outstanding of all Closed-End Funds in the same fund family listed on the Nasdaq Global Market or the Nasdaq Capital Market, as shown in the Company's most recent periodic reports required to be filed with the appropriate regulatory authority or in more recent information held by Nasdaq. A fund family is subject to the same fee schedule as a single Closed-End Fund and the maximum All-Inclusive Annual Listing Fee applicable to a fund family shall not exceed [~~\$112,000~~]\$118,000 (\$112,000 until December 31, 2024). For purposes of this rule, a "fund family" is defined as two or more Closed-End Funds that have a common investment adviser or have investment advisers who are "affiliated persons" as defined in Section 2(a)(3) of the Investment Company Act of 1940, as amended.

(D) Limited Partnerships:

Up to 75 million shares [~~\$34,500~~]\$36,500 (\$34,500 until December 31, 2024)

Over 75 million shares [~~\$42,000~~]\$44,500 (\$42,000 until December 31, 2024)

(E) – (F) No change.

(G) Companies listing under IM-5101-2 (Listing of Companies Whose Business Plan is to Complete One or More Acquisitions):

[Up to 50 million shares ~~\$70,000~~ (until December 31, 2023)]

Over 50 million shares ~~\$81,000~~ (until December 31, 2023)

After December 31, 2023, a]A company listed under IM-5101-2 (Listing of Companies Whose Business Plan is to Complete One or More Acquisitions) is subject to an All-Inclusive Annual Listing Fee of [~~\$81,000~~]\$85,000 (\$81,000 until December 31, 2024).

**(3) Assessment of All-Inclusive Annual Listing Fee**

(A) – (C) No change.

**(D) Transfers from Global and Global Select Market.** If a Company transfers its listing from the Global or Global Select Market to the Capital Market, it will not owe any additional All-Inclusive Annual Listing Fee for the Capital Market, nor shall it receive any credit or offset of the portion of the All-Inclusive Annual Listing Fee paid or assessed for the prior market.



For example, a Company with 110 million total shares outstanding is listed on the Global Market and transfers to the Capital Market on October 21, [2024]2025. Its new All-Inclusive Annual Listing Fee for the Capital Market is [~~\$85,000~~]\$86,000. Since this Company already paid an All-Inclusive Annual Listing Fee of [~~\$141,500~~]\$143,000 on the Global Market, it will not owe any additional All-Inclusive Annual Listing Fee for that calendar year. However, the Company would not receive any further credit of the amount previously paid for listing on the Global Market and would owe the full [~~\$85,000~~]\$86,000 Capital Market All-Inclusive Annual Listing Fee in the following year.

(E) – (G) No change.

### **5930. SEEDS and Other Securities**

(a) No change.

#### **(b) All-Inclusive Annual Listing Fee**

(1) The issuer of SEEDS or Other Securities qualified under Rule 5715 or 5730 for listing on the Nasdaq Global Market shall pay to Nasdaq an All-Inclusive Annual Listing Fee applicable to the issuer of SEEDS or Other Securities qualified under Rule 5715 or 5730 for listing on the Nasdaq Global Market calculated based on total shares outstanding according to the following schedule:

Up to 5 million shares [~~\$15,000~~]\$16,000 (~~\$15,000~~ until December 31, 2024)

5+ to 10 million shares [~~\$17,500~~]\$18,500 (~~\$17,500~~ until December 31, 2024)

10+ to 25 million shares [~~\$20,000~~]\$21,000 (~~\$20,000~~ until December 31, 2024)

25+ to 50 million shares [~~\$22,500~~]\$24,000 (~~\$22,500~~ until December 31, 2024)

Over 50 million shares [~~\$30,000~~]\$31,500 (~~\$30,000~~ until December 31, 2024)

(2) – (4) No change.

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