



Martha Redding
Associate General Counsel
Assistant Secretary

New York Stock Exchange
11 Wall Street
New York, NY 10005
T + [REDACTED]
F + [REDACTED]

June 24, 2016

VIA E-MAIL

Brent J. Fields
Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-1090

Re: Securities Exchange Act Rel. 34-77441 (SR-NYSEArca-2016-44)

Dear Mr. Fields:

NYSE Arca, Inc. filed the attached Partial Amendment No. 1 to the above-referenced filing on June 23, 2016.

Sincerely,

A handwritten signature in blue ink, appearing to be "BJF", written in a cursive style.

Encl. (Partial Amendment No. 1 to SR-NYSEArca-2016-44)

Required fields are shown with yellow backgrounds and asterisks.

Filing by NYSE Arca
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 Section 806(e)(1) <input type="checkbox"/> Section 806(e)(2) <input type="checkbox"/>	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) <input type="checkbox"/>
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Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description

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

Proposal to amend Rule 7.31Ph to add a new Discretionary Pegged Order

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 Senior Counsel

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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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 Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

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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 Sent As Paper Document

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-NYSEArca-2016-44, Partial Amendment No. 1

NYSE Arca, Inc. (“NYSE Arca” or the “Exchange”), through its wholly-owned subsidiary, NYSE Arca Equities, Inc. (“NYSE Arca Equities”), hereby submits this Partial Amendment No. 1 to the above-referenced filing (“Filing”) in connection with the proposed rule change to amend NYSE Arca Equities Rule 7.31P(h) (Orders and Modifiers) to add a new Discretionary Pegged Order.

1. Amend page 27 of the Exhibit 5 and amend page 7 of the Filing (page 17 of the Exhibit 1).

The Exchange proposes to amend page 27 of the Exhibit 5 to add rule text to address how both resting and arriving Discretionary Pegged Orders will be handled when the PBBO is locked or crossed. To reflect this change, the Exchange proposes to add proposed Rule 7.31P(h)(3)(E), as follows (new text double-underlined):

(3) Discretionary Pegged Order. A Pegged Order to buy (sell) that upon entry to the NYSE Arca Marketplace is assigned a working price equal to the lower (higher) of the midpoint of the PBBO (“Midpoint Price”) or the limit price of the order. Any untraded shares of such order are assigned a working price equal to the lower (higher) of PBB (PBO) or the order’s limit price and is automatically adjusted in response to changes to the PBB (PBO) for buy (sell) orders up (down) to the order’s limit price. In order to trade with contra-side orders on the NYSE Arca Book, a Discretionary Pegged Order to buy (sell) will exercise the least amount of price discretion necessary from its working price to its discretionary price (defined as the lower (higher) of the Midpoint Price or the Discretionary Pegged Order’s limit price), except during periods of quote instability, as defined in paragraph (h)(3)(D) below.

(3) The Corporation reserves the right to modify the quote instability coefficients or quote instability threshold at any time, subject to a filing of a proposed rule change with the SEC.

(E) If the PBBO is locked or crossed, both an arriving and resting Discretionary Pegged Order will wait for a PBBO that is not locked or crossed before the working price is adjusted and the order becomes eligible to trade.

The Exchange further proposes to amend page 7 of the Filing (page 17 of the Exhibit 1) to add the following paragraph before the last paragraph in the Purpose section of the Filing (new text underlined):

Proposed Rule 7.31P(h)(3)(E) would further provide how the Exchange would handle Discretionary Pegged Orders when the PBBO is locked or crossed. As proposed, if the PBBO is locked or crossed, both an arriving and resting Discretionary Pegged Order would wait for a PBBO that is not locked or crossed before the working price would be adjusted and the order becomes eligible to trade. This proposed rule text is based on current Rule 7.31P(h)(1)(B), which sets forth how Market Pegged Orders are treated when the PBBO is locked or crossed. The Exchange believes that because a Discretionary Pegged Order is similar to a Market Pegged Order in that both are non-displayed orders, it would be appropriate to apply consistent behavior to how such orders would be handled when the PBBO is or becomes locked or crossed.

2. Amend page 9 of the Filing (page 20 of the Exhibit 1) to add a new paragraph to the end of the Statutory Basis.

The Exchange proposes to amend Page 9 of the Filing (page 20 of the Exhibit 1) to add a new paragraph to the end of the Statutory Basis as follows (new text underlined):

In addition, the Exchange believes that the proposed calculation to determine whether a quote is unstable is a straightforward determination that does not require inbound order flow to be intentionally delayed to be effective. Specifically, the proposed calculation would assess (1) the current number of protected quotes at the near side of the PBBO, (2) the current number of protected quotes at the far side of the PBBO, (3) the number of protected quotes at the near side of the PBBO one millisecond earlier, and (4) the number of protected quotes at the far side of the PBBO one millisecond earlier to determine the Quote Instability Factor. While an intentionally-delayed market such as IEX may prevent arriving interest from interacting with pegged orders immediately, the Exchange does not believe that processing market data updates and inbound orders out of phase (a la IEX) or simultaneously (as proposed by the Exchange) would materially alter the effectiveness of the proposed functionality. Rather, the Exchange believes that the proposed benefits of the functionality would be the same regardless of the relative speed. Moreover, because the proposed functionality would be available to all ETP Holders on an optional basis, if ETP Holders determine that the functionality is not meeting their needs, they would not need to use the proposed order type. In any event, because the proposed order type would not be displayed, the Exchange does not anticipate that the proposed order type would have any disruptive effects on the overall market.

3. Amend page 7 of the Filing (page 17 of the Exhibit 1).

The Exchange proposes to amend page 7 of the Filing (page 17 of the Exhibit 1) to add the following text to the end of the last paragraph of the Purpose section (new text underlined):

Because of the technology changes associated with this proposed rule change, the Exchange will announce by Trader Update the implementation date. The Exchange anticipates that it will announce the implementation date of this proposed rule change by the fourth quarter of 2016.

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