

Additions: Underlined

Deletions: [Bracketed]

Rules of the NYSE Arca, Inc.

RULE 1 DEFINITIONS

Definitions

Rule 1.1 Definitions

UTP Regulatory Halt

With respect to cash equity securities traded on the Exchange, the term “UTP Regulatory Halt” means a Regulatory Halt, as defined in Rule 7.18-E, [trade suspension, halt, or pause] called by the UTP Listing Market in a UTP Security [that requires all market centers to halt trading in that security].

Equities Rules

RULE 7-E EQUITIES TRADING

Section 1. General Provisions

Rule 7.11-E. Limit Up-Limit Down Plan and Trading Pauses in Individual Securities Due to Extraordinary Market Volatility

(b) Re-opening of Trading following a Trading Pause. [No change]

(1) [No change]

- (2) If a [primary] UTP [1]Listing [m]Market issues a Trading Pause, the Exchange will resume trading as provided for in Rule 7.18-E[(a)](b)(5)(B)(vi).

Rule 7.18-E. Trading Halts

(a) Definitions. For the purpose of this rule, the terms below have the following meanings:

- (1) “Extraordinary Market Activity” has the same meaning as in the CTA Plan.
- (2) “Limit Up Limit Down” has the same meaning as in the CTA Plan.
- (3) “Market” has the same meaning as in the CTA Plan.
- (4) “Market-Wide Circuit Breaker” has the same meaning as in the CTA Plan.
- (5) “Material SIP Latency” has the same meaning as in the CTA Plan.
- (6) “Member Firm” has the same meaning as in the CTA Plan.
- (7) “Operating Committee” has the same meaning as in the CTA Plan.
- (8) “Operational Halt” has the same meaning as in the CTA Plan.
- (9) “Primary Listing Market” has the same meaning as in the CTA Plan.
- (10) “Processor” or “SIP” have the same meaning as the term “Processor” in the Nasdaq UTP Plan or the CTA Plan, as applicable.
- (11) “Regulatory Halt” has the same meaning as in the CTA Plan.
- (12) “SIP Halt” has the same meaning as in the CTA Plan.
- (13) “SIP Halt Resume Time” has the same meaning as in the CTA Plan.
- (14) “SIP Outage” has the same meaning as in the CTA Plan.
- (15) “SIP Plan” means the national market system plan governing the SIP, as applicable.
- (16) “Trading Center” has the same meaning as in Rule 600(b)(95) of Regulation NMS.

(b) Regulatory Halts

- (1) *Authority to Initiate a Regulatory Halt*

(A) Mandatory Halts. The Exchange will declare a Regulatory Halt:

- (i) pursuant to Rule 7.11-E concerning Limit Up Limit Down;
- (ii) pursuant to Rule 7.12-E concerning Market-Wide Circuit Breaker;
- (iii) for a security for which the Exchange is the Primary Listing Market before the end of the Late Trading Session on the day immediately before the market effective date of the reverse stock split (“Reverse Stock Split Halt”);
- (iv) if the Exchange becomes aware that, with respect to Derivative Securities Products listed on the Exchange for which a Net Asset Value (“NAV”) (and in the case of Managed Fund Shares under Rule 8.600-E and Managed Trust Securities under Rule 8.700-E, a Disclosed Portfolio) is disseminated, such NAV or Disclosed Portfolio is not being disseminated to all market participants at the same time (“Dissemination Halt”); or
- (v) as provided for elsewhere in the Rules of the Exchange, including but not limited to Rules 5.1-E, 5.3-E, 5.5-E, 8.3-E, 8.12-E, 8.100-E, 8.200-E, 8.204-E, 8.400-E, 8.500-E, 8.600-E, 8.601-E, 8.700-E, and 8.900-E concerning requirements for listing, delisting, and maintaining listings of certain types of securities, and regarding the public dissemination of material information.

(B) Discretionary Halts. The Exchange may declare a Regulatory Halt in trading for any security for which it is the Primary Listing Market as follows:

- (i) of a security that is the subject of an initial pricing on the Exchange that has not been listed on a national securities exchange immediately prior to initial pricing (“Initial Listing Regulatory Halt”);
- (ii) if it determines there is a SIP Outage, Material SIP Latency, or Extraordinary Market Activity;
- (iii) in the event of national, regional, or localized disruption that necessitates a Regulatory Halt to maintain a fair and orderly market; or
- (iv) as provided for elsewhere in the Rules of the Exchange, including but not limited to Rules 5.1-E, 5.3-E, 5.5-E, 8.3-E, 8.12-E, 8.100-E, 8.200-E, 8.204-E, 8.400-E, 8.500-E, 8.600-E, 8.601-E, 8.700-E, and 8.900-E concerning requirements for listing, delisting, and maintaining listings of certain types of securities, and regarding the public dissemination of material information.

(2) Communications. Whenever, in the exercise of its regulatory functions, the Exchange as Primary Listing Market for an Eligible Security determines it is appropriate to initiate a Regulatory Halt, it will notify all other Participants and the Processor of such Regulatory Halt as well as provide notice that a Regulatory Halt has been lifted using such protocols and other emergency procedures as may be mutually agreed to between the Operating Committee and the Exchange. The Processor shall disseminate to Participants notice of the Regulatory Halt (as well as notice of the lifting of a Regulatory Halt) through the high speed line or through the “high speed line” under the CQ Plan, and any other means the Processor, in its sole discretion, considers appropriate. Each Participant shall be required to continuously monitor these communication protocols established by the Operating Committee and the Processor during market hours, and the failure of a Participant to do so shall not prevent the Exchange from initiating a Regulatory Halt in accordance with the SIP Plan and the procedures specified in these rules.

(3) Initiating a Regulatory Halt

- (A) Start Time. The start time of a Regulatory Halt is when the Exchange declares the halt, regardless of whether an issue with communications impacts the dissemination of the notice.
- (B) Notification. If the SIP is unable to disseminate notice of a Regulatory Halt or the Exchange is not open for trading, the Exchange will take reasonable steps to provide notice of a Regulatory Halt in the manner set forth in the SIP Plan.
- (C) Retroactive Halts. Except in exigent circumstances, the Exchange will not declare a Regulatory Halt retroactive to a time earlier than the notice of such halt.
- (D) In making a determination to declare a Regulatory Halt in trading any security for which the Exchange is the Primary Listing Market, the Exchange will consider the totality of information available concerning the severity of the issue, its likely duration, and potential impact on Member Firms and other market participants and will make a good-faith determination that the criteria for declaring the Regulatory Halt have been satisfied and that a Regulatory Halt is appropriate. The Exchange will consult, if feasible, with the affected Trading Center(s), other Plan Participants, or the Processor, as applicable, regarding the scope of the issue and what steps are being taken to address the issue. Once a Regulatory Halt has been declared, the Exchange will continue to evaluate the circumstances to determine when trading may resume in accordance with its Rules.

(4) UTP Regulatory Halt

(A) The Exchange will halt trading for any UTP Securities when the Primary Listing Market declares a Regulatory Halt for any such securities (“UTP Regulatory Halt”).

(B) Halts in UTP Derivative Securities Products

(i) Early Trading Session. If a UTP Derivative Security Product begins trading on the Exchange in the Early Trading Session and subsequently a temporary interruption occurs in the calculation or wide dissemination of the Intraday Indicative Value (“IIV”) or the value of the underlying index, as applicable, to such UTP Derivative Securities Product, by a major market data vendor, the Exchange may continue to trade the UTP Derivative Securities Product for the remainder of the Early Trading Session.

(ii) Core Trading Session. During the Core Trading Session, if a temporary interruption occurs in the calculation or wide dissemination of the applicable IIV or value of the underlying index by a major market data vendor and the Primary Listing Market halts trading in the UTP Derivative Securities Product, the Exchange, upon notification by the Primary Listing Market of such halt due to such temporary interruption, also shall immediately halt trading in the UTP Derivative Securities Product on the Exchange.

(iii) Late Trading Session and Next Business Day's Early Trading Session.

(a) If the IIV or the value of the underlying index continues not to be calculated or widely available after the close of the Core Trading Session, the Exchange may trade the UTP Derivative Securities Product in the Late Trading Session only if the Primary Listing Market traded such securities until the close of its regular trading session without a halt.

(b) If the IIV or the value of the underlying index continues not to be calculated or widely available as of the commencement of the Early Trading Session on the next business day, the Exchange shall not commence trading of the UTP Derivative Securities Product in the Early Trading Session that day. If an interruption in the calculation or wide dissemination of the IIV or the value of the underlying index continues, the Exchange may resume trading in the UTP Derivative Securities Product only if calculation and wide dissemination of the IIV or the value of the underlying index resumes or trading in the UTP Derivative Securities Product resumes in the Primary Listing Market.

(5) Resumption of Trading After Regulatory Halts Other Than SIP Halts

- (A) The Exchange, as Primary Listing Market, will declare a resumption of trading when it makes a good-faith determination that trading may resume in a fair and orderly manner in accordance with its rules.
- (B) The Exchange will resume trading after a Regulatory Halt other than a SIP Halt with a Trading Halt Auction pursuant to Rule 7.35-E, except as provided below:

 - (i) The Exchange will resume trading after a Limit Up Limit Down trading pause as specified in Rule 7.11-E.
 - (ii) The Exchange will resume trading after a Market-Wide Circuit Breaker halt as specified in Rule 7.12-E.
 - (iii) The Exchange will resume trading after a Reverse Stock Split Halt with a Trading Halt Auction at 9:00 a.m. ET on the effective date of the reverse stock split.
 - (iv) The Exchange will resume trading after a Dissemination Halt with a Trading Halt Auction pursuant to Rule 7.35-E when the NAV or Disclosed Portfolio is available to all market participants.
 - (v) The Exchange will resume trading after an Initial Listing Regulatory Halt when the security is open for trading.
 - (vi) The Exchange will resume trading after a UTP Regulatory Halt other than a SIP Halt by starting to accept orders after the Exchange receives notification from the Primary Listing Market that the Regulatory Halt has been terminated, provided that, during Core Trading Hours, the Exchange will not resume trading in any security that is subject to the Limit Up Limit Down Plan (as defined in Rule 7.11-E) until the Exchange receives the first Price Band in that security. The Exchange will not conduct a Trading Halt Auction to resume trading after a Regulatory Halt in a UTP Security.

(6) Resumption of Trading After a SIP Halt

- (A) For a SIP Halt Initiated by the Exchange.

 - (i) The Exchange will determine when a SIP Halt will end (“SIP Halt Resume Time”). In making such determination, the Exchange will make a good-faith determination and consider the totality of information to determine whether resuming trading would promote a fair and orderly market, including input from the Processor, the Operating Committee, or the operator of the system in question (as well as any Trading Center(s) to which such system is linked),

regarding operational readiness to resume trading. The Exchange retains discretion to delay the SIP Halt Resume Time if it believes trading will not resume in a fair and orderly manner.

- (ii) Before terminating a SIP Halt, the Exchange will issue a notification that specifies a SIP Halt Resume Time. The Exchange will provide a minimum five-minute notice of a SIP Halt Resume Time, during which period market participants may enter orders in the affected securities. During Core Trading Hours, the last SIP Halt Resume Time will be 15 minutes before the end of Core Trading Hours, e.g., 3:45 p.m. Eastern Time. The Exchange may stagger the SIP Halt Resume Times for multiple symbols in order to reopen in a fair and orderly manner.
- (iii) The Exchange will reopen trading after a SIP Halt in Exchange-listed securities with a Trading Halt Auction.

(B) For a SIP Halt Initiated by a UTP Listing Market. For UTP Securities affected by a SIP Halt, during Core Trading Hours, the Exchange may resume trading in the affected security after trading in the affected security has resumed on the UTP Listing Market or notice has been received from the UTP Listing Market that such trading may resume. During Core Trading Hours, if the UTP Listing Market does not open a security within the amount of time as specified by the rules of the UTP Listing Market after the SIP Halt Resume Time, the Exchange may resume trading in that security, provided that the Exchange will not resume trading in any security that is subject to the Limit Up Limit Down Plan until the Exchange receives the first Price Band in that security. Outside of Core Trading Hours, the Exchange may resume trading in the affected security after the SIP Halt Resume Time.

(7) Order Processing During a Regulatory Halt, Including SIP Halts

- (A) During a Regulatory Halt that will reopen with a Trading Halt Auction, the Exchange will process new and existing orders as follows:
 - (i) cancel any unexecuted portion of Non-Displayed Limit Orders, MPL Orders, Tracking Orders, Market Pegged Orders, Discretionary Pegged Orders, and RPI Orders;
 - (ii) maintain any unexecuted quantity of Market Orders;
 - (iii) re-price all other resting orders in the NYSE Arca Book to their limit price;
 - (iv) accept and process all cancellations;

(v) reject incoming Limit Orders designated IOC, Non-Displayed Limit Orders, MPL Orders, Cross Orders, Tracking Orders, Market Pegged Orders, Discretionary Pegged Orders, RPI Orders, and Retail Orders; and

(vi) accept all other incoming order instructions until the Auction Processing Period for the Trading Halt Auction, at which point Rule 7.35-E(g) will govern the entry of incoming orders and order instructions.

(B) During a UTP Regulatory Halt (including a SIP Halt initiated by a UTP Listing Market), the Exchange will process new and existing orders in a UTP Security as follows:

(i) cancel any unexecuted portion of Market Orders, Non-Displayed Limit Orders, MPL Orders, Tracking Orders, Market Pegged Orders, Discretionary Pegged Orders, RPI Orders, and orders not eligible to trade in the current trading session on the NYSE Arca Book;

(ii) maintain all other resting orders in the NYSE Arca Book at their last working price and display price;

(iii) accept and process all cancellations;

(iv) process a request to cancel and replace as a cancellation without replacing the order;

(v) accept and route new Market Orders, Auction-Only Orders, Primary Only MOO/LOO Orders, Primary Only Day Orders, and Primary Only MOC/LOC Orders to the primary listing market; and

(vi) reject all other incoming order instructions until the security begins trading on the Exchange.

(c) Operational Halts

(1) Authority to Initiate an Operational Halt. The Exchange may declare an Operational Halt for any security trading on the Exchange:

(A) if it is experiencing Extraordinary Market Activity on the Exchange; or

(B) when otherwise necessary to maintain a fair and orderly market or in the public interest.

(2) Notifications. The Exchange will notify the Processor if it has concerns about its ability to collect and transmit quotes, orders, or last sale prices, or where it has

declared an Operational Halt or suspension of trading in one or more Eligible Securities (as that term is defined in the CTA Plan), pursuant to the procedures adopted by the Operating Committee.

(3) Order Processing During an Operational Halt.

(A) On the occurrence of any Operational Halt pursuant to this Rule, the Exchange will cancel all unexecuted orders in the halted securities resting on the NYSE Arca Book, including Auction Only Orders.

(B) During any Operational Halt, the Exchange will reject all other incoming order instructions until the Exchange resumes trading.

(4) Resumption of Trading After an Operational Halt.

(A) When the Exchange determines that trading may resume in a fair and orderly manner and in accordance with its Rules, it will resume trading following an Operational Halt.

(B) Communications. Trading in a halted security shall resume at the time specified by the Exchange in a notice. The Exchange will notify all other Plan participants and the SIP of such an Operational Halt as well as provide notice that an Operational Halt has been lifted using such protocols and other emergency procedures as may be mutually agreed to between the Operating Committee and the Exchange. If the SIP is unable to disseminate notice of an Operational Halt or the Exchange is not open for trading, the Exchange will take reasonable steps to provide notice of an Operational Halt, which shall include both the type and start time of the Operational Halt. Each Plan participant shall continuously monitor communication protocols established by the Operating Committee and the Processor during market hours to disseminate notice of an Operational Halt, and the failure of a participant to do so shall not prevent the Exchange from initiating an Operational Halt in accordance with the procedures specified herein.

[(a) UTP Regulatory Halts. If the UTP Listing Market declares a UTP Regulatory Halt, the Exchange will halt trading in that security until it receives notification from the UTP Listing Market that the halt or suspension is no longer in effect or as provided for in Rules 7.11-E and 7.12-E, provided that, during Core Trading Hours, the Exchange will halt trading until it receives the first Price Band in that security. If a UTP Regulatory Halt was issued for the purpose of dissemination of material news, the Exchange will assume that adequate publication or dissemination has occurred upon the expiration of one hour after initial publication in a national news dissemination service of the information that gave rise to an UTP Regulatory Halt and may, at its discretion, reopen trading at that time, notwithstanding notification from the UTP Listing Market that the halt or suspension is no longer in effect.

(b) The NYSE Arca Marketplace will not conduct a Trading Halt Auction in a UTP Security and will process new and existing orders in a UTP Security during a UTP Regulatory Halt as follows:

- (1) cancel any unexecuted portion of Market Orders, Non-Displayed Limit Orders, MPL Orders, Tracking Orders, Market Pegged Orders, Discretionary Pegged Orders, RPI Orders, and orders not eligible to trade in the current trading session on the NYSE Arca Book;
- (2) maintain all other resting orders in the NYSE Arca Book at their last working price and display price;
- (3) accept and process all cancellations;
- (4) process a request to cancel and replace as a cancellation without replacing the order;
- (5) accept and route new Market Orders, Auction-Only Orders, Primary Only MOO/LOO Orders, Primary Only Day Orders, and Primary Only MOC/LOC Orders to the primary listing market; and
- (6) reject all other incoming order instructions until the security begins trading on the NYSE Arca Marketplace pursuant to paragraph (a) of this Rule.

(c) The NYSE Arca Marketplace will process new and existing orders in securities listed on the Exchange during a halt, suspension or pause as follows:

- (1) cancel any unexecuted portion of Non-Displayed Limit Orders, MPL Orders, Tracking Orders, Market Pegged Orders, Discretionary Pegged Orders, and RPI Orders;
- (2) maintain any unexecuted quantity of Market Orders;
- (3) re-price all other resting orders in the NYSE Arca Book to their limit price;
- (4) accept and process all cancellations;
- (5) reject incoming Limit Orders designated IOC, Non-Displayed Limit Orders, MPL Orders, Tracking Orders, Market Pegged Orders, Discretionary Pegged Orders, RPI Orders, and Retail Orders; and
- (6) accept all other incoming order instructions until the Auction Processing Period for the Trading Halt Auction, at which point, Rule 7.35-E(g) will govern the entry of incoming orders and order instructions.

(d) Halts in Derivative Securities Products.

- (1) Trading Halts for UTP Derivative Securities Products.

- (A) Early Trading Session. If a UTP Derivative Security Product begins trading on the NYSE Arca Marketplace in the Early Trading Session and subsequently a temporary interruption occurs in the calculation or wide dissemination of the Intraday Indicative Value ("IIV") or the value of the underlying index, as applicable, to such UTP Derivative Securities Product, by a major market data vendor, NYSE Arca may continue to trade the UTP Derivative Securities Product for the remainder of the Early Trading Session.
- (B) Core Trading Session. During the Core Trading Session, if a temporary interruption occurs in the calculation or wide dissemination of the applicable IIV or value of the underlying index by a major market data vendor and the listing market halts trading in the UTP Derivative Securities Product, NYSE Arca, upon notification by the primary listing market of such halt due to such temporary interruption, also shall immediately halt trading in the UTP Derivative Securities Product on the NYSE Arca Marketplace.
- (C) Late Trading Session and Next Business Day's Early Session.
 - (1) If the IIV or the value of the underlying index continues not to be calculated or widely available after the close of the Core Trading Session, NYSE Arca may trade the UTP Derivative Securities Product in the Late Trading Session only if the listing market traded such securities until the close of its regular trading session without a halt.
 - (2) If the IIV or the value of the underlying index continues not to be calculated or widely available as of the commencement of the Early Trading Session on the next business day, NYSE Arca shall not commence trading of the UTP Derivative Securities Product in the Early Trading Session that day. If an interruption in the calculation or wide dissemination of the IIV or the value of the underlying index continues, NYSE Arca may resume trading in the UTP Derivative Securities Product only if calculation and wide dissemination of the IIV or the value of the underlying index resumes or trading in the UTP Derivative Securities Product resumes in the primary listing market.

(2) Trading Halts of Derivative Securities Products Listed on the NYSE Arca Marketplace. With respect to Derivative Securities Products listed on the NYSE Arca Marketplace for which a Net Asset Value ("NAV") (and in the case of Managed Fund Shares under NYSE Arca Rule 8.600-E and Managed Trust Securities under NYSE Arca Rule 8.700-E, a Disclosed Portfolio) is disseminated, if the Exchange becomes aware that the NAV (or in the case of Managed Fund Shares, the Disclosed Portfolio) is not being disseminated to all market participants at the same time, it will halt trading in the affected Derivative Securities Product on the NYSE Arca Marketplace until such time as the NAV

(or in the case of Managed Fund Shares, the Disclosed Portfolio, as applicable) is available to all market participants.

(e) Reverse Stock Split Halt. The Exchange will halt trading in a security for which the Exchange is the Primary Listing Market before the end of the Late Trading Session on the day immediately before the market effective date of a reverse stock split. Trading in the security will resume with a Trading Halt Auction at 9:00 a.m. ET on the effective date of the reverse stock split.]

Section 3. NYSE Arca Marketplace

Rule 7.35-E. Auctions

(e) Trading Halt Auction. [No change]

(3) During a trading halt or pause in an Auction-Eligible Security, entry and cancellations of orders eligible to participate in the Trading Halt Auction will be processed as provided for in Rule 7.18-E[(c)](b)(7)(A).

(8) Trading Halt Auction Imbalance Freeze: The Trading Halt Auction Imbalance Freeze will begin five seconds before the Re-Opening Time, including Re-Opening Times for each Extension. If a pause or halt is extended, the Trading Halt Auction Imbalance Freeze for the prior period will end, new orders and order instructions received during the prior period's Trading Halt Auction Imbalance Freeze will be processed, and the Exchange will accept order entry and cancellation as provided for in Rule 7.18-E[(c)](b)(7)(A) until the next Trading Halt Auction Imbalance Freeze. During the Trading Halt Auction Imbalance Freeze, order entry and cancellation will be processed as follows:
