



Martha Redding
Associate General Counsel
Assistant Secretary

New York Stock Exchange
11 Wall Street
New York, NY 10005

December 14, 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. 34-78628 (SR-NYSEArca-2016-89)

Dear Mr. Fields:

NYSE Arca, Inc. filed the attached Partial Amendment No. 3 to the above-referenced filing on December 13, 2016.

Sincerely,

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

Encl. (Partial Amendment No. 3 to SR-NYSEArca-2016-89)

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 the colocation services offered by the Exchange

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 *

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

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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

Add Remove View

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-2016-89, Partial Amendment No. 3

NYSE Arca, Inc. (“NYSE Arca” or the “Exchange”) hereby submits this Partial Amendment No. 3 to the above-referenced filing, as amended by Amendment No. 2, which superseded the original filing and Amendment No. 1 in their entirety (“Filing”), in connection with the proposed rule change to amend the co-location services offered by the Exchange to establish fees relating to Users’ access to third party trading and execution services; connectivity to third party data feeds and testing and certification feeds; access to clearing; and other services. In addition, the proposed rule change reflects changes to the NYSE Arca Options Fee Schedule and, through the Exchange’s wholly owned subsidiary NYSE Arca Equities, Inc., the NYSE Arca Equities Schedule of Fees and Charges for Exchange Services related to these co-location services. The Exchange proposes the following amendments to the filing:

1. Amend the heading under the second table on pages 50 and 55 of the Exhibit 5.

The Exchange proposes to amend the heading under the second table on pages 50 and 55 of the Exhibit 5 to reflect the revised contents of the Exhibit. To effect these changes, the Exchange proposes to make the following changes (new text double underlined; deleted text bracketed):

Co-Location: Connectivity to Third Party [Exchange] Systems, [Market] Data [Products] Feeds, Testing and Certification Feeds, and DTCC

2. Delete subheading “Premium NYSE Data Products” and following subsection on pages 50 and 51 and pages 55 and 56 of the Exhibit 5.

The Exchange proposes to remove the proposed section regarding Premium NYSE Data Products from the Exhibit 5, consistent with Amendment No. 2, which removed discussion of Premium NYSE Data Products from the Filing. To effect these changes, the Exchange proposes to delete the subheading “Premium NYSE Data Products” and the text in the following subsection, which appear (a) on page 50 of the Exhibit 5, which carries over to page 51 of the Exhibit 5, and (b) on page 55 of the Exhibit 5, which carries over to page 56 of the Exhibit 5, as follows (deleted text bracketed):

[Connectivity to Premium NYSE Data Products

Pricing for Premium NYSE Data Products is for connectivity only. Connectivity to Premium NYSE Data Products is subject to any technical provisioning requirements and authorization from the provider of the data feed. Market data fees for the Premium NYSE Data Products are charged by the provider of the data feed. The Exchange is not the exclusive method to connect to Premium NYSE Data Products.

The Premium NYSE Data Products are as follows:

<u>Premium NYSE Data Product</u>	<u>Feed</u>	<u>Monthly Recurring Connectivity Fee per Feed</u>
<u>NYSE Arca Integrated Feed</u>	<u>Feed A, IP network only</u>	<u>\$1,500</u>
	<u>Feed B, IP network only</u>	<u>\$1,500</u>
	<u>Resilient, IP network only</u>	<u>\$3,000</u>
	<u>Resilient, LCN only</u>	<u>\$1,500</u>
<u>NYSE Best Quote and Trades (BQT)</u>	<u>Feed A, IP network only</u>	<u>\$500</u>
	<u>Feed B, IP network only</u>	<u>\$500</u>
	<u>Resilient, IP network only</u>	<u>\$1,000</u>
	<u>Resilient, LCN only</u>	<u>\$500</u>
<u>NYSE Integrated Feed</u>	<u>Feed A, IP network only</u>	<u>\$1,500</u>
	<u>Feed B, IP network only</u>	<u>\$1,500</u>
	<u>Resilient, IP network only</u>	<u>\$3,000</u>
	<u>Resilient, LCN only</u>	<u>\$1,500</u>
<u>NYSE MKT Integrated Feed</u>	<u>Feed A, IP network only</u>	<u>\$300</u>
	<u>Feed B, IP network only</u>	<u>\$300</u>
	<u>Resilient, IP network only</u>	<u>\$600</u>
	<u>Resilient, LCN only</u>	<u>\$300</u>

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