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March 14, 2018

Brent J. Fields, Secretary
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090

Re: MIAX PEARL, LLC Request for Exemption Under Section 36 of the Securities Exchange Act of 1934

Dear Mr. Fields:

In connection with SR-PEARL-2018-02 filed by MIAX PEARL, LLC (“MIAX PEARL” or the “Exchange”) to adopt MIAX PEARL Chapter XVIII, Index Options Rules,¹ MIAX PEARL hereby requests, pursuant to Rule 240.0-12, an exemption under Section 36 of the Securities Exchange Act of 1934 (the “Exchange Act”), from the rule filing requirements of Section 19(b) of the Exchange Act. MIAX PEARL seeks this exemption from the rule filing requirements of Section 19(b) for changes to those rules MIAX PEARL proposes to incorporate by reference, which will be contained in Chapter XVIII of the Rules of Miami International Securities Exchange, LLC (“MIAX Options”).²

Using its authority under Section 36 of the Exchange Act, the Securities and Exchange Commission (“Commission”) has previously exempted certain self-regulatory organizations (collectively, the “SROs”) from the requirement to file proposed rule changes under Section 19(b) of the Exchange Act.³ Each such exempt SRO agreed to be governed by the incorporated rules, as

¹ Securities Exchange Act Release No. 82756 (February 21, 2018), 83 FR 8538 (February 27, 2018) (SR-PEARL-2018-02) (“MIAX PEARL Index Options Rule Filing”).

² See Securities Exchange Act Release No. 81739 (September 27, 2017), 82 FR 46111 (October 3, 2017) (SR-MIAX-2017-39) (“Approval Order”). See also MIAX PEARL Index Options Filing at footnote 9, providing that the Exchange will request an exemption from the rule filing requirements of Section 19(b) of the Exchange Act for changes to MIAX PEARL Chapter XVIII to the extent such rules are effected solely by virtue of a change to MIAX Options Chapter XVIII.

³ See, e.g., Securities Exchange Act Release Nos. 49260 (February 17, 2004), 69 FR 8500 (February 24, 2004) (Order Granting Application for Exemptions Pursuant to Section 36(a)); 58375 (August 18, 2008), 73 FR 49498 (August 21, 2008) (Order approving BATS Exchange registration); 66871 (April 27, 2012), 77 FR 26323 (May 3, 2012) (Order approving BOX Exchange registration); 61152 (December 10, 2009), 74 FR 66699 (December 16, 2009) (Order approving C2 Exchange registration); 70050 (July 26, 2013), 78 FR 46622 (August 1, 2013) (Order approving Gemini Exchange registration); 76998 (January 29, 2016), 81 FR 6066 (February 4, 2016) (Order Approving Mercury Exchange registration); 68341 (December 3, 2012), 77 FR 73065 (December 7, 2012) (Order Approving MIAX Options Exchange registration); 53128 (January 13,

amended from time to time, but is not required to file a separate proposed rule change with the Commission each time the SRO whose rules are incorporated by reference seeks to modify its rules. In addition, each such exempt SRO incorporated by reference only regulatory rules (i.e., margin, suitability, arbitration), not trading rules, and incorporated by reference categories of rules (i.e., did not “cherry-pick” certain individual rules within a category). Finally, each such exempt SRO had reasonable procedures in place to provide written notice to its members each time a change is proposed to the incorporated rules of another SRO in order to provide its members with notice of a proposed rule change that would affect their interests, so the members would have an opportunity to comment on it.

The proposed Index Options Rules of MIAX PEARL incorporate by reference the Index Options Rules (Chapter XVIII) of MIAX Options. MIAX PEARL requests that the Commission exercise its authority under Section 36 of the Exchange Act and Rule 240.0-12⁴ thereunder, and grant MIAX PEARL an exemption from the rule filing requirements of Section 19(b) of the Exchange Act for changes to the MIAX PEARL Index Options Rules that are effected solely by virtue of a change to the cross-referenced MIAX Options Index Options Rules. Specifically, MIAX PEARL requests that it be permitted to incorporate by reference changes made to each MIAX Options Index Options Rules that are cross-referenced in MIAX PEARL Chapter XVIII Rules, without the need for the Exchange to file separately the same proposed rule changes pursuant to Section 19(b) of the Exchange Act.

Thus, for these MIAX PEARL Rules, members will comply with the Index Options Rules by complying with the MIAX Options Rules referenced in MIAX PEARL Chapter XVIII Rules. MIAX PEARL does not intend to incorporate by reference any trading rules. In each instance, MIAX PEARL proposes to incorporate by reference categories of rules (rather than individual rules within a category) that are regulatory rules. MIAX PEARL will, as a condition of this exemption, provide written notice to its members whenever MIAX Options proposes a change to Chapter XVIII of its Rules. Such notice will alert its members to the proposed rule change and give them an opportunity to comment on the proposal. MIAX PEARL will similarly inform members in writing when the Commission approves any such proposed changes. MIAX PEARL will provide such notice on its website in the same section it uses to post its own proposed rule change filings pursuant to Rule 19b-4(l) within the same time period required by such Rule. The MIAX PEARL website will also include a link to the MIAX Options website where the proposed rule change filings are located.

Based on the foregoing, MIAX PEARL respectfully requests the Commission provide an exemption under Section 36 of the Exchange Act from the rule filing requirements of Section 19(b) of the Exchange Act that MIAX PEARL separately file a proposed rule change each time MIAX Options makes a rule change to MIAX Options Chapter XVIII Rules. MIAX PEARL believes its exemption request is appropriate in the public interest and is consistent with the protection of investors because it will promote more efficient use of MIAX PEARL’s and the Commission’s resources by avoiding duplicative rule filings based on simultaneous changes to identical rules sought by more than one SRO. Moreover, it will result in the Exchange’s Rules being consistent with the relevant cross-referenced MIAX Options Rules at all times, thus ensuring identical regulation of joint

2006), 71 FR 3550 (January 23, 2006) (Nasdaq Order); and 57478 (March 12, 2008), 73 FR 14521 (March 18, 2008) (NOM Approval Order).

⁴ See 17 CFR 240.0-12; Exchange Act Release No. 39624 (February 5, 1998), 63 FR 8101 (February 18, 1998).

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members of MIAX PEARL and MIAX Options. Without such an exemption, joint members of MIAX PEARL and MIAX Options could be subject to two different standards.

If you have any questions or concerns regarding this request please contact the undersigned.

Very truly yours,

Dimitriy Kotov
Counsel

cc: Heidi Pilpel, Special Senior Counsel, Division of Trading and Markets, Securities & Exchange Commission

John Roeser, Associate Director, Division of Trading and Markets, Securities & Exchange Commission