



October 2, 2024

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

**RE: MIAX Sapphire, LLC (“Sapphire”)
Amendment 2024-6 to Form 1 Application**

Dear Sir/Madam:

Enclosed for official filing pursuant to Rule 6a-2(a) is Amendment 2024-6 to the Form 1 Application of Sapphire, which includes the following changes:

Exhibit J – Updated directors and committees
Exhibit M – Updated member list

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

Sincerely,

Barbara J. Comly

Barbara J. Comly
EVP, General Counsel & Corporate Secretary

Enclosure
cc: Marlene Olsen

7 Roszel Road, Suite 1A
Princeton, New Jersey 08540

miaxglobal.com

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): 10/02/24	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 Sapphire, LLC
2. Provide the applicant's primary street address (Do not use a P.O. Box): 7 Roszel Road, Suite 1A, 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 Sapphire, LLC
7 Roszel Road, Suite 1A
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):



24003447

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): 04/06/23 (b) State/Country of formation: Delaware
- (c) Statute under which applicant was organized: Delaware Limited Liability Company Act (6 Del. C. § 18-101, 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 SAPPHERE, LLC

Date: October 2, 2024

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

Subscribed and sworn before me this 2nd day of October, 2024.

Jane Post
Jane Post
Notary Public of the State of New Jersey
My Commission Expires October 27, 2024

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

EXHIBIT J

Exhibit Request:

A list of the officers, governors, members of all standing committees, or persons performing similar Exhibit J 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 Sapphire, LLC

Name	Title
Thomas P. Gallagher	Chairman and Chief Executive Officer/President
Douglas M. Schafer Jr.	Chief Information Officer and Executive Vice President
Barbara Comly	Executive Vice President, General Counsel and Corporate Secretary
Lance Emmons	Executive Vice President and Chief Financial Officer/Treasurer
Edward Deitzel	Executive Vice President, Chief Regulatory Officer and Chief Compliance Officer
Shelly Brown	Executive Vice President – Strategic Planning and Business Development
Harish Jayabalan	Executive Vice President – Chief Risk Officer and Chief Information Security Officer
John Smollen	Executive Vice President – Head of Exchange Traded Products and Strategic Relations
Randy Foster	Executive Vice President – Business Systems Development
Matthew Rotella	Executive Vice President – Chief Technology Officer
Joseph W. Ferraro III	Senior Vice President – Deputy General Counsel
Deborah Carroll	Senior Vice President – Associate General Counsel and Assistant Corporate Secretary
Kelli Annequin	Senior Vice President – Chief Marketing Officer
Joseph S. Bracco	Senior Vice President – Head of Sales
Rodney Hester	Senior Vice President – Systems Infrastructure
Amy Neiley-Avayou	Senior Vice President – Trading Operations and Listings

Name	Title
Paul Anders (Andy) Nybo	Senior Vice President – Chief Communications Officer
Vinay Rao	Senior Vice President – Trading Systems Development
Siddharth Sahoo	Senior Vice President – Trading Systems Development
Charles Blades	Vice President – Controller
Peter Bon Viso	Vice President – Regulatory Counsel
Todd Borneman	Vice President – Data Services
Kateryna Brezitska	Vice President – Equities Planning and Development
Liang Cao	Vice President – Business Systems Development
Jonathan S. Dowd	Vice President – Business Strategy
Laurence Gardner	Vice President – Regulatory Operations
Mitchell Garfinkel	Vice President – Finance
Carlo Giansanti	Vice President – Vendor Management
Daniel Hsu	Vice President – Exchange Pricing & Business Analysis
Joseph P. Kamnik	Vice President – Senior Counsel
Gamini Karunaratne	Vice President – Network Engineering & Data Center Operations
Ronald Miller	Vice President – Compliance
Lawrence O’Leary	Vice President – Regulatory Oversight
James O’Neil	Vice President and Director of Physical Security and Safety
Gerard (Chaz) Palmeri	Vice President – Systems Operations
Dominique Prunetti Miller	Vice President – Human Resources and Corporate Relations
Christopher Solgan	Vice President – Senior Counsel
Christopher Swisher	Vice President – Market Surveillance
Tia Toms	Vice President – Administration
Gregory Ziegler	Vice President – Senior Counsel
Katherine Comly	Assistant Vice President, Associate Counsel and Director of ESG
Tatiana Kitaigorovski	Assistant Vice President – Associate Counsel
Zachary G. Pendleton	Assistant Vice President – Privacy and Data Governance Counsel
Priya Rege	Assistant Vice President – Business Systems Development
Michael Slade	Assistant Vice President – Associate Counsel

The officers of the Exchange serve until their successors are appointed in accordance with the By-Laws of the Exchange. Officers of the Exchange serve at the direction of the Board of Directors.

2. **Directors of MIAX Sapphire, LLC**

Name	Classification	Term of Office	Type of Business
Thomas P. Gallagher	Industry	So long as CEO of the Company	Securities Exchange
Marianne Deane	Non-Industry/ Independent	Class I – 2025	Community Volunteer
Robert D. Prunetti	Non-Industry	Class I – 2025	President – Phoenix Ventures, LLC
David Silber	Industry/Member Representative	Class I – 2025	Head of Institutional Derivatives – Citadel Securities
Lindsay L. Burbage	Non-Industry/ Independent	Class II – 2026	Attorney (Retired)
Michael Gorczowski	Industry/Member Representative	Class II – 2026	Partner – Wolverine Holdings LP
John E. McCormac	Non-Industry/ Independent	Class II – 2026	Township Mayor – Woodbridge, New Jersey; Former New Jersey State Treasurer
Michael P. Ameen	Non-Industry/ Independent	Class III – 2027	Executive Vice President and Chief Financial Officer – Rheo Vest, LLC
Leslie Florio	Non-Industry/ Independent	Class III – 2027	Community Volunteer
Kenneth Lozier	Non-Industry/ Independent	Class III – 2027	Attorney

3. **Committees of MIAX Sapphire, LLC**

APPEALS COMMITTEE	
Name	Classification
Marianne Deane (Chair)	Non-Industry/Independent
Michael Gorczowski	Industry/Member Representative
David Silber	Industry/Member Representative

AUDIT COMMITTEE	
Name	Classification
Robert D. Prunetti (Chair)	Non-Industry
Michael P. Ameen	Non-Industry/Independent
John E. McCormac	Non-Industry/Independent

COMPENSATION COMMITTEE	
Name	Classification
Lindsay Burbage (Chair)	Non-Industry/Independent
Marianne Deane	Non-Industry/Independent
Robert D. Prunetti	Non-Industry

REGULATORY OVERSIGHT COMMITTEE	
Name	Classification
Lindsay L. Burbage (Chair)	Non-Industry/Independent
Leslie Florio	Non-Industry/Independent
Kenneth Lozier	Non-Industry/Independent

TECHNOLOGY COMMITTEE	
Name	Classification
Leslie Florio (Chair)	Non-Industry/Independent
Marianne Deane	Non-Industry/Independent
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 October 1, 2024, including the information set forth in items 1-6 above.

ABN AMRO CLEARING USA LLC

175 West Jackson Blvd., Ste. 2050
 Chicago IL 60604
 Tele #: (312) 604-8000

Approval Date: 8/12/2024
Membership Activities:
 Clearance
 International Tele #

SEC #: 8-34354
 CRD #: 14020

BARCLAYS CAPITAL INC.

745 Seventh Avenue
 New York NY 10019
 Tele #: (212) 526-7000

Approval Date: 8/12/2024
Membership Activities:
 Order Entry & Clearance
 International Tele #

SEC #: 8-41342
 CRD #: 19714

BOFA SECURITIES, INC.

One Bryant Park
 New York NY 10036
 Tele #: (646) 743-2734

Approval Date: 8/12/2024
Membership Activities:
 Order Entry & Clearance
 International Tele #

SEC #: 8-69787
 CRD #: 283942

CITADEL SECURITIES LLC

200 South Biscayne Blvd., 33rd Flor
 Miami FL 33131
 Tele #: (312) 395-2100

Approval Date: 8/12/2024
Membership Activities:
 Market Maker, Order Entry & Clearance
 International Tele #

SEC #: 8-53574
 CRD #: 116797

CITIGROUP GLOBAL MARKETS INC.

Tower Building
 388 Greenwich Street
 New York NY 10013
 Tele #: (212) 816-6000

Approval Date: 8/12/2024
Membership Activities:
 Order Entry & Clearance
 International Tele #

SEC #: 8-8177
 CRD #: 7059

DASH FINANCIAL TECHNOLOGIES LLC

200 S. Wacker Drive, Ste. 2450
 Chicago IL 60606
 Tele #: (312) 986-2006

Approval Date: 8/12/2024
Membership Activities:
 Order Entry & Clearance
 International Tele #

SEC #: 8-52503
 CRD #: 104031

GLOBAL EXECUTION BROKERS, LP

401 City Avenue, Ste. 200
 Bala Cynwyd PA 19004
 Tele #: (610) 617-2600

Approval Date: 8/12/2024
Membership Activities:
 Order Entry
 International Tele #

SEC #: 8-65878
 CRD #: 126407

GOLDMAN SACHS & CO. LLC

200 West Street
 New York NY 10282
 Tele #: (212) 902-1000

Approval Date: 8/12/2024
Membership Activities:
 Order Entry & Clearance
 International Tele #

SEC #: 8-129
 CRD #: 361

GROUP ONE TRADING LLC

425 S. Financial Place - Ste. 3400
 Chicago IL 60605
 Tele #: (312) 347-8864

Approval Date: 8/12/2024
Membership Activities:
 Market Maker
 International Tele #

SEC #: 8-47762
 CRD #: 37484

HRT FINANCIAL LP

175 Greenwich Street - 76th Floor
 3 World Trade Center
 New York NY 10007
 Tele #: (212) 293-1444

Approval Date: 8/12/2024

SEC #: 8-68430

Membership Activities:

CRD #: 152144

Order Entry & Clearance

International Tele #

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

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

Approval Date: 8/12/2024

SEC #: 8-52600

Membership Activities:

CRD #: 104143

Market Maker

International Tele #

INSTINET, LLC

Worldwide Plaza
 309 West 49th Street
 New York NY 10019
 Tele #: (212) 310-9500

Approval Date: 8/12/2024

SEC #: 8-23669

Membership Activities:

CRD #: 7897

Order Entry & Clearance

International Tele #

INTERACTIVE BROKERS LLC

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

Approval Date: 8/12/2024

SEC #: 8-47257

Membership Activities:

CRD #: 36418

Order Entry & Clearance

International Tele #

J.P. MORGAN SECURITIES LLC

383 Madison Avenue
 New York NY 10179
 Tele #: (212) 272-2000

Approval Date: 8/12/2024

SEC #: 8-35008

Membership Activities:

CRD #: 79

Order Entry & Clearance

International Tele #

JANE STREET CAPITAL, LLC

250 Vesey Street - 5th Floor
 New York NY 10281
 Tele #: (646) 908-5094

Approval Date: 8/12/2024

SEC #: 8-52275

Membership Activities:

CRD #: 103782

Order Entry

International Tele #

JANE STREET OPTIONS, LLC

250 Vesey Street - 5th Floor
 New York NY 10281
 Tele #: (646) 759-6000

Approval Date: 8/12/2024

SEC #: 8-66813

Membership Activities:

CRD #: 134159

Market Maker & Order Entry

International Tele #

JEFFERIES LLC

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

Approval Date: 8/12/2024

SEC #: 8-15074

Membership Activities:

CRD #: 2347

Order Entry & Clearance

International Tele #

MATRIX EXECUTIONS, LLC

135 S. LaSalle Street, Ste. 3900
 Chicago IL 60603
 Tele #: (312) 334-8000

Approval Date: 8/12/2024

SEC #: 8-48255

Membership Activities:

CRD #: 38455

Order Entry

International Tele #

MORGAN STANLEY & CO. LLC

1585 Broadway
 New York NY 10036
 Tele #: (212) 761-4000

Approval Date: 8/12/2024

SEC #: 8-15869

Membership Activities:
 Order Entry & Clearance
 International Tele #

CRD #: 8209

PERSHING LLC

One Pershing Plaza - 10th Fl.
 Jersey City NJ 07399
 Tele #: (201) 413-2000

Approval Date: 8/12/2024

SEC #: 8-17574

Membership Activities:
 Order Entry & Clearance
 International Tele #

CRD #: 7560

PTR, INC.

601 Haddon Ave., Ste. 108
 Collingswood NJ 08108
 Tele #: (267) 318-7806

Approval Date: 8/12/2024

SEC #: 8-39854

Membership Activities:
 Floor Broker
 International Tele #

CRD #: 31559

RQD* CLEARING, LLC

425 South Financial Place - Suite 910B
 Chicago IL 60605
 Tele #: (312) 692-5000

Approval Date: 8/12/2024

SEC #: 8-66826

Membership Activities:
 Order Entry & Clearance
 International Tele #

CRD #: 134284

SIMPLEX TRADING, LLC

230 So. LaSalle St., Ste. 4-100
 Chicago IL 60604
 Tele #: (312) 360-2440

Approval Date: 8/12/2024

SEC #: 8-68556

Membership Activities:
 Order Entry
 International Tele #

CRD #: 153585

SUSQUEHANNA INVESTMENT GROUP

401 City Avenue, Ste. 220
 Bala Cynwyd PA 19004
 Tele #: (610) 617-2600

Approval Date: 8/12/2024

SEC #: 8-37520

Membership Activities:
 Market Maker
 International Tele #

CRD #: 33875

SUSQUEHANNA SECURITIES, LLC

401 City Avenue, Ste. 220
 Bala Cynwyd PA 19004
 Tele #: (610) 617-2600

Approval Date: 8/12/2024

SEC #: 8-47034

Membership Activities:
 Market Maker
 International Tele #

CRD #: 35874

UBS SECURITIES LLC

1285 Avenue of the Americas
 New York NY 10019
 Tele #: (203) 719-3000

Approval Date: 8/12/2024

SEC #: 8-22651

Membership Activities:
 Order Entry & Clearance
 International Tele #

CRD #: 7654

WEDBUSH SECURITIES INC.

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

Approval Date: 9/20/2024

SEC #: 8-12987

Membership Activities:
 Clearance
 International Tele #

CRD #: 877

WELLS FARGO SECURITIES, LLC

550 South Tryon Street - 6th Floor
D1086-060
Charlotte NC 28202
Tele #: (704) 410-1913

Approval Date: 8/12/2024
Membership Activities:
Order Entry & Clearance
International Tele #

SEC #: 8-65876
CRD #: 126292

WOLVERINE EXECUTION SERVICES, LLC

175 W. Jackson Blvd., Ste. 200
Chicago IL 60604
Tele #: (312) 884-4000

Approval Date: 8/12/2024
Membership Activities:
Floor Broker, Order Entry & Clearance
International Tele #

SEC #: 8-65336
CRD #: 120719

WOLVERINE TRADING, LLC

175 W. Jackson Blvd., Ste. 200
Chicago IL 60604
Tele #: (312) 884-4000

Approval Date: 8/12/2024
Membership Activities:
Market Maker
International Tele #

SEC #: 8-47484
CRD #: 36848

X-CHANGE FINANCIAL ACCESS, LLC

440 So. LaSalle Street, Suite 2900
Chicago IL 60605
Tele #: (312) 235-0320

Approval Date: 8/12/2024
Membership Activities:
Order Entry & Clearance
International Tele #

SEC #: 8-65860
CRD #: 126201

Total BD Firms 31