



National Stock Exchange

James G. Buckley
Chief Regulatory Officer

t: [REDACTED]
f: [REDACTED]

VIA E-Mail

January 30, 2017

Mr. Brent J. Fields
Secretary
Securities and Exchange Commission
100 F Street N.E.,
Washington, DC 20549

Re: Securities Exchange Act Release No. 79684 (SR-NSX-2016-16)

Dear Mr. Fields:

National Stock Exchange, Inc. submitted the attached Partial Amendment #1 to the above-referenced filing on January 23, 2017.

Very truly yours,

A handwritten signature in blue ink, appearing to read "James G. Buckley". The signature is fluid and cursive, with a long, sweeping underline that extends to the right.

Attachment: Partial Amendment #1 to SR-NSX-2016-16

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 4

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 Form 19b-4

File No.* SR - 2016 - * 16

Amendment No. (req. for Amendments *) 1

Filing by National Stock Exchange

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) *

Pilot Extension of Time Period for Commission Action * Date Expires *

Rule:
 19b-4(f)(1) 19b-4(f)(4)
 19b-4(f)(2) 19b-4(f)(5)
 19b-4(f)(3) 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) *

Section 3C(b)(2) *

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 * James Last Name * Buckley
 Title * Chief Regulatory Officer
 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 01/23/2017 Chief Regulatory Officer
 By James G. Buckley
 (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 - 1462297738705,

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS 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

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

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 1 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.

National Stock Exchange, Inc. (“NSX” or the “Exchange”) hereby submits this partial Amendment No. 1 to SR-NSX-2016-16, which was filed on December 23, 2016 (the “Filing”) in connection with the proposed acquisition of the Exchange by NYSE Group, Inc., to correct an error in the proposed Seventh Amended and Restated Bylaws of Intercontinental Exchange, Inc. The Exchange proposes the following amendment to the Filing:

1. **Amend Proposed Section 12.1(a)(1) of Article XII (Voting and Ownership Limitations) to the Proposed Seventh Amended and Restated Bylaws of Intercontinental Exchange, Inc. (“ICE Bylaws”) on page 167 of the Exhibit 5.**

The Exchange proposes to amend proposed Section 12.1(a)(1) of Article XII of the ICE Bylaws on page 167 of the Exhibit 5 to replace the reference to “the Amended and Restated Certificate of Incorporation of the Corporation” with “these bylaws.” The reference to ICE’s certificate of incorporation is incorrect and should be a reference to the bylaws such that the use of “ETP Holder” in the bylaws and with respect to NYSE National, Inc. is modified accordingly. To reflect the proposed change, the Exchange proposes to amend the proposed text as follows (new text double-underlined):

(a) Subject to its fiduciary obligations under applicable law, for so long as the Corporation directly or indirectly controls NYSE National, Inc. (or its successor), the Board of Directors shall not adopt any resolution pursuant to clause (b) of Section A.2 of Article V of the Corporation’s Certificate of Incorporation unless the Board of Directors shall have determined that:

- (1) in the case of a resolution to approve the exercise of voting rights in excess of 20% of the then outstanding votes entitled to be cast on such matter,

neither such Person nor any of its Related Persons is an ETP Holder (as defined in the bylaws of NYSE National, Inc., as such bylaws may be in effect from time to time) of NYSE National, Inc. (any such Person that is a Related Person of an ETP Holder shall hereinafter also be deemed to be an “ETP Holder” for purposes of these bylaws[Amended and Restated Certificate of Incorporation of the Corporation], as the context may require);

All other representations in the Filing remain as stated therein and no other changes are being made.