

SECURITIES AND EXCHANGE COMMISSION
(Release 34-102535; File No. 10-244)

March 6, 2025

Green Impact Exchange, LLC; Notice of Filing of Amendment No. 2 to an Application for Registration as a National Securities Exchange under Section 6 of the Securities Exchange Act of 1934

On May 9, 2024, Green Impact Exchange, LLC (“GIX”) filed with the Securities and Exchange Commission (“Commission”) a Form 1 application under the Securities Exchange Act of 1934 (“Act”) seeking registration as a national securities exchange under Section 6 of the Act.¹ Notice of the application was published for comment in the Federal Register on July 23, 2024.² The Commission received comments on the Form 1.³ On October 21, 2024, the Commission instituted proceedings pursuant to Section 19(a)(1)(B) of the Act⁴ to determine whether to grant or deny GIX’s application for registration as a national securities exchange under Section 6 of the Act.⁵ After issuance of the OIP, Commission received a letter from GIX responding to comments.⁶ On January 16, 2025, the Commission extended, pursuant to Section 19(a)(1)(B) of the Exchange Act,⁷ the time period for granting or denying GIX’s Form 1 application for an additional 90 days, until April 19, 2025.⁸ On February 4, 2025, GIX filed an amendment to its Form 1 application (“Amendment No. 1). On February 28, 2025, GIX filed

¹ 15 U.S.C. 78f.

² See Securities Exchange Act Release No. 100547 (July 17, 2024), 89 FR 59795 (“Notice”).

³ The public comment file for GIX’s Form 1 (File No. 10-244) is available on the Commission’s website at: <https://www.sec.gov/comments/10-244/10-244.htm>.

⁴ 15 U.S.C. 78s(a)(1)(B).

⁵ See Securities Exchange Act Release No. 101397, 89 FR 85264 (October 25, 2024) (“OIP”).

⁶ See letter to Vanessa A. Countryman, Secretary, Commission, from James G. Buckley, Chief Regulatory Officer, GIX, dated November 25, 2024.

⁷ 15 U.S.C. 78s(a)(1)(B).

⁸ See Securities Exchange Act Release No. 102223, 90 FR 8228 (January 27, 2025).

another amendment to its Form 1 application (“Amendment No. 2”), which replaced and superseded Amendment No. 1.⁹ On March 6, 2025, GIX consented, pursuant to Section 19(a)(1)(B) of the Act,¹⁰ to an extension of the time period for granting or denying GIX’s Form 1 application for an additional 90 days, until July 18, 2025.¹¹ The Commission is publishing this notice in order to solicit views of interested persons on GIX’s Form 1, as amended by Amendment No. 2.

I. Amendment No. 2 to GIX’s Form 1

In Exhibit B-1 of Amendment No. 2 to its Form 1, GIX eliminates proposed Rule Series 14.425 Green Governance Standards. Under its amended proposed rules, GIX would allow a company listed on another national securities exchange to dually list its shares on GIX if the company meets the remaining listing standards set forth in Chapter 14 of GIX’s Rules (Rules 14.001 et seq.).

Additionally, in Amendment No. 2 GIX revises the original Form 1 as follows: (1) Exhibit C to update the list of officers and directors of a GIX affiliate; and (2) Exhibit H-3 to provide that the Dual Listing Agreement would be governed by the laws of the State of New York (rather than New Jersey).

⁹ GIX’s original Form 1 and Amendment No. 2 are available on the Commission’s website at: <https://www.sec.gov/rules-regulations/other-commission-orders-notices-information/green-impact-exchange-llc-form-1-application-exhibits>.

¹⁰ 15 U.S.C. 78s(a)(1)(B).

¹¹ See letter from James G. Buckley, Chief Regulatory Officer, GIX, to Vanessa Countryman, Secretary, Commission, dated March 6, 2025. See supra note 3.

II. Request for Written Comment

The Commission requests that interested persons provide written views and data with respect to GIX's Form 1, as amended by Amendment No. 2. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number 10-244 on the subject line.

Paper comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number 10-244. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/other.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to GIX's Form 1, as amended, filed with the Commission, and all written communications relating to the application between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from submissions. You should submit only information

that you wish to make publicly available. All submissions should refer to File Number 10-244 and should be submitted on or before [insert date 15 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹²

Vanessa A. Countryman,
Secretary.

¹² 17 CFR 200.30-3(a)(71)(ii).