

Form 1 Page 1 Execution Page	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): 01/25/18	OFFICIAL USE ONLY
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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 federal 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

Securities and Exchange Commission
Trading and Markets

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8. Indicate legal status of applicant: Corporation Sole Proprietorship Partnership
 Limited Liability Company Other (specify):

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: January 25, 2018

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

Subscribed and sworn before me this 25th day of January, 2018.

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.



Barbara J. Comly
General Counsel

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Princeton, New Jersey 08540
T 609 897 7300
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bcomly@miami-holdings.com

SEC
Mail Processing
Section

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Washington DC
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January 25, 2018

VIA FEDERAL EXPRESS

Jeannette Marshall
Division of Trading and Markets
Office of Market Supervision
Securities and Exchange Commission
100 F. Street, N.E.
Washington, D.C. 20549

Securities and Exchange Commission
Trading and Markets

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**Re: MIAX PEARL, LLC ("PEARL")
Amendment 2018-01 to Form 1 Application**

Dear Ms. Marshall:

Enclosed for official filing pursuant to Rule 6a-2(a) are an original and two copies of Amendment 2018-01 to the Form 1 Application of PEARL, which includes the following changes:

- Exhibit J – Updated Director Business Information
- Exhibit M – Updated Member List

Please do not hesitate to contact me if you have any questions in connection with this matter.

Very truly yours,

Barbara J. Comly
EVP, General Counsel & Corporate Secretary

Enclosures
cc: Marlene Olsen

EXHIBIT J

Exhibit Request:

A list of the officers, governors, members of all standing committees, or persons performing similar functions, who presently hold or have held their offices or positions during the previous year, indicating the following for each:

1. **Name.**
2. **Title.**
3. **Dates of commencement and termination of term of office or position.**
4. **Type of business in which each is primarily engaged (e.g., floor broker, specialist, odd lot dealer, etc.).**

Response:

1. **Officers of MIAX PEARL, LLC [No change]**

The following persons are the officers of the Exchange:

Name	Title
Thomas P. Gallagher	Chairman and Chief Executive Officer
Douglas M. Schafer, Jr.	Chief Information Officer and Executive Vice President
Barbara Comly	Executive Vice President, General Counsel and Corporate Secretary
Paul Warner	Executive Vice President and Chief Financial Officer
Edward Deitzel	Executive Vice President, Chief Regulatory Officer and Chief Compliance Officer
Shelly Brown	Executive Vice President – Strategic Planning and Operations
John Smollen	Executive Vice President – Head of Exchange Traded Products and Strategic Relations
Randy Foster	Senior Vice President – Business Systems Development
Harish Jayabalan	Senior Vice President – Chief Risk Officer & Interim Chief Information Security Officer
Matthew Rotella	Senior Vice President – Chief Technology Officer
Deborah Carroll	Senior Vice President, Associate General Counsel and Assistant Corporate Secretary
Joseph W. Ferraro III	Senior Vice President and Deputy General Counsel
Richard Ross	Senior Vice President of Exchange Traded Products

Name	Title
Joseph S. Bracco	Senior Vice President – Head of Sales
Shawn Hughes	Vice President – Project Management
Amy Neiley	Vice President – Trading Operations and Listings
Lawrence O’Leary	Vice President – Market Surveillance
Laurence Gardner	Vice President – Regulatory Operations
Tia Toms	Vice President – Administration
James O’Neil	Vice President and Director of Physical Security and Safety
Gregory Ziegler	Assistant Vice President and Associate Counsel
Kelly Fitzgerald	Assistant Vice President – Controller

2. Directors of MIAX PEARL, LLC [Updated]

The following persons are the directors of the Exchange as of March 10, 2017:

Name	Classification	Term of Office	Type of Business
Thomas P. Gallagher	Industry	So long as CEO of the Company	Securities Exchange
Richard Herr	Industry/Member Representative	Class I – 2018	Managing Director – Sandler O’Neill & Partners, L.P.
Lawrence E. Jaffe	Non-Industry/Independent	Class I – 2018	Attorney
Mark I. Massad	Industry	Class I – 2018	CEO – Dana Holdings BOA, Ltd.
Robert D. Prunetti	Non-Industry/Independent	Class I – 2018	President – Phoenix Ventures, LLC
William T. Bergman	Non-Industry/Independent	Class II – 2019	Vice President and Special Assistant to the President – Temple University
Lindsay L. Burbage	Non-Industry/Independent	Class II – 2019	Attorney
H. Dale Herring	Industry	Class II – 2019	Real Estate Development
Benjamin Londergan	Industry/Member Representative	Class II – 2019	Formerly President – Dash Financial Technologies LLC

Name	Classification	Term of Office	Type of Business
John E. McCormac	Non-Industry/ Independent	Class II – 2019	Township Mayor – Woodbridge, New Jersey; Former New Jersey State Treasurer
Kurt M. Eckert	Industry	Class III – 2020	Partner – Wolverine Trading, LLC
Leslie Florio	Non-Industry/ Independent	Class III – 2020	Board of Trustees – The Hun School of Princeton; President – Maxwell Place Condominium Association
Sebastiaan Koeling	Industry/Member Representative	Class III – 2020	Chief Executive Officer – Optiver US LLC
Cynthia Schwarzkopf	Non-Industry/ Independent	Class III – 2020	Professional and Philanthropic Public Speaker

3. Committees of MIA X PEARL, LLC [No Change]

The standing committees of the Board and the persons appointed to sit on the standing committees are as follows:

COMPENSATION COMMITTEE	
Name	Classification
Cynthia Schwarzkopf (Chair)	Non-Industry/Independent
William T. Bergman	Non-Industry/Independent
Robert D. Prunetti	Non-Industry/Independent

AUDIT COMMITTEE	
Name	Classification
Robert D. Prunetti (Chair)	Non-Industry/Independent
John E. McCormac	Non-Industry/Independent
Cynthia Schwarzkopf	Non-Industry/Independent

REGULATORY OVERSIGHT COMMITTEE	
Name	Classification
Lindsay L. Burbage (Chair)	Non-Industry/Independent
Leslie Florio	Non-Industry/Independent
Lawrence E. Jaffe	Non-Industry/Independent

APPEALS COMMITTEE	
Name	Classification
Lawrence E. Jaffe (Chair)	Non-Industry/Independent
Kurt M. Eckert	Industry
Richard Herr	Industry/Member Representative

TECHNOLOGY COMMITTEE	
Name	Classification
Leslie Florio (Chair)	Non-Industry/Independent
Kurt M. Eckert	Industry
John E. McCormac	Non-Industry/Independent

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 January 25, 2018, including the information set forth in items 1-6 above.

MEMBER FIRMS

Total Firms 36

As of 25-Jan-18

ABN AMRO CLEARING CHICAGO LLC 175 West Jackson Blvd., Ste. 2050 Chicago IL 60604 Tele #: (312) 604-8000	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: CLEARANCE
AKUNA SECURITIES LLC 333 S. Wabash Avenue, Suite 2600 Chicago IL 60604 Tele #: (312) 994-4640	Approval Date: 4/17/2017 PEARL Membership Activities: MARKET MAKER
BARCLAYS CAPITAL INC. 745 Seventh Avenue New York NY 10019 Tele #: (212) 526-7000	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
CITADEL SECURITIES LLC 131 South Dearborn Street Chicago IL 60603 Tele #: (312) 395-2100	Approval Date: 2/6/2017 PEARL Membership Activities: MARKET MAKER/EEM: ORDER FLOW
CITI ORDER ROUTING AND EXECUTION, LLC 11 Ewall Street, Ste. 103 Mt. Pleasant SC 29464 Tele #: (843) 789-2080	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
COMPASS PROFESSIONAL SERVICES, LLC 111 W. Jackson Blvd., 20th Fl. Chicago IL 60604 Tele #: (312) 692-5000	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
CREDIT SUISSE SECURITIES (USA) LLC 11 Madison Avenue, 3rd Floor New York NY 10010 Tele #: (212) 325-2000	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
CUTLER GROUP, LP 101 Montgomery Street, Ste. 700 San Francisco CA 94104 Tele #: (415) 293-3956	Approval Date: 2/6/2017 PEARL Membership Activities: MARKET MAKER/EEM: ORDER FLOW
DASH FINANCIAL TECHNOLOGIES LLC 311 S. Wacker Drive, Ste. 1000 Chicago IL 60606 Tele #: (847) 550-1730	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
DEUTSCHE BANK SECURITIES INC. 60 Wall Street New York NY 10005 Tele #: (212) 250-2500	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
DRW SECURITIES, L.L.C. 540 West Madison, Ste. 2500 Chicago IL 60661 Tele #: (312) 542-3231	Approval Date: 11/14/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW
GLOBAL EXECUTION BROKERS, LP 401 City Avenue, Ste. 200 Bala Cynwyd PA 19004 Tele #: (610) 617-2600	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW
GOLDMAN SACHS & CO. LLC 200 West Street New York NY 10282 Tele #: (212) 902-1000	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
GROUP ONE TRADING LP 440 South La Salle, Ste. 3232 Chicago IL 60605 Tele #: (312) 347-8864	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW
HILLTOP SECURITIES INC. 1201 Elm Street, Ste. 3500 Dallas TX 75270 Tele #: (214) 859-1800	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: CLEARANCE

HRT FINANCIAL LLC 32 Old Slip, 30th Floor New York NY 10005 Tele #: (212) 293-1444	Approval Date: 4/5/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW
IMC-CHICAGO, LLC D/B/A IMC FINANCIAL MARKETS 233 South Wacker Drive, #4300 Chicago IL 60606 Tele #: (312) 244-3300	Approval Date: 2/6/2017 PEARL Membership Activities: MARKET MAKER
INSTINET, LLC 309 West 49th Street New York NY 10019 Tele #: (212) 310-9500	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
INTERACTIVE BROKERS LLC One Pickwick Plaza, 2nd Fl. Greenwich CT 06830 Tele #: (203) 618-5710	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
ITG DERIVATIVES LLC 601 S. LaSalle, Ste. 300 Chicago IL 60605 Tele #: (312) 935-0125	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW
J.P. MORGAN SECURITIES LLC 383 Madison Avenue New York NY 10179 Tele #: (201) 595-8471	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
JEFFERIES LLC 520 Madison Avenue New York NY 10022 Tele #: (212) 284-2300	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
MERRILL LYNCH PROFESSIONAL CLEARING CORP. One Bryant Park, 6th Fl. New York NY 10036 Tele #: (646) 743-1295	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: CLEARANCE
MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORAT One Bryant Park New York NY 10036 Tele #: (212) 449-1000	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
MORGAN STANLEY & CO. LLC 1585 Broadway New York NY 10036 Tele #: (212) 761-4000	Approval Date: 2/6/2017 PEARL Membership Activities: MARKET MAKER/EEM: ORDER FLOW/CLEARANCE
OPTIVER US LLC 130 E. Randolph Street, Ste. 1300 Chicago IL 60601 Tele #: (312) 821-9500	Approval Date: 2/6/2017 PEARL Membership Activities: MARKET MAKER
PERSHING LLC 1 Pershing Plaza, 10th Fl. Jersey City NJ 07399 Tele #: (201) 413-2000	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
SIMPLEX TRADING, LLC 230 So. LaSalle St., Ste. 4-100 Chicago IL 60604 Tele #: (312) 360-2440	Approval Date: 2/6/2017 PEARL Membership Activities: MARKET MAKER/EEM: ORDER FLOW
TWO SIGMA SECURITIES, LLC 101 Avenue of the Americas, 19th Fl. New York NY 10013 Tele #: (212) 625-5700	Approval Date: 9/12/2017 PEARL Membership Activities: MARKET MAKER/EEM: ORDER FLOW
UBS SECURITIES LLC 1285 Avenue of the Americas New York NY 10019 Tele #: (203) 719-3000	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
VIRTU AMERICAS LLC 300 Vesey Street New York NY 10282 Tele #: (201) 386-2891	Approval Date: 2/6/2017 PEARL Membership Activities: MARKET MAKER/EEM: ORDER FLOW/CLEARANCE
VOLANT LIQUIDITY, LLC 250 Vesey Street, Ste. 2601 New York NY 10281 Tele #: (646) 484-3000	Approval Date: 2/6/2017 PEARL Membership Activities: ELECTRONIC EXCH. MEMBER: ORDER FLOW

WEDBUSH SECURITIES INC.			Approval Date: 2/6/2017
1000 Wilshire Boulevard, Suite 900			PEARL Membership Activities:
Los Angeles	CA	90017	ELECTRONIC EXCH. MEMBER: CLEARANCE
		Tele #: (213) 688-8090	
WELLS FARGO SECURITIES, LLC			Approval Date: 2/6/2017
550 South Tryon Street, 6th Floor			PEARL Membership Activities:
Charlotte	NC	28202	ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
		Tele #: (704) 715-6133	
WOLVERINE EXECUTION SERVICES, LLC			Approval Date: 2/6/2017
175 W. Jackson Blvd., Ste. 200			PEARL Membership Activities:
Chicago	IL	60604	ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
		Tele #: (312) 884-4000	
WOLVERINE TRADING, LLC			Approval Date: 2/6/2017
175 W. Jackson Blvd., Ste. 200			PEARL Membership Activities:
Chicago	IL	60604	MARKET MAKER
		Tele #: (312) 884-3490	