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February 22, 2016

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

Re: Partial Amendment No. 1 (SR-PHLX-2015-94)

Dear Mr. Fields:

PHLX NASDAQ filed the above-referenced filing on February 22, 2016.

Sincerely,

A handwritten signature in black ink, appearing to be 'J. Trypupenko', written in a cursive style.

Enclosure: Partial Amendment No. 1 to SR-PHLX-2015-94 with Supplement to Report

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 7 SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4 File No.* SR - 2016 - * 94 Amendment No. (req. for Amendments *) 1

Filing by NASDAQ OMX PHLX 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 806(e)(2) * <input type="checkbox"/>
	Section 3C(b)(2) * <input type="checkbox"/>

Exhibit 2 Sent As Paper Document Exhibit 3 Sent As Paper Document

Description
 Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

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 * Jurij Last Name * Trypupenko
 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 02/22/2016 Executive Vice President and General Counsel
 By Edward S. Knight
 (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.

Partial Amendment No. 1 to SR-Phlx-2015-94

NASDAQ PHLX LLC (“Phlx” or “Exchange”) is filing this Partial Amendment No. 1 to SR-Phlx-2015-94 to make technical amendments regarding the pending 19b-4 proposal. SR-Phlx-2015-94 proposes to amend Phlx Rule 1079 to make permanent a pilot program that eliminates minimum value sizes for opening transactions in new series of FLEX Options (the “Pilot Program”).

- 1) The Exchange submitted as Exhibit 3 to the 19b-4 proposal a public report (“Report”) detailing the Exchange’s experience with the Pilot Program. Attached to this Partial Amendment is a supplement to the Report (“Supplement”).
- 2) The Exchange notes the following:
 - a. During the period December 2014 through December 2015, the 457 FLEX Equity Option transactions covered by the Pilot Program¹ accounted for approximately 6.3% of the total volume of all opening FLEX Equity Option transactions in new series (i.e., opening transactions covered by the Pilot Program as well as opening transactions with value sizes above the pre-Pilot Program minimum) and approximately 3.7% of the total value of all opening FLEX Equity Option transactions in new series. In addition, during the period December 2014 through December 2015, the 12 FLEX Index Option transactions covered by the Pilot Program² accounted for approximately 8.8% of the total volume of all opening FLEX Index Option transactions in new series and approximately 4.1% of the total value of all opening FLEX Index Option transactions in new series.
 - b. FLEX Option trading accounts for less than 1.37% of the Exchange’s combined trading volume for standardized options and FLEX Options.

¹ 457 is the combined total from the Report covering Dec. 2014 through July 2015 and the Supplement covering Aug. 2015 through Dec. 2015.

² 12 is the combined total from the Report covering Dec. 2014 through July 2015 and the Supplement covering Aug. 2015 through Dec. 2015.

The proposal SR-Phlx-2015-94, as amended, remains consistent with Section 6(b) of the Act³ in general and furthers the objectives of Section 6(b)(5) of the Act⁴ in particular.

³ 15 U.S.C. 78f(b).

⁴ 15 U.S.C. 78f(b)(5).

**Philadelphia Stock Exchange
FLEX Pilot Program Report Supplement**

This report regarding the FLEX pilot program of the Philadelphia Stock Exchange, Inc. that eliminates minimum value sizes for FLEX index options and FLEX equity options (“Flex Pilot”) is compiled pursuant to the request of the Securities and Exchange Commission (“Commission”) for a report if an exchange desires to extend, expand, or seek permanent approval of its Flex Pilot (“Report”). Based on the Report as detailed below, the Exchange believes that there is clear support for the Commission to permanently approve the FLEX Pilot.

This Report details the PHLX’s experience with the FLEX trades, for the review period from August 1, 2015 to December 31, 2015 (the “Review Period”). During this Review Period, there have been 179 FLEX equity option trades; where the minimum size of an opening transaction of a FLEX trade was between 0 and 249 contracts-and the underlying value was less than \$1 million. In addition, there was 1 FLEX index option trades; where the underlying value was less than \$10 million.

***(1) Data and written analysis on the open interest and trading volume for
FLEX equity options between 0 & 249 contracts and less than \$1 million in
underlying value***

Volume of all FLEX trades with the parameters of the FLEX Program traded on
PHLX

The total PHLX volume of all FLEX trades, between 0-249 contracts & less than \$1 million in underlying value during the Review Period was 17,484 contracts. There were 179 opening transactions during the Review Period. Of this amount, 4 trades were done by Retail customers, 16 were High Net Worth customers and 160 were Institutional clients.

Open Interest

Open interest during the Review Period, for the most part, has expired out due to the expiration date(s) of the FLEX options created. At current, there are 7,127 contracts of open interest in the FLEX options series that fall within this contract size and threshold range.

***(2) Data and written analysis on the open interest and trading volume for
FLEX index options with a minimum opening size of less than \$10 million
in underlying value***

Volume of all FLEX trades with the parameters of the FLEX Program traded on
PHLX

The total PHLX volume of all FLEX index trades with less than \$10 million in underlying value during the Review Period was 100 contracts. There was 1 opening transaction during the Review Period. Of this amount, no trades were done by Retail customers, no trades by High Net Worth customers and 1 by an Institutional client.

Open Interest

Open interest during the Review Period has expired out due to the expiration date(s) of the FLEX options created. At current, there are 0 contracts of open interest in the FLEX options series that fall within this threshold range.

(3) Analysis on the types of investors who initiated FLEX opening transactions

During the operation of the FLEX Pilot, a large majority of the FLEX opening transactions were done by firms that represent a significant amount of liquidity. These firms have accounts that encompass different lines of business. Certain firms, such as RBC Capital Markets Corporation and Deutsche Bank Securities, almost exclusively handle Institutional customers. Certain firms, such as Raymond James Financial, mostly represent High Net Worth (non-institutional) customers. Yet other firms, such as UBS Securities LLC, perform some combination of Retail, High Net Worth and Institutional business. Each of these multi-faceted firms has its own asset classification system indicating how a Retail customer differs from a High Net Worth and an Institutional customer.

The Exchange therefore established reasonable categorizations for the three different types of customers. Given that the average retail account does not exceed \$50,000, any FLEX trades that exceeded the value of such an account, that is, trades with an option premium greater than \$50,000, are considered to be trades for an Institutional customer. Trades with option premiums below \$50,000, on the other hand, represent either Retail or High Net Worth customers. Retail customers likely make trades that involve no more than 10% of the total retail account. We therefore surmised that trades with option premiums less than \$5,000 would be done by Retail customers, and trades with option premiums between \$5,000 and \$49,999 would be done by High Net Worth customers.

Applying these categories to the trades in this review period, we concluded that 85% of the trades were done by Institutional customers (where the option premiums exceed \$50,000), 11% were done by High Net Worth customers (where the option premiums are between \$5,000 and \$49,999), while 4% of the trades were done by Retail customers (where the option premiums are below \$5,000).

This is consistent with the categorizations that we established in previous FLEX pilot program Reports. We note that we have, in preparation of this Report, talked to numerous firms involved with FLEX options trading, and have not become aware of information that would cause us to modify our analysis.

(4) Any additional information that would help to assess the operation of the Pilot Program

The PHLX feels that the Report clearly shows the propriety of the Commission permanently approving the FLEX Pilot.