

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 23	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR - 2015 - * 15	Amendment No. (req. for Amendments *)
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"/>	
			Rule	
Pilot <input type="checkbox"/>	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"/>			
Description				
Provide a brief description of the action (limit 250 characters, required when Initial is checked *).				
<input type="text" value="Relating to Remote Streaming Quote Traders"/>				
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 *	<input type="text" value="Angela"/>	Last Name *	<input type="text" value="Dunn"/>	
Title *	<input type="text" value="Associate General Counsel"/>			
E-mail *	<input type="text" value="angela.dunn@nasdaqomx.com"/>			
Telephone *	<input type="text" value="(215) 496-5692"/>	Fax	<input type="text"/>	
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	<input type="text" value="02/09/2015"/>	<input type="text" value="Executive Vice President and General Counsel"/>		
By	<input type="text" value="Edward S.Knight"/>	<input type="text"/>		
(Name *)				
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.				
<input type="button" value="edward.knight@nasdaq.com"/>				

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

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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

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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

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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

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

Partial Amendment

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

1. Text of the Proposed Rule Change

(a) NASDAQ OMX PHLX LLC (“Phlx” or “Exchange”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² proposes to amend Phlx Rule 507, entitled “Application for Approval as an SQT or RSQT or RSQTO and Assignment in Options” to increase the number of Remote Streaming Quote Traders (“RSQTs”) that may be affiliated with a Remote Streaming Quote Trader Organization (“RSQTOs”).

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1 and a copy of applicable portion of the rule text is attached hereto 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 of the Exchange on July 16, 2014. Exchange staff will advise the Board of Directors of any action taken pursuant to delegated authority. No other action by the Exchange is necessary for the filing of the rule change.

Questions and comments on the proposed rule change may be directed to Angela Saccomandi Dunn, Associate General Counsel, The NASDAQ OMX Group at (215) 496-5692.

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

The purpose of the proposed rule change is to amend Phlx Rule 507, entitled “Application for Approval as an SQT or RSQT or RSQTO and Assignment in Options,” to increase the number of RSQTs that may be affiliated with RSQTOs. RSQTs are one of several types of Registered Options Traders (“ROTs”) on the Exchange. ROTs are market makers that include Streaming Quote Traders (“SQTs”),³ RSQTs,⁴ Directed Streaming Quote Traders (“DSQTs”), and Directed Remote Streaming Quote Traders (“DRSQTs”).⁵

Rule 507 is one of the numerous rules administered by the Exchange that deal with allocation and assignment of securities. These Rules generally describe the process for: applying for an appointment as a specialist; allocating classes of options to specialist units and individual specialists; applying for an appointment as an SQT or RQT; as well as continuing performance obligations. The Rules also indicate, among other things,

³ An SQT is an ROT who has received permission from the Exchange to generate and submit option quotations electronically in eligible options to which such SQT is assigned. An SQT may only submit such quotations while such SQT is physically present on the floor of the Exchange. See Rule 1014(b)(ii)(A).

⁴ An RSQT is an ROT that is a member or member organization with no physical trading floor presence who has received permission from the Exchange to generate and submit option quotations electronically in eligible options to which such RSQT has been assigned. An RSQT may only submit such quotations electronically from off the floor of the Exchange. See Rule 1014(b)(ii)(B).

⁵ A DSQT is an SQT and a DRSQT is an RSQT that receives a Directed Order. Exchange Rule 1080(l)(i)(A) defines Directed Order as any customer order (other than a stop or stop-limit order as defined in Rule 1066) to buy or sell which has been directed to a particular specialist, RSQT, or SQT by an Order Flow Provider and delivered to the Exchange via its electronic quoting, execution and trading system.

under what circumstances new allocations are made to specialists and assignments are determined for SQTs.⁶ The process for applying to be an RSQTO and applying for an assignment in options as an RQST or SQT is set forth in Rule 507. All new applicants for trading privileges will continue to be subject to the process for assignment described in Rule 507. The Exchange considers all applicants for assignment in options using the objective criteria set forth in Exchange Rule 507(b). The objective criteria are used by the Exchange in determining the most beneficial assignment of options for the Exchange and the public. Approved RSQTs have certain electronic quoting obligations via the Exchange's electronic quoting and trading system, as well as restrictions, pertaining to

⁶ See, e.g., Supplementary Material .01 to Rule 506 (specialist may not apply for a new allocation for a period of six months after an option allocation was taken away from the specialist in a disciplinary proceeding or an involuntary reallocation proceeding). Specifically, Rule 507 discusses the process of applying for approval as an RSQT or SQT on the Exchange and assignment of options to them. Under Rule 507, RSQTOs are Exchange member organizations while SQTs and RSQTs are Exchange members. Any member organization of the Exchange in good standing that satisfies the RSQTO readiness requirements will be approved as an RSQTO. RSQTOs may also be referred to as Remote Market Maker Organizations ("RMOs") and RSQTs may also be referred to as Remote Market Markers ("RMMs"). Rule 507(a). No limit is placed on the number of member organizations that may become RSQTOs. Moreover, as many as three RSQT applicants affiliated with an RSQTO may be approved as an RSQT, to the extent that each such RSQT applicant is qualified as an ROT in good standing, and satisfies the five readiness requirements that are set out in Rule 507. There is no limit on the number of qualifying ROTs that may be approved as RSQTs, as long as the applicants are qualified as ROTs in good standing and satisfy the readiness requirements. No limit is placed on the number of member organizations that may become RSQTOs. Moreover, as many as three RSQT applicants affiliated with an RSQTO may be approved as an RSQT, to the extent that each such RSQT applicant is qualified as an ROT in good standing, and satisfies the five readiness requirements that are set out in Rule 507. There is no limit on the number of qualifying ROTs that may be approved as RSQTs, as long as the applicants are qualified as ROTs in good standing and satisfy the readiness requirements.

the current market makers on the Exchange.⁷ SQTs and RSQTs are subject to performance evaluations to determine whether they have fulfilled performance standards relating to, among other things, quality of markets, efficient quote submission to the Exchange (including quotes submitted through a third party vendor), competition among market makers, observance of ethical standards, and administrative factors.⁸

The Exchange is not proposing to amend the process or procedure for applying to act as a market maker on the Exchange nor the obligations or performance evaluations that are conducted once appointed. The Exchange proposes to amend Rule 507(a) to increase the number of RSQTs that may be affiliated with an RSQTO from three to five RSQTs. The Exchange initially selected three RSQTs when the concept of an RSQTO was adopted because the Exchange believed that up to three RSQTs for each RSQTO organization would strike a proper balance with respect to the anticipated increase to support quoting and trading options in light of competition. The RSQTO concept was initially adopted in 2013.⁹ At this time, the Exchange believes the number of RSQTs affiliated with an RSQTO can be increased to allow up to five RSQTs to be affiliated with an RSQTO, without a significant impact on message traffic, while allowing increased competition. The Exchange has allowed up to three RSQTs in the interim two years and at this time believes it has the adequate capacity to propose the increased number of RSQTs to quote. The Exchange will continue to monitor the number of

⁷ More than one RSQT may submit a quote in an assigned option, to the extent that each RSQT applies for and is approved as an RSQT affiliated with an RSQTO pursuant to Rule 507. See Rule 1014 (b)(ii)(B).

⁸ See Rule 510.

⁹ See Securities and Exchange Release No. 68689 (January 25, 2013), 78 FR 5518 (January 18, 2013) (SR-Phlx-2013-03).

permitted RSQTs in relation to its capacity. The Exchange notes that the Maximum Number of Quoters (“MNQs”) refers to the maximum number of participants that may be assigned in a particular equity option at any one time. The MNQ level for options trading on the Exchange is 30 for all equity options listed for trading on the Exchange.¹⁰ This rule change will not impact the MNQ. Other options exchanges similarly impose higher limits on the number of total members that may quote electronically.¹¹ The Exchange represents that it has the system capacity to continue to support quoting and trading options subsequent to the effectiveness of this proposal. The Exchange represents that it has an adequate surveillance program in place for options that are quoted and traded on the Exchange and intends to continue application of those program procedures as necessary. Additionally, the Exchange is a member of the Intermarket Surveillance Group (“ISG”) under the Intermarket Surveillance Group Agreement, dated June 20, 1994. ISG members coordinate surveillance and investigative information sharing for equity and options markets. Moreover, futures exchanges are affiliated members of the

¹⁰ See Commentaries .01 to .05 to Rule 507.

¹¹ The Chicago Board Options Exchange Incorporated (“CBOE”) imposes an upper limit on the aggregate number of Trading Permit Holders that may quote electronically in each product during each trading session (“Class Quoting Limit” or “CQL”). The DPM or LMM(s) assigned to the product and Market-Makers who hold an appointment in the product are entitled to quote electronically in those products for as long as they maintain an appointment in those products. All other Market-Makers that request the ability to submit quotes electronically in the subject product will be entitled to quote electronically in that product in the order in which they so request provided the number of Trading Permit Holders quoting electronically in the product does not exceed the CQL. When the number of Trading Permit Holders in the product quoting electronically equals the CQL, all other Trading Permit Holders requesting the ability to quote electronically in that product will be wait-listed in the order in which they submitted the request. The CQL for products trading on the Hybrid Trading System is fifty (50). See CBOE Rule 8.3A.

ISG, which allows for the sharing of surveillance information for potential intermarket trading abuses.

The Exchange believes that the proposed rule change increasing the number of RSQTs that may be affiliated with RSQTOs will encourage competition, create additional trading opportunities and outlets and increase the depth of markets.

The Exchange is also proposing to delete rule text in Rule 507 related to RSQTO conversions. The rule text was originally adopted to provide guidance as to the initial manner and timeframe within which members were required to notify the Exchange of the names of the affiliated RSQTs. This language is no longer necessary and the Exchange proposes to delete the rule text.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act¹² in general, and furthers the objectives of Section 6(b)(5) of the Act¹³ in particular, 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, by enabling a greater number of RSQTs to be affiliated with an RSQTO.

The Exchange believes that this proposal does not engender unfair discrimination among specialists, specialist units, SQTs and RSQTs. This proposal to amend Rule 507 will be equally applicable to all members and member organizations at the Exchange. Increasing the number of RSQTs associated with an RSQTO is pro-competitive, because

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(5).

it adds depth and liquidity to the Exchange's markets by permitting additional participants to compete on the Exchange.

The Exchange believes that deleting the language concerning the RSQTO conversion period, which was initially implemented to provide a timeframe to permit member organizations to provide notification to the Exchange of up to three affiliated RSQTOs, will clarify the Rule text by removing this language which is no longer necessary and is outdated.

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. To the contrary, the proposal further promotes intra-market competition on the Exchange which should lead to tighter, more efficient markets to the benefit of market participants including public investors that engage in trading and hedging on the Exchange, and thereby make the Exchange a desirable market as compared to other options exchanges and therefore promoted inter-market competition.

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

The Exchange does not consent to an extension of the time period for Commission action.

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)¹⁴ of the Act and Rule 19b-4(f)(6) thereunder¹⁵ in that it effects a change that: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

The proposed rule change does not significantly affect the protection of investors or the public interest, nor does it impose any significant burden on competition, rather it seeks to enable RSQTOs to become affiliated with a greater number of RSQTs and thereby add depth and liquidity to the Exchange's markets by permitting additional participants to compete on the Exchange.

Furthermore, Rule 19b-4(f)(6)(iii) requires a self-regulatory organization to give the Commission written notice of its intent to file a proposed rule change under that subsection at least five business days prior to the date of filing, or such shorter time as designated by the Commission. The Exchange has provided such notice.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is: (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

¹⁴ 15 U.S.C. 78s(b)(3)(A).

¹⁵ 17 CFR 240.19b-4(f)(6).

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 rule change is not based on the rules of another self-regulatory organization or of the Commission.

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 for publication in the Federal Register.
5. Applicable portion of the rule text.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-Phlx-2015-15)

Self-Regulatory Organizations; NASDAQ OMX PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Remote Streaming Quote Traders

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 February 9, 2015, NASDAQ OMX PHLX LLC (“Phlx” 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 Phlx Rule 507, entitled “Application for Approval as an SQT or RSQT or RSQTO and Assignment in Options” to increase the number of Remote Streaming Quote Traders (“RSQTs”) that may be affiliated with a Remote Streaming Quote Trader Organization (“RSQTOs”).

The text of the proposed rule change is available on the Exchange’s Website at <http://nasdaqomxphlx.cchwallstreet.com/>, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

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

The purpose of the proposed rule change is to amend Phlx Rule 507, entitled “Application for Approval as an SQT or RSQT or RSQTO and Assignment in Options,” to increase the number of RSQTs that may be affiliated with RSQTOs. RSQTs are one of several types of Registered Options Traders (“ROT”) on the Exchange. ROTs are market makers that include Streaming Quote Traders (“SQTs”),³ RSQTs,⁴ Directed Streaming Quote Traders (“DSQTs”), and Directed Remote Streaming Quote Traders (“DRSQTs”).⁵

³ An SQT is an ROT who has received permission from the Exchange to generate and submit option quotations electronically in eligible options to which such SQT is assigned. An SQT may only submit such quotations while such SQT is physically present on the floor of the Exchange. See Rule 1014(b)(ii)(A).

⁴ An RSQT is an ROT that is a member or member organization with no physical trading floor presence who has received permission from the Exchange to generate and submit option quotations electronically in eligible options to which such RSQT has been assigned. An RSQT may only submit such quotations electronically from off the floor of the Exchange. See Rule 1014(b)(ii)(B).

⁵ A DSQT is an SQT and a DRSQT is an RSQT that receives a Directed Order. Exchange Rule 1080(l)(i)(A) defines Directed Order as any customer order (other than a stop or stop-limit order as defined in Rule 1066) to buy or sell which has been directed to

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a particular specialist, RSQT, or SQT by an Order Flow Provider and delivered to the Exchange via its electronic quoting, execution and trading system.

⁶ See, e.g., Supplementary Material .01 to Rule 506 (specialist may not apply for a new allocation for a period of six months after an option allocation was taken away from the specialist in a disciplinary proceeding or an involuntary reallocation proceeding). Specifically, Rule 507 discusses the process of applying for approval as an RSQT or SQT on the Exchange and assignment of options to them. Under Rule 507, RSQTOs are Exchange member organizations while SQTs and RSQTs are Exchange members. Any member organization of the Exchange in good standing that satisfies the RSQTO readiness requirements will be approved as an RSQTO. RSQTOs may also be referred to as Remote Market Maker Organizations (“RMOs”) and RSQTs may also be referred to as Remote Market Markers (“RMMs”). Rule 507(a). No limit is placed on the number of member organizations that may become RSQTOs. Moreover, as many as three RSQT applicants affiliated with an RSQTO may be approved as an RSQT, to the extent that each such RSQT applicant is qualified as an ROT in good standing, and satisfies the five readiness requirements that are set out in Rule 507. There is no limit on the number of qualifying ROTs that may be approved as RSQTs, as long as the applicants are qualified as ROTs in good standing and satisfy the readiness requirements. No limit is placed on the number of member organizations that may become RSQTOs. Moreover, as many as three RSQT applicants affiliated with an RSQTO may be approved as an RSQT, to the extent that each such RSQT applicant is qualified as an ROT in good standing, and satisfies the five readiness requirements that are set out in Rule 507. There is no limit on the number of qualifying ROTs that may be approved as RSQTs, as long as the applicants are qualified as ROTs in good standing and satisfy the readiness requirements.

objective criteria set forth in Exchange Rule 507(b). The objective criteria are used by the Exchange in determining the most beneficial assignment of options for the Exchange and the public. Approved RSQTs have certain electronic quoting obligations via the Exchange's electronic quoting and trading system, as well as restrictions, pertaining to the current market makers on the Exchange.⁷ SQTs and RSQTs are subject to performance evaluations to determine whether they have fulfilled performance standards relating to, among other things, quality of markets, efficient quote submission to the Exchange (including quotes submitted through a third party vendor), competition among market makers, observance of ethical standards, and administrative factors.⁸

The Exchange is not proposing to amend the process or procedure for applying to act as a market maker on the Exchange nor the obligations or performance evaluations that are conducted once appointed. The Exchange proposes to amend Rule 507(a) to increase the number of RSQTs that may be affiliated with an RSQTO from three to five RSQTs. The Exchange initially selected three RSQTs when the concept of an RSQTO was adopted because the Exchange believed that up to three RSQTs for each RSQTO organization would strike a proper balance with respect to the anticipated increase to support quoting and trading options in light of competition. The RSQTO concept was initially adopted in 2013.⁹ At this time, the Exchange believes the number of RSQTs affiliated with an RSQTO can be increased to allow up to five RSQTs to be affiliated

⁷ More than one RSQT may submit a quote in an assigned option, to the extent that each RSQT applies for and is approved as an RSQT affiliated with an RSQTO pursuant to Rule 507. See Rule 1014 (b)(ii)(B).

⁸ See Rule 510.

⁹ See Securities and Exchange Release No. 68689 (January 25, 2013), 78 FR 5518 (January 18, 2013) (SR-Phlx-2013-03).

with an RSQTO, without a significant impact on message traffic, while allowing increased competition. The Exchange has allowed up to three RSQTs in the interim two years and at this time believes it has the adequate capacity to propose the increased number of RSQTs to quote. The Exchange will continue to monitor the number of permitted RSQTs in relation to its capacity. The Exchange notes that the Maximum Number of Quoters (“MNQs”) refers to the maximum number of participants that may be assigned in a particular equity option at any one time. The MNQ level for options trading on the Exchange is 30 for all equity options listed for trading on the Exchange.¹⁰ This rule change will not impact the MNQ. Other options exchanges similarly impose higher limits on the number of total members that may quote electronically.¹¹ The Exchange represents that it has the system capacity to continue to support quoting and trading options subsequent to the effectiveness of this proposal. The Exchange represents that it has an adequate surveillance program in place for options that are quoted and traded on the Exchange and intends to continue application of those program procedures as necessary. Additionally, the Exchange is a member of the Intermarket Surveillance

¹⁰ See Commentaries .01 to .05 to Rule 507.

¹¹ The Chicago Board Options Exchange Incorporated (“CBOE”) imposes an upper limit on the aggregate number of Trading Permit Holders that may quote electronically in each product during each trading session (“Class Quoting Limit” or “CQL”). The DPM or LMM(s) assigned to the product and Market-Makers who hold an appointment in the product are entitled to quote electronically in those products for as long as they maintain an appointment in those products. All other Market-Makers that request the ability to submit quotes electronically in the subject product will be entitled to quote electronically in that product in the order in which they so request provided the number of Trading Permit Holders quoting electronically in the product does not exceed the CQL. When the number of Trading Permit Holders in the product quoting electronically equals the CQL, all other Trading Permit Holders requesting the ability to quote electronically in that product will be wait-listed in the order in which they submitted the request. The CQL for products trading on the Hybrid Trading System is fifty (50). See CBOE Rule 8.3A.

Group (“ISG”) under the Intermarket Surveillance Group Agreement, dated June 20, 1994. ISG members coordinate surveillance and investigative information sharing for equity and options markets. Moreover, futures exchanges are affiliated members of the ISG, which allows for the sharing of surveillance information for potential intermarket trading abuses.

The Exchange believes that the proposed rule change increasing the number of RSQTs that may be affiliated with RSQTOs will encourage competition, create additional trading opportunities and outlets and increase the depth of markets.

The Exchange is also proposing to delete rule text in Rule 507 related to RSQTO conversions. The rule text was originally adopted to provide guidance as to the initial manner and timeframe within which members were required to notify the Exchange of the names of the affiliated RSQTs. This language is no longer necessary and the Exchange proposes to delete the rule text.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act¹² in general, and furthers the objectives of Section 6(b)(5) of the Act¹³ in particular, 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, by enabling a greater number of RSQTs to be affiliated with an RSQTO.

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(5).

The Exchange believes that this proposal does not engender unfair discrimination among specialists, specialist units, SQTs and RSQTs. This proposal to amend Rule 507 will be equally applicable to all members and member organizations at the Exchange. Increasing the number of RSQTs associated with an RSQTO is pro-competitive, because it adds depth and liquidity to the Exchange's markets by permitting additional participants to compete on the Exchange.

The Exchange believes that deleting the language concerning the RSQTO conversion period, which was initially implemented to provide a timeframe to permit member organizations to provide notification to the Exchange of up to three affiliated RSQTs, will clarify the Rule text by removing this language which is no longer necessary and is outdated.

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. To the contrary, the proposal further promotes intra-market competition on the Exchange which should lead to tighter, more efficient markets to the benefit of market participants including public investors that engage in trading and hedging on the Exchange, and thereby make the Exchange a desirable market as compared to other options exchanges and therefore promoted inter-market competition.

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

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 Act¹⁴ and subparagraph (f)(6) of Rule 19b-4 thereunder.¹⁵

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

IV. Solicitation of Comments

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

¹⁴ 15 U.S.C. 78s(b)(3)(a)(ii).

¹⁵ 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

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-2015-15 on the subject line.

Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-Phlx-2015-15. 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, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office 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-2015-15 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.¹⁶

Kevin M O'Neill
Deputy Secretary

¹⁶ 17 CFR 200.30-3(a)(12).

Exhibit 5

New text is underlined; deleted text is in brackets.

NASDAQ OMX PHLX Rules**RULES OF THE EXCHANGE**

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Rule 507. Application for Approval as an SQT, RSQT, or RSQTO and Assignment in Options

(a) Approval as an SQT, RSQT, or RSQTO. Registered Options Traders ("ROT"), as defined in Rule 1014, may apply for approval as Streaming Quote Traders ("SQTs") and Remote Streaming Quote Traders ("RSQTs"), as defined in Rule 1014(b)(ii). Member organizations may function as Remote Streaming Quote Trader Organizations ("RSQTOs") pursuant to this rule. RSQTOs may also be referred to as Remote Market Maker Organizations ("RMOs") and RSQTs may also be referred to as Remote Market Markers ("RMMs").

This Rule 507 places no limit on the number of qualifying ROTs that may become SQTs; any applicant that is qualified as an ROT in good standing, and that satisfies the technological readiness and testing requirements described in subsection (b)(ii) below, shall be approved as an SQT. This Rule 507 places no limit on the number of member organizations that are converted to or may become RSQTOs. Any member organization in good standing, and that satisfies the RSQTO readiness and testing requirements described in this rule, shall be approved as an RSQTO. As many as [three] five RSQTs at any time may be identified by and affiliated with an RSQTO. Each of the affiliated RSQTs must be qualified as an ROT and must be in good standing. However, based on system constraints, capacity restrictions or other factors relevant to the maintenance of a fair and orderly market, the Board may defer, for a period to be determined in the Board's discretion, approval of qualifying applications for SQT or RSQT status pending any action required to address the issue of concern to the Board. The Board may not defer a determination of the approval of the application of any SQT or RSQT applicant or place any limitation(s) on access to the Exchange's electronic quoting and trading system on any SQT or RSQT applicant unless the basis for such limitation(s) or deferral have been objectively determined by the Board, subject to Securities and Exchange Commission approval or effectiveness pursuant to a rule change filing under Section 19(b) of the Securities Exchange Act of 1934, as amended. The Exchange shall provide written notification to any SQT or RSQT applicant whose application is the subject of such limitation(s) or deferral, describing the objective basis for such limitation(s) or deferral.

[RSQTO conversion. Upon approval of the proposal establishing RSQTOs in this rule and Exchange notification via OTA of such approval, each member organization operating as an RSQT pursuant this rule will: a) be deemed an RSQTO, and b) within 21 days notify the Exchange of no more three RSQTs affiliated with the RSQTO (the "Conversion Period").]

RSQTO application. A[fter the Conversion Period a] member organization that is not currently qualified as an RSQTO may apply to the Exchange to be an RSQTO with up to [three] five affiliated RSQTs. Each RSQTO application shall be submitted to the Exchange's designated staff in writing (electronically or otherwise as specified by the Exchange) in a form and/or format prescribed by the Exchange and shall include, at a minimum, the name of the RSQTO applicant, the appropriate Exchange account number, and the name of each RSQT affiliated with the RSQTO applicant (the "Application Process").

(i) and (ii) No Change.

(b) – (f) No Change.

••• *Commentary:* -----

.01 - .04 No Change.

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