

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 19	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2013 - * 128	Amendment No. (req. for Amendments *)
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Filing by NASDAQ OMX PHLX LLC.
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input checked="" type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
	Section 3C(b)(2) * <input type="checkbox"/>

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description

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

A proposed rule change to further describe the application of fees assessed for connectivity to the Carteret test environment under Chapter VIII of the Exchange's Pricing Schedule.

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 * Sean	Last Name * Bennett
Title * Associate General Counsel	
E-mail * sean.bennett@nasdaqomx.com	
Telephone * (301) 978-8499	Fax (301) 978-8472

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

(Title *)

Date 12/23/2013	Executive Vice President and General Counsel
By Edward S. Knight	
(Name *)	

Persona Not Validated - 1383935917270,

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

Add Remove View

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 *

Add Remove View

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 Advance 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, security-based swap submission, or advance notice 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

Add Remove View

Exhibit Sent As Paper Document

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 3 - Form, Report, or Questionnaire

Add Remove View

Exhibit Sent As Paper Document

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 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

Add Remove View

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) Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² NASDAQ OMX PHLX LLC (“Phlx” or the “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to further describe the application of fees assessed pursuant to subparagraph (d) of “Testing Facilities” under Chapter VIII of the Exchange’s Pricing Schedule. The Exchange is also eliminating outdated text relating to the applicability of the fees assessed for use and connectivity to the Testing Facilities.

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

* * * * *

NASDAQ OMX PHLX LLC¹ PRICING SCHEDULE

ALL BILLING DISPUTES MUST BE SUBMITTED TO THE EXCHANGE IN WRITING AND MUST BE ACCOMPANIED BY SUPPORTING DOCUMENTATION. ALL DISPUTES MUST BE SUBMITTED NO LATER THAN SIXTY (60) DAYS AFTER RECEIPT OF A BILLING INVOICE, EXCEPT FOR DISPUTES CONCERNING NASDAQ OMX PSX FEES, PROPRIETARY DATA FEED FEES AND CO-LOCATION SERVICES FEES. AS OF JANUARY 3, 2011, THE EXCHANGE WILL CALCULATE FEES ON A TRADE DATE BASIS.

¹ PHLX® is a registered trademark of The NASDAQ OMX Group, Inc.

* * * * *

VIII. NASDAQ OMX PSX FEES

* * * * *

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Testing Facilities[†]

The Exchange operates two test environments. One is located in Ashburn, Virginia and the other in Carteret, New Jersey. Unless otherwise noted, reference to the “Testing Facility” applies to both environments.

(a) – (c) No change.

(d) Subscribers to the Testing Facility located in Carteret, New Jersey shall pay a fee of \$1,000 per hand-off, per month for connection to the Testing Facility. The hand-off fee includes either a 1Gb or 10Gb switch port and a cross connect to the Testing Facility. Subscribers shall also pay a one-time installation fee of \$1,000 per hand-off, which is waived for all installations ordered prior to March 31, 2014.

The connectivity provided under this rule also provides connectivity to the other test environments of NASDAQ OMX BX, Inc. and The NASDAQ Stock Market LLC.

[† Testing Facility fees will be waived for the period ending on the sixth full calendar month following the launch of NASDAQ OMX PSX.]

* * * * *

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors of the Exchange on July 17, 2013. No other action by the Exchange is necessary for the filing of the rule change.

Questions regarding this rule filing may be directed to T. Sean Bennett, Associate General Counsel, The NASDAQ OMX Group, Inc., at (301) 978-8499 (telephone) or (301) 978-8472 (fax).

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

a. Purpose

The Exchange is proposing to amend the Phlx Pricing Schedule to more fully describe the application of the newly-adopted fee³ assessed for direct connectivity to the Testing Facility⁴ test environment located in Carteret, New Jersey ("Carteret"). The Testing Facility provides subscribers with a virtual Exchange System test environment that closely approximates the production environment and on which they may test their automated systems that integrate with the Exchange. The Exchange recently developed a test environment located in Carteret that provides NASDAQ OMX PSX ("PSX")⁵ equity trade testing functionality. The new test environment was developed together with equity test environments of the Phlx's sister exchanges, NASDAQ OMX BX, Inc. and The NASDAQ Stock Market LLC, also located at Carteret, New Jersey (collectively with PSX, the "Equity Markets").

The Exchange is proposing to add language to subparagraph (d) of "Testing Facilities" under Chapter VIII of the Exchange's Pricing Schedule that was erroneously omitted when the fee was originally adopted.⁶ The new rule text explains that a firm that is a member of more than one of the Equity Markets may access the test environments of each of the Equity Markets of which it is a member through a single connectivity

³ See Securities Exchange Act Release No. 71036 (December 11, 2013), 78 FR 76350 (December 17, 2013) (SR-Phlx-2013-116).

⁴ See <http://www.nasdaqtrader.com/Trader.aspx?id=TestingFacility> for a description of the Testing Facility.

⁵ PSX is the Phlx equity market.

⁶ Supra note 3.

subscription under the rule. The Exchange notes that each of the Equity Markets has identical installation and hand-off fees for Carteret connectivity and these fees relate to the physical connection to the hardware infrastructure that houses all three test environments of the Equity Markets. Members of the Equity Markets must separately pay port fees to connect to the individual test environments of the Equity Markets of which it is a member within the hardware infrastructure housing them.⁷ Therefore, a firm that is a member of multiple Equity Markets is not charged the Carteret connectivity fees for a hand-off under each of the identical rules of such markets, but rather is assessed a single market's Carteret connectivity fees. Consequently, a member organization of PSX using the Carteret test environment may be assessed the connectivity fee under another Equity Markets' rules of which it is a member, yet pay the PSX port fee to connect to the PSX test environment. Similarly, a member organization may subscribe to Carteret connectivity under the Phlx Pricing Schedule and not have an obligation to pay the same fee under the rules of the other Equity Markets of which it is a member, but have an obligation to pay those markets' port fees. The Exchange notes that, in adopting the identical fee for Carteret connectivity, NASDAQ OMX BX, Inc. included rule text consistent with the rule text proposed herein.⁸ Accordingly, the Exchange is adding rule text to Carteret connectivity fee rule to reflect that the connectivity provided by the rule also provides access to the test environments of NASDAQ OMX BX, Inc. and The NASDAQ Stock Market LLC.

⁷ Phlx Pricing Schedule, Chapter VIII Testing Facilities subparagraph (a), NASDAQ Rule 7030(d)(1)(B), and BX Rule 7030(d)(1).

⁸ See Securities Exchange Act Release No. 71035 (December 11, 2013), 78 FR 76344 (December 17, 2013) (SR-BX-2013-058).

The Exchange is also eliminating text from the Testing Facilities rule that relates to a general waiver of fees under the rule, which was effective with the launch of PSX and ended six months thereafter. PSX launched in October 2010,⁹ and consequently the fee waiver period has expired. Accordingly, the Exchange is removing the text relating to this fee waiver period.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act¹⁰ in general, and with Section 6(b)(5) of the Act,¹¹ in particular. The Exchange believes the proposal furthers the objectives of Section 6(b)(5) of the Act¹² in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest and is not designed to permit unfair discrimination between customer, issuers, brokers and dealers. The Exchange is proposing to add clarifying language to the rule, which was erroneously omitted when the rule was adopted and further describes the application of the rule. Moreover, the proposed new rule text is consistent with the identical rule of NASDAQ OMX BX, Inc. and how fees are assessed under that rule. Last, the Exchange is proposing to eliminate outdated rule text from the rule, which serves no purpose. Accordingly, the Exchange believes that it is consistent with the protection of investors and the public interest to

⁹ See <http://www.nasdaqtrader.com/Tradernews.aspx?id=eta2010-56>.

¹⁰ 15 U.S.C. 78f(b).

¹¹ 15 U.S.C. 78f(b)(5).

¹² Id.

avoid potential market participant confusion that may be caused by the omission of the proposed rule text and the inclusion of outdated rule text.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. The proposed rule change clarifies how fees will be assessed to a firm that is a member of more than one of the Equity Markets and makes clear that a member organization may gain access to the test environments of the other Equity Markets through a subscription under the rule. Members of multiple Equity Markets are assessed the same fee for Carteret connectivity and must pay the port fees of each of the Equity Markets to gain access to such markets' test environments. In addition, the proposed change eliminates rule text that relates to a fee waiver that has since expired. As a consequence, the Exchange does not believe that the proposed rule change is impactful to competition in any respect.

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

No written comments were either solicited or received.

6. Extension of Time Period for Commission Action

Not applicable.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹³ and Rule 19b-4(f)(6) thereunder¹⁴ in that it effects a change that: (i) does not

¹³ 15 U.S.C. 78s(b)(3)(A).

significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest. The Exchange believes that the proposed rule change is consistent with these requirements because it makes a clarifying change to the rule, which was erroneously omitted and which is consistent with the application of the identical rule of NASDAQ OMX BX, Inc., and also eliminates rule text relating to a fee waiver that has since expired. The Exchange has provided the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule.

The Exchange requests that the Commission waive the 30-day operative delay contained in Exchange Act Rule 19b-4(f)(6)(iii).¹⁵ The Exchange requests this waiver because it will allow the change to be both effective and operative immediately upon filing. As noted, the proposed change makes a clarifying change to the rule, which was omitted erroneously when the rule was adopted and which is identical to the rule text of NASDAQ OMX BX, Inc. Also as noted, the proposed change eliminates rule text relating to a fee waiver that has since expired. Accordingly, the Exchange believes that it is in the interest of protecting investors and the public interest to waive the 30-day operative delay so that the Exchange may implement the changes at the earliest time possible, thus avoiding potential market participant confusion that may be caused by the

¹⁴ 17 CFR 240.19b-4(f)(6).

¹⁵ 17 CFR 240.19b-4(f)(6)(iii).

absence of the proposed rule text, and continued inclusion of rule text relating to an expired fee waiver period.

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

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

The proposed new rule text is based on NASDAQ OMX BX, Inc. Rule 7030(d)(4).

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

Not applicable.

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

Not applicable.

11. Exhibits

1. Completed notice of proposed rule change for publication in the Federal Register.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-Phlx-2013-128

January __, 2014

Self-Regulatory Organizations; NASDAQ OMX PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Further Describe the Application of Fees Assessed for Connectivity to the Carteret Test Environment under Chapter VIII of the Exchange's Pricing Schedule

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 [DATE], NASDAQ OMX PHLX LLC ("Phlx" or the "Exchange") filed with the Securities and Exchange Commission ("Commission") a 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 a rule change to further describe the application of fees assessed pursuant to subparagraph (d) of "Testing Facilities" under Chapter VIII of the Exchange's Pricing Schedule. The Exchange is also eliminating outdated text relating to the applicability of the fees assessed for use and connectivity to the Testing Facilities.

The text of the proposed rule change is below. Proposed new language is underlined.

* * * * *

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

NASDAQ OMX PHLX LLC¹ PRICING SCHEDULE

ALL BILLING DISPUTES MUST BE SUBMITTED TO THE EXCHANGE IN WRITING AND MUST BE ACCOMPANIED BY SUPPORTING DOCUMENTATION. ALL DISPUTES MUST BE SUBMITTED NO LATER THAN SIXTY (60) DAYS AFTER RECEIPT OF A BILLING INVOICE, EXCEPT FOR DISPUTES CONCERNING NASDAQ OMX PSX FEES, PROPRIETARY DATA FEED FEES AND CO-LOCATION SERVICES FEES. AS OF JANUARY 3, 2011, THE EXCHANGE WILL CALCULATE FEES ON A TRADE DATE BASIS.

¹ PHLX® is a registered trademark of The NASDAQ OMX Group, Inc.

* * * * *

VIII. NASDAQ OMX PSX FEES

* * * * *

Testing Facilities[†]

The Exchange operates two test environments. One is located in Ashburn, Virginia and the other in Carteret, New Jersey. Unless otherwise noted, reference to the “Testing Facility” applies to both environments.

(a) – (c) No change.

(d) Subscribers to the Testing Facility located in Carteret, New Jersey shall pay a fee of \$1,000 per hand-off, per month for connection to the Testing Facility. The hand-off fee includes either a 1Gb or 10Gb switch port and a cross connect to the Testing Facility. Subscribers shall also pay a one-time installation fee of \$1,000 per hand-off, which is waived for all installations ordered prior to March 31, 2014.

The connectivity provided under this rule also provides connectivity to the other test environments of NASDAQ OMX BX, Inc. and The NASDAQ Stock Market LLC.

[† Testing Facility fees will be waived for the period ending on the sixth full calendar month following the launch of NASDAQ OMX PSX.]

* * * * *

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 those 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 parts of such statements.

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

1. Purpose

The Exchange is proposing to amend the Phlx Pricing Schedule to more fully describe the application of the newly-adopted fee³ assessed for direct connectivity to the Testing Facility⁴ test environment located in Carteret, New Jersey ("Carteret"). The Testing Facility provides subscribers with a virtual Exchange System test environment that closely approximates the production environment and on which they may test their automated systems that integrate with the Exchange. The Exchange recently developed a

³ See Securities Exchange Act Release No. 71036 (December 11, 2013), 78 FR 76350 (December 17, 2013) (SR-Phlx-2013-116).

⁴ See <http://www.nasdaqtrader.com/Trader.aspx?id=TestingFacility> for a description of the Testing Facility.

test environment located in Carteret that provides NASDAQ OMX PSX (“PSX”)⁵ equity trade testing functionality. The new test environment was developed together with equity test environments of the Phlx’s sister exchanges, NASDAQ OMX BX, Inc. and The NASDAQ Stock Market LLC, also located at Carteret, New Jersey (collectively with PSX, the “Equity Markets”).

The Exchange is proposing to add language to subparagraph (d) of “Testing Facilities” under Chapter VIII of the Exchange’s Pricing Schedule that was erroneously omitted when the fee was originally adopted.⁶ The new rule text explains that a firm that is a member of more than one of the Equity Markets may access the test environments of each of the Equity Markets of which it is a member through a single connectivity subscription under the rule. The Exchange notes that each of the Equity Markets has identical installation and hand-off fees for Carteret connectivity and these fees relate to the physical connection to the hardware infrastructure that houses all three test environments of the Equity Markets. Members of the Equity Markets must separately pay port fees to connect to the individual test environments of the Equity Markets of which it is a member within the hardware infrastructure housing them.⁷ Therefore, a firm that is a member of multiple Equity Markets is not charged the Carteret connectivity fees for a hand-off under each of the identical rules of such markets, but rather is assessed a single market’s Carteret connectivity fees. Consequently, a member organization of PSX using the Carteret test environment may be assessed the connectivity fee under another

⁵ PSX is the Phlx equity market.

⁶ Supra note 3.

⁷ Phlx Pricing Schedule, Chapter VIII Testing Facilities subparagraph (a), NASDAQ Rule 7030(d)(1)(B), and BX Rule 7030(d)(1).

Equity Markets' rules of which it is a member, yet pay the PSX port fee to connect to the PSX test environment. Similarly, a member organization may subscribe to Carteret connectivity under the Phlx Pricing Schedule and not have an obligation to pay the same fee under the rules of the other Equity Markets of which it is a member, but have an obligation to pay those markets' port fees. The Exchange notes that, in adopting the identical fee for Carteret connectivity, NASDAQ OMX BX, Inc. included rule text consistent with the rule text proposed herein.⁸ Accordingly, the Exchange is adding rule text to Carteret connectivity fee rule to reflect that the connectivity provided by the rule also provides access to the test environments of NASDAQ OMX BX, Inc. and The NASDAQ Stock Market LLC.

The Exchange is also eliminating text from the Testing Facilities rule that relates to a general waiver of fees under the rule, which was effective with the launch of PSX and ended six months thereafter. PSX launched in October 2010,⁹ and consequently the fee waiver period has expired. Accordingly, the Exchange is removing the text relating to this fee waiver period.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act¹⁰ in general, and with Section 6(b)(5) of the Act,¹¹ in particular. The Exchange

⁸ See Securities Exchange Act Release No. 71035 (December 11, 2013), 78 FR 76344 (December 17, 2013) (SR-BX-2013-058).

⁹ See <http://www.nasdaqtrader.com/Tradernews.aspx?id=eta2010-56>.

¹⁰ 15 U.S.C. 78f(b).

¹¹ 15 U.S.C. 78f(b)(5).

believes the proposal furthers the objectives of Section 6(b)(5) of the Act¹² in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest and is not designed to permit unfair discrimination between customer, issuers, brokers and dealers. The Exchange is proposing to add clarifying language to the rule, which was erroneously omitted when the rule was adopted and further describes the application of the rule. Moreover, the proposed new rule text is consistent with the identical rule of NASDAQ OMX BX, Inc. and how fees are assessed under that rule. Last, the Exchange is proposing to eliminate outdated rule text from the rule, which serves no purpose. Accordingly, the Exchange believes that it is consistent with the protection of investors and the public interest to avoid potential market participant confusion that may be caused by the omission of the proposed rule text and the inclusion of outdated rule text.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. The proposed rule change clarifies how fees will be assessed to a firm that is a member of more than one of the Equity Markets and makes clear that a member organization may gain access to the test environments of the other Equity Markets through a subscription under the rule. Members of multiple Equity Markets are assessed the same fee for Carteret connectivity and must pay the port fees of each of the Equity Markets to gain access to such markets' test environments. In addition, the

¹²

Id.

proposed change eliminates rule text that relates to a fee waiver that has since expired.

As a consequence, the Exchange does not believe that the proposed rule change is impactful to competition in any respect.

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

Written comments were neither solicited nor received.

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

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act¹³ and subparagraph (f)(6) of Rule 19b-4 thereunder.¹⁴

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. The Exchange has provided the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change.

¹³ 15 U.S.C. 78s(b)(3)(a)(ii).

¹⁴ 17 CFR 240.19b-4(f)(6).

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 (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-Phlx-2013-128 on the subject line.

Paper comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-Phlx-2013-128. This file number should be included on the subject line if e-mail is used.

To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room on official business days between the hours of 10:00 a.m. and 3:00 p.m.

Copies of such filing also will be available for inspection and copying at the principal offices of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

All submissions should refer to File Number SR-Phlx-2013-128, and should be submitted on or before [insert date 21 days from publication in the Federal Register].

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

Kevin M. O'Neill
Deputy Secretary

¹⁵ 17 CFR 200.30-3(a)(12).