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Page 1 of * 27		SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No. * SR 2025 - * 104 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"/>	
Pilot <input type="checkbox"/>		Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	
		Rule			
		<input type="checkbox"/> 19b-4(f)(1)		<input type="checkbox"/> 19b-4(f)(4)	
		<input type="checkbox"/> 19b-4(f)(2)		<input type="checkbox"/> 19b-4(f)(5)	
		<input type="checkbox"/> 19b-4(f)(3)		<input checked="" 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"/>			Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) * <input type="checkbox"/>		
Exhibit 2 Sent As Paper Document <input type="checkbox"/>			Exhibit 3 Sent As Paper Document <input type="checkbox"/>		
Description Provide a brief description of the action (limit 250 characters, required when Initial is checked *). <div>A proposed rule change to provide Nasdaq with limited discretion to deny initial listing to companies, even where the applicant meets all stated listing requirements.</div>					
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 * [Redacted] Last Name * [Redacted] Title * [Redacted] E-mail * [Redacted] Telephone * [Redacted] Fax [Redacted]					
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 12/12/2025 (Title *) By [Redacted] EVP and Chief Legal Officer (Name *) <div>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.</div> <div> Date: 2025.12.12 06:36:37 -05'00'</div>					

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EDFS 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 *

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SR-NASDAQ-2025-104 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.

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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.

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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

Add	Remove	View
SR-Nasdaq-2025-104 Exhibit 5.docx		

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 provide Nasdaq with limited discretion to deny initial listing to companies, even where the applicant meets all stated listing requirements.

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 (“Board”). 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. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

a. Purpose

Recently, Nasdaq has observed problematic or unusual trading in certain listed companies. Further, the Commission has imposed temporary trading suspensions pursuant to Section 12(k) of the Act on several listed securities based, generally, on concerns about potential manipulation in the securities effectuated through recommendations made to investors by unknown persons via social media to purchase, hold, and/or sell the securities. The Commission stated its belief that these recommendations appear to be designed to artificially inflate the price and volume of the securities and that the public interest and the protection of investors require a suspension of trading in the securities.³ In most cases, the affected securities were listed for less than one year.

The Commission Suspension Orders generally appear to be based on activities of third parties, and there are no specific allegations in the Commission Suspension Orders against the companies, or persons associated with the companies, as being involved in the potentially manipulative trading activity. Nasdaq's listing requirements, which these companies satisfied both at the time of listing and on an ongoing basis, are based on the characteristics of the company itself and the securities it seeks to list. Likewise, Nasdaq Rule 5101, in conjunction with IM-5101-1, provides some discretion to deny listing where the company itself has engaged in misconduct or where an individual with a history of regulatory misconduct is associated with

³ See, e.g., Securities Exchange Act Releases 34-104112 (September 26, 2025) (Smart Digital Group, Limited), 34-104113 (September 26, 2025) (QMMM Holding Limited), 34-104163 (October 3, 2025) (Etoiles Capital Group Co., Ltd.), 34-104164 (October 3, 2025) (Platinum Analytics Cayman Limited), 34-104165 (October 3, 2025) (Pitanium Limited), 34-104166 (October 8, 2025) (Empro Group Inc.), 34-104167 (October 8, 2025) (NusaTrip Incorporated), 34-104168 (October 16, 2025) (Premium Catering (Holdings) Limited), 34-104169 (October 22, 2025) (Robot Consulting Co., Ltd.), 34-104176 (November 11, 2025) (Charming Medical Limited), 34-104180 (November 14, 2025) (MaxsMaking Inc.), 34-104317 (December 4, 2025) (Robot Consulting Co., Ltd.) (collectively, the "Commission Suspension Orders").

the company.⁴ Nasdaq Rule 5101 does not allow denial of a listing based on the potential for one or more unaffiliated third parties to engage in misconduct impacting a company's securities.⁵ The Commission is obliged to set aside a decision to deny listing that does not comport with Nasdaq rules.⁶ Therefore, Nasdaq requires additional authority to exercise discretion to deny a listing based on the potential for one or more third parties to engage in misconduct impacting a company's securities. Similarly, Nasdaq rules do not presently allow it to deny listing to a company based on its review of trading patterns of other companies with similar characteristics or based on considerations related to the company's advisors, and it requires additional authority to exercise discretion to do so.⁷

Nasdaq is concerned about the allegedly manipulative trading taking place in listed securities and that pending applicants, despite meeting all listing requirements, have characteristics similar to those subject to the Commission's trading suspensions and therefore may be susceptible to similar manipulation. While Nasdaq proposed certain changes to the

⁴ See Listing Rule IM-5101-1. In approving the predecessor to Rule 5101, the Commission stated that it believed the rule change provided "greater assurance [to existing or prospective investors] that the risk associated with investing in Nasdaq is market risk rather than the risk that the promoter or other persons exercising substantial influence over the company is acting in an illegal manner." Exchange Act Release No. 34151 (June 3, 1994), 59 FR 29843 (June 9, 1994) at 29845; *id.* at 29844, citing as the reason for the proposed rule concerns about "an increase in recent years in the number of applications for inclusion in Nasdaq by issuers that are managed, controlled or influenced by persons with a history of significant securities or commodities violations."

⁵ See *id.* at 29845 (noting concerns raised during the comment process that "discretion accorded the NASD was unlimited and could lead the NASD to exclude an issuer from Nasdaq on a basis wholly unrelated to the legitimate concerns of administering Nasdaq.")

⁶ 15 U.S.C. 78s(f).

⁷ Cf. Section 104.00 of the NYSE Listed Company Manual and Section 201 of NYSE American Company Guide requiring that companies go through a pre-review process before they are permitted to apply for listing.

listing requirements in September 2025,⁸ those changes remain pending⁹ and Nasdaq believes that additional rules would help to address the concerns identified in the Commission Suspension Orders. For example, Nasdaq may identify similarities between companies seeking initial listing and the advisors to the companies that are the subject of the Commission Suspension Orders (including auditors, underwriters, law firms, brokers, clearing firms, or other professional service providers). For another example, Nasdaq may consider the impact of foreign laws on the potential recourse available to U.S. regulators or investors in the event of misconduct. Accordingly, Nasdaq proposes to adopt a new rule, IM-5101-3, providing Nasdaq with authority under Rule 5101 to deny initial listing based on factors that could make the listed security susceptible to manipulation related to concerns Nasdaq and other regulators have identified with previously listed companies that are similarly situated to the company or based on considerations related to the company's advisors (including auditors, underwriters, law firms, brokers, clearing firms, or other professional service providers), even where the applicant meets all stated listing requirements.

The proposed rule change includes a series of non-exclusive factors that Nasdaq will consider in determining whether to apply this discretion. These factors include the following:

- where the company is located, including the availability of legal remedies to U.S. shareholders in that jurisdiction, the existence of blocking statutes, data privacy laws and other laws in foreign jurisdictions that may present challenges to regulators seeking to

⁸ Exchange Act Release No. 103982 (September 16, 2025), 90 FR 45280 (September 19, 2025) (SR-Nasdaq-2025-068); Exchange Act Release No. 103979 (September 16, 2025), 90 FR 45298 (September 19, 2025) (SR-Nasdaq-2025-069).

⁹ Exchange Act Release No. 104058 (September 25, 2025), 90FR 46973 (September 30, 2025) (designating December 18, 2025, as the date the Commission shall either approve or disapprove, or institute proceedings to determine whether to disapprove, SR-Nasdaq-2025-069).

enforce rules against the company, the ability of parties to conduct comprehensive due diligence in that jurisdiction, and the transparency of regulators in the jurisdiction;

- whether a person or entity exercises substantial influence over the company¹⁰ and, if so, where that person or entity is located, including the availability of legal remedies to U.S. shareholders in that jurisdiction, the existence of blocking statutes, data privacy laws and other laws in foreign jurisdictions that may present challenges to regulators seeking to enforce rules against the person or entity, the ability of parties to conduct comprehensive due diligence in that jurisdiction, and the transparency of regulators in the jurisdiction;
- whether the expected public float and dissemination of the share distribution, based on a review of underwriter, broker and clearing allocations and consideration of prior deals involving those service providers, at the time of the IPO and post offering, raises concerns about adequate liquidity and potential concentration;
- whether there are issues concerning the company's advisors (including auditors, underwriters, law firms, brokers, clearing firms, or other professional service providers), based on factors including, but not limited to, whether the advisor has been reviewed by applicable regulators and, if so, what were the results of those reviews;
 - if the company's advisor is a new entity, whether the advisor's principals were involved with other firms with a regulatory history;
- whether any of the company's advisors were involved in prior transactions where the securities became subject to a pattern of concerning or volatile trading;

¹⁰ Nasdaq believes it is important to consider the location of a person or entity that exercises substantial influence over the company to ensure that such individuals and entities are accountable to shareholders and regulators, as appropriate.

- whether the company's management and Board has experience or familiarity with U.S. public company requirements, including regulatory and reporting requirements under Nasdaq rules and federal securities laws;
- whether there are any FINRA, SEC or other regulatory referrals related to the company or its advisors, which can be included in the record of the matter and, if applicable, the results of those referrals;
- whether the company currently has, or recently has had, a going concern audit opinion and, if so, what is the Company's plan to continue as a going concern; and
- whether there are other factors that raise concerns about the integrity of the Company's board, management, significant shareholders, or advisors.

By giving Nasdaq the authority to exercise discretion in this manner, Nasdaq believes it can better address situations where a company satisfies Nasdaq's listing requirements, but has characteristics similar to other companies' securities where trading problems were observed and could make the company susceptible to manipulation. While Nasdaq may not otherwise have access to the facts underlying problematic or unusual trading that takes place across multiple U.S. exchanges as well as off-exchange, the factors will help identify situations where similar characteristics exist that are likely to create conditions that could allow problematic or unusual trading to also occur in the applicant's securities. Moreover, the proposed rule change will also give Nasdaq the authority to consider the involvement of advisors to the company and gatekeepers in other transactions that had problematic or unusual trading, and to take action to deny initial listing to a company involved with these entities.

When Nasdaq uses its authority to exercise discretion to deny listing, Nasdaq Staff will issue a written determination describing the basis for its decision. A Company must, within four

business days from the date of Staff's written determination, make a public announcement in a press release or other Regulation FD compliant manner about the receipt of the determination and the Rule(s) upon which the determination is based, describing each specific basis and concern identified by Nasdaq in reaching its determination.¹¹ The Company may within seven calendar days of when its application is denied seek review by a Hearings Panel, as set forth in Rule 5815.

This proposed rule change is immediately effective, and Nasdaq proposes to apply the proposed rule to all companies currently in the application process.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,¹² in general, and furthers the objectives of Section 6(b)(5) of the Act,¹³ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, 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. Further, the Exchange believes that this proposal is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Commission has previously opined on the importance of meaningful listing standards for the protection of investors and the public interest.¹⁴ In particular, the Commission has stated:

¹¹ Rule 5815(i)(2).

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(5).

¹⁴ Securities Exchange Act Release No. 102622 (March 12, 2025), 90 FR 12608 (March 18, 2025) (approving SR-Nasdaq-2024-084 adopting initial listing liquidity requirements for companies applying to list or uplist on the Nasdaq Global Market or Nasdaq Capital Market).

The development and enforcement of meaningful listing standards for an exchange is of critical importance to financial markets and the investing public. Among other things, such listing standards help ensure that exchange-listed companies will have sufficient public float, investor base, and trading interest to provide the depth and liquidity to promote fair and orderly markets.¹⁵

Nasdaq believes that granting limited additional discretion to deny initial listing to companies, even when an applicant meets all stated listing requirements, is consistent with the requirements in Section 6(b)(5) of the Exchange Act. As noted, Nasdaq has observed trading patterns in certain securities—such as price swings unrelated to company news—and the Commission has issued multiple suspension orders alleging market manipulation in similar circumstances. The proposed factors will help provide transparency to situations where Nasdaq believes an applicant’s securities may be more susceptible to manipulation, based on comparable characteristics or the involvement of similar advisors. Accordingly, Nasdaq believes that adopting this additional authority is consistent with the requirements to protect investors and the public interest. Further, while Nasdaq’s use of this discretion may prevent some companies that otherwise meet the stated listing requirements from listing, such distinction between companies is not unfair because the affected companies will exhibit traits that increase their susceptibility to manipulation or share advisors with companies that previously demonstrated problematic or unusual trading patterns. Therefore the proposed rule change is consistent with Section 6(b)(5).

Nasdaq also believes that any impact on competition among companies as a result of the proposed rule change is necessary in furtherance of the investor protection goals of the Act.

¹⁵ Id. at 12609.

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 proposed rule change will not impose any burden on competition among exchanges, since other exchanges either already have, or are able to adopt, similar rules providing them with discretion to deny initial listing. The proposed rule change may impose a burden on companies that are denied listing, but this burden is necessary to protect investors and the public interest, which is a primary purpose of the Act.

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)

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(iii)¹⁶ of the Act and Rule 19b-4(f)(6) thereunder¹⁷ 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.

¹⁶ 15 U.S.C. 78s(b)(3)(A)(iii).

¹⁷ 17 CFR 240.19b-4(f)(6).

The Commission has previously held that a proposed rule change may be designated for immediate effectiveness where it is based on and similar to another SRO's rule, even if not "virtually identical" to the other exchange's rule.¹⁸ In so holding, the Commission recognized that each SRO is unique and rather than requiring virtually identical language, the Commission will instead look to see if "each policy issue raised by the proposed rule (i) has been considered previously by the Commission when the Commission approved another exchange's rule (that was subject to notice and comment), and ... (ii) the rule change resolves such policy issue in a manner consistent with such prior approval."¹⁹

NYSE and NYSE American each maintain a process where a company must go through a pre-review process before they are permitted to apply for listing.²⁰ During this process, Nasdaq understands that these exchanges exercise discretion as to whether to allow the company to apply for listing. While Nasdaq is not adopting the same pre-review process so as to maintain transparency in its decisions, Nasdaq's proposal would allow similar discretion as the other exchanges to deny listing to a company that otherwise meets all of the listing requirements based on a more narrowly defined set of factors. In this way, while Nasdaq's proposed approach would help maintain transparency by identifying specific factors that Nasdaq will consider in determining whether to use that discretion, the underlying policy issues raised in the proposed rule change are consistent with the questions previously considered by the Commission in approving the NYSE and NYSE American rules.

¹⁸ Exchange Act Release No. 58092 (July 3, 2008), 73 FR 40144 (July 11, 2008).

¹⁹ Id.

²⁰ See Section 104.00 of the NYSE Listed Company Manual; Section 201 of NYSE American Company Guide.

Furthermore, Rule 19b-4(f)(6)(iii)²¹ 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 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.

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 30-day operative delay contained in Rule 19b-4(f)(6)(iii) so that the Exchange can immediately provide the benefits of the proposed changes to investors. Specifically, the proposed rule change will provide Nasdaq with additional authority to exercise discretion to deny a listing based on a security's susceptibility to manipulation. Waiving the 30-day operative delay will allow Nasdaq to immediately apply this authority, including to any companies that may otherwise seek to list during that 30-day period, and thereby potentially minimize subsequent manipulative trading in those companies' securities.

²¹ 17 CFR 240.19b-4(f)(6)(iii).

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

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. 34 ; File No. SR-NASDAQ-2025-104]****Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Provide Nasdaq with Limited Discretion to Deny Initial Listing to Certain Companies**

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 December 12, 2025, 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 provide Nasdaq with limited discretion to deny initial listing to companies, even where the applicant meets all stated listing requirements.

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

¹ 15 U.S.C. 78s(b)(1).

² 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

Recently, Nasdaq has observed problematic or unusual trading in certain listed companies. Further, the Commission has imposed temporary trading suspensions pursuant to Section 12(k) of the Act on several listed securities based, generally, on concerns about potential manipulation in the securities effectuated through recommendations made to investors by unknown persons via social media to purchase, hold, and/or sell the securities. The Commission stated its belief that these recommendations appear to be designed to artificially inflate the price and volume of the securities and that the public interest and the protection of investors require a suspension of trading in the securities.³ In most cases, the affected securities were listed for less than one year.

³ See, e.g., Securities Exchange Act Releases 34-104112 (September 26, 2025) (Smart Digital Group, Limited), 34-104113 (September 26, 2025) (QMMM Holding Limited), 34-104163 (October 3, 2025) (Etoiles Capital Group Co., Ltd.), 34-104164 (October 3, 2025) (Platinum Analytics Cayman Limited), 34-104165 (October 3, 2025) (Pitanium Limited), 34-104166 (October 8, 2025) (Empro Group Inc.), 34-104167 (October 8, 2025) (NusaTrip Incorporated), 34-104168 (October 16, 2025) (Premium Catering (Holdings) Limited), 34-104169 (October 22, 2025) (Robot Consulting Co., Ltd.), 34-104176 (November 11, 2025) (Charming Medical Limited), 34-104180 (November 14, 2025) (MaxsMaking Inc.), 34-104317 (December 4, 2025) (Robot Consulting Co., Ltd.) (collectively, the "Commission Suspension Orders").

The Commission Suspension Orders generally appear to be based on activities of third parties, and there are no specific allegations in the Commission Suspension Orders against the companies, or persons associated with the companies, as being involved in the potentially manipulative trading activity. Nasdaq's listing requirements, which these companies satisfied both at the time of listing and on an ongoing basis, are based on the characteristics of the company itself and the securities it seeks to list. Likewise, Nasdaq Rule 5101, in conjunction with IM-5101-1, provides some discretion to deny listing where the company itself has engaged in misconduct or where an individual with a history of regulatory misconduct is associated with the company.⁴ Nasdaq Rule 5101 does not allow denial of a listing based on the potential for one or more unaffiliated third parties to engage in misconduct impacting a company's securities.⁵ The Commission is obliged to set aside a decision to deny listing that does not comport with Nasdaq rules.⁶ Therefore, Nasdaq requires additional authority to exercise discretion to deny a listing based on the potential for one or more third parties to engage in misconduct impacting a company's securities. Similarly, Nasdaq rules do not presently allow it to deny listing to a company based on its review of trading patterns of other companies with similar characteristics

⁴ See Listing Rule IM-5101-1. In approving the predecessor to Rule 5101, the Commission stated that it believed the rule change provided "greater assurance [to existing or prospective investors] that the risk associated with investing in Nasdaq is market risk rather than the risk that the promoter or other persons exercising substantial influence over the company is acting in an illegal manner." Exchange Act Release No. 34151 (June 3, 1994), 59 FR 29843 (June 9, 1994) at 29845; *id.* at 29844, citing as the reason for the proposed rule concerns about "an increase in recent years in the number of applications for inclusion in Nasdaq by issuers that are managed, controlled or influenced by persons with a history of significant securities or commodities violations."

⁵ See *id.* at 29845 (noting concerns raised during the comment process that "discretion accorded the NASD was unlimited and could lead the NASD to exclude an issuer from Nasdaq on a basis wholly unrelated to the legitimate concerns of administering Nasdaq.")

⁶ 15 U.S.C. 78s(f).

or based on considerations related to the company's advisors, and it requires additional authority to exercise discretion to do so.⁷

Nasdaq is concerned about the allegedly manipulative trading taking place in listed securities and that pending applicants, despite meeting all listing requirements, have characteristics similar to those subject to the Commission's trading suspensions and therefore may be susceptible to similar manipulation. While Nasdaq proposed certain changes to the listing requirements in September 2025,⁸ those changes remain pending⁹ and Nasdaq believes that additional rules would help to address the concerns identified in the Commission Suspension Orders. For example, Nasdaq may identify similarities between companies seeking initial listing and the advisors to the companies that are the subject of the Commission Suspension Orders (including auditors, underwriters, law firms, brokers, clearing firms, or other professional service providers). For another example, Nasdaq may consider the impact of foreign laws on the potential recourse available to U.S. regulators or investors in the event of misconduct. Accordingly, Nasdaq proposes to adopt a new rule, IM-5101-3, providing Nasdaq with authority under Rule 5101 to deny initial listing based on factors that could make the listed security susceptible to manipulation related to concerns Nasdaq and other regulators have identified with previously listed companies that are similarly situated to the company or based on considerations related to the company's advisors (including auditors, underwriters, law firms, brokers, clearing

⁷ Cf. Section 104.00 of the NYSE Listed Company Manual and Section 201 of NYSE American Company Guide requiring that companies go through a pre-review process before they are permitted to apply for listing.

⁸ Exchange Act Release No. 103982 (September 16, 2025), 90 FR 45280 (September 19, 2025) (SR-Nasdaq-2025-068); Exchange Act Release No. 103979 (September 16, 2025), 90 FR 45298 (September 19, 2025) (SR-Nasdaq-2025-069).

⁹ Exchange Act Release No. 104058 (September 25, 2025), 90FR 46973 (September 30, 2025) (designating December 18, 2025, as the date the Commission shall either approve or disapprove, or institute proceedings to determine whether to disapprove, SR-Nasdaq-2025-069).

firms, or other professional service providers), even where the applicant meets all stated listing requirements.

The proposed rule change includes a series of non-exclusive factors that Nasdaq will consider in determining whether to apply this discretion. These factors include the following:

- where the company is located, including the availability of legal remedies to U.S. shareholders in that jurisdiction, the existence of blocking statutes, data privacy laws and other laws in foreign jurisdictions that may present challenges to regulators seeking to enforce rules against the company, the ability of parties to conduct comprehensive due diligence in that jurisdiction, and the transparency of regulators in the jurisdiction;
- whether a person or entity exercises substantial influence over the company¹⁰ and, if so, where that person or entity is located, including the availability of legal remedies to U.S. shareholders in that jurisdiction, the existence of blocking statutes, data privacy laws and other laws in foreign jurisdictions that may present challenges to regulators seeking to enforce rules against the person or entity, the ability of parties to conduct comprehensive due diligence in that jurisdiction, and the transparency of regulators in the jurisdiction;
- whether the expected public float and dissemination of the share distribution, based on a review of underwriter, broker and clearing allocations and consideration of prior deals involving those service providers, at the time of the IPO and post offering, raises concerns about adequate liquidity and potential concentration;
- whether there are issues concerning the company's advisors (including auditors, underwriters, law firms, brokers, clearing firms, or other professional service providers),

¹⁰ Nasdaq believes it is important to consider the location of a person or entity that exercises substantial influence over the company to ensure that such individuals and entities are accountable to shareholders and regulators, as appropriate.

based on factors including, but not limited to, whether the advisor has been reviewed by applicable regulators and, if so, what were the results of those reviews;

- if the company's advisor is a new entity, whether the advisor's principals were involved with other firms with a regulatory history;
- whether any of the company's advisors were involved in prior transactions where the securities became subject to a pattern of concerning or volatile trading;
- whether the company's management and Board has experience or familiarity with U.S. public company requirements, including regulatory and reporting requirements under Nasdaq rules and federal securities laws;
- whether there are any FINRA, SEC or other regulatory referrals related to the company or its advisors, which can be included in the record of the matter and, if applicable, the results of those referrals;
- whether the company currently has, or recently has had, a going concern audit opinion and, if so, what is the Company's plan to continue as a going concern; and
- whether there are other factors that raise concerns about the integrity of the Company's board, management, significant shareholders, or advisors.

By giving Nasdaq the authority to exercise discretion in this manner, Nasdaq believes it can better address situations where a company satisfies Nasdaq's listing requirements, but has characteristics similar to other companies' securities where trading problems were observed and could make the company susceptible to manipulation. While Nasdaq may not otherwise have access to the facts underlying problematic or unusual trading that takes place across multiple U.S. exchanges as well as off-exchange, the factors will help identify situations where similar characteristics exist that are likely to create conditions that could allow problematic or unusual

trading to also occur in the applicant's securities. Moreover, the proposed rule change will also give Nasdaq the authority to consider the involvement of advisors to the company and gatekeepers in other transactions that had problematic or unusual trading, and to take action to deny initial listing to a company involved with these entities.

When Nasdaq uses its authority to exercise discretion to deny listing, Nasdaq Staff will issue a written determination describing the basis for its decision. A Company must, within four business days from the date of Staff's written determination, make a public announcement in a press release or other Regulation FD compliant manner about the receipt of the determination and the Rule(s) upon which the determination is based, describing each specific basis and concern identified by Nasdaq in reaching its determination.¹¹ The Company may within seven calendar days of when its application is denied seek review by a Hearings Panel, as set forth in Rule 5815.

This proposed rule change is immediately effective, and Nasdaq proposes to apply the proposed rule to all companies currently in the application process.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,¹² in general, and furthers the objectives of Section 6(b)(5) of the Act,¹³ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, 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.

¹¹ Rule 5815(i)(2).

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(5).

Further, the Exchange believes that this proposal is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Commission has previously opined on the importance of meaningful listing standards for the protection of investors and the public interest.¹⁴ In particular, the Commission has stated:

The development and enforcement of meaningful listing standards for an exchange is of critical importance to financial markets and the investing public. Among other things, such listing standards help ensure that exchange-listed companies will have sufficient public float, investor base, and trading interest to provide the depth and liquidity to promote fair and orderly markets.¹⁵

Nasdaq believes that granting limited additional discretion to deny initial listing to companies, even when an applicant meets all stated listing requirements, is consistent with the requirements in Section 6(b)(5) of the Exchange Act. As noted, Nasdaq has observed trading patterns in certain securities—such as price swings unrelated to company news—and the Commission has issued multiple suspension orders alleging market manipulation in similar circumstances. The proposed factors will help provide transparency to situations where Nasdaq believes an applicant's securities may be more susceptible to manipulation, based on comparable characteristics or the involvement of similar advisors. Accordingly, Nasdaq believes that adopting this additional authority is consistent with the requirements to protect investors and the

¹⁴ Securities Exchange Act Release No. 102622 (March 12, 2025), 90 FR 12608 (March 18, 2025) (approving SR-Nasdaq-2024-084 adopting initial listing liquidity requirements for companies applying to list or uplist on the Nasdaq Global Market or Nasdaq Capital Market).

¹⁵ Id. at 12609.

public interest. Further, while Nasdaq's use of this discretion may prevent some companies that otherwise meet the stated listing requirements from listing, such distinction between companies is not unfair because the affected companies will exhibit traits that increase their susceptibility to manipulation or share advisors with companies that previously demonstrated problematic or unusual trading patterns. Therefore the proposed rule change is consistent with Section 6(b)(5).

Nasdaq also believes that any impact on competition among companies as a result of the proposed rule change is necessary in furtherance of the investor protection goals of the Act.

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 proposed rule change will not impose any burden on competition among exchanges, since other exchanges either already have, or are able to adopt, similar rules providing them with discretion to deny initial listing. The proposed rule change may impose a burden on companies that are denied listing, but this burden is necessary to protect investors and the public interest, which is a primary purpose of the Act.

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

Pursuant to Section 19(b)(3)(A) of the Act¹⁶ and Rule 19b-4(f)(3) thereunder,¹⁷ the Exchange has designated this proposal as one that is concerned solely with the administration of the self-regulatory organization, and therefore has become effective.

¹⁶ 15 U.S.C. 78s(b)(3)(A).

¹⁷ 17 CFR 240.19b-4(f)(3).

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

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

Electronic Comments:

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-NASDAQ-2025-104 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-2025-104. 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 filing 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-2025-104 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.¹⁸

Sherry R. Haywood,

Assistant Secretary.

¹⁸ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

The text of the proposed rule change is detailed below; proposed new language is underlined and proposed deletions are in brackets.

THE NASDAQ STOCK MARKET LLC RULES

* * * * *

5100. NASDAQ'S REGULATORY AUTHORITY**5101. Preamble to the Rule 5100 Series**

No change.

IM-5101-1. Use of Discretionary Authority

No change.

IM-5101-2. Listing of Companies Whose Business Plan is to Complete One or More Acquisitions

No change.

IM-5101-3. Application of Discretion to Deny Initial Listing

Nasdaq may use its authority under Rule 5101 to deny initial listing to a Company based on factors that make the Company's securities susceptible to manipulation. The basis for use of this authority can include considerations related to the Company's advisors (including auditors, underwriters, law firms, brokers, clearing firms, or other professional service providers) or concerns Nasdaq has identified with other previously listed Companies that are similarly situated to the Company, even where the applicant meets all stated listing requirements. In determining whether to use this authority, Nasdaq will consider the following non-exclusive list of factors:

- where the Company is located, including the availability of legal remedies to U.S. shareholders in that jurisdiction, the existence of blocking statutes, data privacy laws and other laws in foreign jurisdictions that may present challenges to regulators seeking to enforce rules against the Company, the ability of parties to conduct comprehensive due diligence in that jurisdiction, and the transparency of regulators in the jurisdiction;
- whether a person or entity exercises substantial influence over the Company and, if so, where that person or entity is located, including the availability of legal remedies to U.S. shareholders in that jurisdiction, the existence of blocking statutes, data privacy laws and other laws in foreign jurisdictions that may present challenges to regulators seeking to

enforce rules against the person or entity, the ability of parties to conduct comprehensive due diligence in that jurisdiction, and the transparency of regulators in the jurisdiction;

- whether the expected public float and dissemination of the share distribution, based on a review of underwriter, broker and clearing allocations and consideration of prior deals involving those service providers, at the time of the IPO and post offering, raises concerns about adequate liquidity and potential concentration;
- whether there are issues concerning the Company's advisors (including auditors, underwriters, law firms, brokers, clearing firms, or other professional service providers), based on factors including, but not limited to, whether the advisor has been reviewed by applicable regulators and, if so, what were the results of those reviews;
 - if the Company's advisor is a new entity, whether the advisor's principals were involved with other firms with a regulatory history;
- whether any of the Company's advisors were involved in prior transactions where the securities became subject to a pattern of concerning or volatile trading;
- whether the Company's management and Board has experience or familiarity with U.S. public company requirements, including regulatory and reporting requirements under Nasdaq rules and federal securities laws;
- whether there are any FINRA, SEC or other regulatory referrals related to the Company or its advisors, which can be included in the record of the matter and, if applicable, the results of those referrals;
- whether the Company currently has, or recently has had, a going concern audit opinion and, if so, what is the Company's plan to continue as a going concern; and
- whether there are other factors that raise concerns about the integrity of the Company's board, management, significant shareholders, or advisors.

Where Nasdaq determines to deny initial listing based on its application of this authority, Nasdaq Staff will issue a written determination describing the basis for its decision. As provided in Rule 5205(i)(2), the Company must, within four business days from the date of Staff's written determination, make a public announcement in a press release or other Regulation FD compliant manner about the receipt of the determination and the Rule(s) upon which the determination is based, describing each specific basis and concern identified by Nasdaq in reaching its determination. The Company may seek review of a denial as set forth in Rule 5815.