



Martha Redding
Associate General Counsel
Assistant Secretary

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

April 6, 2017

VIA E-MAIL

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

Re: SR-NYSEMKT-2017-17

Dear Mr. Fields:

NYSE MKT, LLC. filed the attached Partial Amendment No. 1 to the above-referenced filing on April 6, 2017.

Sincerely,

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

Encl. (Partial Amendment No. 1 to SR-NYSEMKT-2017-17)

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"/>			Rule		
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	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 amend the Certificate of Incorporation and Bylaws of its Ultimate Parent Company Intercontinental Exchange Inc

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 * Associate General Counsel
 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 04/06/2017 Senior Counsel
 By David De Gregorio
 (Name *)
 David DeGregorio,
 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-2017-17, Partial Amendment No. 1

NYSE MKT LLC (the “Exchange”) hereby submits this Partial Amendment No. 1 to the above-referenced filing (“Filing”), in connection with the proposed rule change to amend the certificate of incorporation and bylaws of its ultimate parent company, Intercontinental Exchange, Inc. (“ICE”), to (1) update and streamline references to ICE subsidiaries that either are or control national securities exchanges and delete references to other subsidiaries of ICE; (2) eliminate an obsolete cross-reference in ICE’s certificate of incorporation to its bylaws and make a technical correction to a cross-reference within the bylaws; (3) make certain simplifying or clarifying changes in ICE’s bylaws relating to the location of stockholder meetings, quorum requirements, and requirements applicable to persons entitled to nominate directors or make proposals at a meeting of ICE’s stockholders; and (4) replace obsolete references in the bylaws to the Vice Chair with references to the lead independent director. The Exchange proposes the following amendments to the Filing:

1. The Exchange proposes to amend footnote 3 on page 4 of the Filing (footnote 4 on page 23 of the Exhibit 1).

The Exchange proposes to amend the Filing to clarify that ICE is listed on the New York Stock Exchange LLC (“NYSE”), an affiliate of the Exchange. Accordingly, the Exchange proposes to amend the first sentence of footnote 3 on page 4 of the Filing (footnote 4 on page 23 of the Exhibit 1), as follows (new text underlined and proposed deletions [bracketed]):

ICE is a publicly traded company listed on the NYSE[Exchange].

2. The Exchange proposes to amend the third bulleted paragraph on page 14 of the Filing (carryover bulleted paragraph on pages 37 and 38 of the Exhibit 1).

The Exchange proposes to make simplifying wording changes in clause (iii) of the first sentence of Section 2.13(b), including to clause (y) thereof. The Exchange proposes to amend the third bulleted paragraph on page 14 of the Filing (carryover bulleted paragraph on pages 37 and 38 of the Exhibit 1) to state that it proposes to delete the word “indirect” from clause (y) of such sentence, as follows (new text underlined):

- In clause (y), the following text would be deleted: “holds such”; “street name”; “of such stock and can demonstrate to”; “indirect”; “of, and such Nominee Holder’s”; and the comma before “such stock on such matter.” The revised clause would read as follows: “is a person (a ‘Nominee Holder’) that beneficially owns stock of the Corporation through a nominee or other holder of record and provides the Corporation with proof of such beneficial ownership, including the entitlement to vote such stock on such matter.”

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