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Page 1 of * 28

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

File No. * SR 2025 - * 107

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"/>	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)		
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Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010
Section 806(e)(1) *

Section 806(e)(2) *

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 3C(b)(2) *

Exhibit 2 Sent As Paper Document

Exhibit 3 Sent As Paper Document

Description

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

A proposal to Amend SQF Port and SQF Port Purge Fees.

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 12/16/2025

(Title *)

By John A. Zecca
(Name *)

EVP and Chief Legal Officer

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: 2025.12.16
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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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SR-Nasdaq-2025-107 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-2025-107 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-2025-107 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 1 and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

(a) The Nasdaq Stock Market LLC (“Nasdaq” or “Exchange”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposal to amend The Nasdaq Options Market LLC (“NOM”) Specialized Quote Feed³ or “SQF” Port and SQF Purge Port pricing at Options 7, Section 3, Nasdaq Options Market - Ports and other Services.⁴

While the changes proposed herein are effective upon filing, the Exchange has designated the amendments become operative on January 1, 2026.

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.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ “Specialized Quote Feed” or “SQF” is an interface that allows Market Makers to connect, send, and receive messages related to quotes, Immediate-or-Cancel Orders, and auction responses into and from the Exchange. Features include the following: (1) options symbol directory messages (e.g., underlying instruments); (2) system event messages (e.g., start of trading hours messages and start of opening); (3) trading action messages (e.g., halts and resumes); (4) execution messages; (5) quote messages; (6) Immediate-or-Cancel Order messages; (7) risk protection triggers and purge notifications; (8) opening imbalance messages; (9) auction notifications; and (10) auction responses. The SQF Purge Interface only receives and notifies of purge requests from the Market Maker. Market Makers may only enter interest into SQF in their assigned options series. Immediate-or-Cancel Orders entered into SQF are not subject to the Order Price Protection, Market Order Spread Protection, or Size Limitation Protection in Options 3, Section 15(a)(1), (a)(2), and (b)(2) respectively. See Options 3, Section 7(e)(1)(B).

⁴ On December 8, 2025 the Exchange filed SR-NASDAQ-2025-100. On December 16, 2025 the Exchange withdrew SR-NASDAQ-2025-100 and filed this rule change.

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.

[REDACTED]

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

a. Purpose

NOM proposes to amend its SQF Port and SQF Purge Port pricing at Options 7, Section 3, Nasdaq Options Market - Ports and other Services by offering an incentive to Market Makers⁵ to lower their SQF Port and SQF Purge Port Fees.

NOM currently assess an SQF Port Fee and an SQF Purge Port Fee as follows:

The first 5 ports (1-5) would be assessed \$1,620 per port, per month; the next 15 ports (6-20) would be assessed \$1,080 per port, per month; and all ports over 20 ports (21 and above) would be assessed \$540 per port, per month. Today, NOM aggregates the SQF Port and SQF Purge Ports for purposes of determining the applicable tier qualification.

At this time, the Exchange proposes to amend the rule text to state, “The SQF

⁵ The term “NOM Market Maker” or (“M”) is a Participant that has registered as a Market Maker on NOM pursuant to Options 2, Section 1, and must also remain in good standing pursuant to Options 2, Section 9. In order to receive NOM Market Maker pricing in all securities, the Participant must be registered as a NOM Market Maker in at least one security. See Options 1, Section 1(a).

Port Fee and the SQF Purge Port Fee are aggregated for the below incremental tiers as follows.” The addition of this language will add clarity to the current billing of these port.

Additionally, at this time, the Exchange proposes to offer an opportunity to lower SQF Port and SQF Purge Port Fees. Specifically, the Exchange proposes to offer certain discounts to Market Makers that have transacted a certain percentage of Total National Volume in the prior month. For purposes of this proposal, the percentage of Total National Volume is calculated by taking the total Market Maker Penny Symbol and Market Maker Non-Penny Symbol volume (excluding index options) executed on the Exchange in the prior month and attributing a multiple of five times to that Non-Penny Symbol volume (numerator) and dividing that by Market Maker volume (“M” capacity at The Options Clearing Corporation (“OCC”)) in multiply listed options across all options exchanges (denominator or Total National Volume).

Tier	Percentage of Total National Volume	Percentage SQF Port and SQF Purge Port Discount
1	less than 0.10%	0%
2	greater than or equal to 0.10% and less than 0.25%	10%
3	greater than or equal to 0.25% and less than 0.40%	30%
4	greater than or equal to 0.40%	50%

With this proposal, a Market Maker that transacted less than 0.10% of Total National Volume in the prior month would not receive a discount on SQF Port and SQF Purge Port Fees. A Market Maker that transacted greater than or equal to 0.10% and less than 0.25% of Total National Volume in the prior month will be afforded a discount of 10% on their SQF Port and SQF Purge Port Fees. A Market Maker that transacted greater than or equal to 0.25% and less than 0.40% of Total National Volume in the prior month will be

afforded a discount of 30% on their SQF Port and SQF Purge Port Fees. Finally, a Market Maker that transacted greater than or equal to 0.40% of Total National Volume in the prior month will be afforded a discount of 50% on their SQF Port and SQF Purge Port Fees. By way of example, a Market Maker that executed 3,000,000 in Penny Volume and 200,000 in Non-Penny Volume in a given month on the Exchange, where the Total National Volume was 1,000,000,000, would qualify for a discount of 50% on their SQF Port and SQF Purge Port Fees $((200,000 \times 5 = 1,000,000) + 3,000,000 = 4,000,000$ which is 0.40% of 1,000,000,000).

The Exchange proposes to calculate Market Maker Non-Penny Symbol volume at five times the weight as compared to Market Maker Penny Symbol volume because Non-Penny Symbols tend to have lower volumes and this incentive should encourage a greater amount of volume in Non-Penny Symbols. Overall, the proposed discounts should encourage Market Makers to transact additional order flow on NOM with which other market participants may interact, for an opportunity to lower SQF Port and SQF Purge Port Fees. The Exchange proposes to exclude index options as index options are generally not multiply listed.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁶ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,⁷ in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility, and is not

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78f(b)(4) and (5).

designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, while adopting a series of steps to improve the current market model, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”⁸

Likewise, in NetCoalition v. Securities and Exchange Commission⁹ (“NetCoalition”) the D.C. Circuit upheld the Commission’s use of a market-based approach in evaluating the fairness of market data fees against a challenge claiming that Congress mandated a cost-based approach.¹⁰ As the court emphasized, the Commission “intended in Regulation NMS that ‘market forces, rather than regulatory requirements’ play a role in determining the market data . . . to be made available to investors and at what cost.”¹¹

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

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

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

¹⁰ See NetCoalition, at 534 - 535.

¹¹ Id. at 537.

otherwise, in the execution of order flow from broker dealers'...."¹² Although the court and the SEC were discussing the cash equities markets, the Exchange believes that these views apply with equal force to the options markets.

The proposed fee discounts for SQF Ports and SQF Purge Ports are reasonable because they will attract a greater amount of order flow to NOM with which other market participants may interact while also lowering costs for certain Market Makers that are able to transact greater than 0.10% of Total National Volume in the prior month. The Exchange believes it is reasonable to lower costs for certain Market Makers that transact greater than 0.10% of Total National Volume on NOM because those Market Makers are affording other NOM Participants an opportunity to interact with that order flow. The proposal provides an incremental incentive for Market Makers that transact at least 0.10% of Total National Volume, which provides a higher benefit for satisfying increasingly more stringent criteria. The Exchange believes that the value of the proposed discounts is commensurate with the difficulty to achieve the corresponding threshold. Additionally, the discounts may incentivize and attract more volume and liquidity to the Exchange, which will benefit all Exchange participants through increased opportunities to trade as well as enhancing price discovery. The Exchange's proposed discounts are substantially similar to Cboe Exchange, Inc.'s ("Cboe") credit for their BOE Bulk Port Fees.¹³

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

¹³ Cboe currently offers its market makers credits on their monthly BOE Bulk Port Fees. Specifically, if a Cboe market maker affiliate ("affiliate" defined as having at least 75% common ownership between the two entities as reflected on each entity's Form BD, Schedule A) or Cboe Appointed OFP receives a credit under the Exchange's Volume Incentive Program ("VIP"), the Cboe market maker will receive an access credit on their BOE Bulk Ports corresponding to the

NOM believes it is reasonable to offer fee discounts to those Market Makers that primarily provide and post liquidity to the Exchange, as it should encourage Market Makers to continue to participate on the Exchange and add liquidity. Greater liquidity benefits all market participants by providing more trading opportunities and tighter spreads. The proposal would also mitigate the costs incurred by Market Makers on NOM.

Calculating Market Maker Non-Penny Symbol volume at five times the weight as compared to Penny Symbol volume is reasonable, equitable and not unfairly discriminatory as Non-Penny Symbols tend to have lower volumes and this incentive should encourage a greater amount of volume in Market Maker Non-Penny Symbols.¹⁴ The Exchange proposes to calculate the Market Maker Non-Penny Symbol volume in an uniform manner for all Participants. The Exchange proposes to exclude index options as index options are generally not multiply listed. Index Options would be uniformly excluded.

A NOM Market Maker requires only one SQF Port to submit quotes in its assigned options series into NOM. A Market Maker may submit all quotes through one SQF Port. This is also the case for an SQF Purge Port. While a Market Maker may elect

VIP tier reached. The credit is based on the Performance Tier earned by a market maker under Cboe's Liquidity Provider Sliding Scale Adjustment Table. Tiers 4 and 5 earn a 40% credit on monthly Cboe Bulk Port Fees. Cboe assesses BOE Bulk Logical Ports a fee of \$1,500 for 1 to 5 ports, a fee of \$2,500 for 6 to 30 ports and a fee of \$3,000 for over 30 ports. Additionally, each BOE Bulk Logical Port will incur the logical port fee indicated when used to enter up to 30,000,000 orders per trading day per logical port as measured on average in a single month. Each incremental usage of up to 30,000,000 orders per day per BOE Bulk Logical Port will incur an additional logical port fee of \$3,000 per month. Incremental usage will be determined on a monthly basis based on the average orders per day entered in a single month across all subscribed BOE Bulk Logical Ports.

¹⁴ Penny Symbols typically are more liquid symbols.

to obtain multiple SQF Ports and SQF Purge Ports to organize its business,¹⁵ only one SQF Port is necessary for a NOM Market Maker to fulfill its regulatory quoting obligations.¹⁶

The proposed fee discounts for SQF Ports and SQF Purge Ports are equitable and not unfairly discriminatory as they would apply uniformly to each NOM Market Maker. The Exchange would uniformly calculate the Market Maker's percentage each month. Although only Market Makers may receive the proposed discounts, the Exchange notes that Market Makers are valuable market participants that provide liquidity in the marketplace and incur costs that other market participants do not incur. Unlike other market participants, Market Makers are required to provide continuous two-sided quotes on a daily basis,¹⁷ and are subject to various obligations associated with providing liquidity.¹⁸ While the Exchange is not offering a discount to those Market Makers that transact less than 0.10% of Total National Volume, the Exchange notes that these Market Makers transact a much lower amount of contracts on NOM as compared to other Market Makers who qualify for a discount. In some cases, these Market Makers are not executing the requisite amount of Penny Symbols or Non-Penny Symbols to obtain the discount. Market Makers are required to compete with other Market Makers and

¹⁵ For example, a Market Maker may desire to utilize multiple SQF Ports for accounting purposes, to measure performance, for regulatory reasons or other determinations that are specific to that Participant.

¹⁶ Market Makers have various regulatory requirements as provided for in Options 2, Section 4. Additionally, Market Makers have certain quoting requirements with respect to their assigned options series as provided in Options 2, Section 5. NOM also offers a QUO protocol. Orders submitted by Market Makers into QUO are treated as quotes.

¹⁷ See Options 2, Section 5.

¹⁸ See Options 2, Section 4.

maintain active markets in all options in which the Market Maker is registered.¹⁹ The Exchange believes that all Market Makers are capable of quoting tighter or in a greater amount of options classes to obtain the requisite volume to achieve a discount.

The Exchange's proposal to amend the rule text to state, "The SQF Port Fee and the SQF Purge Port Fee are aggregated for the below incremental tiers as follows" is reasonable, equitable and not unfairly discriminatory. The addition of this language will add clarity to the current billing of these port.

4. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

In terms of intra-market competition, the proposed fee discounts for SQF Ports and SQF Purge Ports do not impose a burden on competition because they would apply uniformly to each Market Maker and the Exchange would uniformly calculate the Market Maker's percentage each month. Although only Market Makers may receive the proposed discounts, the Exchange notes that Market Makers are valuable market participants that provide liquidity in the marketplace and incur costs that other market participants do not incur. Unlike other market participants, Market Makers are required to provide continuous two-sided quotes on a daily basis,²⁰ and are subject to various obligations associated with providing liquidity.²¹ Further, while the Exchange is not offering a discount to those Market Makers that transact less than 0.10% of Total

¹⁹ See Options 2, Section 4(a)(3) and (6).

²⁰ See Options 2, Section 5.

²¹ See Options 2, Section 4.

National Volume, the Exchange notes that these Market Makers transact a much lower amount of contracts on NOM as compared to other Market Makers that qualify for the discount and/or these Market Makers are not executing the requisite amount of Penny Symbols or Non-Penny Symbols to obtain the discount. The Exchange's proposal does not impose an undue burden on competition because Market Makers are required to compete with other Market Makers and maintain active markets in all options in which the Market Maker is registered.²² The Exchange believes that all Market Makers are capable of quoting tighter or in a greater amount of options classes to obtain the requisite volume to achieve a discount.

The Exchange's proposal to amend the rule text to state, "The SQF Port Fee and the SQF Purge Port Fee are aggregated for the below incremental tiers as follows" does not impose an undue burden on competition because the addition of this language will add clarity to the current billing of these port.

In terms of inter-market competition, the Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees to remain competitive with other options exchanges. In addition to the Exchange, market participants have alternative options exchanges that they may participate on and direct their order flow. In sum, if the changes proposed herein are unattractive to market participants, it is likely that the Exchange will lose market share as a result. Accordingly, the Exchange does not believe that the

²² See Options 2, Section 4(a)(3) and (6).

proposed changes will impair the ability of members or competing options exchanges to maintain their competitive standing in the financial markets.

5. Self-Regulatory Organization’s Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others
No written comments were either solicited or received.
6. Extension of Time Period for Commission Action
Not Applicable.
7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)
Pursuant to Section 19(b)(3)(A)(ii) of the Act,²³ 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.

²³ 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. 34 ; File No. SR-NASDAQ-2025-107]****Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend SQF Port and SQF Purge Port Fees**

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 16, 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 amend The Nasdaq Options Market LLC (“NOM”) Specialized Quote Feed³ or “SQF” Port and SQF Purge Port pricing at Options 7, Section 3,

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ “Specialized Quote Feed” or “SQF” is an interface that allows Market Makers to connect, send, and receive messages related to quotes, Immediate-or-Cancel Orders, and auction responses into and from the Exchange. Features include the following: (1) options symbol directory messages (e.g., underlying instruments); (2) system event messages (e.g., start of trading hours messages and start of opening); (3) trading action messages (e.g., halts and resumes); (4) execution messages; (5) quote messages; (6) Immediate-or-Cancel Order messages; (7) risk protection triggers and purge notifications; (8) opening imbalance messages; (9) auction notifications; and (10) auction responses. The SQF Purge Interface only receives and notifies of purge requests from the Market Maker. Market Makers may only enter interest into SQF in their assigned options series. Immediate-or-Cancel Orders entered into SQF are not subject to the Order Price Protection, Market Order Spread Protection, or Size Limitation Protection in Options 3, Section 15(a)(1), (a)(2), and (b)(2) respectively. See Options 3, Section 7(e)(1)(B).

Nasdaq Options Market - Ports and other Services.⁴

While the changes proposed herein are effective upon filing, the Exchange has designated the amendments become operative on January 1, 2026.

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.

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

NOM proposes to amend its SQF Port and SQF Purge Port pricing at Options 7, Section 3, Nasdaq Options Market - Ports and other Services by offering an incentive to Market Makers⁵ to lower their SQF Port and SQF Purge Port Fees.

NOM currently assess an SQF Port Fee and an SQF Purge Port Fee as follows: The first 5 ports (1-5) would be assessed \$1,620 per port, per month; the next 15 ports (6-20) would be

⁴ On December 8, 2025 the Exchange filed SR-NASDAQ-2025-100. On December 16, 2025 the Exchange withdrew SR-NASDAQ-2025-100 and filed this rule change.

⁵ The term "NOM Market Maker" or ("M") is a Participant that has registered as a Market Maker on NOM pursuant to Options 2, Section 1, and must also remain in good standing pursuant to Options 2, Section 9. In order to receive NOM Market Maker pricing in all securities, the Participant must be registered as a NOM Market Maker in at least one security. See Options 1, Section 1(a).

assessed \$1,080 per port, per month; and all ports over 20 ports (21 and above) would be assessed \$540 per port, per month. Today, NOM aggregates the SQF Port and SQF Purge Ports for purposes of determining the applicable tier qualification.

At this time, the Exchange proposes to amend the rule text to state, “The SQF Port Fee and the SQF Purge Port Fee are aggregated for the below incremental tiers as follows.” The addition of this language will add clarity to the current billing of these port.

Additionally, at this time, the Exchange proposes to offer an opportunity to lower SQF Port and SQF Purge Port Fees. Specifically, the Exchange proposes to offer certain discounts to Market Makers that have transacted a certain percentage of Total National Volume in the prior month. For purposes of this proposal, the percentage of Total National Volume is calculated by taking the total Market Maker Penny Symbol and Market Maker Non-Penny Symbol volume (excluding index options) executed on the Exchange in the prior month and attributing a multiple of five times to that Non-Penny Symbol volume (numerator) and dividing that by Market Maker volume (“M” capacity at The Options Clearing Corporation (“OCC”)) in multiply listed options across all options exchanges (denominator or Total National Volume).

Tier	Percentage of Total National Volume	Percentage SQF Port and SQF Purge Port Discount
1	less than 0.10%	0%
2	greater than or equal to 0.10% and less than 0.25%	10%
3	greater than or equal to 0.25% and less than 0.40%	30%
4	greater than or equal to 0.40%	50%

With this proposal, a Market Maker that transacted less than 0.10% of Total National Volume in the prior month would not receive a discount on SQF Port and SQF Purge Port Fees. A Market Maker that transacted greater than or equal to 0.10% and less than 0.25% of Total National Volume in the prior month will be afforded a discount of 10% on their SQF Port and SQF Purge

Port Fees. A Market Maker that transacted greater than or equal to 0.25% and less than 0.40% of Total National Volume in the prior month will be afforded a discount of 30% on their SQF Port and SQF Purge Port Fees. Finally, a Market Maker that transacted greater than or equal to 0.40% of Total National Volume in the prior month will be afforded a discount of 50% on their SQF Port and SQF Purge Port Fees. By way of example, a Market Maker that executed 3,000,000 in Penny Volume and 200,000 in Non-Penny Volume in a given month on the Exchange, where the Total National Volume was 1,000,000,000, would qualify for a discount of 50% on their SQF Port and SQF Purge Port Fees $((200,000 \times 5 = 1,000,000) + 3,000,000 = 4,000,000$ which is 0.40% of 1,000,000,000).

The Exchange proposes to calculate Market Maker Non-Penny Symbol volume at five times the weight as compared to Market Maker Penny Symbol volume because Non-Penny Symbols tend to have lower volumes and this incentive should encourage a greater amount of volume in Non-Penny Symbols. Overall, the proposed discounts should encourage Market Makers to transact additional order flow on NOM with which other market participants may interact, for an opportunity to lower SQF Port and SQF Purge Port Fees. The Exchange proposes to exclude index options as index options are generally not multiply listed.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁶ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,⁷ in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78f(b)(4) and (5).

members and issuers and other persons using any facility, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, while adopting a series of steps to improve the current market model, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”⁸

Likewise, in NetCoalition v. Securities and Exchange Commission⁹ (“NetCoalition”) the D.C. Circuit upheld the Commission’s use of a market-based approach in evaluating the fairness of market data fees against a challenge claiming that Congress mandated a cost-based approach.¹⁰ As the court emphasized, the Commission “intended in Regulation NMS that ‘market forces, rather than regulatory requirements’ play a role in determining the market data . . . to be made available to investors and at what cost.”¹¹

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

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

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

¹⁰ See NetCoalition, at 534 - 535.

¹¹ Id. at 537.

of order flow from broker dealers'"¹² Although the court and the SEC were discussing the cash equities markets, the Exchange believes that these views apply with equal force to the options markets.

The proposed fee discounts for SQF Ports and SQF Purge Ports are reasonable because they will attract a greater amount of order flow to NOM with which other market participants may interact while also lowering costs for certain Market Makers that are able to transact greater than 0.10% of Total National Volume in the prior month. The Exchange believes it is reasonable to lower costs for certain Market Makers that transact greater than 0.10% of Total National Volume on NOM because those Market Makers are affording other NOM Participants an opportunity to interact with that order flow. The proposal provides an incremental incentive for Market Makers that transact at least 0.10% of Total National Volume, which provides a higher benefit for satisfying increasingly more stringent criteria. The Exchange believes that the value of the proposed discounts is commensurate with the difficulty to achieve the corresponding threshold. Additionally, the discounts may incentivize and attract more volume and liquidity to the Exchange, which will benefit all Exchange participants through increased opportunities to trade as well as enhancing price discovery. The Exchange's proposed discounts are substantially similar to Cboe Exchange, Inc.'s ("Cboe") credit for their BOE Bulk Port Fees.¹³

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

¹³ Cboe currently offers its market makers credits on their monthly BOE Bulk Port Fees. Specifically, if a Cboe market maker affiliate ("affiliate" defined as having at least 75% common ownership between the two entities as reflected on each entity's Form BD, Schedule A) or Cboe Appointed OFP receives a credit under the Exchange's Volume Incentive Program ("VIP"), the Cboe market maker will receive an access credit on their BOE Bulk Ports corresponding to the VIP tier reached. The credit is based on the Performance Tier earned by a market maker under Cboe's Liquidity Provider Sliding Scale Adjustment Table. Tiers 4 and 5 earn a 40% credit on monthly Cboe Bulk Port Fees. Cboe assesses BOE Bulk Logical Ports a fee of \$1,500 for 1 to 5 ports, a fee of \$2,500 for 6 to 30 ports and a fee of \$3,000 for over 30 ports. Additionally, each BOE Bulk Logical Port will incur the logical port fee indicated when used to enter up to 30,000,000 orders per trading day per logical port as measured on average in a single month. Each incremental usage of up to 30,000,000 orders per day per BOE Bulk Logical Port will incur an additional

NOM believes it is reasonable to offer fee discounts to those Market Makers that primarily provide and post liquidity to the Exchange, as it should encourage Market Makers to continue to participate on the Exchange and add liquidity. Greater liquidity benefits all market participants by providing more trading opportunities and tighter spreads. The proposal would also mitigate the costs incurred by Market Makers on NOM.

Calculating Market Maker Non-Penny Symbol volume at five times the weight as compared to Penny Symbol volume is reasonable, equitable and not unfairly discriminatory as Non-Penny Symbols tend to have lower volumes and this incentive should encourage a greater amount of volume in Market Maker Non-Penny Symbols.¹⁴ The Exchange proposes to calculate the Market Maker Non-Penny Symbol volume in an uniform manner for all Participants. The Exchange proposes to exclude index options as index options are generally not multiply listed. Index Options would be uniformly excluded.

A NOM Market Maker requires only one SQF Port to submit quotes in its assigned options series into NOM. A Market Maker may submit all quotes through one SQF Port. This is also the case for an SQF Purge Port. While a Market Maker may elect to obtain multiple SQF Ports and SQF Purge Ports to organize its business,¹⁵ only one SQF Port is necessary for a NOM Market Maker to fulfill its regulatory quoting obligations.¹⁶

logical port fee of \$3,000 per month. Incremental usage will be determined on a monthly basis based on the average orders per day entered in a single month across all subscribed BOE Bulk Logical Ports.

¹⁴ Penny Symbols typically are more liquid symbols.

¹⁵ For example, a Market Maker may desire to utilize multiple SQF Ports for accounting purposes, to measure performance, for regulatory reasons or other determinations that are specific to that Participant.

¹⁶ Market Makers have various regulatory requirements as provided for in Options 2, Section 4. Additionally, Market Makers have certain quoting requirements with respect to their assigned options series as provided in Options 2, Section 5. NOM also offers a QUO protocol. Orders submitted by Market Makers into QUO are treated as quotes.

The proposed fee discounts for SQF Ports and SQF Purge Ports are equitable and not unfairly discriminatory as they would apply uniformly to each NOM Market Maker. The Exchange would uniformly calculate the Market Maker's percentage each month. Although only Market Makers may receive the proposed discounts, the Exchange notes that Market Makers are valuable market participants that provide liquidity in the marketplace and incur costs that other market participants do not incur. Unlike other market participants, Market Makers are required to provide continuous two-sided quotes on a daily basis,¹⁷ and are subject to various obligations associated with providing liquidity.¹⁸ While the Exchange is not offering a discount to those Market Makers that transact less than 0.10% of Total National Volume, the Exchange notes that these Market Makers transact a much lower amount of contracts on NOM as compared to other Market Makers who qualify for a discount. In some cases, these Market Makers are not executing the requisite amount of Penny Symbols or Non-Penny Symbols to obtain the discount. Market Makers are required to compete with other Market Makers and maintain active markets in all options in which the Market Maker is registered.¹⁹ The Exchange believes that all Market Makers are capable of quoting tighter or in a greater amount of options classes to obtain the requisite volume to achieve a discount.

The Exchange's proposal to amend the rule text to state, "The SQF Port Fee and the SQF Purge Port Fee are aggregated for the below incremental tiers as follows" is reasonable, equitable and not unfairly discriminatory. The addition of this language will add clarity to the current billing of these port.

B. Self-Regulatory Organization's Statement on Burden on Competition

¹⁷ See Options 2, Section 5.

¹⁸ See Options 2, Section 4.

¹⁹ See Options 2, Section 4(a)(3) and (6).

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

In terms of intra-market competition, the proposed fee discounts for SQF Ports and SQF Purge Ports do not impose a burden on competition because they would apply uniformly to each Market Maker and the Exchange would uniformly calculate the Market Maker's percentage each month. Although only Market Makers may receive the proposed discounts, the Exchange notes that Market Makers are valuable market participants that provide liquidity in the marketplace and incur costs that other market participants do not incur. Unlike other market participants, Market Makers are required to provide continuous two-sided quotes on a daily basis,²⁰ and are subject to various obligations associated with providing liquidity.²¹ Further, while the Exchange is not offering a discount to those Market Makers that transact less than 0.10% of Total National Volume, the Exchange notes that these Market Makers transact a much lower amount of contracts on NOM as compared to other Market Makers that qualify for the discount and/or these Market Makers are not executing the requisite amount of Penny Symbols or Non-Penny Symbols to obtain the discount. The Exchange's proposal does not impose an undue burden on competition because Market Makers are required to compete with other Market Makers and maintain active markets in all options in which the Market Maker is registered.²² The Exchange believes that all Market Makers are capable of quoting tighter or in a greater amount of options classes to obtain the requisite volume to achieve a discount.

The Exchange's proposal to amend the rule text to state, "The SQF Port Fee and the SQF Purge Port Fee are aggregated for the below incremental tiers as follows" does not impose an

²⁰ See Options 2, Section 5.

²¹ See Options 2, Section 4.

²² See Options 2, Section 4(a)(3) and (6).

undue burden on competition because the addition of this language will add clarity to the current billing of these port.

In terms of inter-market competition, the Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees to remain competitive with other options exchanges. In addition to the Exchange, market participants have alternative options exchanges that they may participate on and direct their order flow. In sum, if the changes proposed herein are unattractive to market participants, it is likely that the Exchange will lose market share as a result. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of members or competing options exchanges to maintain their competitive standing in the financial markets.

C. Self-Regulatory Organization’s Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

No written comments were either solicited or received.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act.²³

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,

²³ 15 U.S.C. 78s(b)(3)(A)(ii).

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-2025-107 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-2025-107. 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-2025-107 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.²⁴

Sherry R. Haywood,

Assistant Secretary.

²⁴ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

New text is underlined; deleted text is in brackets.

The Nasdaq Stock Market LLC Rules

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Options Rules

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Options 7 Pricing Schedule

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Section 3 Nasdaq Options Market - Ports and Other Services

The below charges are assessed by Nasdaq for connectivity to services and The Nasdaq Options Market.

* * * * *

(i) The following order and quote protocols are available on NOM:

(1) FIX Port Fee \$650 per port, per month, per account number

(2) SQF Port Fee per port, per month

A Market Maker may not subscribe to more than 250 SQF Ports per month.

(3) SQF Purge Port Fee per port, per month

The SQF Port Fee and the SQF Purge Port Fee are aggregated for the below incremental tiers as follows:

Number of Ports	Monthly Fee Per Port
First 5 ports (1-5)	\$1,620 per port
Next 15 ports (6-20)	\$1,080 per port
All ports over 20 ports (21 and above)	\$540 per port

SQF Port and SQF Purge Fees will be discounted, on a monthly basis, by the percentage discount in the below table provided a market participant has transacted the requisite amount of Total National Volume in the prior month. The percentage of Total National Volume is calculated by taking the total Market Maker Penny Symbol and Market Maker Non-Penny Symbol volume (excluding index options) executed on the Exchange in the prior month and attributing a multiple of five times to that Non-Penny Symbol volume (numerator) and dividing that by Market Maker volume (“M” capacity at The Options Clearing Corporation (“OCC”)) in multiply listed options across all options exchanges (denominator or Total National Volume).

<u>Tier</u>	<u>Percentage of Total National Volume</u>	<u>Percentage SQF Port and SQF Purge Port Discount</u>
<u>1</u>	<u>less than 0.10%</u>	<u>0%</u>
<u>2</u>	<u>greater than or equal to 0.10% and less than 0.25%</u>	<u>10%</u>
<u>3</u>	<u>greater than or equal to 0.25% and less than 0.40%</u>	<u>30%</u>
<u>4</u>	<u>greater than or equal to 0.40%</u>	<u>50%</u>

For example, a Market Maker that executed 3,000,000 in Penny Volume and 200,000 in Non-Penny Volume in a given month on the Exchange, where the Total National Volume was 1,000,000,000, would qualify for a discount of 50% on their SQF Port and SQF Purge Port fees ((200,000 x 5= 1,000,000) + 3,000,000 = 4,000,000 which is 0.40% of 1,000,000,000).

(4) QUO Port Fee \$750 per port, per month, per account number

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