



Martha Redding
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September 19, 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. 34-78483 (SR-NYSEMKT-2016-68)

Dear Mr. Fields:

NYSE MKT, LLC. filed the attached Partial Amendment No. 2 to the above-referenced filing on September 16, 2016.

Sincerely,

A handwritten signature in blue ink, appearing to be the initials "BJF" followed by a large, stylized flourish.

Encl. (Partial Amendment No. 2 to SR-NYSEMKT-2016-68)

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 - 2016 - * 68 Amendment No. (req. for Amendments *) 2

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 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 49 Equities

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 * Clare Last Name * Saperstein
 Title * Associate General 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 *)
 Date 09/16/2016 Assistant Secretary
 By Martha Redding
 (Name *)
 Martha Redding [REDACTED]

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.

SR-NYSEMKT-2016-68, Partial Amendment No. 2

NYSE MKT LLC (“NYSE MKT” or the “Exchange”), hereby submits this Partial Amendment No. 2 to the above-referenced filing (“Filing”) in connection with the proposed rule change to amend NYSE MKT Rule 49 - Equities (Emergency Powers) to (1) replace the text of current Rule 49 - Equities with the Exchange’s proposed disaster recovery plans; and (2) move the text of current Rule 431 (Exchange Backup Systems and Mandatory Testing) relating to Exchange equity member organizations to Rule 49 - Equities. The Exchange proposes the following amendments to the filing:

Amend page 37 of the Exhibit 5 to add testing requirements of the Exchange’s proposed disaster recovery facility.

The Exchange proposes to amend page 37 of the Exhibit 5 to add additional text to proposed Rule 49 - Equities (Exchange Business Continuity and Disaster Recovery Plans and Mandatory Testing) (“proposed Rule 49”) to specify testing requirements of the Exchange’s proposed disaster recovery facility. The text of proposed Rule 49 includes a preamble that describes that the Exchange will file a separate proposed rule change to establish the operative date of paragraph (a) of proposed Rule 49 and to delete “Rule 49 - Equities. Emergency Powers” and the preamble. The preamble further provides that until such time, “Rule 49 - Equities. Emergency Powers,” which describes the Exchange’s “Print as P” disaster recovery plan, will remain operative.

For the industry-wide test of the Exchange’s business continuity and disaster recovery plans, which is scheduled for October 15, 2016, the Exchange will test its current “Print as P” disaster recovery plan. Current Rule 431 and proposed Rule 49(b)(N) specify which member organizations are required to participate in such test.

The Exchange will be testing the proposed disaster recovery plan, as described in paragraph (a) of proposed Rule 49, with industry participants. The Exchange believes the success of such test depends on meaningful participation by Exchange member organizations. Accordingly, the Exchange proposes to amend proposed Rule 49 to specify that the member organizations that are required to participate in the annual scheduled functional and performance test of the Exchange’s business continuity and disaster recovery plans under current Rule 431 and proposed Rule 49(b)(N) would also be required to test the Exchange’s proposed disaster recovery plans. The Exchange has announced by Trader Update that such industry tests will be held on November 5, 2016 and November 19, 2016.³⁴

To reflect the requirement for specified member organizations to participate in industry tests of the proposed disaster recovery plan, the Exchange proposes to add the following

³⁴ See NYSE Trader Update, dated September 9 and 16, 2016, available here: https://www.nyse.com/publicdocs/nyse/markets/nyse/NYSE_and_NYSE_MKT_DR_Trader_Update_Final.pdf and https://www.nyse.com/publicdocs/nyse/markets/nyse/DR_Testing.pdf

additional text to proposed Rule 49 (original proposed text underlined; new proposed text double-underlined):

Rule 49 - Equities. Exchange Business Continuity and Disaster Recovery Plans and Mandatory Testing

The Exchange will file a separate proposed rule change to establish the operative date of paragraph (a) of this version of Rule 49 - Equities and to delete “Rule 49 - Equities. Emergency Powers” and this preamble. Until such time, “Rule 49 - Equities. Emergency Powers” will remain operative. Subject to such separate proposed rule change, the Exchange will announce via Trader Update the operative date of paragraph (a) of this Rule and deletion of “Rule 49 - Equities. Emergency Powers.”

Member organizations required to test Exchange Backup Systems under paragraph (b)(N) of this Rule will be required to test trading on the Exchange’s Disaster Recovery Facility under paragraph (a) of this Rule on date(s) to be determined by the Exchange. Such mandatory testing dates will be announced by Trader Update.

(a) Disaster Recovery Facility

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