

Required fields are shown with yellow backgrounds and asterisks.

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 proposal to update the public disclosure of the sources of data that PSX, the PHLX equities facility, utilizes when performing (1) order handling and execution; (2) order routing; and (3) related compliance processes.

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 * Jeffrey	Last Name * Davis
Title * Vice President and Deputy General Counsel	
E-mail * jeffrey.davis@nasdaq.com	
Telephone * (301) 978-8484	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 05/05/2015	Executive Vice President and General Counsel
By Edward S. Knight	
(Name *)	

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

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

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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 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 (“PHLX” or the “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposal to update the public disclosure of the sources of data that PSX, the PHLX equities facility, utilizes when performing (1) order handling and execution; (2) order routing; and (3) related compliance processes.

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

* * * * *

3304. Data Feeds Utilized

[Phlx shall publicly disclose the proprietary and network processor feeds utilized by the System for the handling, routing, and execution of orders, as well as for the regulatory compliance processes related to those functions. This information shall be displayed on www.nasdaqtrader.com, and it shall be updated promptly each time Phlx determines to add, subtract, or otherwise modify a data source.]

The PSX System utilizes the below proprietary and network processor feeds utilized by the System for the handling, routing, and execution of orders, as well as for the regulatory compliance processes related to those functions. The Secondary Source of data is utilized only in emergency market conditions and only until those emergency conditions are resolved.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

<u>Market Center</u>	<u>Primary Source</u>	<u>Secondary Source</u>
<u>A – NYSE MKT (AMEX)</u>	<u>CQS/UQDF</u>	<u>n/a</u>
<u>B – NASDAQ OMX BX</u>	<u>BX ITCH 5.0</u>	<u>CQS/UQDF</u>
<u>D – FINRA ADF</u>	<u>CQS/UQDF</u>	<u>n/a</u>
<u>J – DirectEdge A</u>	<u>EdgeBook</u>	<u>CQS/UQDF</u>
<u>K – DirectEdge X</u>	<u>EdgeBook</u>	<u>CQS/UQDF</u>
<u>M – CSX</u>	<u>CQS/UQDF</u>	<u>n/a</u>
<u>N – NYSE</u>	<u>NYSE OpenBook Ultra</u>	<u>CQS/UQDF</u>
<u>P – NYSE Arca</u>	<u>ArcaBook Binary uncompactd</u>	<u>CQS/UQDF</u>
<u>T/Q – NASDAQ</u>	<u>ITCH 5.0</u>	<u>CQS/UQDF</u>
<u>X – NASDAQ OMX PSX</u>	<u>PSX ITCH 5.0</u>	<u>CQS/UQDF</u>
<u>Y – BATS Y-Exchange</u>	<u>BATS PITCH</u>	<u>CQS/UQDF</u>
<u>Z – BATS Exchange</u>	<u>BATS PITCH</u>	<u>CQS/UQDF</u>

* * * * *

(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 PHLX on July 17, 2013. Exchange staff will advise the Board of Directors of the Exchange 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 has filed this proposal under Rule 19b-4(f)(6)³ under the Act and PHLX has provided the Commission with the notice required by Rule 19b-4(f)(6)(iii) under the Act.⁴

Questions regarding this rule filing may be directed to Jeffrey Davis, Deputy General Counsel, The NASDAQ OMX Group, Inc., at (301) 978-8484 (telephone) or (301) 978-8472 (fax).

³ 17 CFR 240.19b-4(f)(6).

⁴ 17 CFR 240.19b-4(f)(6)(iii).

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

a. Purpose

In her June 5, 2014 market structure speech, the Chair requested that all national securities exchanges review and disclose their policies and procedures governing the market data used when performing important exchange functions.⁵ In a letter dated June 20, 2014, the Director of the Division of Trading and Markets codified this request:

We believe there is a need for clarity regarding whether (1) the SIP data feeds, (2) proprietary data feeds, or (3) a combination thereof, are used by the exchanges for purposes of (1) order handling and execution (*e.g.*, with pegged or midpoint orders), (2) order routing, and (3) regulatory compliance, as applicable. ... Accordingly, we ask that proposed rule changes be filed that disclose the particular market data feeds that are used for each of these purposes. Consistent with your recent discussions with Commission staff, we ask that each SRO file these proposed rule changes with the Commission by July 15, 2014.⁶

PHLX fully supports the Commission's efforts to provide more clarity in this area. Through this proposed rule change, PHLX is publicly clarifying on a market-by-market basis the specific network processor and proprietary data feeds that PHLX utilizes for the handling, routing, and execution of orders, and for performing the regulatory compliance checks related to each of those functions. These complex practices are governed by a few, simple principles that are designed to ensure that PHLX has the most accurate view of the trading interest available across multiple markets, and to maximize

⁵ See Mary Jo White, Chair, Securities and Exchange Commission, Speech at the Sandler O'Neill & Partners L.P. Global Exchange and Brokerage Conference (June 5, 2014).

⁶ See Letter from Steven Luparello, Director, SEC Division of Trading and Markets, to Robert Greifeld, Chief Executive Officer, NASDAQ OMX Group, Inc., dated June 20, 2014.

the synchronization of the many exchange functions that depend upon the calculation of an accurate NBBO and top-of-book for each market. These principles are:

1. PHLX uses a proprietary data feed from each exchange that provides a reliable proprietary data feed. Where no reliable proprietary data feed is available, PHLX uses the network processor feed;
2. Where PHLX uses a proprietary data feed for an exchange quote, it also maintains access to the network processor feed as a back-up in the event a specific proprietary feed become unavailable or unusable for any reason;
3. PHLX uses the same proprietary data feed when performing order handling, routing, and execution functions, and also when the execution and routing system performs internal compliance checks related to those functions; and
4. PHLX acquires and processes all proprietary and network processor feeds via the same technological configuration (*i.e.*, telecommunication circuitry, switches, and feed handlers) to the greatest extent possible.
5. PHLX calculates the National Best Bid and Offer (“NBBO”) and top-of-book for each exchange at a single point within the PHLX System, and then distributes that data simultaneously to numerous applications performing order handling, routing, execution, and internal compliance functions throughout the PHLX System.
6. PHLX aggregates odd-lot orders, including those in its own and affiliated markets, when calculating the NBBO based upon a direct feed from an away exchange. PHLX processes odd-lot orders from each exchange direct feed in the same manner that that exchange aggregates odd-lots when reporting its own quotations to the SIP.

7. PHLX utilizes the NBBO and top-of-book calculations described above for the handling of orders that use those reference points, including all variations of midpoint orders, pegged orders, and price-to-comply orders described in PHLX Rule 3301(f).
8. When calculating the NBBO, the PHLX System does not utilize feedback from other venues when calculating the NBBO. The PHLX System assumes that a protected quotation to which it has routed an order has been executed and can be removed from the NBBO; it does not await or respond to execution reports from such routing activity.

As of the date of this filing, PHLX utilizes the following data feeds for the handling, execution and routing of orders, as well as for performing related compliance checks:

Market Center	Primary Source	Secondary Source
A – NYSE MKT (AMEX)	CQS/UQDF	n/a
B – NASDAQ OMX BX	BX ITCH 5.0	CQS/UQDF
D – FINRA ADF	CQS/UQDF	n/a
J – DirectEdge A	EdgeBook	CQS/UQDF
K – DirectEdge X	EdgeBook	CQS/UQDF
M – CSX	CQS/UQDF	n/a
N – NYSE	NYSE OpenBook Ultra	CQS/UQDF
P – NYSE Arca	ArcaBook Binary uncompactd	CQS/UQDF
T/Q – NASDAQ	ITCH 5.0	CQS/UQDF
X – NASDAQ OMX PSX	PSX ITCH 5.0	CQS/UQDF
Y – BATS Y-Exchange	BATS PITCH	CQS/UQDF
Z – BATS Exchange	BATS PITCH	CQS/UQDF

PHLX uses these feeds to calculate the NBBO via an application called the “NMSFeed.” The NMSFeed consumes the PHLX Protected Quote Service (“NPQS”), which provides an internal view of that exchange’s own market data as PHLX ITCH, plus the proprietary and network processor market data feeds listed above. The NMSFeed

calculates a Regulation NMS-Compliant “Best Bid or Offer” (“Compliant BBO”), and then delivers that information throughout the PHLX System, including to the “OUCH” order entry ports,⁷ the routing system, and various compliance applications described below.

Upon receipt of an update to a protected quote for a specific venue, the NMSFeed updates its quote for that venue, recalculates the consolidated BBO based upon the update, and recalculates the Compliant BBO after applying PHLX’s own BBO. Any portion of a quote that crosses PHLX’s BBO is ignored for purposes of calculating the NBBO. PHLX odd lot orders at the same price are aggregated and considered in the NBBO calculation if the sum is greater than or equal to a round lot. Otherwise, they are not considered in the NBBO calculation. Out of the remaining quotes, the most aggressive remaining bid and offer (excluding PHLX⁸ and any destination which has been excluded from the NBBO in compliance with the self-help procedures under Regulation NMS) is selected and reported as the best quote. If away markets are crossing the market after applying PHLX’s BBO, orders will be accepted as originally priced and have the potential to execute. Any order sent to PHLX that is not an Intermarket Sweep Order (“ISO”) will have the Compliant BBO check enforced by the system.⁹

⁷ OUCH is a protocol that allows PHLX participants to enter, replace and cancel orders and receive executions. In addition to OUCH, PHLX offers the FLITE protocol as an option for participants. In this document, references to OUCH also include FLITE because they are interchangeable for these purposes.

⁸ Deletion of PHLX’s quote at this stage of the process is necessary because otherwise the system would prevent valid executions on PHLX in the erroneous belief that such executions would be “trade throughs” in violation of Regulation NMS.

⁹ In general, any order that is sent to PHLX with an ISO flag is not re-priced and will be processed at its original price. There are a limited number of

The PHLX Routing and Special Handling System (“RASH”) utilizes the Compliant BBO to determine if and when an order with special processing directives is marketable either against one or more orders in either the Core Matching System or a remote trading venue. RASH also receives market data feeds from certain venues not displaying protected quotes in the national market system for use in “XDRK” and “XCST” routing strategies set forth in PHLX Rule 3308(a)(1)(A)(xiii) and (xiv), respectively. RASH maintains a number of routing processes, or Routers, unique to each venue that the System accesses. These Routers maintain a limited set of details for orders that are configured as routable by the user, while also monitoring the current best bid and best offer prices on each exchange.

The PHLX System includes internal compliance applications related to locked and crossed markets, trade throughs, limit-up/limit-down, and Regulation SHO compliance. Each of these applications utilizes the Compliant BBO to ensure compliance with applicable regulations. PHLX operates a separate real-time surveillance system that is external to the execution systems and that monitors the execution system’s compliance with applicable rules and regulations. The real-time surveillance system utilizes a “mirrored” version of the internal NMSFeed in various realtime surveillance patterns, including (1) Lock/Cross, which detects lock/cross events across all markets, regardless of whether or not PHLX is a participant in the event; (2) Trade Through, which detects potential trade through events for all three NASDAQ equity markets; and (3) RegSho,

circumstances in which an order marked as an ISO will be determined not to be executable at its original price and will be re-priced. These include re-pricing under the Plan to Address Extraordinary Market Volatility, re-pricing to comply with Regulation SHO, and the re-pricing of an order with a post-only condition if PHLX has an order at that price at the time the order is accepted.

which detects potential RegSho violations, alerting when a trade executes at or below the NBB at the time of order entry while the stock is in a RegSho restricted state.

b. Statutory Basis

PHLX believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,¹⁰ in general and with Sections 6(b)(5) of the Act,¹¹ in particular in that it 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.

The Exchange believes that its proposal to describe the Exchange's use of data feeds removes impediments to and perfects the mechanism of a free and open market and protects investors and the public interest because it provides additional specificity and transparency. The Exchange's proposal will enable investors to better assess the quality of the Exchange's execution and routing services. The proposal does not change the operation of the Exchange or its use of data feeds; rather it describes how, and for what purposes, the Exchange uses the quotes disseminated from data feeds to calculate the NBBO for a security for purposes of Regulation NMS, Regulation SHO and various order types that update based on changes to the applicable NBBO. The Exchange believes the additional transparency into the operation of the Exchange as described in

¹⁰ 15 U.S.C. 78f.

¹¹ 15 U.S.C. 78f(b)(5).

the proposal will remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, protect investors and the public interest.

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. To the contrary, the Exchange believes the proposal would enhance competition because describing the Exchange's use of data feeds enhances transparency and enables investors to better assess the quality of the Exchange's execution and routing services.

5. 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.

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)

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)¹² of the Act and Rule 19b-4(f)(6) thereunder.¹³ PHLX believes

¹² 15 U.S.C. 78s(b)(3)(A).

¹³ 17 CFR 240.19b-4(f)(6).

that this proposed rule change is properly designated as non-controversial because it enhances operational transparency without modifying members' rights or obligations.

PHLX provided notice of the proposed rule change on March 17, 2015.

At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate 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.

PHLX further respectfully requests that the Commission waive the 30-day delayed operative date so that this proposed rule change may become effective and operative upon filing with the Commission pursuant to Section 19(b)(3)(A)¹⁴ of the Act and Rule 19b-4(f)(6)¹⁵ thereunder. PHLX believes that such waiver is consistent with the protection of investors and the public interest because it would permit PHLX to immediately enhance transparency.

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

Not applicable.

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

Not applicable.

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

Not applicable.

¹⁴ 15 U.S.C. 78s(b)(3)(A).

¹⁵ 17 CFR 240.19b-4(f)(6)(iii).

11. Exhibits

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

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-Phlx-2015-39)

May __, 2015

Self-Regulatory Organizations; NASDAQ OMX PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Update the Public Disclosure Of Sources of Data Utilized By PSX

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 May 5, 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 update the public disclosure of the sources of data that PSX, the PHLX equities facility, utilizes when performing (1) order handling and execution; (2) order routing; and (3) related compliance processes.

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

* * * * *

3304. Data Feeds Utilized

[Phlx shall publicly disclose the proprietary and network processor feeds utilized by the System for the handling, routing, and execution of orders, as well as for the

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

regulatory compliance processes related to those functions. This information shall be displayed on www.nasdaqtrader.com, and it shall be updated promptly each time Phlx determines to add, subtract, or otherwise modify a data source.]

The PSX System utilizes the below proprietary and network processor feeds utilized by the System for the handling, routing, and execution of orders, as well as for the regulatory compliance processes related to those functions. The Secondary Source of data is utilized only in emergency market conditions and only until those emergency conditions are resolved.

Market Center	Primary Source	Secondary Source
A – NYSE MKT (AMEX)	<u>CQS/UQDF</u>	<u>n/a</u>
B – NASDAQ OMX BX	<u>BX ITCH 5.0</u>	<u>CQS/UQDF</u>
D – FINRA ADF	<u>CQS/UQDF</u>	<u>n/a</u>
J – DirectEdge A	<u>EdgeBook</u>	<u>CQS/UQDF</u>
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Z – BATS Exchange	<u>BATS PITCH</u>	<u>CQS/UQDF</u>

* * * * *

(b) Not applicable.

(c) Not applicable.

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 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

In her June 5, 2014 market structure speech, the Chair requested that all national securities exchanges review and disclose their policies and procedures governing the market data used when performing important exchange functions.³ In a letter dated June 20, 2014, the Director of the Division of Trading and Markets codified this request:

We believe there is a need for clarity regarding whether (1) the SIP data feeds, (2) proprietary data feeds, or (3) a combination thereof, are used by the exchanges for purposes of (1) order handling and execution (*e.g.*, with pegged or midpoint orders), (2) order routing, and (3) regulatory compliance, as applicable. ... Accordingly, we ask that proposed rule changes be filed that disclose the particular market data feeds that are used for each of these purposes. Consistent with your recent discussions with Commission staff, we ask that each SRO file these proposed rule changes with the Commission by July 15, 2014.⁴

³ See Mary Jo White, Chair, Securities and Exchange Commission, Speech at the Sandler O'Neill & Partners L.P. Global Exchange and Brokerage Conference (June 5, 2014).

⁴ See Letter from Steven Luparello, Director, SEC Division of Trading and Markets, to Robert Greifeld, Chief Executive Officer, NASDAQ OMX Group, Inc., dated June 20, 2014.

PHLX fully supports the Commission's efforts to provide more clarity in this area. Through this proposed rule change, PHLX is publicly clarifying on a market-by-market basis the specific network processor and proprietary data feeds that PHLX utilizes for the handling, routing, and execution of orders, and for performing the regulatory compliance checks related to each of those functions. These complex practices are governed by a few, simple principles that are designed to ensure that PHLX has the most accurate view of the trading interest available across multiple markets, and to maximize the synchronization of the many exchange functions that depend upon the calculation of an accurate NBBO and top-of-book for each market. These principles are:

1. PHLX uses a proprietary data feed from each exchange that provides a reliable proprietary data feed. Where no reliable proprietary data feed is available, PHLX uses the network processor feed;
2. Where PHLX uses a proprietary data feed for an exchange quote, it also maintains access to the network processor feed as a back-up in the event a specific proprietary feed become unavailable or unusable for any reason;
3. PHLX uses the same proprietary data feed when performing order handling, routing, and execution functions, and also when the execution and routing system performs internal compliance checks related to those functions; and
4. PHLX acquires and processes all proprietary and network processor feeds via the same technological configuration (*i.e.*, telecommunication circuitry, switches, and feed handlers) to the greatest extent possible.
5. PHLX calculates the National Best Bid and Offer ("NBBO") and top-of-book for each exchange at a single point within the PHLX System, and then distributes that

- data simultaneously to numerous applications performing order handling, routing, execution, and internal compliance functions throughout the PHLX System.
6. PHLX aggregates odd-lot orders, including those in its own and affiliated markets, when calculating the NBBO based upon a direct feed from an away exchange. PHLX processes odd-lot orders from each exchange direct feed in the same manner that that exchange aggregates odd-lots when reporting its own quotations to the SIP.
 7. PHLX utilizes the NBBO and top-of-book calculations described above for the handling of orders that use those reference points, including all variations of midpoint orders, pegged orders, and price-to-comply orders described in PHLX Rule 3301(f).
 8. When calculating the NBBO, the PHLX System does not utilize feedback from other venues when calculating the NBBO. The PHLX System assumes that a protected quotation to which it has routed an order has been executed and can be removed from the NBBO; it does not await or respond to execution reports from such routing activity.

As of the date of this filing, PHLX utilizes the following data feeds for the handling, execution and routing of orders, as well as for performing related compliance checks:

Market Center	Primary Source	Secondary Source
A – NYSE MKT (AMEX)	CQS/UQDF	n/a
B – NASDAQ OMX BX	BX ITCH 5.0	CQS/UQDF
D – FINRA ADF	CQS/UQDF	n/a
J – DirectEdge A	EdgeBook	CQS/UQDF
K – DirectEdge X	EdgeBook	CQS/UQDF
M – CSX	CQS/UQDF	n/a
N – NYSE	NYSE OpenBook Ultra	CQS/UQDF
P – NYSE Arca	ArcaBook Binary uncompactd	CQS/UQDF
T/Q – NASDAQ	ITCH 5.0	CQS/UQDF
X – NASDAQ OMX PSX	PSX ITCH 5.0	CQS/UQDF
Y – BATS Y-Exchange	BATS PITCH	CQS/UQDF
Z – BATS Exchange	BATS PITCH	CQS/UQDF

PHLX uses these feeds to calculate the NBBO via an application called the “NMSFeed.” The NMSFeed consumes the PHLX Protected Quote Service (“NPQS”), which provides an internal view of that exchange’s own market data as PHLX ITCH, plus the proprietary and network processor market data feeds listed above. The NMSFeed calculates a Regulation NMS-Compliant “Best Bid or Offer” (“Compliant BBO”), and then delivers that information throughout the PHLX System, including to the “OUCH” order entry ports,⁵ the routing system, and various compliance applications described below.

Upon receipt of an update to a protected quote for a specific venue, the NMSFeed updates its quote for that venue, recalculates the consolidated BBO based upon the

⁵ OUCH is a protocol that allows PHLX participants to enter, replace and cancel orders and receive executions. In addition to OUCH, PHLX offers the FLITE protocol as an option for participants. In this document, references to OUCH also include FLITE because they are interchangeable for these purposes.

update, and recalculates the Compliant BBO after applying PHLX's own BBO. Any portion of a quote that crosses PHLX's BBO is ignored for purposes of calculating the NBBO. PHLX odd lot orders at the same price are aggregated and considered in the NBBO calculation if the sum is greater than or equal to a round lot. Otherwise, they are not considered in the NBBO calculation. Out of the remaining quotes, the most aggressive remaining bid and offer (excluding PHLX⁶ and any destination which has been excluded from the NBBO in compliance with the self-help procedures under Regulation NMS) is selected and reported as the best quote. If away markets are crossing the market after applying PHLX's BBO, orders will be accepted as originally priced and have the potential to execute. Any order sent to PHLX that is not an Intermarket Sweep Order ("ISO") will have the Compliant BBO check enforced by the system.⁷

The PHLX Routing and Special Handling System ("RASH") utilizes the Compliant BBO to determine if and when an order with special processing directives is marketable either against one or more orders in either the Core Matching System or a remote trading venue. RASH also receives market data feeds from certain venues not displaying protected quotes in the national market system for use in "XDRK" and "XCST" routing strategies set forth in PHLX Rule 3308(a)(1)(A)(xiii) and (xiv),

⁶ Deletion of PHLX's quote at this stage of the process is necessary because otherwise the system would prevent valid executions on PHLX in the erroneous belief that such executions would be "trade throughs" in violation of Regulation NMS.

⁷ In general, any order that is sent to PHLX with an ISO flag is not re-priced and will be processed at its original price. There are a limited number of circumstances in which an order marked as an ISO will be determined not to be executable at its original price and will be re-priced. These include re-pricing under the Plan to Address Extraordinary Market Volatility, re-pricing to comply with Regulation SHO, and the re-pricing of an order with a post-only condition if PHLX has an order at that price at the time the order is accepted.

respectively. RASH maintains a number of routing processes, or Routers, unique to each venue that the System accesses. These Routers maintain a limited set of details for orders that are configured as routable by the user, while also monitoring the current best bid and best offer prices on each exchange.

The PHLX System includes internal compliance applications related to locked and crossed markets, trade throughs, limit-up/limit-down, and Regulation SHO compliance. Each of these applications utilizes the Compliant BBO to ensure compliance with applicable regulations. PHLX operates a separate real-time surveillance system that is external to the execution systems and that monitors the execution system's compliance with applicable rules and regulations. The real-time surveillance system utilizes a "mirrored" version of the internal NMSFeed in various realtime surveillance patterns, including (1) Lock/Cross, which detects lock/cross events across all markets, regardless of whether or not PHLX is a participant in the event; (2) Trade Through, which detects potential trade through events for all three NASDAQ equity markets; and (3) RegSho, which detects potential RegSho violations, alerting when a trade executes at or below the NBB at the time of order entry while the stock is in a RegSho restricted state.

2. Statutory Basis

PHLX believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,⁸ in general and with Sections 6(b)(5) of the Act,⁹ in particular in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just

⁸ 15 U.S.C. 78f.

⁹ 15 U.S.C. 78f(b)(5).

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.

The Exchange believes that its proposal to describe the Exchange's use of data feeds removes impediments to and perfects the mechanism of a free and open market and protects investors and the public interest because it provides additional specificity and transparency. The Exchange's proposal will enable investors to better assess the quality of the Exchange's execution and routing services. The proposal does not change the operation of the Exchange or its use of data feeds; rather it describes how, and for what purposes, the Exchange uses the quotes disseminated from data feeds to calculate the NBBO for a security for purposes of Regulation NMS, Regulation SHO and various order types that update based on changes to the applicable NBBO. The Exchange believes the additional transparency into the operation of the Exchange as described in the proposal will remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, protect investors and the public interest.

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. To the contrary, the Exchange believes the proposal would enhance competition because describing the Exchange's use of data feeds enhances

transparency and enables investors to better assess the quality of the Exchange's execution and routing services.

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 Act¹⁰ and subparagraph (f)(6) of Rule 19b-4 thereunder.¹¹

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.

¹⁰ 15 U.S.C. 78s(b)(3)(a)(ii).

¹¹ 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.

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-2015-39 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-2015-39. 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-2015-39 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.¹²

Kevin M O'Neill
Deputy Secretary

¹² 17 CFR 200.30-3(a)(12).