

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
APPLICATION FOR, AND AMENDMENTS TO APPLICATION FOR, REGISTRATION  
AS A NATIONAL SECURITIES EXCHANGE OR EXEMPTION FROM REGISTRATION  
PURSUANT TO SECTION 5 OF THE EXCHANGE ACT

Date filed  
(MM/DD/YY):  
06/05/17

OFFICIAL  
USE  
ONLY

Warning: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise comply with the provisions of law applying to the conduct of the applicant would violate the securities laws and may result in disciplinary, administrative or criminal action

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS

APPLICATION  AMENDMENT

1. State the name of the applicant: MIAX PEARL, LLC
2. Provide the applicant's primary street address (Do not use a P.O. Box): 7 Roszel Road, Suite 5-A, Princeton, NJ 08540
3. Provide the applicant's mailing address (if different):
4. Provide the applicant's business telephone and facsimile number:  
Telephone: 609-897-7300; Facsimile: 609-987-2210
5. Provide the name, title and telephone number of a contact employee:  
Barbara J. Comly, EVP, General Counsel & Corporate Secretary  
609-897-7315
6. Provide the name and address of counsel for the applicant:  
Barbara J. Comly, EVP, General Counsel & Corporate Secretary  
MIAX PEARL, LLC  
7 Roszel Road, Suite 5-A  
Princeton, NJ 08540
7. Provide the date applicant's fiscal year ends: December 31
8. Indicate legal status of applicant:  Corporation  Sole Proprietorship  Partnership  
 Limited Liability Company  Other (specify):

SEC  
Mail Processing  
Section  
JUN 06 2017  
Washington DC  
412  
Securities and Exchange  
JUN 05 2017  
RECEIVED



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If other than a sole proprietor, indicate the date and place where applicant obtained its legal status (e.g. state where incorporated, place where partnership agreement was filed or where applicant entity was formed):

- (a) Date (MM/DD/YY): 02/11/16      (b) State/Country of formation: Delaware
- (c) Statute under which applicant was organized: Delaware Limited Liability Company Act, 6 Del. C. 18-1d et seq.

**EXECUTION:** The applicant consents that service of any civil action brought by, or notice of any proceeding before, the Securities and Exchange Commission in connection with the applicant's activities may be given by registered or certified mail or confirmed telegram to the applicant's contact employee at the main address, or mailing address if different, given in Items 2 and 3. The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of, and with the authority of, said applicant. The undersigned and applicant represent that the information and statements contained herein, including exhibits, schedules, or other documents attached hereto, and other information filed herewith, all of which are made a part hereof, are current, true, and complete.

MIAX PEARL, LLC

Date: June 5, 2017

By: Barbara J. Comly  
Barbara J. Comly  
EVP, General Counsel & Corporate Secretary

Subscribed and sworn before me this 5<sup>th</sup> day of June, 2017.

Jane Post  
Jane Post  
Notary Public of the State of New Jersey  
My Commission Expires October 27, 2019

This page must always be completed in full with original, manual signature and notarization.  
Affix notary stamp or seal where applicable.

## **EXHIBIT M**

### **Exhibit Request:**

**Provide an alphabetical list of all members, subscribers or other users, including the following information:**

- 1. Name;**
- 2. Date of election to membership or acceptance as a member, subscriber or other user;**
- 3. Principal business address and telephone number;**
- 4. If member, subscriber or other user is an individual, the name of the entity with which such individual is associated and the relationship of such individual to the entity (e.g. partner, officer, director, employee, etc.);**
- 5. Describe the type of activities primarily engaged in by the member, subscriber, or other user (e.g. floor broker, specialist, odd lot dealer, other market maker, proprietary trader, non-broker dealer, inactive or other functions). A person shall be “primarily engaged” in an activity or function for purposes of this item when that activity or function is the one in which that person is engaged for the majority of their time. When more than one type of person at an entity engages in any of the six types of activities or functions enumerated in this item, identify each type (e.g. proprietary trader, Registered Competitive Trader and Registered Competitive Market Maker) and state the number of participants, subscribers, or other users in each; and**
- 6. The class of membership, participation or subscription or other access.**

### **Response:**

Attached is a list of the members of the Exchange as of June 2, 2017, including the information set forth in items 1-6 above.

**MEMBER FIRMS**
**Total Firms 35**
**As of 02-Jun-17**

<b>ABN AMRO CLEARING CHICAGO LLC</b> 175 West Jackson Blvd., Ste. 400 Chicago IL 60604 Tele #: (312) 604-8000	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: CLEARANCE
<b>AKUNA SECURITIES LLC</b> 333 S. Wabash Avenue, Suite 2600 Chicago IL 60604 Tele #: (312) 994-4640	Approval Date: 4/17/2017 <b>PEARL Membership Activities:</b> REGULAR MARKET MAKER
<b>APEX CLEARING CORPORATION</b> 350 N. St. Paul, Suite 1300 Dallas TX 75201 Tele #: (214) 765-1100	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: CLEARANCE
<b>BARCLAYS CAPITAL INC.</b> 745 Seventh Avenue New York NY 10019 Tele #: (212) 526-7000	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>CITADEL SECURITIES LLC</b> 131 South Dearborn Street Chicago IL 60603 Tele #: (312) 395-2100	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> REGULAR MARKET MAKER/EEM: ORDER FLOW
<b>CITI ORDER ROUTING AND EXECUTION, LLC</b> 11 Ewall Street Mt. Pleasant SC 29464 Tele #: (843) 789-2080	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>COMPASS PROFESSIONAL SERVICES, LLC</b> 111 W. Jackson Blvd., 20th Fl. Chicago IL 60604 Tele #: (312) 692-5000	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>CREDIT SUISSE SECURITIES (USA) LLC</b> 11 Madison Avenue, 3rd Floor New York NY 10010 Tele #: (212) 325-2000	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>CUTLER GROUP, LP</b> 101 Montgomery Street, Ste. 700 San Francisco CA 94104 Tele #: (415) 293-3956	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> REGULAR MARKET MAKER/EEM: ORDER FLOW
<b>DASH FINANCIAL TECHNOLOGIES LLC</b> 311 S. Wacker Drive, Ste. 1000 Chicago IL 60606 Tele #: (847) 550-1730	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>DEUTSCHE BANK SECURITIES INC.</b> 60 Wall Street New York NY 10005 Tele #: (212) 250-2500	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>GLOBAL EXECUTION BROKERS, LP</b> 401 City Avenue, Ste. 200 Bala Cynwyd PA 19004 Tele #: (610) 617-2600	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>GOLDMAN SACHS &amp; CO. LLC</b> 200 West Street New York NY 10282 Tele #: (212) 902-1000	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>GROUP ONE TRADING LP</b> 440 South La Salle, Ste. 3232 Chicago IL 60605 Tele #: (312) 347-8864	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>HILLTOP SECURITIES INC.</b> 1201 Elm Street, Ste. 3500 Dallas TX 75270 Tele #: (214) 859-1800	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: CLEARANCE

<b>HRT FINANCIAL LLC</b> 32 Old Slip, 30th Floor New York NY 10005 Tele #: (212) 293-1444	Approval Date: 4/5/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>IMC-CHICAGO, LLC D/B/A IMC FINANCIAL MARKETS</b> 233 South Wacker Drive, #4300 Chicago IL 60606 Tele #: (312) 244-3300	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> REGULAR MARKET MAKER
<b>INSTINET, LLC</b> 309 West 49th Street New York NY 10019 Tele #: (212) 310-9500	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>INTERACTIVE BROKERS LLC</b> One Pickwick Plaza, 2nd Fl. Greenwich CT 06830 Tele #: (203) 618-5710	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>ITG DERIVATIVES LLC</b> 601 S. LaSalle, Ste. 300 Chicago IL 60605 Tele #: (312) 935-0125	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>J.P. MORGAN SECURITIES LLC</b> 383 Madison Avenue New York NY 10179 Tele #: (201) 595-8471	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>JEFFERIES LLC</b> 520 Madison Avenue New York NY 10022 Tele #: (212) 284-2300	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>KCG AMERICAS LLC</b> 300 Vesey Street New York NY 10282 Tele #: (201) 386-2891	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> REGULAR MARKET MAKER: ORDER FLOW/CLEARANCE
<b>MERRILL LYNCH PROFESSIONAL CLEARING CORP.</b> One Bryant Park, 6th Fl. New York NY 10036 Tele #: (646) 743-1295	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: CLEARANCE
<b>MERRILL LYNCH, PIERCE, FENNER &amp; SMITH INCORPORAT</b> One Bryant Park New York NY 10036 Tele #: (212) 449-1000	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>MORGAN STANLEY &amp; CO. LLC</b> 1585 Broadway New York NY 10036 Tele #: (212) 761-4000	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> REGULAR MARKET MAKER: ORDER FLOW/CLEARANCE
<b>OPTIVER US LLC</b> 130 E. Randolph Street, Ste. 1300 Chicago IL 60601 Tele #: (312) 821-9500	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> REGULAR MARKET MAKER
<b>PERSHING LLC</b> 1 Pershing Plaza, 10th Fl. Jersey City NJ 07399 Tele #: (201) 413-2000	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>SIMPLEX TRADING, LLC</b> 230 So. LaSalle St., Ste. 4-100 Chicago IL 60604 Tele #: (312) 360-2440	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>UBS SECURITIES LLC</b> 1285 Avenue of the Americas New York NY 10019 Tele #: (203) 719-3000	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>VOLANT LIQUIDITY, LLC</b> 250 Vesey Street, Ste. 2601 New York NY 10281 Tele #: (646) 484-3000	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>WEDBUSH SECURITIES INC.</b> 1000 Wilshire Boulevard, Suite 900 Los Angeles CA 90017 Tele #: (213) 688-8090	Approval Date: 2/6/2017 <b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: CLEARANCE

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**WELLS FARGO SECURITIES, LLC**

550 South Tryon Street, 6th Floor

Charlotte NC 28202

Tele #: (704) 715-6133

Approval Date: 2/6/2017

**PEARL Membership Activities:**

ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE

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**WOLVERINE EXECUTION SERVICES, LLC**

175 W. Jackson Blvd., Ste. 200

Chicago IL 60604

Tele #: (312) 884-4000

Approval Date: 2/6/2017

**PEARL Membership Activities:**

ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE

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**WOLVERINE TRADING, LLC**

175 W. Jackson Blvd., Ste. 200

Chicago IL 60604

Tele #: (312) 884-3490

Approval Date: 2/6/2017

**PEARL Membership Activities:**

REGULAR MARKET MAKER