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June 29, 2016

Brent J. Fields
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: Amendment No. 2 (SR-NASDAQ-2016-056)

Dear Mr. Fields:

The NASDAQ Stock Market LLC filed the above-referenced filing on June 29, 2016.

Sincerely,

A handwritten signature in cursive script that reads 'Jonathan F. Cayne'.

Jonathan F. Cayne
Senior Associate General Counsel

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * SECURITIES AND EXCHANGE COMMISSION File No.* SR - - *
 WASHINGTON, D.C. 20549 Form 19b-4 Amendment No. (req. for Amendments *)

Filing by NASDAQ Stock Market
 Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial *	Amendment *	Withdrawal	Section 19(b)(2) *	Section 19(b)(3)(A) *	Section 19(b)(3)(B) *
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			Rule		
Pilot	Extension of Time Period for Commission Action *	Date Expires *	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(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) *	Section 806(e)(2) *
<input type="checkbox"/>	<input type="checkbox"/>
	Section 3C(b)(2) *
	<input type="checkbox"/>

Exhibit 2 Sent As Paper Document

Exhibit 3 Sent As Paper Document

Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

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 * Last Name *

Title *

E-mail *

Telephone * 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.

(Title *)

Date

By

(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.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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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 *

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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 *

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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

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Exhibit Sent As Paper Document

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

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Exhibit Sent As Paper Document

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

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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

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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

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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.

SR-NASDAQ-2016-056 Amendment No. 2

The NASDAQ Stock Market LLC (“Nasdaq” or “Exchange”) is filing this Amendment No. 2 to SR-NASDAQ-2016-056 Amendment No. 1, submitted on May 5, 2016, to make the following changes to the amended 19b-4 filing and Exhibit 1:

1. In (a) the third sentence of footnote 7 on page 7 of 73, as well as in the third sentence in footnote 7 on page 43 of 73 of Exhibit 1, (b) the second sentence of the second full paragraph on page 16 of 73, as well as in the second sentence of the first paragraph of page 52 of 73 of Exhibit 1, (c) the first sentence of the first full paragraph on page 20 of 73, as well as the first sentence of the second full paragraph on page 55 of 73 of Exhibit 1, (d) the ninth sentence of the carry-over paragraph that begins on page 20 of 73, as well as ninth sentence of the carry-over paragraph that begins on page 55 of 73 of Exhibit 1, (e) the second full paragraph that begins on the bottom of page 22 of 73, as well as the first paragraph on page 58 of 73 of Exhibit 1, and (f) the first sentence of the second full paragraph on page 33 of 73, as well as the first sentence of the first full paragraph on page 69 of 73 of Exhibit 1, replace “investment objective” with the following:
“investment objectives”.
2. In the first sentence of footnote 9 on page 8 of 73, as well as in the first sentence of footnote 9 on page 43 of 73 of Exhibit 1, replace “Mortgage-backed securities, which are securities that” with the following:
“Mortgage-backed securities, which, for purposes of this filing, are securities that”.

3. Replace (a) the last sentence of footnote 16 on page 10 of 73, as well as the last sentence of footnote 16 on page 45 of 73 of Exhibit 1, and (b) the last sentence of the first full paragraph on page 33 of 73, and well as the last sentence of the only complete paragraph on page 68 of 73 of Exhibit 1, with the following: “The Fund will not invest in leveraged ETFs, inverse ETFs, or inverse leveraged ETFs.”
4. In (a) the last sentence of the carry-over paragraph that begins on page 10 of 73, as well as the last sentence of the first full paragraph on page 46 of 73 of Exhibit 1, and (b) the second to last sentence of the carryover paragraph that starts on page 13 of 73, as well as the second to last sentence in the carryover paragraph that starts on page 48 of 73 of Exhibit 1, replace “more than 20% of its net assets” with the following: “more than 20% of its net assets in the aggregate”.
5. In the first sentence in the first full paragraph on page 11 of 73, as well as in the carry over sentence that begins on page 46 of 73 of Exhibit 1, replace “Under normal market conditions, the Fund will satisfy the following requirements on a continuous basis measured at the time of purchase: (i) at least 75% of the investments in the portfolio will be in Variable Rate Debt Instruments, with a minimum original principal amount outstanding of \$100 million or more, or in variable rate preferred stock;” with the following: “Under normal market conditions, the Fund will satisfy the following requirements, with respect to (i) and (iii) on a continuous basis, and with respect to (ii) and (iv) on a continuous basis

measured at the time of purchase: (i) at least 75% of the investments in corporate debt securities shall have a minimum original principal amount outstanding of \$100 million or more;”.

6. In the first sentence in the first full paragraph on page 11 of 73, as well as in the carry over sentence that begins on page 46 of 73 of Exhibit 1, replace “(iii) the portfolio (excluding securities exempted by Section 3(a)(12) of the Exchange Act) will include a minimum of 13 non-affiliated issuers;” with the following: “(iii) the portfolio will include a minimum of 13 non-affiliated issuers;”

SR-NASDAQ-2016-056, as amended, remains consistent with the Securities Exchange Act of 1934, and specifically with Section 6(b)(5), because it makes clarifying changes to the filing. Amendment No. 2 specifically clarifies certain representations regarding the Fund’s portfolio of Variable Rate Debt Instruments and Fixed Rate Debt Instruments.