

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="21"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2015"/> - * <input type="text" value="32"/>	Amendment No. (req. for Amendments *) <input type="text"/>
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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"/>
			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"/>
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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 amend Rule 3301(h) to introduce the Market Hours Immediate or Cancel Time in Force for use on the NASDAQ OMX PSX System and to modify the processing of Good-til-market close-designated orders.

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="Sean"/>	Last Name * <input type="text" value="Bennett"/>
Title * <input type="text" value="Associate General Counsel"/>	
E-mail * <input type="text" value="sean.bennett@nasdaq.com"/>	
Telephone * <input type="text" value="(301) 978-8499"/>	Fax <input type="text" value="(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 <input type="text" value="03/24/2015"/>	<input type="text" value="Executive Vice President and General Counsel"/>
By <input type="text" value="Edward S. Knight"/>	<input type="text" value="edward.knight@nasdaq.com"/>

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 *

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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 *

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

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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) 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 “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to amend Rule 3301(h) to introduce the Market Hours Immediate or Cancel Time in Force for use on the NASDAQ OMX PSX System and to modify the processing of Good-til-market close-designated orders.

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 Exchange’s rules 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. The Exchange proposes to implement the proposed changes in the second quarter of 2015 and will provide at least 30 days notice of each change in an Equity Trader Alert.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Questions and comments on the proposed rule change may be directed to T. Sean Bennett, Associate General Counsel, 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 expand the number of Time in Force designations currently available for use in the PHLX NASDAQ OMX PSX System (“PSX System” or “PSX”) by adopting a Market Hours Immediate or Cancel (“Market Hours IOC” or “MIOC”) Time in Force. Time in Force is a characteristic of an order that limits the period of time that PSX System will hold an order for potential execution. Currently the Exchange offers the following six Times in Force for use in PSX: (1) System Hours Immediate or Cancel; (2) System Hours Day; (3) System Hours Good-till-Cancelled; (4) System Hours Expire Time; (5) Market Hours GTC; and (6) Good-til-market close.³ The Exchange is proposing to add the Market Hours IOC Time in Force, which will cause an order designated as such (or unexecuted portion thereof) to be canceled if, after entry into the PSX System, the order (or unexecuted portion thereof) becomes non-marketable during the period from 9:30 a.m. Eastern Time until 4:00 p.m. Eastern Time (“Regular Market Hours”). The new Time in Force is similar to the System Hours Immediate or Cancel (“SIOC”) Time in Force, which, as noted above, is currently available on the Exchange. Like the proposed MIOC Time in Force, an order with a Time in Force of SIOC will cause such an order (or a portion thereof) to be canceled and returned to the

³ See Rules 3301(h)(1) - (8). The Exchange notes that Rules 3301(h)(5) and (6) are currently held in reserve.

entering market participant if, after entry into the PSX System, the order (or unexecuted portion thereof) is not marketable. Unlike the System Hours Immediate or Cancel Time in Force, which is available for entry and potential execution from 8:00 a.m. until 5:00 p.m. Eastern Time (“System Hours”), the proposed MIOC Time in Force is only available for entry and potential execution during Regular Market Hours. As such, MIOC-designated orders will operate in the same manner as SIOC-designated orders, but are limited to entry and potential execution only during Regular Market Hours. The Exchange notes that, because it is an immediate or cancel time in force,⁴ the Exchange believes that it is appropriate to limit MIOC order entry to Regular Market Hours. An order designated with a Time in Force of MIOC that is entered outside of Regular Market Hours will be returned to the entering member firm without attempting to execute.

The Exchange notes that the NASDAQ Stock Market LLC (“NASDAQ”) currently has a MIOC Time in Force, which was adopted in 2006.⁵ The Exchange’s proposed MIOC Time in Force will operate identically, but will be available during a slightly different time period, which is attributable to NASDAQ’s Opening Cross process.⁶ Specifically, the Exchange’s MIOC Time in Force will be available for entry and potential execution from 9:30 a.m. through 4:00 p.m. Eastern Time, whereas NASDAQ’s MIOC Time in Force is available for entry and potential execution beginning

⁴ An order designated as “immediate or cancel” represents the entering member firm’s desire for the order to either execute immediately after the System determines whether the order is marketable or be canceled.

⁵ See Securities Exchange Act Release No. 54155 (July 16, 2006), 71 FR 41291 (July 20, 2006)(SR-NASDAQ-2006-001); see also NASDAQ Rule 4751(h)(5).

⁶ See NASDAQ Rule 4752.

after the completion of the NASDAQ Opening Cross⁷ through 4:00 p.m. Eastern Time.⁸ Unlike NASDAQ, PSX does not have an opening cross process, but rather opens for Regular Market Hours trading at 9:30 a.m. Eastern Time.⁹ Otherwise, the Exchange's proposed MIOC Time in Force will operate identically to NASDAQ's.

The Exchange is also proposing to modify the processing of orders designated as Good-til-market close ("GTMC").¹⁰ As noted above, the Exchange currently has a GTMC Time in Force, which allows an order designated as such to be executed from 8:00 a.m. to 4:00 p.m. Eastern Time. GTMC-designated orders entered after 4:00 p.m. Eastern Time, however, are converted to a Time in Force of SIOC. In lieu of converting such orders, the Exchange is proposing to no longer accept GTMC orders for execution after 4:00 p.m. Eastern Time. As a consequence, the Exchange is adding rule text to the rule noting the GTMC orders entered after 4:00 p.m. Eastern Time will not be accepted and is deleting text concerning conversion of the order. The Exchange notes that NASDAQ recently made similar changes to its GTMC Time in Force, whereby it will no longer accept GTMC-designated orders after initiation of its Lockdown Period, the time

⁷ NASDAQ's Opening Cross begins at 9:30 a.m. Eastern Time and market hours trading commences when the Opening Cross concludes. See NASDAQ Rule 4752(d).

⁸ The Exchange notes that NASDAQ recently provided the Commission notice of a proposed immediately effective filing to simplify handling of NASDAQ MIOC-designated orders by no longer accepting such orders prior to the completion of the NASDAQ Opening Cross. See SR-NASDAQ-2015-11P.

⁹ The System is opened for order entry at 8:00 a.m. Eastern Time and begins to process each order in accordance with its characteristics immediately. All trades executed prior to 9:30 a.m. shall be automatically appended with the ".T" modifier. See Rule 3302.

¹⁰ See Rule 4751(h)(8).

at which no further orders for participation in the NASDAQ Closing Cross or the continuous market will be accepted, which begins at 4:00 p.m. Eastern Time.¹¹

b. Statutory Basis

PHLX believes that the proposed rule changes are consistent with the provisions of Section 6 of the Act,¹² in general, and with Section 6(b)(5) of the Act,¹³ in particular, in that the proposal is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, 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 also in that it is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The Exchange believes that offering market participants with an additional Time in Force, which NASDAQ has had since 2006, is indicative of the Exchange's maturation as an equities market. Allowing Exchange participants the ability to more precisely select when their order may be executed removes impediments and perfects the mechanism of the market because it benefits all market participants and ensures that PHLX is able to compete with other market venues by providing similar tools and functionality. This

¹¹ See Securities Exchange Act Release No. 73943 (December 24, 2014), 80 FR 69 (January 2, 2015)(SR-NASDAQ-2014-123); see also Securities Exchange Act Release No. 74342 (February 20, 2015), 80 FR 10562 (February 26, 2015)(SR-NASDAQ-2015-014)(delaying implementation of the changes made by SR-NASDAQ-2014-123 until April 13, 2015).

¹² 15 U.S.C. 78f.

¹³ 15 U.S.C. 78f(b)(4) and (5).

functionality is nearly identical to the MIOC Time in Force that has been available on NASDAQ since 2006 and is well known to its market participants. Lastly, offering MIOC to PSX market participants raises no issues concerning unfair discrimination as the new Time in Force is available to all PSX market participants.

The proposed changes to the processing of GTMC-designated orders further these objectives because the changes simplify processing of such orders when entered after the close of Regular Market Hours. Rather than converting GTMC-designated orders to an order with a different time-in-force if entered after the market close, the Exchange will no longer accept them after 4:00 p.m. Eastern Time, which is consistent with a market participant's intent to execute during the period from 8:00 a.m. and 4:00 p.m. To the extent a member firm would like to participate in post-market hours trading, it may enter a new order eligible to participate in post-market trading. Moreover, simplifying the processing of GTMC-designated orders will remove complication in the handling of such orders, thereby further improving the operation of the market.

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. Specifically, the Exchange believes that the proposal will enhance PHLX's competitiveness by providing its market participants with an additional option to limit when their orders may be executed. As discussed above, the MIOC Time in Force is available on NASDAQ, and providing it on PSX will allow PHLX to compete with NASDAQ and any other market venue that provides similar Time in Force functionality. This may, in turn, increase the extent of liquidity available on PSX and increase its ability to compete with other execution venues to attract orders that are seeking immediate

execution during Regular Market Hours. The Exchange further believes that the introduction of the MIOC Time in Force will not impair in any manner the ability of market participants or other execution venues to compete. The proposed changes to GTMC Time in Force are designed to promote consistency and stability in the closing process and in the handling of orders after Regular Market Hours has ended. Such changes do not place a burden on competition between market participants as the changes are applied consistently to all PSX market participants. Moreover, the proposed changes may foster competition among exchanges and other markets, to the extent they make PSX a more attractive venue to market participants.

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 Act and Rule 19b-4(f)(6) thereunder 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 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 believes

that the addition of the proposed new MIOC Time in Force is consistent with the protection of investors and the public interest, because it will provide all PSX market participants with an additional option to designate when their orders may be executed, thus giving them more control over the nature of their orders. The proposed modification to the GTMC Time in Force is consistent with the protection of investors because it simplifies the processing of orders with such a designation. As noted above, the Exchange believes that the proposed new MIOC Time in Force will enhance PSX's competitiveness by providing its market participants with a functionality that has long been available on NASDAQ. The Exchange believes that this functionality will be appealing to market participants and may encourage them to seek executions on PSX as opposed to other venues that currently offer the Time in Force. Lastly, the Exchange does not believe that the proposed changes to the GTMC Time in Force will place any burden on competition because they are applied consistently to all PSX market participants, and simplify order processing and reduces complexity. Accordingly, the proposed rule changes do not burden competition, but may foster competition among exchanges to the extent they make PSX a more attractive market venue.

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.

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

The proposed rule change is based on the Market Hours IOC Time in Force of NASDAQ, as reflected in NASDAQ Rule 4751(h)(5), and recent changes to the GTMC

Time in Force of NASDAQ under NASDAQ Rule 4751(h)(8), which are effective but not yet operative.

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. Text of the proposed rule change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-Phlx-2015-32)

Self-Regulatory Organizations; NASDAQ OMX PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to amend Rule 3301(h)

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 March 24, 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 Rule 3301(h) to introduce the Market Hours Immediate or Cancel Time in Force for use on the NASDAQ OMX PSX System and to modify the processing of Good-til-market close-designated orders.

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.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 Exchange is proposing to expand the number of Time in Force designations currently available for use in the PHLX NASDAQ OMX PSX System ("PSX System" or "PSX") by adopting a Market Hours Immediate or Cancel ("Market Hours IOC" or "MIOC") Time in Force. Time in Force is a characteristic of an order that limits the period of time that PSX System will hold an order for potential execution. Currently the Exchange offers the following six Times in Force for use in PSX: (1) System Hours Immediate or Cancel; (2) System Hours Day; (3) System Hours Good-till-Cancelled; (4) System Hours Expire Time; (5) Market Hours GTC; and (6) Good-til-market close.³ The Exchange is proposing to add the Market Hours IOC Time in Force, which will cause an order designated as such (or unexecuted portion thereof) to be canceled if, after entry into the PSX System, the order (or unexecuted portion thereof) becomes non-marketable during the period from 9:30 a.m. Eastern Time until 4:00 p.m. Eastern Time ("Regular Market Hours"). The new Time in Force is similar to the System Hours Immediate or Cancel ("SIOC") Time in Force, which, as noted above, is currently available on the Exchange. Like the proposed MIOC Time in Force, an order with a Time in Force of SIOC will cause such an order (or a portion thereof) to be canceled and returned to the

³ See Rules 3301(h)(1) - (8). The Exchange notes that Rules 3301(h)(5) and (6) are currently held in reserve.

entering market participant if, after entry into the PSX System, the order (or unexecuted portion thereof) is not marketable. Unlike the System Hours Immediate or Cancel Time in Force, which is available for entry and potential execution from 8:00 a.m. until 5:00 p.m. Eastern Time (“System Hours”), the proposed MIOC Time in Force is only available for entry and potential execution during Regular Market Hours. As such, MIOC-designated orders will operate in the same manner as SIOC-designated orders, but are limited to entry and potential execution only during Regular Market Hours. The Exchange notes that, because it is an immediate or cancel time in force,⁴ the Exchange believes that it is appropriate to limit MIOC order entry to Regular Market Hours. An order designated with a Time in Force of MIOC that is entered outside of Regular Market Hours will be returned to the entering member firm without attempting to execute.

The Exchange notes that the NASDAQ Stock Market LLC (“NASDAQ”) currently has a MIOC Time in Force, which was adopted in 2006.⁵ The Exchange’s proposed MIOC Time in Force will operate identically, but will be available during a slightly different time period, which is attributable to NASDAQ’s Opening Cross process.⁶ Specifically, the Exchange’s MIOC Time in Force will be available for entry and potential execution from 9:30 a.m. through 4:00 p.m. Eastern Time, whereas NASDAQ’s MIOC Time in Force is available for entry and potential execution beginning

⁴ An order designated as “immediate or cancel” represents the entering member firm’s desire for the order to either execute immediately after the System determines whether the order is marketable or be canceled.

⁵ See Securities Exchange Act Release No. 54155 (July 16, 2006), 71 FR 41291 (July 20, 2006)(SR-NASDAQ-2006-001); see also NASDAQ Rule 4751(h)(5).

⁶ See NASDAQ Rule 4752.

after the completion of the NASDAQ Opening Cross⁷ through 4:00 p.m. Eastern Time.⁸ Unlike NASDAQ, PSX does not have an opening cross process, but rather opens for Regular Market Hours trading at 9:30 a.m. Eastern Time.⁹ Otherwise, the Exchange's proposed MIOC Time in Force will operate identically to NASDAQ's.

The Exchange is also proposing to modify the processing of orders designated as Good-til-market close ("GTMC").¹⁰ As noted above, the Exchange currently has a GTMC Time in Force, which allows an order designated as such to be executed from 8:00 a.m. to 4:00 p.m. Eastern Time. GTMC-designated orders entered after 4:00 p.m. Eastern Time, however, are converted to a Time in Force of SIOC. In lieu of converting such orders, the Exchange is proposing to no longer accept GTMC orders for execution after 4:00 p.m. Eastern Time. As a consequence, the Exchange is adding rule text to the rule noting the GTMC orders entered after 4:00 p.m. Eastern Time will not be accepted and is deleting text concerning conversion of the order. The Exchange notes that NASDAQ recently made similar changes to its GTMC Time in Force, whereby it will no longer accept GTMC-designated orders after initiation of its Lockdown Period, the time

⁷ NASDAQ's Opening Cross begins at 9:30 a.m. Eastern Time and market hours trading commences when the Opening Cross concludes. See NASDAQ Rule 4752(d).

⁸ The Exchange notes that NASDAQ recently provided the Commission notice of a proposed immediately effective filing to simplify handling of NASDAQ MIOC-designated orders by no longer accepting such orders prior to the completion of the NASDAQ Opening Cross. See SR-NASDAQ-2015-11P.

⁹ The System is opened for order entry at 8:00 a.m. Eastern Time and begins to process each order in accordance with its characteristics immediately. All trades executed prior to 9:30 a.m. shall be automatically appended with the ".T" modifier. See Rule 3302.

¹⁰ See Rule 4751(h)(8).

at which no further orders for participation in the NASDAQ Closing Cross or the continuous market will be accepted, which begins at 4:00 p.m. Eastern Time.¹¹

2. Statutory Basis

PHLX believes that the proposed rule changes are consistent with the provisions of Section 6 of the Act,¹² in general, and with Section 6(b)(5) of the Act,¹³ in particular, in that the proposal is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, 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 also in that it is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The Exchange believes that offering market participants with an additional Time in Force, which NASDAQ has had since 2006, is indicative of the Exchange's maturation as an equities market. Allowing Exchange participants the ability to more precisely select when their order may be executed removes impediments and perfects the mechanism of the market because it benefits all market participants and ensures that PHLX is able to compete with other market venues by providing similar tools and functionality. This

¹¹ See Securities Exchange Act Release No. 73943 (December 24, 2014), 80 FR 69 (January 2, 2015)(SR-NASDAQ-2014-123); see also Securities Exchange Act Release No. 74342 (February 20, 2015), 80 FR 10562 (February 26, 2015)(SR-NASDAQ-2015-014)(delaying implementation of the changes made by SR-NASDAQ-2014-123 until April 13, 2015).

¹² 15 U.S.C. 78f.

¹³ 15 U.S.C. 78f(b)(4) and (5).

functionality is nearly identical to the MIOC Time in Force that has been available on NASDAQ since 2006 and is well known to its market participants. Lastly, offering MIOC to PSX market participants raises no issues concerning unfair discrimination as the new Time in Force is available to all PSX market participants.

The proposed changes to the processing of GTMC-designated orders further these objectives because the changes simplify processing of such orders when entered after the close of Regular Market Hours. Rather than converting GTMC-designated orders to an order with a different time-in-force if entered after the market close, the Exchange will no longer accept them after 4:00 p.m. Eastern Time, which is consistent with a market participant's intent to execute during the period from 8:00 a.m. and 4:00 p.m. To the extent a member firm would like to participate in post-market hours trading, it may enter a new order eligible to participate in post-market trading. Moreover, simplifying the processing of GTMC-designated orders will remove complication in the handling of such orders, thereby further improving the operation of the market.

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. Specifically, the Exchange believes that the proposal will enhance PHLX's competitiveness by providing its market participants with an additional option to limit when their orders may be executed. As discussed above, the MIOC Time in Force is available on NASDAQ, and providing it on PSX will allow PHLX to compete with NASDAQ and any other market venue that provides similar Time in Force functionality. This may, in turn, increase the extent of liquidity available on PSX and increase its ability to compete with other execution venues to attract orders that are seeking immediate

execution during Regular Market Hours. The Exchange further believes that the introduction of the MIOC Time in Force will not impair in any manner the ability of market participants or other execution venues to compete. The proposed changes to GTMC Time in Force are designed to promote consistency and stability in the closing process and in the handling of orders after Regular Market Hours has ended. Such changes do not place a burden on competition between market participants as the changes are applied consistently to all PSX market participants. Moreover, the proposed changes may foster competition among exchanges and other markets, to the extent they make PSX a more attractive venue to market participants.

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

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.

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:

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-2015-32 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-2015-32. 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-2015-32 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

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

* * * * *

Rule 3301. Definitions

The following definitions apply to the Rule 3200 and 3300 Series for the trading of securities on PSX.

(a) – (g) No change.

(h) The term “Time in Force” shall mean the period of time that the System will hold an order for potential execution, and shall include:

(1) – (4) No change.

(5) [Reserved]“Market Hours IOC” or “MIOC” shall mean for orders so designated, that if after entry into the System a limit order (or unexecuted portion thereof) becomes non-marketable, the order (or unexecuted portion thereof) shall be canceled and returned to the entering participant. MIOC Orders shall be available for entry and potential execution beginning 9:30 a.m. until 4:00 p.m. Eastern Time.

(6) – (7) No change.

(8) “Good-til-market close” or “GTMC” shall mean for orders so designated, that if after entry into the System, the order is not fully executed, the order (or unexecuted portion thereof) shall remain available for potential display and/or execution until cancelled by the entering party, or until 4:00 p.m. Eastern Time, after which it shall be returned to the entering party. GTMC orders shall be available for entry and potential execution from 8:00 a.m. and 4:00 p.m. Eastern Time. GTMC orders entered after 4:00 p.m. Eastern Time will not be accepted[treated as SIOC orders].

(i) No change.

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