

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):

04/09/18

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 federal securities laws and may result in disciplinary, administrative or criminal action

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS

APPLICATION

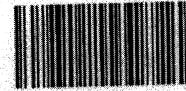
AMENDMENT

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



18002257

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):

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.

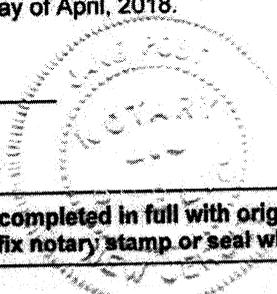
MIAX PEARL, LLC

Date: April 9, 2018

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

Subscribed and sworn before me this 9<sup>th</sup> day of April, 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.

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SEC / TM  
2018 APR 11 PM 2:40



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

April 9, 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

**Re: MIAX PEARL, LLC ("PEARL")  
Amendment 2018-06 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 2018-06 to the Form 1 Application of PEARL, which includes the following changes:

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

**MEMBER FIRMS**

Total Firms 38

As of 06-Apr-18

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**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

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**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

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**APEX CLEARING CORPORATION**

 One Dallas Center  
 350 N. St. Paul, Suite 1300  
 Dallas TX 75201 Tele #: (214) 765-1100

 Approval Date: 2/6/2017  
**PEARL Membership Activities:**  
 ELECTRONIC EXCH. MEMBER: CLEARANCE

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**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

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**CITADEL SECURITIES LLC**

 131 South Dearborn Street - 32nd Floor  
 Chicago IL 60603 Tele #: (312) 395-2100

 Approval Date: 2/6/2017  
**PEARL Membership Activities:**  
 MARKET MAKER/EEM: ORDER FLOW

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**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

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**CREDIT SUISSE SECURITIES (USA) LLC**

 11 Madison Avenue - 24th Floor  
 New York NY 10010 Tele #: (212) 325-2000

 Approval Date: 2/6/2017  
**PEARL Membership Activities:**  
 ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE

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**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

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**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

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**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

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**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

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**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

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**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

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**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

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**HRT FINANCIAL LLC**

4 World Trade Center  
150 Greenwich Street - 57th Floor  
New York NY 10007 Tele #: (212) 293-1444

Approval Date: 4/5/2017  
**PEARL Membership Activities:**  
ELECTRONIC EXCH. MEMBER: ORDER FLOW

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**IMC-CHICAGO, LLC D/B/A IMC FINANCIAL MARKETS**

233 South Wacker Drive, Ste. #4300  
Chicago IL 60606 Tele #: (312) 244-3300

Approval Date: 2/6/2017  
**PEARL Membership Activities:**  
MARKET MAKER

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**INSTINET, LLC**

Worldwide Plaza  
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

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**INTERACTIVE BROKERS LLC**

One Pickwick Plaza - 2nd Floor  
Greenwich CT 06830 Tele #: (203) 618-5710

Approval Date: 2/6/2017  
**PEARL Membership Activities:**  
ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE

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**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

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**JANE STREET CAPITAL, LLC**

250 Vesey Street - 6th Floor  
New York NY 10281 Tele #: (646) 759-6000

Approval Date: 4/2/2018  
**PEARL Membership Activities:**  
ELECTRONIC EXCH. MEMBER: ORDER FLOW

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**JANE STREET OPTIONS, LLC**

250 Vesey Street - 6th Floor  
New York NY 10281 Tele #: (646) 759-6000

Approval Date: 4/2/2018  
**PEARL Membership Activities:**  
ELECTRONIC EXCH. MEMBER: ORDER FLOW

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**JEFFERIES LLC**

520 Madison Avenue - 11th Floor  
New York NY 10022 Tele #: (212) 284-2300

Approval Date: 2/6/2017  
**PEARL Membership Activities:**  
ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE

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**MATRIX EXECUTIONS, LLC**

135 S. LaSalle Street, Ste. 300  
Chicago IL 60603 Tele #: (312) 334-8000

Approval Date: 2/6/2017  
**PEARL Membership Activities:**  
ELECTRONIC EXCH. MEMBER: ORDER FLOW

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**MERRILL LYNCH PROFESSIONAL CLEARING CORP.**

One Bryant Park - 6th Floor  
NY1-100-06-01  
New York NY 10036 Tele #: (646) 743-1295

Approval Date: 2/6/2017  
**PEARL Membership Activities:**  
ELECTRONIC EXCH. MEMBER: CLEARANCE

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**MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED**

222 Broadway  
NY3-222-12-05  
New York NY 10038 Tele #: (212) 449-1000

Approval Date: 2/6/2017  
**PEARL Membership Activities:**  
ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE

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**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

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**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

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**PERSHING LLC**

One 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

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**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

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**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

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**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

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**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

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**VOLANT EXECUTION, LLC**

233 S. Wacker Drive, Ste. 4040  
Chicago IL 60606 Tele #: (312) 692-5000

Approval Date: 2/6/2017  
**PEARL Membership Activities:**  
ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE

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**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

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**WEDBUSH SECURITIES INC.**

1000 Wilshire Boulevard, Suite 900  
ATTN: Business Conduct  
Los Angeles CA 90017 Tele #: (213) 688-8090

Approval Date: 2/6/2017  
**PEARL Membership Activities:**  
ELECTRONIC EXCH. MEMBER: CLEARANCE

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**WELLS FARGO SECURITIES, LLC**

550 South Tryon Street - 6th Floor  
D1086-060  
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:**

MARKET MAKER

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