



August 18, 2017

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Via Electronic Delivery  
Mr. Brent J. Fields  
Secretary  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: Proposed Rule Change, File Number SR-BatsBZX-2017-34

Lam Research Corporation (“the Company”), which is listed on The NASDAQ Stock Market, appreciates the opportunity to comment on the Bats Exchange proposal to participate in the closing auction for our publicly-traded shares. This is a potentially disruptive interference in a process that is critical to the Company and to its stockholders. Accordingly, the Company urges the Securities and Exchange Commission to disapprove the proposal.

The Company chose to list on the NASDAQ Stock Market for many reasons. The NASDAQ Stock Market is the market best known for supporting companies like ours that value innovation, technology and growth. NASDAQ’s electronic marketplace helped lead and modernize the markets and made NASDAQ a global leader in market and regulatory technology. We rely on NASDAQ for intelligence about trading in our stock, and we communicate regularly with NASDAQ about market developments that may impact our stockholders. In addition, NASDAQ offers issuers like us a wide range of services to assist in performing critical functions, including investor relations and board support. The Company’s NASDAQ listing also benefits its stockholders. NASDAQ’s competing market maker model helps ensure that investors have a deep and liquid market to purchase its stock at the most reliable price.

The Company has great confidence in the NASDAQ Official Closing Price and it is concerned that the Bats proposal will undermine that price and harm its investors. The NASDAQ Official Closing Price is determined by the NASDAQ Closing Cross, a proven and tested electronic process that collects the maximum available liquidity in a single place. This is a stark contrast from the fragmentation that exists during the bulk of the trading day when the Company’s shares trade on many exchanges and other non-exchange venues.

While the Company understands that this fragmentation is designed to promote competition and control trading costs, the Company opposes fragmentation during the NASDAQ Closing Cross. The strength and integrity of the NASDAQ Closing Cross and the NASDAQ Official Closing Price are simply too important to the Company and to its stockholders. The Company can see no way in which the Bats proposal can improve the process for setting the closing price in the



Company's shares. Instead, by free-riding on the NASDAQ Closing Cross and diverting orders away from it, the Bats proposal can only undermine the NASDAQ Closing Cross and in doing so harm the Company's stockholders. The potential harm to all of the Company's stockholders from an inaccurate NASDAQ Official Closing Price far outweighs the possibility for active traders to save a few cents on execution costs.

For the reasons stated above, the Company asks the Securities and Exchange Commission to disapprove the Bats proposal.

Respectfully submitted,

**Lam Research Corporation**

A handwritten signature in cursive script, appearing to read "Sarah A. O'Dowd".

Sarah A. O'Dowd

Senior Vice President, Chief Legal Officer & Secretary