



**Sudhir Bhattacharyya**  
Vice President

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November 14, 2014

**VIA E-MAIL**

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

Re: SR-NYSEMKT-2014-95

Dear Mr. O'Neill:

NYSE MKT, Inc. filed the attached Partial Amendment No. 1 to the above-referenced filing on November 14, 2014.

Sincerely,

A handwritten signature in blue ink, appearing to be "Kevin M. O'Neill", written over a light blue horizontal line. The signature is stylized and cursive.

Encl. (Partial Amendment No. 1 to SR-NYSEMKT-2014-95)

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 - 2014 - * 95	Amendment No. (req. for Amendments *) 1
Filing by NYSE MKT LLC. Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934				
Initial * <input type="checkbox"/>	Amendment * <input checked="" type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input checked="" type="checkbox"/>	Section 19(b)(3)(A) * <input type="checkbox"/>
			Section 19(b)(3)(B) * <input type="checkbox"/>	
			Rule	
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(4) <input type="checkbox"/> 19b-4(f)(5) <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) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>	Section 3C(b)(2) * <input type="checkbox"/>		
Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>			
<b>Description</b>				
Provide a brief description of the action (limit 250 characters, required when Initial is checked *).				
<input type="text"/>				
<b>Contact Information</b>				
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 *	Clare	Last Name *	Saperstein	
Title *	Senior Vice President NYSE Group Inc			
E-mail *	<input type="text"/>			
Telephone *	(212) 656-2355	Fax	(212) 656-8101	
<b>Signature</b>				
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	11/14/2014	Vice President		
By	Sudhir Bhattacharyya	<input type="text"/>		
(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.				
<input type="button" value="Sudhir Bhattacharyya"/>				

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-NYSEMKT-2014-95, Partial Amendment No. 1.

NYSE MKT LLC (“NYSE MKT” or the “Exchange”) hereby submits this Partial Amendment No. 1 to the above-referenced filing (“Filing”) in connection with the proposed amendments to Rule 13 – Equities and related rules governing order types and modifiers.

**1. The Exchange proposes to add a new footnote on page 5 of the Filing (page 18 of Exhibit 1) after the sentence: “The Exchange proposes a non-substantive change to replace the reference to ‘Display Book’ with a reference to ‘Exchange systems.’”**

In the Filing, the Exchange proposes to replace the term “Display Book,” as currently used in Rule 13, with either the term “Exchange systems” or the term “Exchange’s book.” The Exchange believes that using different terms to replace the term “Display Book” is appropriate as the proposed replacement terms reflect how the term “Display Book” is being used in current Rule 13. Specifically, depending on the context in Rule 13, the term “Display Book” could mean either (i) Exchange systems that receive and execute orders, or (ii) the interest that has been entered into Exchange systems, i.e., the “book.” To provide clarity in the Filing regarding the rationale behind the proposed use of the replacement terms, the Exchange proposes to add the following text as a new footnote to be inserted on page 5 of the Filing (page 18 of Exhibit 1) after the sentence “The Exchange proposes a non-substantive change to replace the reference to ‘Display Book’ with a reference to ‘Exchange systems.’”:

The Exchange proposes to replace the term “Display book” with the term “Exchange systems” when use of the term refers to the Exchange systems that receive and execute orders. The Exchange proposes to replace the term “Display Book” with the term “Exchange’s book” when use of the term refers to the interest that has been entered and ranked in Exchange systems.

**2. The Exchange proposes to replace proposed rule text for new Rule 13(f)(3)(A)(i) (page 41 of Exhibit 5) and make related changes to page 9 of the Filing (page 25 of Exhibit 1).**

As noted on page 9 of the Filing (page 25 of the Exhibit 1), the Exchange proposes to move rule text relating to “Pegging Interest” to new Rule 13(f)(3) with no changes to the existing rule text. The Exchange proposes to replace the proposed rule text for new Rule 13(f)(3)(A)(i) to replace the term “can” with the term “must.” The Exchange believes that the proposed rule change provides clarity that Pegging Interest is only available for Floor broker e-Quotes or s-Quotes, which is the current operation of the rule.

Accordingly, the Exchange proposes to replace the proposed rule text for new Rule 13(f)(3)(A)(i) with the following text (page 41 of Exhibit 5):

(i) must be an e-Quote or d-Quote, provided that:

To reflect this proposed change to Exhibit 5, the Exchange proposes to make conforming changes to page 9 of the Filing (page 25 of Exhibit 1) to replace the first two sentences of the bullet point relating to Pegging Interest with the following text:

- Pegging Interest. Existing rule text governing Pegging Interest and related subsections would be moved to new Rule 13(f)(3) with one clarifying change to the existing rule text and one proposed clarifying addition to the rule text. Because Pegging Interest is currently available for e-Quotes and d-Quotes only, the Exchange proposes to replace the term “can” with the term “must” in new Rule 13(f)(3)(a)(i) to provide that Pegging Interest “must be an e-Quote or d-Quote.” In addition, the Exchange proposes to add rule text to new Rule 13(f)(3)(A)(iv)(a) to clarify the definition of “next best-priced available interest” in that Rule.

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