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

File No. * SR 2026 - * 043

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 *).

Amend Options 7, Section 1

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]
 Title * [Redacted]
 E-mail * [Redacted]
 Telephone * [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 04/30/2026


(Title *)

By John A. Zecca

EVP and Chief Legal Officer

(Name *)

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

 Date: 2026.04.30 15:25:34 -04'00'

Required fields are shown with yellow backgrounds and astericks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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SR-NASDAQ-2026-043 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-2026-043 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-2026-043 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”) Pricing Schedule in connection with a technology migration.

While the changes proposed herein are effective upon filing, the Exchange has designated that the amendments will become operative on July 27, 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.

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.



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

NOM proposes to amend Options 7, Section 1, General Provisions, to define the terms “Exposed Order” and “Lead Market Maker.” Both terms are being introduced into NOM’s Rules in connection with a technology migration commencing July 27, 2026.³

Exposed Order

As part of this technology migration, NOM introduced the concept of an Exposed Order in Options 5, Section 4, Routing.⁴ “Exposure” or “exposing” an order means a notification sent to Participants with the price, size, and side of interest that is available for execution.⁵ Exposure applies to both routed orders and non-routed or “DNR Orders.” The order exposure process permits the Exchange to apply a Route Timer⁶ prior to the initial and any subsequent routing of an order and allows routing of the order after exposure occurs (during open trading) every time an order becomes marketable against the ABBO.⁷

At this time, the Exchange proposes to amend Options 7, Section 1(c) to provide,

An “**Exposed Order**” is an order that is broadcast via an order exposure alert as described within Options 5, Section 4 (Order Routing). Unless otherwise noted in Options 7, Section 2 pricing, Exposed Orders will be assessed the applicable “Taker” Fee and any order or quote that executes against an Exposed Order during a Route Timer will be paid/assessed the applicable “Maker” Rebate/Fee.

³ See <https://www.nasdaqtrader.com/MicroNews.aspx?id=OTU2026-2>.

⁴ See SR-NASDAQ-2026-039 (not yet noticed).

⁵ See *id.*

⁶ For purposes of Options 5, Section 4, a Route Timer shall not exceed one second and shall begin at the time orders are accepted into the System, and the System will consider whether an order can be routed at the conclusion of each Route Timer.

⁷ See *supra* note 4.

As proposed, the defined term would apply a Taker Fee, where applicable, to an executed Exposed Order. If an order or quote is allocated against the Exposed Order during the Route Timer described in Options 5, Section 4, the Exchange would pay or assess the applicable Maker Rebate or Maker Fee. The Exchange believes that the proposal will provide increased opportunities for participation in executions on the Exchange, facilitate the Exchange's ability to bring together Participants, and encourage more robust competition for orders.

Lead Market Maker

At this time, the Exchange also proposes to define a Lead Market Maker. The concept of a Lead Market Maker was introduced in a recent rule change.⁸ The Exchange proposes to state at Options 7, Section 1(c),

The term "Lead Market Maker" or ("LMM") applies to a registered NOM Market Maker that is approved pursuant to Options 2, Section 3 to be the LMM in an options class (options classes).

The Exchange is introducing this term at this time to distinguish between a Market Maker and Lead Market Maker for purposes of pricing that will be introduced in subsequent rule proposals.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁹ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,¹⁰ in particular, in that it provides for the equitable allocation of reasonable dues, fees, and other charges among members and issuers and other persons using any facility, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The proposed changes to the Pricing Schedule are reasonable in several respects. As a

⁸ See supra note 4.

⁹ See 15 U.S.C. 78f(b).

¹⁰ See 15 U.S.C. 78f(b)(4) and (5).

threshold matter, the Exchange is subject to significant competitive forces in the market for order flow, which constrains its pricing determinations. The fact that the market for order flow is competitive has long been recognized by the courts. In NetCoalition v. Securities and Exchange Commission, the D.C. Circuit stated, “[n]o one disputes that competition for order flow is ‘fierce.’ ... As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market share percentages for granted’ because ‘no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers’”¹¹

The Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention to determine 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.”¹²

Congress directed the Commission to “rely on ‘competition, whenever possible, in meeting its regulatory responsibilities for overseeing the SROs and the national market system.’”¹³ As a result, the Commission has historically relied on competitive forces to

¹¹ See NetCoalition, 615 F.3d at 539 (D.C. Cir. 2010) (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSEArca-2006-21)).

¹² See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) (“Regulation NMS Adopting Release”).

¹³ See NetCoalition, 615 F.3d at 534-35; see also H.R. Rep. No. 94-229 at 92 (1975) (“[I]t is the intent of the conferees that the national market system evolve through the interplay of competitive forces as unnecessary regulatory restrictions are removed.”).

determine whether a fee proposal is equitable, fair, reasonable, and not unreasonably or unfairly discriminatory. “If competitive forces are operative, the self-interest of the exchanges themselves will work powerfully to constrain unreasonable or unfair behavior.”¹⁴ Accordingly, “the existence of significant competition provides a substantial basis for finding that the terms of an exchange’s fee proposal are equitable, fair, reasonable, and not unreasonably or unfairly discriminatory.”¹⁵

Exposed Order

The Exchange’s proposal to define an Exposed Order for purposes of pricing in Options 7, Section 1(c) is reasonable because it will provide inform Participants how pricing will be applied to both the Exposed Order and any order or quote that allocates against the Exposed Order. As proposed, the applicable Taker Fee would apply to an executed Exposed Order, and the applicable Maker Rebate or Maker Fee would apply to an order or quote that is allocated against the Exposed Order during the Route Timer. The Exchange believes that the proposed pricing will provide increased opportunities for participation in executions on the Exchange, facilitate the Exchange’s ability to bring together Participants, and encourage more robust competition for orders. Order exposure has the potential to result in more efficient executions for Participants, because responses to Exposed Orders may produce faster executions. Order exposure also ensures that Exposed Orders will receive executions only at a price at least as favorable as the price disseminated by the best away market at the time the order was received. Further, the Exchange believes that it is reasonable, equitable and not unfairly discriminatory to apply the Taker Fee to Exposed Orders and the Maker Rebate or Maker Fee to any order or quote

¹⁴ See Securities Exchange Act Release No. 59039 (December 2, 2008), 73 Fed. Reg. 74,770 (December 9, 2008) (SR-NYSEArca-2006-21).

¹⁵ See id.

that executes against an Exposed Order during a Route Timer. An Exposed Order that would route to an away market if not otherwise executed on NOM takes liquidity from the Exchange's order book while a quote or order that executes against the Exposed Order during the Route Timer is making liquidity in response to the notification sent to Participants indicating that the order is available for execution. Nasdaq Texas, LLC similarly assesses a Taker Fee on an exposed order and pays or assesses a Maker Rebate or Maker Fee to any order or quote that executes against the exposed order during the Route Timer.¹⁶

The Exchange's proposal to define an Exposed Order for purposes of pricing in Options 7, Section 1(c) is equitable and not unfairly discriminatory because the proposed pricing for Exposed Orders would be applied uniformly to all orders subject to the Exchange's Route Timer, as described in Options 5, Section 4.

Lead Market Maker

The Exchange's proposal to define a Lead Market Maker at Options 7, Section 1(c) is reasonable because the defined term will distinguish a Market Maker from a Lead Market Maker for purposes of pricing.

The Exchange's proposal to define a Lead Market Maker for purposes of pricing in Options 7, Section 1(c) is equitable and not unfairly discriminatory because all Lead Market Makers would be uniformly subject to pricing applicable to Lead Market Makers which pricing may be distinguishable from the pricing applicable to Market Makers, as noted in the Pricing Schedule.

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

¹⁶ See NTX Options at Options 7, Section 1(c).

competition not necessary or appropriate in furtherance of the purposes of the Act.

Intermarket Competition

The Exchange believes its proposal remains competitive with other options markets and will offer market participants another choice of venue to transact options. 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. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited.

Intramarket Competition

The Exchange's proposal to define an Exposed Order for purposes of pricing in Options 7, Section 1(c) does not impose an undue burden on competition because the proposed pricing for Exposed Orders would be applied uniformly to all orders subject to the Exchange's Route Timer, as described in Options 5, Section 4.

The Exchange's proposal to define a Lead Market Maker for purposes of pricing in Options 7, Section 1(c) does not impose an undue burden on competition because all Lead Market Makers would be uniformly subject to pricing applicable to Lead Market Makers, which pricing may be distinguishable from the pricing applicable to Market Makers, as noted in the Pricing Schedule.

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,¹⁷ 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.

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.

¹⁷ 15 U.S.C. 78s(b)(3)(A)(ii).

5. Text of the proposed rule change.

EXHIBIT 1**SECURITIES AND EXCHANGE COMMISSION****[Release No. 34 ; File No. SR-NASDAQ-2026-043]****Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Options 7, Section 1**

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 April 30, 2026, 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”) Pricing Schedule in connection with a technology migration.

While the changes proposed herein are effective upon filing, the Exchange has designated that the amendments will become operative on July 27, 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.

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

NOM proposes to amend Options 7, Section 1, General Provisions, to define the terms “Exposed Order” and “Lead Market Maker.” Both terms are being introduced into NOM’s Rules in connection with a technology migration commencing July 27, 2026.³

Exposed Order

As part of this technology migration, NOM introduced the concept of an Exposed Order in Options 5, Section 4, Routing.⁴ “Exposure” or “exposing” an order means a notification sent to Participants with the price, size, and side of interest that is available for execution.⁵ Exposure applies to both routed orders and non-routed or “DNR Orders.” The order exposure process permits the Exchange to apply a Route Timer⁶ prior to the initial and any subsequent routing of an order and allows routing of the order after exposure occurs (during open trading) every time

³ See <https://www.nasdaqtrader.com/MicroNews.aspx?id=OTU2026-2>.

⁴ See SR-NASDAQ-2026-039 (not yet noticed).

⁵ See id.

⁶ For purposes of Options 5, Section 4, a Route Timer shall not exceed one second and shall begin at the time orders are accepted into the System, and the System will consider whether an order can be routed at the conclusion of each Route Timer.

an order becomes marketable against the ABBO.⁷

At this time, the Exchange proposes to amend Options 7, Section 1(c) to provide,

An “**Exposed Order**” is an order that is broadcast via an order exposure alert as described within Options 5, Section 4 (Order Routing). Unless otherwise noted in Options 7, Section 2 pricing, Exposed Orders will be assessed the applicable “Taker” Fee and any order or quote that executes against an Exposed Order during a Route Timer will be paid/assessed the applicable “Maker” Rebate/Fee.

As proposed, the defined term would apply a Taker Fee, where applicable, to an executed Exposed Order. If an order or quote is allocated against the Exposed Order during the Route Timer described in Options 5, Section 4, the Exchange would pay or assess the applicable Maker Rebate or Maker Fee. The Exchange believes that the proposal will provide increased opportunities for participation in executions on the Exchange, facilitate the Exchange’s ability to bring together Participants, and encourage more robust competition for orders.

Lead Market Maker

At this time, the Exchange also proposes to define a Lead Market Maker. The concept of a Lead Market Maker was introduced in a recent rule change.⁸ The Exchange proposes to state at Options 7, Section 1(c),

The term “Lead Market Maker” or (“LMM”) applies to a registered NOM Market Maker that is approved pursuant to Options 2, Section 3 to be the LMM in an options class (options classes).

The Exchange is introducing this term at this time to distinguish between a Market Maker and Lead Market Maker for purposes of pricing that will be introduced in subsequent rule proposals.

⁷ See supra note 4.

⁸ See supra note 4.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁹ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,¹⁰ in particular, in that it provides for the equitable allocation of reasonable dues, fees, and other charges among members and issuers and other persons using any facility, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The proposed changes to the Pricing Schedule are reasonable in several respects. As a threshold matter, the Exchange is subject to significant competitive forces in the market for order flow, which constrains its pricing determinations. The fact that the market for order flow is competitive has long been recognized by the courts. In NetCoalition v. Securities and Exchange Commission, the D.C. Circuit stated, “[n]o one disputes that competition for order flow is ‘fierce.’ ... As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market share percentages for granted’ because ‘no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers’”¹¹

The Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention to determine 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

⁹ See 15 U.S.C. 78f(b).

¹⁰ See 15 U.S.C. 78f(b)(4) and (5).

¹¹ See NetCoalition, 615 F.3d at 539 (D.C. Cir. 2010) (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSEArca-2006-21)).

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.”¹²

Congress directed the Commission to “rely on ‘competition, whenever possible, in meeting its regulatory responsibilities for overseeing the SROs and the national market system.’”¹³ As a result, the Commission has historically relied on competitive forces to determine whether a fee proposal is equitable, fair, reasonable, and not unreasonably or unfairly discriminatory. “If competitive forces are operative, the self-interest of the exchanges themselves will work powerfully to constrain unreasonable or unfair behavior.”¹⁴ Accordingly, “the existence of significant competition provides a substantial basis for finding that the terms of an exchange’s fee proposal are equitable, fair, reasonable, and not unreasonably or unfairly discriminatory.”¹⁵

Exposed Order

The Exchange’s proposal to define an Exposed Order for purposes of pricing in Options 7, Section 1(c) is reasonable because it will provide inform Participants how pricing will be applied to both the Exposed Order and any order or quote that allocates against the Exposed Order. As proposed, the applicable Taker Fee would apply to an executed Exposed Order, and the applicable Maker Rebate or Maker Fee would apply to an order or quote that is allocated

¹² See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) (“Regulation NMS Adopting Release”).

¹³ See NetCoalition, 615 F.3d at 534-35; see also H.R. Rep. No. 94-229 at 92 (1975) (“[I]t is the intent of the conferees that the national market system evolve through the interplay of competitive forces as unnecessary regulatory restrictions are removed.”).

¹⁴ See Securities Exchange Act Release No. 59039 (December 2, 2008), 73 Fed. Reg. 74,770 (December 9, 2008) (SR-NYSEArca-2006-21).

¹⁵ See id.

against the Exposed Order during the Route Timer. The Exchange believes that the proposed pricing will provide increased opportunities for participation in executions on the Exchange, facilitate the Exchange's ability to bring together Participants, and encourage more robust competition for orders. Order exposure has the potential to result in more efficient executions for Participants, because responses to Exposed Orders may produce faster executions. Order exposure also ensures that Exposed Orders will receive executions only at a price at least as favorable as the price disseminated by the best away market at the time the order was received. Further, the Exchange believes that it is reasonable, equitable and not unfairly discriminatory to apply the Taker Fee to Exposed Orders and the Maker Rebate or Maker Fee to any order or quote that executes against an Exposed Order during a Route Timer. An Exposed Order that would route to an away market if not otherwise executed on NOM takes liquidity from the Exchange's order book while a quote or order that executes against the Exposed Order during the Route Timer is making liquidity in response to the notification sent to Participants indicating that the order is available for execution. Nasdaq Texas, LLC similarly assesses a Taker Fee on an exposed order and pays or assesses a Maker Rebate or Maker Fee to any order or quote that executes against the exposed order during the Route Timer.¹⁶

The Exchange's proposal to define an Exposed Order for purposes of pricing in Options 7, Section 1(c) is equitable and not unfairly discriminatory because the proposed pricing for Exposed Orders would be applied uniformly to all orders subject to the Exchange's Route Timer, as described in Options 5, Section 4.

Lead Market Maker

The Exchange's proposal to define a Lead Market Maker at Options 7, Section 1(c) is

¹⁶ See NTX Options at Options 7, Section 1(c).

reasonable because the defined term will distinguish a Market Maker from a Lead Market Maker for purposes of pricing.

The Exchange's proposal to define a Lead Market Maker for purposes of pricing in Options 7, Section 1(c) is equitable and not unfairly discriminatory because all Lead Market Makers would be uniformly subject to pricing applicable to Lead Market Makers which pricing may be distinguishable from the pricing applicable to Market Makers, as noted in the Pricing Schedule.

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.

Intermarket Competition

The Exchange believes its proposal remains competitive with other options markets and will offer market participants another choice of venue to transact options. 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. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited.

Intramarket Competition

The Exchange's proposal to define an Exposed Order for purposes of pricing in Options 7, Section 1(c) does not impose an undue burden on competition because the proposed pricing

for Exposed Orders would be applied uniformly to all orders subject to the Exchange's Route Timer, as described in Options 5, Section 4.

The Exchange's proposal to define a Lead Market Maker for purposes of pricing in Options 7, Section 1(c) does not impose an undue burden on competition because all Lead Market Makers would be uniformly subject to pricing applicable to Lead Market Makers, which pricing may be distinguishable from the pricing applicable to Market Makers, as noted in the Pricing Schedule.

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.¹⁷

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.

¹⁷ 15 U.S.C. 78s(b)(3)(A)(ii).

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-2026-043 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-2026-043. 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-2026-043 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

New text is underlined.

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 1 General Provisions

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(a) For purposes of assessing fees and paying rebates, the following references should serve as guidance.

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The term “**Customer**” or (“C”) applies to any transaction that is identified by a Participant for clearing in the Customer range at The Options Clearing Corporation (“OCC”) which is not for the account of broker or dealer or for the account of a “Professional” (as that term is defined in Options 1, Section 1(a)(48)).

An “**Exposed Order**” is an order that is broadcast via an order exposure alert as described within Options 5, Section 4 (Order Routing). Unless otherwise noted in Options 7, Section 2 pricing, Exposed Orders will be assessed the applicable “Taker” Fee and any order or quote that executes against an Exposed Order during a Route Timer will be paid/assessed the applicable “Maker” Rebate/Fee.

The term “**Firm**” or (“F”) applies to any transaction that is identified by a Participant for clearing in the Firm range at OCC.

The term “**Joint Back Office**” or “JBO” applies to any transaction that is identified by a Participant for clearing in the Firm range at OCC and is identified with an origin code as a JBO. A JBO will be priced the same as a Broker-Dealer as of September 1, 2014. A JBO participant is a Participant that maintains a JBO arrangement with a clearing broker-dealer (“JBO Broker”) subject to the requirements of Regulation T Section 220.7 of the Federal Reserve System as further discussed in Options 6C, Section 1.

The term “**Lead Market Maker**” or (“LMM”) applies to a registered NOM Market Maker that is approved pursuant to Options 2, Section 3 to be the LMM in an options class (options classes).

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.

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