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

T + [REDACTED]

January 29, 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. No. 34-76613 (SR-NYSEMKT-2015-89)

Dear Mr. Fields:

NYSE MKT, LLC; filed the attached Partial Amendment No. 2 to the above-referenced filing on January 28, 2016.

Sincerely,

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

Encl. (Partial Amendment No. 2 to SR-NYSEMKT-2015-89)

Required fields are shown with yellow backgrounds and asterisks.

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

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 change its rules to provide that the colocation services offered by the Exchange include three time feeds and four bundles of colocation services

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 * Martha Last Name * Redding
 Title * Senior Counsel NYSE Group Inc
 E-mail * [REDACTED]
 Telephone * [REDACTED] Fax [REDACTED]

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 *) Associate General Counsel

Date 01/28/2016
 By Clare Saperstein
 (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.

Clare Saperstein,

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-2015-89, Partial Amendment No. 2

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 rule change to provide that the co-location services offered by the Exchange include three time feeds and four bundles of co-location services (“Partial Cabinet Solution Bundles”) and to amend the NYSE MKT Equities Price List (“Price List”) and the NYSE Amex Options Fee Schedule (“Fee Schedule”) to reflect the changes. The Exchange proposes the following amendments to the filing:

1. Amend the first full paragraph on page 4 of the Filing (second full paragraph on page 22 of the Exhibit 1).

The Exchange proposes to amend the first full paragraph on page 4 of the Filing (second full paragraph on page 22 of the Exhibit 1) to indicate that the Exchange proposes to offer the Partial Cabinet Solution bundles beginning the later of February 1, 2016 and the date of Commission approval. To reflect the proposed change, the Exchange proposes to amend the text as follows (new text underlined, deleted text in strike-through):

The Exchange proposes to change its rules to provide that the co-location³ services offered by the Exchange include three time feeds and four new Partial Cabinet Solution bundles. In addition, the Exchange proposes to amend the Price List and Fee Schedule to reflect the time feeds and the Partial Cabinet Solution bundles. The Exchange proposes to offer the Partial Cabinet Solution bundles beginning ~~January 1, 2016~~ the later of February 1, 2016 and the date of Commission approval.

2. Amend the first full paragraph on page 5 of the Filing (carry-over paragraph on pages 23 to 24 of the Exhibit 1).

The Exchange proposes to amend the first full paragraph on page 5 of the Filing (carry-over paragraph on pages 23 to 24 of the Exhibit 1) to include information regarding the distinction between the three time feeds. To reflect the proposed change, the Exchange proposes to amend the text as follows (new text underlined):

The proposed change includes three time feeds. Global Positioning System (“GPS”) is a time and location system maintained by the United States government. The Exchange accesses the GPS Time Source feed through dedicated equipment and subscribing Users connect to the feed over dedicated cables. For the NTP and PTP time feeds, the Exchange routes the GPS data

³ The Exchange initially filed rule changes relating to its co-location services with the Securities and Exchange Commission (“Commission”) in 2010. See Securities Exchange Act Release No. 62961 (September 21, 2010), 75 FR 59299 (September 27, 2010) (SR-NYSEAmex-2010-80) (the “Original Co-location Filing”). The Exchange operates a data center in Mahwah, New Jersey (the “data center”) from which it provides co-location services to Users.

through dedicated equipment that reformats the GPS data into NTP and PTP.⁷ Subscribing Users connect to PTP over dedicated cables and NTP over the Liquidity Center Network (“LCN”), a local area network available in the data center. The GPS Time Source feed is a sub-microsecond time feed, providing the highest level of accuracy of the three time feeds. PTP has an accuracy of less than 10 microseconds, while the accuracy of NTP can be greater than 10 milliseconds.

3. Amend the second full paragraph on page 6 of the Filing (second full paragraph on page 25 of the Exhibit 1).

The Exchange proposes to amend the second full paragraph on page 6 of the Filing (second full paragraph on page 25 of the Exhibit 1) to indicate that the Exchange proposes to offer the Partial Cabinet Solution bundles beginning the later of February 1, 2016 and the date of Commission approval. To reflect the proposed change, the Exchange proposes to amend the text as follows (new text underlined, deleted text in strike-through):

The Exchange proposes to offer four Partial Cabinet Solution bundles intended to make it more cost effective for smaller Users to utilize co-location. These proposed Partial Cabinet Solution bundles would provide smaller Users a convenient way to create a colocation environment, by including in each Partial Cabinet Solution bundle cabinet space, network access, fiber connections (“cross connects”), and the choice of either the NTP or PTP time feed. The Exchange expects that such Users would include those with minimal power or cabinet space demands and Users for which the costs attendant with having a dedicated cabinet or greater network connection bandwidth are too burdensome. The Exchange expects that the majority of Users that purchase a Partial Cabinet Solution bundle will not previously have been a User or Hosted Customer, but recognizes that it is possible that purchasing Users may include entities that otherwise would be Hosted Customers. The Exchange proposes to offer the Partial Cabinet Solution bundles beginning ~~January 1, 2016~~ the later of February 1, 2016 and the date of Commission approval.

4. Amend the table on pages 9 to 10 of the Filing (table on pages 29 to 30 of the Exhibit 1).

The Exchange proposes to amend the table on pages 9 to 10 of the Filing (table on pages 29 to 30 of the Exhibit 1) to remove the reference to the proposed fees for the Partial Cabinet Solution bundles being effective from January 1, 2016. To reflect the proposed change, the Exchange proposes to amend the text as follows (deleted text in strike-through):

⁷ The reformatting equipment is programmed by the vendor to generate NTP and PTP time feeds that comply with industry standards. The Exchange does not program or manage the reformatting of the GPS data into NTP and PTP.

Type of Service	Description	Amount of Charge
<p data-bbox="345 751 565 898">Partial Cabinet Solution bundles (effective from January 1, 2016)</p> <p data-bbox="345 940 626 1331">Note: A User and its Affiliates are limited to one Partial Cabinet Solution bundle at a time. A User and its Affiliates must have an aggregate cabinet footprint of 2 kW or less to qualify for a Partial Cabinet Solution bundle.</p>	<p data-bbox="665 331 1006 653">Option A: 1 kW partial cabinet, 1 LCN connection (1 Gb), 1 IP network connection (1 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</p>	<p data-bbox="1039 233 1357 373">\$7,500 initial charge per bundle plus monthly charge per bundle as follows:</p> <ul data-bbox="1039 384 1385 751" style="list-style-type: none"> <li data-bbox="1039 384 1357 632">• For Users that order on or before December 31, 2016: \$3,000 monthly for first 12 months of service, and \$6,000 monthly thereafter <li data-bbox="1039 642 1357 751">• For Users that order after December 31, 2016: \$6,000 monthly
	<p data-bbox="665 846 1006 1167">Option B: 2 kW partial cabinet, 1 LCN connection (1 Gb), 1 IP network connection (1 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</p>	<p data-bbox="1039 751 1357 892">\$7,500 initial charge per bundle plus monthly charge per bundle as follows:</p> <ul data-bbox="1039 903 1385 1266" style="list-style-type: none"> <li data-bbox="1039 903 1357 1150">• For Users that order on or before December 31, 2016: \$3,500 monthly for first 12 months of service, and \$7,000 monthly thereafter <li data-bbox="1039 1161 1357 1266">• For Users that order after December 31, 2016: \$7,000 monthly
	<p data-bbox="665 1381 1006 1703">Option C: 1 kW partial cabinet, 1 LCN connection (10 Gb), 1 IP network connection (10 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</p>	<p data-bbox="1039 1266 1357 1407">\$10,000 initial charge per bundle plus monthly charge per bundle as follows:</p> <ul data-bbox="1039 1417 1385 1822" style="list-style-type: none"> <li data-bbox="1039 1417 1357 1665">• For Users that order on or before December 31, 2016: \$7,000 monthly for first 12 months of service, and \$14,000 monthly thereafter <li data-bbox="1039 1675 1357 1822">• For Users that order after December 31, 2016: \$14,000 monthly
	<p data-bbox="665 1822 963 1890">Option D: 2 kW partial cabinet, 1</p>	<p data-bbox="1039 1822 1373 1890">\$10,000 initial charge per bundle plus monthly</p>

	LCN connection (10 Gb), 1 IP network connection (10 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol	charge per bundle as follows: <ul style="list-style-type: none"> • For Users that order on or before December 31, 2016: \$7,500 monthly for first 12 months of service, and \$15,000 monthly thereafter • For Users that order after December 31, 2016: \$15,000 monthly
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5. Amend footnote 19 on page 10 of the Filing (footnote 20 on page 31 of the Exhibit 1).

The Exchange proposes to amend footnote 19 on page 10 of the Filing (footnote 20 on page 31 of the Exhibit 1) to indicate that the Exchange proposes to offer the Partial Cabinet Solution bundles beginning the later of February 1, 2016 and the date of Commission approval. To reflect the proposed change, the Exchange proposes to amend the text as follows (new text underlined, deleted text in strike-through):

The Exchange proposes to implement the proposed Partial Cabinet Solution bundle changes effective ~~January 1, 2016~~ the later of February 1, 2016 and the date of Commission approval. If as of that date a User already had each of the components of a Partial Cabinet Solution bundle and met the conditions described above for access to the Partial Cabinet Solution bundle, the Exchange would automatically treat the User's services as a Partial Cabinet Solution bundle and reduce the User's MRC to the MRC for the relevant bundle, effective ~~January 1, 2016~~ the later of February 1, 2016 and the date of Commission approval.

6. Amend the date on page 47 of Exhibit 5.

The Exchange proposes to update the date on page 47 of the Exhibit 5, as follows (new text double underlined, deleted text in strike-through)

Last Updated: [~~November 2, 2015~~January 27, 2016]●

7. Amend Proposed General Note 2 on pages 47 to 48 and pages 52 to 53 of the Exhibit 5.

The Exchange proposes to amend proposed General Note 2 on pages 47 to 48 and pages 52 to 53 of the Exhibit 5, to remove the reference to it being effective January 1, 2016.

To reflect the proposed change, the Exchange proposes to amend the proposed text as follows (deleted text in strike-through):

2. To qualify for a Partial Cabinet Solution bundle, a User must meet the following conditions: (1) it must purchase only one Partial Cabinet Solution bundle; (2) the User and its Affiliates must not currently have a Partial Cabinet Solution bundle; and (3) after the purchase of the Partial Cabinet Solution bundle, the User, together with its Affiliates, will have an Aggregate Cabinet Footprint of no more than 2 kW.

- A User requesting a Partial Cabinet Solution bundle will be required to certify to the Exchange (a) whether any other Users or Hosted Customers are Affiliates of the certifying User, and (b) that after the purchase of the Partial Cabinet Solution bundle, the User, together with its Affiliates, would have an Aggregate Cabinet Footprint of no more than 2 kW. The certifying User will be required to inform the Exchange immediately of any event that causes another User or Hosted Customer to become an Affiliate. The Exchange shall review available information regarding the entities and may request additional information to verify the Affiliate status of a User or Hosted Customer. The Exchange shall approve a request for a Partial Cabinet Solution bundle unless it determines that the certification is not accurate.
- If a User that has purchased a Partial Cabinet Solution bundle becomes affiliated with one or more other Users or Hosted Customers and thereby no longer meets the conditions for access to the Partial Cabinet Solution bundle, or if the User otherwise ceases to meet the conditions for access to the Partial Cabinet Solution bundle, the Exchange will no longer offer it to such User and the User will be charged for each of the services individually, at the price for each such service set out in the Price List.

In addition, a User that changes its Partial Cabinet Solution bundle from one option to another will not be subject to a second initial charge, but will be required to pay the difference, if any, between the bundles' initial charges.

(Note 2 effective from January 1, 2016)

8. Amend proposed text for fee for Partial Cabinet Solution bundles on page 49 to 50 and pages 54 to 55 of the Exhibit 5.

The Exchange proposes to amend the proposed text for the fee for Partial Cabinet Solution bundles on page 49 to 50 and pages 54 to 55 of the Exhibit 5, to remove the reference to it being effective January 1, 2016. To reflect the proposed change, the Exchange proposes to amend the proposed text as follows (deleted text in strike-through):

<p><u>Partial Cabinet Solution bundles (effective from January 1, 2016)</u></p> <p><u>Note: A User and its Affiliates are limited to one Partial Cabinet Solution bundle at a time. A User and its Affiliates must have an Aggregate Cabinet Footprint of 2 kW or less to qualify for a Partial Cabinet Solution bundle. See Note 2 under "General Notes."</u></p>	<p><u>Option A:</u></p> <p><u>1 kW partial cabinet, 1 LCN connection (1 Gb), 1 IP network connection (1 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</u></p>	<p><u>\$7,500 initial charge per bundle plus monthly charge per bundle as follows:</u></p> <ul style="list-style-type: none"> <u>For Users that order on or before December 31, 2016: \$3,000 monthly for first 12 months of service, and \$6,000 monthly thereafter</u> <u>For Users that order after December 31, 2016: \$6,000 monthly</u>
	<p><u>Option B:</u></p> <p><u>2 kW partial cabinet, 1 LCN connection (1 Gb), 1 IP network connection (1 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</u></p>	<p><u>\$7,500 initial charge per bundle plus monthly charge per bundle as follows:</u></p> <ul style="list-style-type: none"> <u>For Users that order on or before December 31, 2016: \$3,500 monthly for first 12 months of service, and \$7,000 monthly thereafter</u> <u>For Users that order after December 31, 2016: \$7,000 monthly</u>
	<p><u>Option C:</u></p> <p><u>1 kW partial cabinet, 1 LCN connection (10 Gb), 1 IP network connection (10 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</u></p>	<p><u>\$10,000 initial charge per bundle plus monthly charge per bundle as follows:</u></p> <ul style="list-style-type: none"> <u>For Users that order on or before December 31, 2016: \$7,000 monthly for first 12 months of service, and \$14,000 monthly thereafter</u> <u>For Users that order after December 31, 2016: \$14,000 monthly</u>

	<p><u>Option D:</u></p> <p><u>2 kW partial cabinet, 1 LCN connection (10 Gb), 1 IP network connection (10 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</u></p>	<p><u>\$10,000 initial charge per bundle plus monthly charge per bundle as follows:</u></p> <ul style="list-style-type: none"> • <u>For Users that order on or before December 31, 2016: \$7,500 monthly for first 12 months of service, and \$15,000 monthly thereafter</u> • <u>For Users that order after December 31, 2016: \$15,000 monthly</u>
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9. Amend the date on page 52 of Exhibit 5.

The Exchange proposes to update the date on page 52 of the Exhibit 5, as follows (new text double underlined, deleted text in strike-through)

Effective as of [~~November 1, 2015~~January 27, 2016]•

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