

based on NAV. Applicants state that (a) secondary market trading in shares does not involve a Fund as a party and will not result in dilution of an investment in shares, and (b) to the extent different prices exist during a given trading day, or from day to day, such variances occur as a result of third-party market forces, such as supply and demand. Therefore, applicants assert that secondary market transactions in shares will not lead to discrimination or preferential treatment among purchasers. Finally, applicants represent that share market prices will be disciplined by arbitrage opportunities, which should prevent shares from trading at a material discount or premium from NAV.

6. With respect to Funds that effect creations and redemptions of Creation Units in kind and that are based on certain Underlying Indexes that include foreign securities, applicants request relief from the requirement imposed by section 22(e) in order to allow such Funds to pay redemption proceeds within fifteen calendar days following the tender of Creation Units for redemption. Applicants assert that the requested relief would not be inconsistent with the spirit and intent of section 22(e) to prevent unreasonable, undisclosed or unforeseen delays in the actual payment of redemption proceeds.

7. Applicants request an exemption to permit Funds of Funds to acquire Fund shares beyond the limits of section 12(d)(1)(A) of the Act; and the Funds, and any principal underwriter for the Funds, and/or any broker or dealer registered under the Exchange Act, to sell shares to Funds of Funds beyond the limits of section 12(d)(1)(B) of the Act. The application's terms and conditions are designed to, among other things, help prevent any potential (i) undue influence over a Fund through control or voting power, or in connection with certain services, transactions, and underwritings, (ii) excessive layering of fees, and (iii) overly complex fund structures, which are the concerns underlying the limits in sections 12(d)(1)(A) and (B) of the Act.

8. Applicants request an exemption from sections 17(a)(1) and 17(a)(2) of the Act to permit persons that are Affiliated Persons, or Second Tier Affiliates, of the Funds, solely by virtue of certain ownership interests, to effectuate purchases and redemptions in-kind. The deposit procedures for in-kind purchases of Creation Units and the redemption procedures for in-kind redemptions of Creation Units will be the same for all purchases and redemptions and Deposit Instruments and Redemption Instruments will be

valued in the same manner as those investment positions currently held by the Funds. Applicants also seek relief from the prohibitions on affiliated transactions in section 17(a) to permit a Fund to sell its shares to and redeem its shares from a Fund of Funds, and to engage in the accompanying in-kind transactions with the Fund of Funds.³ The purchase of Creation Units by a Fund of Funds directly from a Fund will be accomplished in accordance with the policies of the Fund of Funds and will be based on the NAVs of the Funds.

9. Section 6(c) of the Act permits the Commission to exempt any persons or transactions from any provision of the Act if such exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act. Section 12(d)(1)(J) of the Act provides that the Commission may exempt any person, security, or transaction, or any class or classes of persons, securities, or transactions, from any provision of section 12(d)(1) if the exemption is consistent with the public interest and the protection of investors. Section 17(b) of the Act authorizes the Commission to grant an order permitting a transaction otherwise prohibited by section 17(a) if it finds that (a) the terms of the proposed transaction are fair and reasonable and do not involve overreaching on the part of any person concerned; (b) the proposed transaction is consistent with the policies of each registered investment company involved; and (c) the proposed transaction is consistent with the general purposes of the Act.

For the Commission, by the Division of Investment Management, under delegated authority.

Eduardo A. Aleman,

Assistant Secretary.

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³ The requested relief would apply to direct sales of shares in Creation Units by a Fund to a Fund of Funds and redemptions of those shares. Applicants, moreover, are not seeking relief from section 17(a) for, and the requested relief will not apply to, transactions where a Fund could be deemed an Affiliated Person, or a Second-Tier Affiliate, of a Fund of Funds because an Adviser or an entity controlling, controlled by or under common control with an Adviser provides investment advisory services to that Fund of Funds.

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-81225; File No. SR-NYSE-2017-35]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change for Trading UTP Securities on Pillar, the Exchange's New Trading Technology Platform

July 27, 2017.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the "Act")² and Rule 19b-4 thereunder,³ notice is hereby given that on July 13, 2017, New York Stock Exchange LLC ("NYSE" or the "Exchange") filed with the Securities and Exchange Commission (the "Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. 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 rules for trading UTP Securities on Pillar, the Exchange's new trading technology platform. The proposed rule change is available on the Exchange's Web site at www.nyse.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 self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

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

1. Purpose

On January 29, 2015, the Exchange announced the implementation of Pillar, which is an integrated trading technology platform designed to use a single specification for connecting to the equities and options markets operated by the Exchange and its affiliates, NYSE Arca, Inc. ("NYSE Arca") and NYSE MKT LLC ("NYSE MKT").⁴ NYSE Arca Equities, Inc. ("NYSE Arca Equities"),⁵ which operates the cash equities trading platform for NYSE Arca, was the first trading system to migrate to Pillar.⁶ NYSE MKT's equities market will transition to Pillar in the second quarter of 2017 and as part of this transition, will be renamed NYSE American LLC ("NYSE American").⁷ In this filing, the

⁴ See Trader Update dated January 29, 2015, available here: www.nyse.com/pillar.

⁵ NYSE Arca Equities is a wholly-owned corporation of NYSE Arca and operates as a facility of NYSE Arca.

⁶ In connection with the NYSE Arca implementation of Pillar, NYSE Arca filed four rule proposals relating to Pillar. See Securities Exchange Act Release Nos. 74951 (May 13, 2015), 80 FR 28721 (May 19, 2015) (Notice) and 75494 (July 20, 2015), 80 FR 44170 (July 24, 2015) (SR-NYSEArca-2015-38) (Approval Order of NYSE Arca Pillar I Filing, adopting rules for Trading Sessions, Order Ranking and Display, and Order Execution); Securities Exchange Act Release Nos. 75497 (July 21, 2015), 80 FR 45022 (July 28, 2015) (Notice) and 76267 (October 26, 2015), 80 FR 66951 (October 30, 2015) (SR-NYSEArca-2015-56) (Approval Order of NYSE Arca Pillar II Filing, adopting rules for Orders and Modifiers and the Retail Liquidity Program); Securities Exchange Act Release Nos. 75467 (July 16, 2015), 80 FR 43515 (July 22, 2015) (Notice) and 76198 (October 20, 2015), 80 FR 65274 (October 26, 2015) (SR-NYSEArca-2015-58) (Approval Order of NYSE Arca Pillar III Filing, adopting rules for Trading Halts, Short Sales, Limit Up-Limit Down, and Odd Lots and Mixed Lots); and Securities Exchange Act Release Nos. 76085 (October 6, 2015), 80 FR 61513 (October 13, 2015) (Notice) and 76869 (January 11, 2016), 81 FR 2276 (January 15, 2016) (Approval Order of NYSE Arca Pillar IV Filing, adopting rules for Auctions).

⁷ See Securities Exchange Act Release Nos. 80283 (March 21, 2017), 82 FR 15244 (March 27, 2017) (SR-NYSEMKT-201714) (Notice of filing and immediate effectiveness of proposed rule change to change the name of NYSE MKT to NYSE American) and 80748 (May 23, 2017), 82 FR 24764, 24765 (SR-NYSEMKT-2017-20) (Notice of filing and immediate effectiveness of proposed rule change to change the name of NYSE MKT to NYSE American) ("NYSE American Filings"). In connection with the NYSE American implementation of Pillar, NYSE MKT filed several rule changes. See Securities Exchange Act Release Nos. 79242 (November 4, 2016), 81 FR 79081 (November 10, 2016) (SR-NYSEMKT-2016-97) (Notice and Filing of Immediate Effectiveness of Proposed Rule Change of framework rules); 81038 (June 28, 2017), 82 FR 31118 (July 5, 2017) (SR-NYSEMKT-2016-103) (Approval Order) (the "ETP Listing Rules Filing"); 80590 (May 4, 2017), 82 FR 21843 (May 10, 2017) (Approval Order) (NYSE MKT rules governing automated trading); 80577 (May 2, 2017), 82 FR

Exchange proposes to refer to the rules of NYSE MKT as "NYSE American Rule X."⁸

Overview

The Exchange previously amended its rules to add the Pillar Platform Rules, as set forth in Rules 1P-13P.⁹ With this proposed rule change, the Exchange proposes additional rules for Rules 1P Definitions and 7P Equities Trading to support trading of UTP Securities.¹⁰ The proposed rules address general order processing and post-trade functions for the Pillar trading platform and are based on the rules of NYSE Arca Equities and NYSE American without any substantive differences.¹¹

Once trading on the Pillar trading platform begins, specified current Exchange rules would not be applicable. For each current rule that would not be applicable for trading UTP Securities on the Pillar trading platform, the Exchange proposes to state in a preamble to such rule that "this Rule is not applicable to trading UTP Securities on the Pillar trading platform."¹² Current Exchange rules governing trading that do not have

21446 (May 8, 2017) (SR-NYSEMKT-2017-04) (Approval Order) (NYSE MKT rules governing market makers); 80700 (May 16, 2017), 82 FR 23381 (May 22, 2017) (SR-NYSEMKT-2017-05) (Approval Order) (NYSE MKT rules governing delay mechanism).

⁸ In the NYSE American Filings, *id.*, NYSE MKT represented that the name change to NYSE American would become operative upon the effectiveness of an amendment to NYSE MKT's Certificate of Formation, which is expected to be no later than July 31, 2017. Because the NYSE American name would become operative before the operative date of this proposed rule change, the Exchange believes it would promote transparency and reduce confusion to refer to NYSE MKT rules as "NYSE American" rules.

⁹ See Securities Exchange Act Release Nos. 76803 (December 30, 2015), 81 FR 536 (January 6, 2016) (SR-NYSE-2015-67) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change) ("Framework Filing").

¹⁰ The term "UTP Security" means a security that is listed on a national securities exchange other than the Exchange and that trades on the Exchange pursuant to unlisted trading privileges. See Rule 1.1(ii). The Exchange has authority to extend unlisted trading privileges to any security that is an NMS Stock that is listed on another national securities exchange or with respect to which unlisted trading privileges may otherwise be extended in accordance with Section 12(f) of the Act. See Rule 5.1(a)(1).

¹¹ The Exchange will file a separate proposed rule change to add additional rules that would govern trading of UTP Securities on the Exchange on the Pillar trading platform.

¹² The Exchange proposes to amend the description of Pillar Platform Rules, which precedes Rule 1P, to delete the last sentence, which currently provides that "[t]he following rules will not be applicable to trading on the Pillar trading platform: Rules 7, 55, 56, and 62." As proposed, the inapplicability of these rules on the Pillar platform would be addressed in the preamble that the Exchange proposes to add to each of these rules.

this preamble will govern Exchange operations on Pillar.

Subject to rule approvals, the Exchange will announce the implementation of trading of UTP Securities on the Pillar trading system by Trader Update, which the Exchange anticipates will be in the fourth quarter of 2017.

Proposed Rule Changes

As noted above, the Exchange proposes rules that would be applicable to trading UTP Securities on Pillar that are based on the rules of NYSE Arca Equities and NYSE American. As a global matter, the Exchange proposes non-substantive differences as compared to the NYSE Arca Equities rules to use the terms "Exchange" instead of the terms "NYSE Arca Marketplace," "NYSE Arca," or "Corporation," and to use the terms "mean" or "have meaning" instead of the terms "shall mean" or "shall have the meaning." In addition, the Exchange will use the term "member organization," which is defined in Rule 2, instead of "ETP Holder."¹³

The Framework Filing established Rule 1P Definitions and Rule 1.1 thereunder with definitions used for trading on the Pillar trading platform. The Exchange proposes the following additional definitions:

- Rule 1.1(a) would define the term "Exchange Book" to refer to the Exchange's electronic file of orders, which contains all orders entered on the Exchange. This proposed rule is based on NYSE American Rule 1.1E(a) without any substantive differences.

- Rule 1.1(g) would define the term "Authorized Trader" or "AT" to mean a person who may submit orders to the Exchange on behalf of his or her member organization. This proposed rule is based on NYSE American Rule 1.1E(g) without any substantive differences.

- Rule 1.1(j) would define the term "Core Trading Hours" to mean the hours of 9:30 a.m. Eastern Time through 4:00 p.m. Eastern Time or such other hours as may be determined by the Exchange from time to time. This proposed rule is based on NYSE Arca Equities Rule 1.1(j) and NYSE American Rule 1.1E(j) without any substantive differences.

- Rule 1.1(k) would define the term "Exchange" to mean the New York Stock Exchange LLC. This proposed rule is based on NYSE Arca Equities Rule

¹³ Because these non-substantive differences would be applied throughout the proposed rules, the Exchange will not note these differences separately for each proposed rule.

1.1(k) and NYSE American Rule 1.1E(k), but uses the Exchange's name.

- Rule 1.1(p) would define the term "General Authorized Trader" or "GAT" to mean an AT who performs only non-market making activities on behalf of a member organization. This proposed rule is based on NYSE Arca Equities Rule 1.1(p) and NYSE American Rule 1.1E(p) without any substantive differences.

- Proposed Rule 1.1(u) would define the term "Marketable" to mean, for a Limit Order, an order that can be immediately executed or routed and that Market Orders are always considered Marketable. This proposed rule is based on NYSE Arca Equities Rule 1.1(u) and NYSE American Rule 1.1E(u) without any substantive differences.

- Proposed Rule 1.1(rr) would define the terms "security" and "securities" to mean any security as defined in Section 3(a)(10) under the Securities Exchange Act of 1934; provided, however, that for purposes of Rule 7P, such term means any NMS stock. This proposed rule is based on NYSE Arca Equities Rule 1.1(rr) and NYSE American Rule 1.1E(rr) without any substantive differences. In addition, because the term "security" would be defined in proposed Rule 1.1(rr), the Exchange proposes that Rules 3 and 4, which define the terms "Security" and "Stock," would not be applicable to trading UTP Securities on the Pillar trading platform.

- Proposed Rule 1.1(ss) would define the terms "self-regulatory organization" and "SRO" to have the same meaning as set forth in the provisions of the Securities Exchange Act of 1934 relating to national securities exchanges. This proposed rule is based on NYSE Arca Equities Rule 1.1(ss) and NYSE American Rule 1.1E(ss) without any substantive differences.

- Proposed Rule 1.1(xx) would define the term "Trading Facilities" or "Facilities" to mean any and all electronic or automatic trading systems provided by the Exchange to member organizations. This proposed rule is based on NYSE Arca Equities Rule 1.1(xx) and NYSE American Rule 1.1E(xx) without any substantive differences.

Section 1 of Rule 7P sets forth the General Provisions relating to trading on the Pillar trading platform. The Exchange proposes the following additional rules in this section of Rule 7P:

- Proposed Rule 7.1 (Hours of Business) would specify that the Exchange would be open for the transaction of business on every

business day. The proposed rule also sets forth when the CEO may take specified actions, such as halting or suspending trading in some or all securities on the Exchange. The proposed rule is based on NYSE Arca Equities Rule 7.1, NYSE American Rule 7.1E, Rule 51, and Rule 52. The Exchange proposes that Rules 51 and 52 would not be applicable to trading UTP Securities on the Pillar trading platform. In addition, because the definition of the term "business day" in Rule 12 would be redundant of proposed Rule 7.1E, the Exchange proposes that Rule 12 would not be applicable to trading on the Pillar trading platform.

- Proposed Rule 7.2 (Holidays) would establish the holidays when the Exchange would not be open for business. The proposed rule is based on NYSE Arca Equities Rule 7.2, NYSE American Rule 7.2, and Supplementary Material .10 to Rule 51, including text that provides that when any holiday observed by the Exchange falls on a Sunday, the Exchange would not be open for business on the succeeding Monday, which is in Rule 51.

- Rule 7.8 (Bid or Offer Deemed Regular Way) would establish that all bids and offers would be considered to be "regular way." This proposed rule is based on NYSE Arca Equities Rule 7.8 and NYSE American Rule 7.8E without any substantive differences. The Exchange proposes that Rule 14 would not be applicable to trading of UTP Securities on the Pillar trading platform.

- Proposed Rule 7.9 (Execution Price Binding) would establish that, notwithstanding Exchange rules governing clearly erroneous executions, the price at which an order is executed is binding notwithstanding that an erroneous report is rendered. This proposed rule is based on NYSE Arca Equities Rule 7.9 and NYSE American Rule 7.9E without any substantive differences. The Exchange proposes that Rules 71 (Precedence of Highest Bid and Lowest Offer) and 411 (Erroneous Reports) would not be applicable to trading of UTP Securities on the Pillar trading platform.

- Proposed Rule 7.14 (Clearance and Settlement) would establish the requirements regarding a member organization's arrangements for clearing UTP Securities on Pillar. Because all post-trade functions on the Exchange's Pillar trading platform would follow same procedures for post-trade processing as NYSE Arca Equities and NYSE American follow, the Exchange proposes rules that are based on NYSE Arca Equities and NYSE American rules governing clearing. Accordingly, the proposed rule is based on NYSE Arca

Equities Rule 7.14 and NYSE American Rule 7.14E without any substantive differences. The Exchange proposes that its current rules governing clearing, Rules 130 and 132 would not be applicable to trading UTP Securities on the Pillar trading platform.¹⁴

- Proposed Rule 7.17 (Firm Orders and Quotes) would establish requirements that all orders and quotes must be firm. This proposed rule is based on NYSE Arca Equities Rule 7.17 and NYSE American Rule 7.17E without any substantive differences. Because on the Pillar trading platform, the Exchange would only publish automated quotations consistent with proposed Rule 7.17, the Exchange proposes that Rule 60—Equities (Dissemination of Quotations) would not be applicable to trading UTP Securities on the Pillar trading platform.

Section 3 of Rule 7P sets forth Exchange Trading on the Pillar trading platform. The Exchange proposes the following additional rules for this section of Rule 7P:

- Proposed Rule 7.29 (Access) would provide that the Exchange would be available for entry and cancellation of orders by member organizations with authorized access. To obtain authorized access to the Exchange, each member organization would be required to enter into a User Agreement. Proposed Rule 7.29 is based on NYSE Arca Equities Rule 7.29(a) and NYSE American Rule 7.29E(a), without any substantive differences. The Exchange does not propose to include rule text based on NYSE Arca Equities Rule 7.29(b) because the Exchange would not offer sponsored access.

- Proposed Rule 7.30 (Authorized Traders) would establish requirements for member organizations relating to ATs. The proposed rule is based on NYSE Arca Equities Rule 7.30 and NYSE American Rule 7.30E, with one non-substantive difference to refer to "the Rules and procedures of the Exchange" rather than to refer to "the trading rules and procedures related to the NYSE Arca Marketplace and all other Rules of the Corporation."

- Proposed Rule 7.32 (Order Entry) would establish requirements for order entry size. The proposed rule is based on NYSE Arca Equities Rule 7.32 and NYSE American Rule 7.32E without any substantive differences. The Exchange proposes that the paragraph of Rule 1000 (Automatic Executions) relating to "Maximum Order Size for Automatic Executions" would not be applicable to

¹⁴ See also *infra* proposed Rules 7.33 (Capacity Codes) and 7.41 (Clearance and Settlement).

trading UTP Securities on the Pillar trading platform.

- Proposed Rule 7.33 (Capacity Codes) would establish requirements for capacity code information that member organizations must include with every order. The proposed rule is based on NYSE Arca Equities Rule 7.33 and NYSE American Rule 7.33E without any substantive differences. The Exchange proposes to use the title “Capacity Codes” instead of “ETP Holder User,” for proposed Rule 7.33, which the Exchange believes provides more clarity regarding the content of the proposed rule. The Exchange proposes that the capacity code requirements in Supplementary Material .30(9) to Rule 132 would not be applicable to trading UTP Securities on the Pillar trading platform.

- Proposed Rule 7.40 (Trade Execution and Reporting) would establish the Exchange’s obligation to report trades to an appropriate consolidated transaction reporting system. The proposed rule is based on NYSE Arca Equities Rule 7.40 and NYSE American Rule 7.40E without any substantive differences. Because all reporting of transactions would be automated, the Exchange proposes that Rules 128A and 128B would not be applicable to trading UTP Securities on the Pillar trading platform.

- Proposed Rule 7.41 (Clearance and Settlement) would establish requirements that all trades be processed for clearance and settlement on a locked-in and anonymous basis. The proposed rule is based on NYSE American Rule 7.41E with a non-substantive difference to cross reference Supplementary Material .10 to Rule 132 to define the term “Qualified Clearing Agency.” In addition, proposed Rules 7.41(a), (b), (d), and (e) are based on NYSE Arca Equities Rule 7.41(a), (b), (d), and (e) with non-substantive differences not to include references to sponsored access, because the Exchange will not offer sponsored access. Because all trades would be reported by the Exchange on a locked-in basis, the Exchange proposes to specify that the following rules relating to clearance and settlement would not be applicable to trading UTP Securities on the Pillar trading system:

- Rule 130 (Overnight Comparison of Exchange Transactions),

- Rule 131 (Comparison—Requirements for Reporting Trades and Providing Facilities),

- Rule 132 (Comparison and Settlement of Transactions Through a Fully-Interfaced or Qualified Clearing Agency),

- Rule 133 (Comparison—Non-cleared Transactions),

- Rule 134 (Differences and Omissions—Cleared Transactions QTs),

- Rule 135 (Differences and Omissions—Non-cleared Transactions (‘DKs’)), and

- Rule 136 (Comparison—Transactions Excluded from a Clearance).

The Exchange further proposes to specify that the following additional rules, which also relate to post-trade functions and have no analog on either NYSE Arca Equities or NYSE American would not be applicable to trading UTP Securities on the Pillar trading platform: Rules 137 (Written Contracts), Rule 137A (Samples of Written Contracts), 138 (Give-Ups), 139 (Recording), 140 (Members Closing Contracts—Conditions), 141 (“Fail to Deliver” Confirmations), 142 (Effect on Contracts of Errors in Comparison, etc.), 165–168 (Marking to the Market), 175–227 (Settlement of Contracts), 235–251 (Dividends, Interest, Rights, etc.), 255–259 (Due-Bills), 265–275 (Reclamations), 280–295 (Closing Contracts), 296 (Liquidation of Securities Loans and Borrowings), and 297–299C (Miscellaneous Floor Procedure).

* * * * *

As discussed above, because of the technology changes associated with the migration to the Pillar trading platform, the Exchange will announce by Trader Update when the Pillar rules for trading UTP Securities will become operative.

2. Statutory Basis

The proposed rule change is consistent with Section 6(b) of the Securities Exchange Act of 1934 (the “Act”),¹⁵ in general, and furthers the objectives of Section 6(b)(5),¹⁶ in particular, because 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 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 the proposed rules would remove impediments to and perfect the mechanism of a free and open market because they provide for additional rules to support trading of UTP Securities on the Pillar trading platform.

¹⁵ 15 U.S.C. 78f(b).

¹⁶ 15 U.S.C. 78f(b)(5).

More specifically, the Exchange believes that the proposed definitions for Rule 1.1 would remove impediments to and perfect the mechanism of a free and open market and a national market system because the proposed definitions are terms that would be used in the additional rules proposed by the Exchange. The proposed rules are definitional and would promote transparency in Exchange rules regarding the use of those terms.

The Exchange believes that the additional rules proposed for Rule 7P would remove impediments to and perfect the mechanism of a free and open market and a national market system because they would establish rules governing general order processing and post-trade functions for the Pillar trading platform. The proposed rules are based on the rules of NYSE Arca Equities and NYSE American without any substantive differences. The proposed rule change would therefore remove impediments to and perfect the mechanism of a free and open market and a national market system because they are based on the approved rules of another exchange.

The Exchange further believes that it would remove impediments to and perfect the mechanism of a free and open market and a national market system to specify which current rules would not be applicable to trading UTP Securities on the Pillar trading platform. The Exchange believes that the following legend, which would be added to existing rules, “This rule is not applicable to trading UTP Securities on the Pillar trading platform,” would promote transparency regarding which rules would govern trading on the Exchange once it transitions to Pillar. The Exchange has proposed to add this legend to rules that would be superseded by proposed rules.

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 that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed change is designed to propose rules to support the Exchange’s new Pillar trading platform and to introduce trading of UTP Securities on the Exchange on that platform. The Exchange operates in a highly competitive environment in which its unaffiliated exchange competitors operate multiple affiliated exchanges that operate under common rules. By basing its rules on those of NYSE Arca Equities and NYSE American, the Exchange will provide its member

organizations with consistency across affiliated exchanges, thereby enabling the Exchange to compete with unaffiliated exchange competitors that similarly operate multiple exchanges on the same trading platforms.

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

No written comments were solicited or received with respect to the proposed rule change.

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

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act¹⁷ and Rule 19b-4(f)(6) thereunder.¹⁸ 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)(iii) of the Act¹⁹ and subparagraph (f)(6) Rule 19b-4 thereunder.²⁰

At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B) of the Act to determine whether the proposed rule change 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 email to rule-comments@sec.gov. Please include File Number SR-NYSE-2017-35 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-NYSE-2017-35. This file number should be included on the subject line if email 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 Web site 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-NYSE-2017-35 and should be submitted on or before August 23, 2017.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²²

Eduardo A. Aleman,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-81250; File No. SR-NASDAQ-2017-075]

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Delay the Effective Date of the TotalView and OpenView Depth-of-Book Products

July 28, 2017.

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 July 21, 2017, The NASDAQ Stock Market LLC ("Nasdaq" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I and II 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 delay the effective date of the merger of TotalView and OpenView by 31 days, until September 1, 2017.

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 the Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of this filing is to delay the effective date of the merger of TotalView and OpenView by 31 days, from August 1, 2017, until September 1, 2017.

On May 26, 2017, the Exchange filed with the Commission a proposed rule change ("Proposal") to merge the

¹⁷ 15 U.S.C. 78s(b)(3)(A)(iii).

¹⁸ 17 CFR 240.19b-4(f)(6).

¹⁹ 15 U.S.C. 78s(b)(3)(A).

²⁰ 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6)(iii) requires the Exchange to give the Commission written notice of the Exchange's intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

²¹ 15 U.S.C. 78s(b)(2)(B).

²² 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.