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December 2, 2011

*Via Email*

Mr. Kevin M. O'Neill  
Secretary  
United States Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549-1090

**Re: SR-NASDAQ-2011-145: Response to Comment**

Dear Mr. O'Neill:

On November 24, 2011, Suzanne H. Shatto submitted a comment (the "Comment") concerning the above-captioned rule filing (the "Filing"),<sup>1</sup> which proposed to modify the description of the Nasdaq Daily Volume Share Service in Nasdaq Rule 7040, as well as to remove the word "Daily" from the name of the service. The NASDAQ Stock Market LLC ("Nasdaq") appreciates the opportunity to explain that Ms. Shatto's complaints concerning the Filing are not valid.

Specifically, the Comment concerns an October 25, 2011, rule change to Nasdaq Rule 7040 (Nasdaq Share Volume Service (the "Service")) to reflect that subscribers of the Service receive the Monthly Share Volume Report in addition to the Daily Share Volume Report, in consideration for the \$2,500 per month subscriber fee. The Filing does not seek to change the amount of the fee.

Ms. Shatto's contention that the fee for the Service is designed "to give information to rich investors to the detriment of the retail investor" and that she believes it "is in conflict with market transparency" is without merit. Putting aside that the Filing does not seek to change the fee charged, Ms. Shatto perhaps does not realize that the Service can be purchased by a retail broker and thereafter redistributed to its customers, including to individual retail investors. The determination of whether or not to voluntarily purchase and redistribute the data externally is made solely by the subscriber,

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<sup>1</sup> See Securities Exchange Act Release No. 65617 (Oct. 25, 2011), 76 FR 67234 (Oct. 31, 2011).

not Nasdaq. Another alternative is for a non-professional investor to purchase the same information via a web subscription or FTP subscription through a vendor, such as the NASDAQ OMX DataStore<sup>2</sup> for \$240 per month.

Nasdaq provides a number of varied market data products that are intended for many different types of investors, including for both the professional and non-professional communities. Non-professional investors have the option to voluntarily purchase these market data products that provide both real-time and delayed market data with some at a cost of about a dollar. Additionally, these market data products can be accessed through multiple delivery mechanisms, including either directly or via the internet or an internet portal. The various methods of dissemination are designed to increase the transparency for all investors, including non-professionals.

Nasdaq believes that the Filing is in keeping with the principles of promoting increased transparency through the dissemination of the Service. Ms. Shatto's comments are misguided and misinformed since the Service clearly is not intended to favor the "rich investor" over the non-professional. Innovative products offered on a voluntary basis, such as the Service, are designed to expand transparency, not to shrink it.

In sum, the Service is distributed through various channels at varying prices for different types of investors. It is just one of a multiple number of market data products available to both the professional and retail investor communities. It is made available for subscription on a voluntary basis, and it is clear that there is no legal or practical obligation for anyone to purchase the Service. Additionally, professional or non-professional subscribers can discontinue use at any time and for any reason, including due to an assessment of the reasonableness of fees charged.

Please call me at 301-978-8493 if you have any further questions or would like to discuss this comment response letter in greater detail.

Sincerely,



Jonathan F. Cayne  
Associate General Counsel

cc: Katherine A. England, Esq., Division of Trading and Markets (*via email*)  
Joseph P. Morra, Esq., Division of Trading and Markets (*via email*)  
Iliana Lundblad, Esq., Division of Trading and Markets (*via email*)

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<sup>2</sup> The NASDAQ OMX DataStore is an online collection of data tools for institutional and individual investors.