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Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 24

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

File No.* SR - 2017 - * 107
Amendment No. (req. for Amendments *)

Filing by Nasdaq PHLX LLC

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * ☑ Amendment * ☐ Withdrawal ☐

Section 19(b)(2) * ☐ Section 19(b)(3)(A) * ☑ Section 19(b)(3)(B) * ☐

Rule

☐ 19b-4(f)(1) ☐ 19b-4(f)(4)
☐ 19b-4(f)(2) ☐ 19b-4(f)(5)
☐ 19b-4(f)(3) ☑ 19b-4(f)(6)

Pilot ☐ Extension of Time Period for Commission Action * ☐ Date Expires *

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Section 806(e)(1) * ☐ Section 806(e)(2) * ☐

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 3C(b)(2) * ☐

Exhibit 2 Sent As Paper Document ☐ Exhibit 3 Sent As Paper Document ☐

Description

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

A proposal to relocate qualified contingent cross 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 * Angela Last Name * Dunn

Title * Principal Associate General Counsel

E-mail * angela.dunn@nasdaq.com

Telephone * (215) 496-5692 Fax

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.

Date 12/21/2017

By Edward S. Knight
(Name *)

(Title *)
Executive Vice President and General Counsel

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.

Required fields are shown with yellow backgrounds and asterisks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information * Add Remove View	The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.
Exhibit 1 - Notice of Proposed Rule Change * Add Remove View	The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO] -xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)
Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies * 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, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)
Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications Add Remove View Exhibit Sent As Paper Document ☐	Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.
Exhibit 3 - Form, Report, or Questionnaire Add Remove View Exhibit Sent As Paper Document ☐	Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.
Exhibit 4 - Marked Copies Add Remove View	The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.
Exhibit 5 - Proposed Rule Text Add Remove View	The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.
Partial Amendment Add Remove View	If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

(a) Nasdaq 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] is filing with the Securities and Exchange Commission ("SEC" or "Commission") a proposal to relocate Qualified Contingent Cross Orders ("QCC")[3] currently located at Phlx Rule 1080(o) to new Phlx Rule 1088. The Exchange proposes to amend the rule text at Phlx Rule 1080(o) as well as the rule text in Phlx Rule 1064, entitled "Crossing, Facilitation and Crossing Orders," which rules govern QCC Orders to add more clarity and specificity to the rule. The Exchange is also proposing to update cross-references to Rule 1080(o) to proposed Rule 1088.

A notice of the proposed rule change for publication in the Federal Register is attached as Exhibit 1. The text of the proposed rule change is attached as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

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[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b-4.

[3] Qualified Contingent Cross Order is comprised of an originating order to buy or sell at least 1,000 contracts, or 10,000 contracts in the case of Mini Options that is identified as being part of a qualified contingent trade coupled with a contra-side order or orders totaling an equal number of contracts.

A Floor Qualified Contingent Cross Order is comprised of an originating order to buy or sell at least 1,000 contracts, or 10,000 contracts in the case of Mini Options, that is identified as being part of a qualified contingent trade, as that term is defined in subsection (3) below, coupled with a contra-side order or orders totaling an equal number of contracts.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Board of Directors of the Exchange on July 25, 2016. No other action is necessary for the filing of the rule change.

Questions and comments on the proposed rule change may be directed to:

Angela Saccomandi Dunn
Principal Associate General Counsel
Nasdaq, Inc.
215-496-5692

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

a. Purpose

The Exchange proposes to amend and relocate QCC Orders currently located at Phlx Rule 1080(o) to new Phlx Rule 1088. The Exchange proposes to amend the current rule text in Rule 1080(o) as well as the current rule text of Phlx Rule 1064(e), entitled "Crossing, Facilitation and Crossing Orders," which rules govern QCC Orders.

The Exchange proposes to amend new proposed Rule 1088(a) to specifically note that a QCC Order is comprised of an originating *electronic* order.[4] The Exchange believes that this clarification would add more context to the current rule text. Rule 1064(e) governs QCC Orders on the trading floor. The Exchange proposes to remove the word "PHLX" before System at new proposed Rule 1088(a)(2) to conform the text to simply "System." The replacement of the term "PHLX" with System will conform the manner in which the Exchange describes its order entry system throughout the Rulebook.

[4] Non-electronic QCC orders are addressed by Phlx Rule 1064(e).

The Exchange proposes to amend new proposed Rule 1088 to add a new Commentary .01 and Rule 1064 to add a new Commentary .03 to provide for the interaction of certain contingency orders as they relate to QCC Orders.

Customer contingency orders, which include all-or-none order,[5] stop orders[6] and stop limit orders,[7] behave differently than other order types. An all-or-none order is not protected[8] and the stop order and stop limit order are not protected unless those orders are triggered. These orders are not displayed on OPRA as part of the PBBO or the NBBO. Because the orders are not protected, the price of the QCC Order must be at or between not just the NBBO, but the better of the internal PBBO and the NBBO to immediately execute. The internal BBO may be better than the PBBO, the disseminated market, because the Exchange may have a quote or order that cannot be displayed at its actual better price. For example, an order limit price may lock an away market, in which case the order is displayed one minimum increment away from the away market price but remains part of the Exchange's internal BBO at the locking price. The Exchange is

[5] An all-or-none order is a limit or market order that is to be executed in its entirety or not at all.

[6] A stop order is a limit or market order to buy or sell at a limit price when a trade or quote on the Exchange for a particular option contract reaches a specified price. A stop market or stop-limit order shall not be elected by a trade that is reported late or out of sequence or by a complex order trading with another complex order.

[7] A stop-limit order to buy becomes a limit order executable at the limit price or better when the option contract trades or is bid on the Exchange at or above the stop-limit price. A stop-limit order to sell becomes a limit order executable at the limit price or better when the option contract trades or is offered on the Exchange at or below the stop-limit price.

[8] A "Protected Bid" or "Protected Offer" means a Bid or Offer in an options series, respectively, that: (i) is disseminated pursuant to the OPRA Plan; and (ii) is the Best Bid or Best Offer, respectively, displayed by an Eligible Exchange. See Phlx Rule 1083(o).

proposing to add new Commentary .01 to Rule 1088 and new Commentary .03 to Rule 1064 to make clear the behavior of these customer contingency orders.

The Exchange proposes to update cross-references to Rule 1080(o) within other Exchange rules to cite the new electronic rule.[9]

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,[10] in general, and furthers the objectives of Section 6(b)(5) of the Act,[11] in particular, in that it is designed to promote just and equitable principles of trade and to protect investors and the public interest by amending the rule text relating to QCC Orders to correct and make clear the current rule text.

The Exchange believes that the amendments to add the word "electronic" in proposed Rule 1088(a) and the deletion of the word PHLX in proposed Rule 1088(a)(2) are non-substantive amendments which simply add specificity and conform the rule text, respectively. Further, the proposals to update the cross-references to Rule 1080(o) to proposed Rule 1088 will correct the citations within the Rulebook for accuracy.

The Exchange's proposal to add new Commentary .01 to Rule 1088 and new Commentary .03 to Rule 1064 is consistent with the Act because the Exchange is preserving the priority of interest which may be available at an internal price which is better than the displayed PBBO and permitting execution at the best price available. All-or-none orders, stop orders and stop limit orders are customer contingency orders that are

9 See Phlx's Pricing Schedule at Section B and Phlx Rule 1064.

10 15 U.S.C. 78f(b).

11 15 U.S.C. 78f(b)(5).

not protected, unless the stop or stop limit order is triggered and are not displayed on OPRA as part of the PBBO or the NBBO. The proposed commentary rule text indicates interest may be available at an internal price which is better than the displayed PBBO. This distinction permits execution of these orders at the best price available on Phlx. Phlx Rule 1082(a)(v) provides that if the initiating order is non-routable, when the order would otherwise be routed, the order will be posted on the Exchange at a price that is one minimum trading increment inferior to the Best Price so as not to lock an away market. The proposed commentary rule text brings clarity to the distinction with these order types. An order limit price may lock an away market, in which case the order is displayed one minimum increment away from the away market price but remains part of the Exchange's internal BBO at the locking price. These order types, unlike other order types, may execute at a price that is at or between the better of the NBBO or the internal market BBO.

The Exchange believes that the addition of the commentary rules text is consistent with the Act because the all-or-none orders, stop orders and stop limit orders are not part of the displayed quote, and should not be afforded the same level of consideration as a non-contingent Customer Order when it comes to accepting or rejecting unrelated orders such as QCC Orders. The Exchange notes that it is not uncommon for all-or-none orders to be treated differently because of the complexity of addressing their size contingency.[12] Other exchanges have order types

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

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12 See e.g., Rule 1098(e)(vi)(A)(1) and Options Floor Procedure Advice A-9.

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. The Exchange believes that the proposed amendments to Rules 1064 and 1088 do not impose an undue burden on competition because they amend the rule text to accurately describe the manner in which QCC Orders are handled by the System. The operation of the System would apply uniformly to all members that determine to utilize QCC functionality.

The proposals to add the word "electronic" in proposed Rule 1088(a) and delete the word PHLX in proposed Rule 1088(a)(2) are non-substantive amendments which simply add specificity and conforms the rule text. The Exchange's proposal to amend cross-references will bring greater clarity to the Exchange's rules.

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)

Not applicable.

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

Not applicable.

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

Not applicable.

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

Not applicable.

11. Exhibits

1. Notice of Proposed Rule Change for publication in the Federal Register.

5. Text of the proposed rule change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. ; File No. SR-Phlx-2017-107)

December __, 2017

Self-Regulatory Organizations; Nasdaq PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Relocate Qualified Contingent Cross Orders

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 December 21, 2017, Nasdaq 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 relocate Qualified Contingent Cross Orders ("QCC")[3] currently located at Phlx Rule 1080(o) to new Phlx Rule 1088. The Exchange proposes to amend the rule text at Phlx Rule 1080(o) as well as the rule text in Phlx Rule 1064,

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1 15 U.S.C. 78s(b)(1).

2 17 CFR 240.19b-4.

3 Qualified Contingent Cross Order is comprised of an originating order to buy or sell at least 1,000 contracts, or 10,000 contracts in the case of Mini Options that is identified as being part of a qualified contingent trade coupled with a contra-side order or orders totaling an equal number of contracts.

A Floor Qualified Contingent Cross Order is comprised of an originating order to buy or sell at least 1,000 contracts, or 10,000 contracts in the case of Mini Options, that is identified as being part of a qualified contingent trade, as that term is defined in subsection (3) below, coupled with a contra-side order or orders totaling an equal number of contracts.

entitled “Crossing, Facilitation and Crossing Orders,” which rules govern QCC Orders to add more clarity and specificity to the rule. The Exchange is also proposing to update cross-references to Rule 1080(o) to proposed Rule 1088.

The text of the proposed rule change is available on the Exchange’s Website at http://nasdaqphlx.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

The Exchange proposes to amend and relocate QCC Orders currently located at Phlx Rule 1080(o) to new Phlx Rule 1088. The Exchange proposes to amend the current rule text in Rule 1080(o) as well as the current rule text of Phlx Rule 1064(e), entitled “Crossing, Facilitation and Crossing Orders,” which rules govern QCC Orders.

The Exchange proposes to amend new proposed Rule 1088(a) to specifically note that a QCC Order is comprised of an originating *electronic* order.[4] The Exchange believes that this clarification would add more context to the current rule text. Rule

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1064(e) governs QCC Orders on the trading floor. The Exchange proposes to remove the word "PHLX" before System at new proposed Rule 1088(a)(2) to conform the text to simply "System." The replacement of the term "PHLX" with System will conform the manner in which the Exchange describes its order entry system throughout the Rulebook.

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Customer contingency orders, which include all-or-none order,[5] stop orders[6] and stop limit orders,[7] behave differently than other order types. An all-or-none order is not protected[8] and the stop order and stop limit order are not protected unless those orders are triggered. These orders are not displayed on OPRA as part of the PBBO or the NBBO. Because the orders are not protected, the price of the QCC Order must be at or between not just the NBBO, but the better of the internal PBBO and the NBBO to immediately execute. The internal BBO may be better than the PBBO, the disseminated market,

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[7] A stop-limit order to buy becomes a limit order executable at the limit price or better when the option contract trades or is bid on the Exchange at or above the stop-limit price. A stop-limit order to sell becomes a limit order executable at the limit price or better when the option contract trades or is offered on the Exchange at or below the stop-limit price.

[8] A "Protected Bid" or "Protected Offer" means a Bid or Offer in an options series, respectively, that: (i) is disseminated pursuant to the OPRA Plan; and (ii) is the Best Bid or Best Offer, respectively, displayed by an Eligible Exchange. See Phlx Rule 1083(o).

because the Exchange may have a quote or order that cannot be displayed at its actual better price. For example, an order limit price may lock an away market, in which case the order is displayed one minimum increment away from the away market price but remains part of the Exchange's internal BBO at the locking price. The Exchange is proposing to add new Commentary .01 to Rule 1088 and new Commentary .03 to Rule 1064 to make clear the behavior of these customer contingency orders.

The Exchange proposes to update cross-references to Rule 1080(o) within other Exchange rules to cite the new electronic rule.[9]

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,[10] in general, and furthers the objectives of Section 6(b)(5) of the Act,[11] in particular, in that it is designed to promote just and equitable principles of trade and to protect investors and the public interest by amending the rule text relating to QCC Orders to correct and make clear the current rule text.

The Exchange believes that the amendments to add the word "electronic" in proposed Rule 1088(a) and the deletion of the word PHLX in proposed Rule 1088(a)(2) are non-substantive amendments which simply add specificity and conform the rule text, respectively. Further, the proposals to update the cross-references to Rule 1080(o) to proposed Rule 1088 will correct the citations within the Rulebook for accuracy.

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9 See Phlx's Pricing Schedule at Section B and Phlx Rule 1064.

10 15 U.S.C. 78f(b).

11 15 U.S.C. 78f(b)(5).

The Exchange's proposal to add new Commentary .01 to Rule 1088 and new Commentary .03 to Rule 1064 is consistent with the Act because the Exchange is preserving the priority of interest which may be available at an internal price which is better than the displayed PBBO and permitting execution at the best price available. All-or-none orders, stop orders and stop limit orders are customer contingency orders that are not protected, unless the stop or stop limit order is triggered and are not displayed on OPRA as part of the PBBO or the NBBO. The proposed commentary rule text indicates interest may be available at an internal price which is better than the displayed PBBO. This distinction permits execution of these orders at the best price available on Phlx. Phlx Rule 1082(a)(v) provides that if the initiating order is non-routable, when the order would otherwise be routed, the order will be posted on the Exchange at a price that is one minimum trading increment inferior to the Best Price so as not to lock an away market. The proposed commentary rule text brings clarity to the distinction with these order types. An order limit price may lock an away market, in which case the order is displayed one minimum increment away from the away market price but remains part of the Exchange's internal BBO at the locking price. These order types, unlike other order types, may execute at a price that is at or between the better of the NBBO or the internal market BBO.

The Exchange believes that the addition of the commentary rules text is consistent with the Act because the all-or-none orders, stop orders and stop limit orders are not part of the displayed quote, and should not be afforded the same level of consideration as a non-contingent Customer Order when it comes to accepting or rejecting unrelated orders such as QCC Orders. The Exchange notes that it is not uncommon for all-or-none orders to be treated differently because of the complexity of addressing their size contingency.[12] Other exchanges have order types

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. The Exchange believes that the proposed amendments to Rules 1064 and 1088 do not impose an undue burden on competition because they amend the rule text to accurately describe the manner in which QCC Orders are handled by the System. The operation of the System would apply uniformly to all members that determine to utilize QCC functionality.

The proposals to add the word "electronic" in proposed Rule 1088(a) and delete the word PHLX in proposed Rule 1088(a)(2) are non-substantive amendments which simply add specificity and conforms the rule text. The Exchange's proposal to amend cross-references will bring greater clarity to the Exchange's rules.

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

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12 See e.g., Rule 1098(e)(vi)(A)(1) and Options Floor Procedure Advice A-9.

to Section 19(b)(3)(A)(iii) of the Act[13] and subparagraph (f)(6) of Rule 19b-4 thereunder.[14]

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is: (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-2017-107 on the subject line.

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13 15 U.S.C. 78s(b)(3)(A)(iii).

14 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.

Paper comments:

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

All submissions should refer to File Number SR-Phlx-2017-107. 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-2017-107 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

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

Eduardo A. Aleman
Assistant Secretary

[15] 17 CFR 200.30-3(a)(12).

EXHIBIT 5

New text is underlined; deleted text is in brackets.

Rule 1080. Phlx

(a) – (o) No change

(p) Reserved.[**Execution Protections**

(1) **Acceptable Trade Range**.

(A) After the opening, the System will calculate an Acceptable Trade Range to limit the range of prices at which an order or quote (except an All-or-none order) will be allowed to execute. The Acceptable Trade Range is calculated by taking the Reference Price, plus or minus a value to be determined by the Exchange. (i.e., the Reference Price - (x) for sell orders/quotes and the Reference Price + (x) for buy orders/quotes). Upon receipt of a new order/quote, the Reference Price is the National Best Bid ("NBB") for sell orders and the National Best Offer ("NBO") for buy orders/quotes or the last price at which the order/quote is posted whichever is higher for a buy order/quote or lower for a sell order/quote.

(B) If an order/quote reaches the outer limit of the Acceptable Trade Range (the “Threshold Price”) without being fully executed, it will be posted at the Threshold Price for a brief period, not to exceed one second (“Posting Period”), to allow more liquidity to be collected, unless a Quote Exhaust has occurred, in which case the Quote Exhaust process in Rule 1082(a)(ii)(B)(3) will ensue, triggering a new Reference Price. Upon posting, either the current Threshold Price of the order or an updated NBB for buy orders or the NBO for sell orders (whichever is higher for a buy order/lower for a sell order) then becomes the Reference Price for calculating a new Acceptable Trade Range. If the order/quote remains unexecuted, a New Acceptable Trade Range will be calculated and the order/quote will execute, route, or post up to the new Acceptable Trade Range Threshold Price, unless a member organization has requested that their orders be returned if posted at the outer limit of the Acceptable Trade Range (in which case, the order will be returned). This process will repeat until either i) the order/quote is executed, cancelled, or posted at its limit price or ii) the order has been subject to a configurable number of instances of the Acceptable Trade Range as determined by the Exchange (in which case it will be returned).

(C) During the Posting Period, the Exchange will disseminate as a quotation: (i) the Threshold Price for the remaining size of the order triggering the Acceptable Trade Range and (ii) on the opposite side of the market, the best price will be displayed using the "non-firm" indicator message in accordance with the specifications of the network processor. Following the Posting Period, the Exchange will return to a normal trading state and disseminate its best bid and offer.

(2) **Anti-Internalization** - Quotes and orders entered by Specialists and Registered Options Traders (as defined in Rule 1014) using the same Phlx badge will not be executed against quotes and orders entered on the opposite side of the market using the same badge. In such a case, the System will cancel the resting quote or order back to the entering party prior to execution. This functionality shall not apply in any auction or with respect to complex transactions.

(3) **Order Price Protection** ("OPP"). OPP is a feature of Phlx XL that prevents certain day limit, good til cancelled, immediate or cancel, and all-or-none orders at prices outside of pre-set standard limits from being accepted by the system. OPP applies to all options but does not apply to market orders, stop limit orders, Intermarket Sweep Orders or complex orders.

(A) OPP is operational each trading day after the opening until the close of trading, except during trading halts.

(B) OPP will reject incoming orders that exceed certain parameters according to the following algorithm.

(i) If the better of the NBBO or the internal market BBO (the "Reference BBO") on the contra-side of an incoming order is greater than $1.00, orders with a limit more than 50% through such contraside Reference BBO will be rejected by Phlx XL upon receipt. For example, if the Reference BBO on the offer side is $1.10, an order to buy options for more than $1.65 would be rejected. Similarly, if the Reference BBO on the bid side is $1.10, an order to sell options for less than $0.55 will be rejected.

(ii) If the Reference BBO on the contra-side of an incoming order is less than or equal to $1.00, orders with a limit more than 100% through such contra-side Reference BBO will be rejected by Phlx XL upon receipt. For example, if the Reference BBO on the offer side is $1.00, an order to buy options for more than $2.00 would be rejected. However, if the Reference BBO of the bid side of an incoming order to sell is less than or equal to $1.00, the OPP limits set forth above will result in all incoming sell orders being accepted regardless of their limit. To illustrate, if the Reference BBO on the bid side is equal to $1.00, the OPP limits provide protection such that all orders to sell with a limit less than $0.00 would be rejected.

(iii) For purposes of this rule, the NBBO is defined as the PBBO for singly-listed issues.]

••• *Commentary:* ------------------

.01 - **.08** No change.

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Rule 1082. Firm Quotations

(a)(i) and (ii) No change.

(a)(ii)(A) No change.

(a)(ii)(B)(1) - (2) No change.

(a)(ii)(B)(3) No change.

(a)(ii)(B)(3)(a) - (f) No change.

(a)(ii)(B)(3)(g)(i) - (v) No change.

(vi) If, after trading at the Phlx and/or routing, there is a remainder of the initiating order, and such remainder is still marketable, the entire process of evaluating the Best Phlx price and the ABBO will be repeated until: (A) the order size is exhausted, or (B) the order reaches its limit price. If there still remain unexecuted contracts after routing but the order has reached its limit price, the remainder will be posted at the order's limit price, except that, when the limit price crosses the Acceptable Range Price, the remainder will be posted at the Acceptable Range Price for a period of time not to exceed ten seconds. During this up to ten second period, the Phlx XL II system will disseminate on the opposite side of the market from remaining unexecuted contracts: (i) a non-firm bid for the price and size of the next available bid(s) on the Exchange if the remaining size is a seller, or (ii) a non-firm offer for the price and size of the next available offer(s) on the Exchange if the remaining size is a buyer. After such time period, the Acceptable Range Price becomes the Reference Price and Acceptable Trade Range (pursuant to Rule [1080(p)]1099) is applied to the remaining size of the order.

(a)(ii)(B)(4) No change.

(a)(ii)(C) No change.

(a)(iii) and (iv) No change.

(b) – (d) No change.

••• *Commentary:* ------------------

.01 - **.03** No change.

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Rule 1098. Complex Orders on the System

(a) – (e) No change.

(f) (i) and (ii) No change.

(iii)(A) and (B) No change.

(iii)(C) No change.

(iii)(C)(1) No change.

(iii)(C)(2) A Legging Order will not be created: (i) at a price that locks or crosses the best bid or offer of another exchange, (ii) if there is an auction on either side or a Posting Period under Rule 1080(p) regarding Acceptable Trade Range on the same side in progress in the series, (iii) the price of the Complex Order is outside of the ACE Parameter of Rule 1098(i), (iv) if there is already a Legging Order in that series on the same side of the market at the same price (unless it has priority based on the participant type, under existing Exchange rules), (v) the Complex Order is an All-or-None Order, or (vi) for a Complex Order if the generated Legging Order would immediately cause resting Legging Orders to be removed pursuant to section (f)(iii)(C)(4)(ix) below. Legging Orders may be generated and executed in an increment other than the minimum increment for that series and will be ranked on the order book at its generated price and displayed at a price that is rounded to the nearest minimum increment for that series. Two Legging Orders relating to the same Complex Order can be generated, but only one of those can execute as part of the execution of a particular Complex Order.

(iii)(C)(3) and (4) No change.

(g) and (h) No change.

Rule 1099. Order Protections

(a) **Acceptable Trade Range**.

(1) After the opening, the order entry system ("System") will calculate an Acceptable Trade Range to limit the range of prices at which an order or quote (except an All-or-None Order) will be allowed to execute. The Acceptable Trade Range is calculated by taking the Reference Price, plus or minus a value to be determined by the Exchange. (i.e., the Reference Price - (x) for sell orders/quotes and the Reference Price + (x) for buy orders/quotes). Upon receipt of a new order/quote, the Reference Price is the National Best Bid ("NBB") for sell orders and the National Best Offer ("NBO") for buy orders/quotes or the last price at which the order/quote is posted whichever is higher for a buy order/quote or lower for a sell order/quote.

(2) If an order/quote reaches the outer limit of the Acceptable Trade Range (the "Threshold Price") without being fully executed, it will be posted at the Threshold Price for a brief period, not to exceed one second ("Posting Period"), to allow more liquidity to be collected, unless a Quote Exhaust has occurred, in which case the Quote Exhaust process in Rule 1082(a)(ii)(B)(3) will ensue, triggering a new

Reference Price. Upon posting, either the current Threshold Price of the order or an updated NBB for buy orders or the NBO for sell orders (whichever is higher for a buy order/lower for a sell order) then becomes the Reference Price for calculating a new Acceptable Trade Range. If the order/quote remains unexecuted, a New Acceptable Trade Range will be calculated and the order/quote will execute, route, or post up to the new Acceptable Trade Range Threshold Price, unless a member organization has requested that their orders be returned if posted at the outer limit of the Acceptable Trade Range (in which case, the order will be returned). This process will repeat until either (i) the order/quote is executed, cancelled, or posted at its limit price or (ii) the order has been subject to a configurable number of instances of the Acceptable Trade Range as determined by the Exchange (in which case it will be returned).

(3) During the Posting Period, the Exchange will disseminate as a quotation: (i) the Threshold Price for the remaining size of the order triggering the Acceptable Trade Range and (ii) on the opposite side of the market, the best price will be displayed using the "non-firm" indicator message in accordance with the specifications of the network processor. Following the Posting Period, the Exchange will return to a normal trading state and disseminate its best bid and offer.

(b) **Anti-Internalization** - Quotes and orders entered by Specialists and Registered Options Traders (as defined in Rule 1014) using the same Exchange badge will not be executed against quotes and orders entered on the opposite side of the market using the same badge. In such a case, the System will cancel the resting quote or order back to the entering party prior to execution. This functionality shall not apply in any auction or with respect to complex transactions.

(c) **Order Price Protection** ("OPP"). OPP is a feature of the System that prevents certain day limit, good til cancelled, immediate or cancel, and all-or-none orders at prices outside of pre-set standard limits from being accepted by the System. OPP applies to all options but does not apply to market orders, stop limit orders, Intermarket Sweep Orders or complex orders.

(1) OPP is operational each trading day after the opening until the close of trading, except during trading halts.

(2) OPP will reject incoming orders that exceed certain parameters according to the following algorithm.

(A) If the better of the NBBO or the internal market BBO (the "Reference BBO") on the contra-side of an incoming order is greater than $1.00, orders with a limit more than 50% through such contra-side Reference BBO will be rejected by the System upon receipt. For example, if the Reference BBO on the offer side is $1.10, an order to buy options for more than $1.65 would be rejected. Similarly, if the Reference BBO on the bid side is $1.10, an order to sell options for less than $0.55 will be rejected.

(B) If the Reference BBO on the contra-side of an incoming order is less than or equal to $1.00, orders with a limit more than 100% through such contra-side Reference BBO will be rejected by the System upon receipt. For example, if the Reference BBO on the offer side is $1.00, an order to buy options for more than $2.00 would be rejected. However, if the Reference BBO of the bid side of an incoming order to sell is less than or equal to $1.00, the OPP limits set forth above will result in all incoming sell orders being accepted regardless of their limit. To illustrate, if the Reference BBO on the bid side is equal to $1.00, the OPP limits provide protection such that all orders to sell with a limit less than $0.00 would be rejected.

(C) For purposes of this rule, the NBBO is defined as the PBBO for singly-listed issues.

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