

Form 1 Page 1 Execution Page	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> WASHINGTON, D.C. 20549 <b>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</b>	Date filed (MM/DD/YY): 02/16/18	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

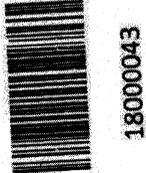
**INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS**

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

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Section  
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Washington DC  
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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.

Date: February 16, 2018

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

Subscribed and sworn before me this 16<sup>th</sup> day of February, 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

7 Roszel Road, Suite 5-A  
Princeton, New Jersey 08540  
T 609 897 7300  
F 609 987 2210  
bcomly@miami-holdings.com

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February 16, 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

SEC  
Mail Processing  
Section  
FEB 20 2018  
Washington DC  
415

**Re: MIAX PEARL, LLC ("PEARL")  
Amendment 2018-03 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 2018-03 to the Form 1 Application of PEARL, which includes the following changes:

Exhibit M – Updated Member List – Name Change of Compass Professional Services, LLC to Virtu Execution, LLC

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 M

## **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 February 15, 2018, including the information set forth in items 1-6 above.

**MEMBER FIRMS**

Total Firms 36

As of 15-Feb-18

<b>ABN AMRO CLEARING CHICAGO LLC</b>	Approval Date: 2/6/2017
175 West Jackson Blvd., Ste. 2050	<b>PEARL Membership Activities:</b>
Chicago IL 60604 Tele #: (312) 604-8000	ELECTRONIC EXCH. MEMBER: CLEARANCE
<b>AKUNA SECURITIES LLC</b>	Approval Date: 4/17/2017
333 S. Wabash Avenue, Suite 2600	<b>PEARL Membership Activities:</b>
Chicago IL 60604 Tele #: (312) 994-4640	MARKET MAKER
<b>BARCLAYS CAPITAL INC.</b>	Approval Date: 2/6/2017
745 Seventh Avenue	<b>PEARL Membership Activities:</b>
New York NY 10019 Tele #: (212) 526-7000	ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>CITADEL SECURITIES LLC</b>	Approval Date: 2/6/2017
131 South Dearborn Street	<b>PEARL Membership Activities:</b>
Chicago IL 60603 Tele #: (312) 395-2100	MARKET MAKER/EEM: ORDER FLOW
<b>CITI ORDER ROUTING AND EXECUTION, LLC</b>	Approval Date: 2/6/2017
11 Ewall Street, Ste. 103	<b>PEARL Membership Activities:</b>
Mt. Pleasant SC 29464 Tele #: (843) 789-2080	ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>CREDIT SUISSE SECURITIES (USA) LLC</b>	Approval Date: 2/6/2017
11 Madison Avenue, 3rd Floor	<b>PEARL Membership Activities:</b>
New York NY 10010 Tele #: (212) 325-2000	ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>CUTLER GROUP, LP</b>	Approval Date: 2/6/2017
101 Montgomery Street, Ste. 700	<b>PEARL Membership Activities:</b>
San Francisco CA 94104 Tele #: (415) 293-3956	MARKET MAKER/EEM: ORDER FLOW
<b>DASH FINANCIAL TECHNOLOGIES LLC</b>	Approval Date: 2/6/2017
311 S. Wacker Drive, Ste. 1000	<b>PEARL Membership Activities:</b>
Chicago IL 60606 Tele #: (847) 550-1730	ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>DEUTSCHE BANK SECURITIES INC.</b>	Approval Date: 2/6/2017
60 Wall Street	<b>PEARL Membership Activities:</b>
New York NY 10005 Tele #: (212) 250-2500	ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>DRW SECURITIES, L.L.C.</b>	Approval Date: 11/14/2017
540 West Madison, Ste. 2500	<b>PEARL Membership Activities:</b>
Chicago IL 60661 Tele #: (312) 542-3231	ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>GLOBAL EXECUTION BROKERS, LP</b>	Approval Date: 2/6/2017
401 City Avenue, Ste. 200	<b>PEARL Membership Activities:</b>
Bala Cynwyd PA 19004 Tele #: (610) 617-2600	ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>GOLDMAN SACHS &amp; CO. LLC</b>	Approval Date: 2/6/2017
200 West Street	<b>PEARL Membership Activities:</b>
New York NY 10282 Tele #: (212) 902-1000	ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>GROUP ONE TRADING LP</b>	Approval Date: 2/6/2017
440 South La Salle, Ste. 3232	<b>PEARL Membership Activities:</b>
Chicago IL 60605 Tele #: (312) 347-8864	ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>HILLTOP SECURITIES INC.</b>	Approval Date: 2/6/2017
1201 Elm Street, Ste. 3500	<b>PEARL Membership Activities:</b>
Dallas TX 75270 Tele #: (214) 859-1800	ELECTRONIC EXCH. MEMBER: CLEARANCE
<b>HRT FINANCIAL LLC</b>	Approval Date: 4/5/2017
32 Old Slip, 30th Floor	<b>PEARL Membership Activities:</b>
New York NY 10005 Tele #: (212) 293-1444	ELECTRONIC EXCH. MEMBER: ORDER FLOW

<b>IMC-CHICAGO, LLC D/B/A IMC FINANCIAL MARKETS</b>	Approval Date: 2/6/2017
233 South Wacker Drive, #4300 Chicago IL 60606 Tele #: (312) 244-3300	<b>PEARL Membership Activities:</b> MARKET MAKER
<b>INSTINET, LLC</b>	Approval Date: 2/6/2017
309 West 49th Street New York NY 10019 Tele #: (212) 310-9500	<b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>INTERACTIVE BROKERS LLC</b>	Approval Date: 2/6/2017
One Pickwick Plaza, 2nd Fl. Greenwich CT 06830 Tele #: (203) 618-5710	<b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>ITG DERIVATIVES LLC</b>	Approval Date: 2/6/2017
601 S. LaSalle, Ste. 300 Chicago IL 60605 Tele #: (312) 935-0125	<b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>J.P. MORGAN SECURITIES LLC</b>	Approval Date: 2/6/2017
383 Madison Avenue New York NY 10179 Tele #: (201) 595-8471	<b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>JEFFERIES LLC</b>	Approval Date: 2/6/2017
520 Madison Avenue New York NY 10022 Tele #: (212) 284-2300	<b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>MERRILL LYNCH PROFESSIONAL CLEARING CORP.</b>	Approval Date: 2/6/2017
One Bryant Park, 6th Fl. New York NY 10036 Tele #: (646) 743-1295	<b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: CLEARANCE
<b>MERRILL LYNCH, PIERCE, FENNER &amp; SMITH INCORPORAT</b>	Approval Date: 2/6/2017
One Bryant Park New York NY 10036 Tele #: (212) 449-1000	<b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>MORGAN STANLEY &amp; CO. LLC</b>	Approval Date: 2/6/2017
1585 Broadway New York NY 10036 Tele #: (212) 761-4000	<b>PEARL Membership Activities:</b> MARKET MAKER/EEM: ORDER FLOW/CLEARANCE
<b>OPTIVER US LLC</b>	Approval Date: 2/6/2017
130 E. Randolph Street, Ste. 1300 Chicago IL 60601 Tele #: (312) 821-9500	<b>PEARL Membership Activities:</b> MARKET MAKER
<b>PERSHING LLC</b>	Approval Date: 2/6/2017
1 Pershing Plaza, 10th Fl. Jersey City NJ 07399 Tele #: (201) 413-2000	<b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>SIMPLEX TRADING, LLC</b>	Approval Date: 2/6/2017
230 So. LaSalle St., Ste. 4-100 Chicago IL 60604 Tele #: (312) 360-2440	<b>PEARL Membership Activities:</b> MARKET MAKER/EEM: ORDER FLOW
<b>TWO SIGMA SECURITIES, LLC</b>	Approval Date: 9/12/2017
101 Avenue of the Americas, 19th Fl. New York NY 10013 Tele #: (212) 625-5700	<b>PEARL Membership Activities:</b> MARKET MAKER/EEM: ORDER FLOW
<b>UBS SECURITIES LLC</b>	Approval Date: 2/6/2017
1285 Avenue of the Americas New York NY 10019 Tele #: (203) 719-3000	<b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>VIRTU AMERICAS LLC</b>	Approval Date: 2/6/2017
300 Vesey Street New York NY 10282 Tele #: (201) 386-2891	<b>PEARL Membership Activities:</b> MARKET MAKER/EEM: ORDER FLOW/CLEARANCE
<b>VOLANT EXECUTION, LLC</b>	Approval Date: 2/6/2017
111 W. Jackson Blvd., 20th Fl. Chicago IL 60604 Tele #: (312) 692-5000	<b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>VOLANT LIQUIDITY, LLC</b>	Approval Date: 2/6/2017
250 Vesey Street, Ste. 2601 New York NY 10281 Tele #: (646) 484-3000	<b>PEARL Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW

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