



Martha Redding
Associate General Counsel
Assistant Secretary

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

April 27, 2017

VIA E-MAIL

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

Re: Securities Exchange Act 34-79400 (SR-NYSEMKT-2016-103)

Dear Mr. Fields:

NYSE MKT, LLC. filed the attached Partial Amendment No. 2 to the above-referenced filing on April 27, 2017.

Sincerely,

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

Encl. (Partial Amendment No.2 to SR-NYSEMKT-2016-103)

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="4"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2016"/> - * <input type="text" value="103"/> Amendment No. (req. for Amendments *) <input type="text" value="2"/>
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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)(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 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 rules to allow the Exchange to trade pursuant to unlisted trading privileges for any NMS Stock listed on another national securities exchange and establish rules for the trading pursuant to UTP of exchange traded products and adopt new equity trading rules relating to trading halts of securities traded pursuant to UTP on the Pillar platform

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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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.

NYSEMKT-2016-103, Partial Amendment No. 2

NYSE MKT LLC (“NYSE” or the “Exchange”) hereby submits this Partial Amendment No. 2 to the above-referenced filing (“Filing”) in connection with the proposed rule change (the “Proposal”) to establish rules to: (1) allow the Exchange to trade pursuant to unlisted trading privileges (“UTP”) for any NMS Stock¹ listed on another national securities exchange; (2) establish rules for the trading pursuant to UTP of exchange traded products (“ETPs”); and (3) adopt new equity trading rules relating to trading halts of securities traded pursuant to UTP on the Pillar platform. The Exchange proposes the following amendments to the filing:

1. Amend footnote 66 on page 28 of the Filing (footnote 66 on page 69 of the Exhibit 1).

The Exchange proposes to amend footnote 66 on page 28 of the Filing (footnote 66 on page 69 of the Exhibit 1) to correct a cross-reference error. The Exchange proposes footnote 66 to read as follows (new text double-underlined, deleted text in strike-through):

See supra note 69~~3~~.

2. Amend proposed Rule 5.2E(j)(6)(B)(V)(2)(a) (page 228 of the Exhibit 5).

The Exchange proposes to amend proposed Rule 5.2E(j)(6)(B)(V)(2)(a) to correct a typographical error in order to conform the rule to that of its affiliate, New York Stock Exchange LLC (“NYSE”). The Exchange proposes the rule to read as follows (new text double-underlined, deleted text in strike-through):

- (a) The Exchange will may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5E(m) if any of the initial listing criteria described above are not continuously maintained.

3. Amend proposed Rule 5.5E(m)(1)(c) (page 236 of the Exhibit 5).

The Exchange proposes to amend proposed Rule 5.5E(m)(1)(c) to clarify that the regulatory function described in such proposed rule is part of the Exchange’s role and, therefore, proposes to refer to the “Exchange” instead of “Regulation” in such rule. The Exchange proposes the rule to read as follows (new text double-underlined, deleted text in strike-through):

- (c) Concurrent with the Exchange's decision to delist the issuer's security, the Exchange will prepare a press announcement, which will be disseminated to the Market Makers and the investing public no later than the opening of trading the business day following the Exchange's decision (~~Regulation the~~

¹ NMS Stock is defined in Rule 600 of Regulation NMS, 17 CFR 242.600(b)(47).

Exchange will also distribute the information to the ETP Holders).
Accordingly, the suspension of trading in the issuer's security will become effective at the opening of business on the day following the Exchange's decision.

4. Amend Supplementary Material .01 to Rule 8.200E on page 260 of the Exhibit 5.

The Exchange proposes to amend Supplementary Material .01 to Rule 8.200E to correct a typographical error and delete superfluous words at the end of the introductory paragraph. The Exchange proposes the rule to read as follows (new text double-underlined, deleted text in strike-through):

Supplementary Material:

.01 The Exchange may approve trust issued receipts for trading, whether by listing or pursuant to unlisted trading privileges, pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, provided that the following criteria (other than clause (f) which need only be satisfied on an initial listing basis) are satisfied on an initial and continued listing basis ~~are satisfied~~:

5. Amend proposed Rule 8.700E(h) (page 308 of the Exhibit 5).

The Exchange proposes to amend proposed Rule 8.700E(h) to correct a technical error to add language that was inadvertently excluded from the proposed rule, and conform the rule to that of its affiliate, NYSE. The Exchange proposes the rule to read as follows (new text double-underlined, deleted text in strike-through):

(h) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading separate and distinct Managed Trust Securities. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

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