



7 Roszel Road
Fifth Floor, Suite 5-A
Princeton, New Jersey 08540
T 609 897 7300
F 609 987 2201

April 17, 2014

VIA ELECTRONIC SUBMISSION

Ms. Elizabeth M. Murphy
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: **File No. SR-MIAX-2014-09, Amendment No. 1**

Dear Ms. Murphy:

As a courtesy to commenters, attached is Amendment No. 1 to the above-referenced filing that was filed with the Commission earlier today.

Should the Commission or the Staff have any questions, please feel free to contact me at 609-897-1434.

Sincerely,

A handwritten signature in blue ink, appearing to read "Brian O'Neill". The signature is fluid and cursive, with a large initial "B" and "O".

Brian O'Neill
Vice President and Senior Counsel

OMB APPROVAL

OMB Number: 3235-0045
 Estimated average burden
 hours per response.....38

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 5	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2014 - * 09 Amendment No. (req. for Amendments *) 1
Filing by Miami International Securities Exchange, LLC. Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934		
Initial * <input type="checkbox"/>	Amendment * <input checked="" type="checkbox"/>	Withdrawal <input type="checkbox"/>
Section 19(b)(2) * <input checked="" type="checkbox"/>		
Section 19(b)(3)(A) * <input type="checkbox"/>		
Section 19(b)(3)(B) * <input type="checkbox"/>		
Rule		
Pilot <input checked="" type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>
<input checked="" type="checkbox"/> 19b-4(l)(1) <input type="checkbox"/> 19b-4(l)(4) <input checked="" type="checkbox"/> 19b-4(l)(2) <input type="checkbox"/> 19b-4(l)(5) <input checked="" type="checkbox"/> 19b-4(l)(3) <input type="checkbox"/> 19b-4(l)(6)		
Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010		Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>	Section 3C(b)(2) * <input type="checkbox"/>
Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>	
Description Provide a brief description of the action (limit 250 characters, required when initial is checked *) <div style="border: 1px solid black; height: 40px; width: 100%; margin-top: 5px;"></div>		
Contact Information Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.		
First Name * James	Last Name * Morgan	
Title * Associate Counsel		
E-mail * jmorgan@miami-holdings.com		
Telephone * (609) 897-1484	Fax	
Signature Pursuant to the requirements of the Securities Exchange Act of 1934, has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.		
Date 04/17/2014	(Title *) Vice President and Senior Counsel	
By Brian O'Neill		
(Name *)		
NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.		
Persona Not Validated - 1369332978188		

Required fields are shown with yellow backgrounds and asterisks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF website.

Form 19b-4 Information * Add Remove View	The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.
Exhibit 1 - Notice of Proposed Rule Change * Add Remove View	The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)
Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies * Add Remove View	The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)
Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications Add Remove View Exhibit Sent As Paper Document <input type="checkbox"/>	Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.
Exhibit 3 - Form, Report, or Questionnaire Add Remove View Exhibit Sent As Paper Document <input type="checkbox"/>	Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.
Exhibit 4 - Marked Copies Add Remove View	The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.
Exhibit 5 - Proposed Rule Text Add Remove View	The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.
Partial Amendment Add Remove View	If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

PARTIAL AMENDMENT

Miami International Securities Exchange LLC (“MIAX” or “Exchange”) is filing this Partial Amendment No. 1 to SR-MIAX-2014-09 to make the following changes to clarify that the analysis of Section 11(a) of the Exchange Act applies to both the MIAX Price Improvement Mechanism (“PRIME”) and PRIME Solicitation Mechanism. The Exchange notes that the text in footnote 91 of both the Purpose Section and Exhibit 1 has been omitted below, since there was no change to the language in the footnotes.

1. P. 42 of the Purpose Section in the 19b-4 and p. 89 of the Purpose Section in Exhibit 1, the Exchange proposes to remove the following language:

“As set forth below, the Exchange believes that the proposed rules for the PRIME are consistent with the requirements in Section 11(a) and the rules thereunder.”

And replace the language with the following:

“As set forth below, the Exchange believes that the proposed rules for the PRIME and PRIME Solicitation Mechanism are consistent with the requirements in Section 11(a) and the rules thereunder.”

2. P. 43 of the Purpose Section in the 19b-4 and p. 89 of the Purpose Section in Exhibit 1, the Exchange proposes to remove the following language:

“With respect to Market Makers on the Exchange, the Exchange believes that orders sent by them for covered accounts to the proposed PRIME would qualify for this exception from Section 11(a).”

And replace the language with the following:

“With respect to Market Makers on the Exchange, the Exchange believes that orders sent by them for covered accounts to the proposed PRIME and PRIME Solicitation Mechanism would qualify for this exception from Section 11(a).”

3. P. 43-44 of the Purpose Section in the 19b-4 and p. 90 of the Purpose Section in Exhibit 1, the Exchange proposes to remove the following language:

“The Exchange believes that orders sent by Members for covered accounts to the proposed PRIME would qualify for this “effect versus execute” exception from Section 11(a), as described below. In this regard, the first condition of Rule 11a2-2(T) is that orders for covered accounts be transmitted from off the exchange floor. The MIAX trading system and the proposed PRIME receives all orders electronically through remote terminals or computer-to-computer interfaces. The Exchange represents that orders for covered accounts from Members will be transmitted from a remote location directly to the proposed PRIME mechanisms by electronic means.”

And replace the language with the following:

“The Exchange believes that orders sent by Members for covered accounts to the proposed PRIME and PRIME Solicitation Mechanism would qualify for this “effect versus execute” exception from Section 11(a), as described below. In this regard, the first condition of Rule 11a2-2(T) is that orders for covered accounts be transmitted from off the exchange floor. The MIAX trading system and the proposed PRIME and PRIME Solicitation Mechanism receive all orders electronically through remote terminals or computer-to-computer interfaces. The Exchange represents that orders for covered accounts from Members will be transmitted from a remote location directly to the proposed PRIME and PRIME Solicitation Mechanism by electronic means.”

4. P. 44 of the Purpose Section in the 19b-4 and p. 90 of the Purpose Section in

Exhibit 1, the Exchange proposes to remove the following language:

“The Exchange represents that, upon submission to the PRIME, an order will be executed automatically pursuant to the rules set forth for the mechanism. In particular, execution of an order sent to the mechanism depends not on the Member entering the order, but rather on what other orders are present and the priority of those orders.”

And replace the language with the following:

“The Exchange represents that, upon submission to the PRIME and PRIME Solicitation Mechanism, an order will be executed automatically pursuant to the rules set forth for the mechanisms. In particular, execution of an order sent to the PRIME or PRIME Solicitation Mechanism depends not on the Member entering the order, but rather on what other orders are present and the priority of those orders”

5. P. 44-45 of the Purpose Section in the 19b-4 and p. 91 of the Purpose Section in

Exhibit 1, the Exchange proposes to remove the following language:

“The Commission has stated that the requirement is satisfied when automated exchange facilities, such as the PRIME, are used, as long as the design of these systems ensures that members do not possess any special or unique trading advantages in handling their orders after transmitting them to the exchange.⁹¹ The Exchange represents that the

PRIME is designed so that no Member has any special or unique trading advantage in the handling of its orders after transmitting its orders to the mechanism.”

And replace the language with the following:

“The Commission has stated that the requirement is satisfied when automated exchange facilities, such as the PRIME and PRIME Solicitation Mechanism, are used, as long as the design of these systems ensures that members do not possess any special or unique trading advantages in handling their orders after transmitting them to the exchange.⁹¹ The Exchange represents that the PRIME and PRIME Solicitation Mechanism are designed so that no Member has any special or unique trading advantage in the handling of its orders after transmitting its orders to the mechanisms.”

6. P. 45 of the Purpose Section in the 19b-4 and p. 91-92 of the Purpose Section in

Exhibit 1, the Exchange proposes to remove the following language:

“The Exchange recognizes that Members relying on Rule 11a2-2(T) for transactions effected through the PRIME must comply with this condition of the Rule.”

And replace the language with the following:

“The Exchange recognizes that Members relying on Rule 11a2-2(T) for transactions effected through the PRIME and PRIME Solicitation Mechanism must comply with this condition of the Rule.”