

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-66409; File No. SR-NASDAQ-2012-027)

February 16, 2012

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Routing Fees

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on February 13, 2012, The NASDAQ Stock Market LLC (“NASDAQ” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by NASDAQ. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The NASDAQ Stock Market LLC proposes to modify Chapter XV, Section 2, governing pricing for NASDAQ members using the NASDAQ Options Market (“NOM”), NASDAQ’s facility for executing and routing standardized equity and index options.

While changes to the Fee Schedule pursuant to this proposal are effective upon filing, the Exchange has designated these changes to be operative on March 1, 2012.

The text of the proposed rule change is available on the Exchange’s Website at <http://www.nasdaq.cchwallstreet.com>, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of this rule filing is to recoup costs that the Exchange incurs for routing and executing Customer, Firm, Market Maker and Professional orders in equity and index options.

The Exchange's Routing Fees are located at Chapter XV, Section 2, entitled "NASDAQ Options Market-Fees," and are as follows:

(4) Fees for routing contracts to markets other than the NASDAQ Options Market shall be assessed as provided below. The current fees and a historical record of applicable fees shall be posted on the NasdaqTrader.com website.

Exchange	Customer	Firm	MM	Professional
BATS	\$0.50	\$0.55	\$0.55	\$0.50
BOX	\$0.06	\$0.55	\$0.55	\$0.06
CBOE	\$0.06	\$0.55	\$0.55	\$0.26
CBOE orders greater than 99 contracts in NDX, MNX ETFs, ETNs & HOLDRs	\$0.24	\$0.55	\$0.55	\$0.26
C2	\$0.50	\$0.55	\$0.55	\$0.51
ISE	\$0.06	\$0.55	\$0.55	\$0.24

ISE Select Symbols *	\$0.18	\$0.55	\$0.55	\$0.34
NYSE Arca Penny Pilot	\$0.50	\$0.55	\$0.55	\$0.50
NYSE Arca Non Penny Pilot	\$0.06	\$0.55	\$0.55	\$0.06
NYSE AMEX	\$0.06	\$0.55	\$0.55	\$0.26
PHLX (for all options other than PHLX Select Symbols)	\$0.06	\$0.55	\$0.55	\$0.26
PHLX Select Symbols **	\$0.30	\$0.55	\$0.55	\$0.46

* These fees are applicable to orders routed to ISE that are subject to Rebates and Fees for Adding and Removing Liquidity in Select Symbols. See ISE's Schedule of Fees for the complete list of symbols that are subject to these fees.

** These fees are applicable to orders routed to PHLX that are subject to Rebates and Fees for Adding and Removing Liquidity in Select Symbols. See PHLX's Fee Schedule for the complete list of symbols that are subject to these fees.

The Exchange proposes to amend its Routing Fees as follows:

(4) Fees for routing contracts to markets other than the NASDAQ Options Market shall be assessed as provided below. The current fees and a historical record of applicable fees shall be posted on the NasdaqTrader.com website.

Exchange	Customer	Firm	MM	Professional
BATS	\$0.55	\$0.55	\$0.55	\$0.55
BOX	\$0.11	\$0.55	\$0.55	\$0.11
CBOE	\$0.11	\$0.55	\$0.55	\$0.31
CBOE orders greater than 99 contracts in NDX, MNX ETFs, ETNs & HOLDRs	\$0.29	\$0.55	\$0.55	\$0.31
C2	\$0.55	\$0.55	\$0.55	\$0.55

ISE	\$0.11	\$0.55	\$0.55	\$0.29
ISE Select Symbols *	\$0.23	\$0.55	\$0.55	\$0.39
NYSE Arca Penny Pilot	\$0.55	\$0.55	\$0.55	\$0.55
NYSE Arca Non Penny Pilot	\$0.11	\$0.55	\$0.55	\$0.11
NYSE AMEX	\$0.11	\$0.55	\$0.55	\$0.31
PHLX (for all options other than PHLX Select Symbols)	\$0.11	\$0.55	\$0.55	\$0.31
PHLX Select Symbols **	\$0.35	\$0.55	\$0.55	\$0.51

* These fees are applicable to orders routed to ISE that are subject to Rebates and Fees for Adding and Removing Liquidity in Select Symbols. See ISE's Schedule of Fees for the complete list of symbols that are subject to these fees.

** These fees are applicable to orders routed to PHLX that are subject to Rebates and Fees for Adding and Removing Liquidity in Select Symbols. See PHLX's Fee Schedule for the complete list of symbols that are subject to these fees.

NASDAQ Options Services LLC (“NOS”), a member of the Exchange, is the Exchange’s exclusive order router. Each time NOS routes to away markets NOS is charged a \$0.06 clearing fee and, in the case of certain exchanges, a transaction fee is also charged in certain symbols, which are passed through to the Exchange. The Exchange currently recoups clearing and transaction charges incurred by the Exchange when Customer, Firm, Market Maker and Professional orders are routed to an away market. At this time, the Exchange is proposing to recoup certain other costs incurred by the Exchange when routing to away markets, such as administrative and technical costs associated with operating NOS, the Exchange’s exclusive order router; the Exchange’s membership fees at away markets; and technical costs associated

with routing.³ The Exchange is proposing to increase all Customer and Professional Routing Fees. The Exchange is increasing all Customer and Professional Routing Fees by \$0.05 per contract with the exception of the C2 Professional Fee, which is being increased to \$0.55 per contract (instead of \$0.56 per contract).⁴ The Exchange is not proposing to amend Firm and Market Maker Routing Fees at this time. The Exchange does not believe it is necessary to increase Firm and Market Maker Routing Fees beyond that which Firms and Market Makers are assessed today for routing away.⁵

As with all fees, the Exchange may adjust these Routing Fees in response to competitive conditions by filing a new proposed rule change. While changes to the Fee Schedule pursuant to this proposal are effective upon filing, the Exchange has designated these changes to be operative on March 1, 2012.

2. Statutory Basis

NASDAQ believes that the proposed rule changes are consistent with the provisions of Section 6 of the Act,⁶ in general, and with Section 6(b)(4) of the Act,⁷ in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which NASDAQ operates or controls.

The Exchange believes that the proposed Routing Fees are reasonable because the fees would allow the Exchange to recoup costs associated with routing both Customer and

³ In addition to membership fees and transaction fees, the Exchange also incurs an Options Regulatory Fee when routing to an away market that assesses that fee.

⁴ The Professional Routing Fee to C2 is currently \$0.51 per contract.

⁵ Today, Firms and Market Makers are assessed a Routing Fee of \$0.55 per contract when routing to any away market.

⁶ 15 U.S.C. 78f.

⁷ 15 U.S.C. 78f(b)(4).

Professional orders to away markets. The Exchange believes that these fees will assist it in recouping costs the Exchange incurs by utilizing NOS, maintaining membership fees at away markets and technical expenses associated with the routing process.⁸ The proposed fees also continue to recoup transaction fees assessed by the respective away market, which vary, and standard clearing charges for each transaction, which fees are incurred by the Exchange when routing to away markets. Firms may avoid routing charges by either routing orders themselves directly to the away market that is at the NBBO, or by marking the order with an instruction to not route the order.

The Exchange also believes that the proposed Routing Fees are equitable and not unfairly discriminatory because the fees would be uniformly applied to all Customers and Professionals. The Exchange's proposed fees are calculated to distribute the costs associated with routing among the various away markets. The Exchange determined not to amend the Firm and Market Maker Routing Fees, which are currently the highest Routing Fees (\$0.55 per contract) for each away market. In addition, the Exchange determined to increase the C2 Professional Routing Fee to \$0.55 per contract, instead of \$0.56 per contract⁹ in order that the Routing Fee would not exceed those fees currently assessed for Firm and Market Maker orders that are routed to an away market. The Exchange determined that in light of other fees, the current Firm and Market Maker Routing Fees for routing to all away markets are within the range of fees that are proposed for other away markets. The Exchange does not believe that it is necessary at this time to assess additional Routing Fees to Firms and Market Makers to route to an away market.

⁸ In addition to membership fees and transaction fees, the Exchange also incurs an Options Regulatory Fee when routing to an away market that assesses that fee.

⁹ The Exchange is increasing all Customer and Professional Routing Fees by \$0.05 per contract with the exception of the C2 Professional Fee, which is being increased to \$0.55 per contract.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

No written comments were either solicited or received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act.¹⁰ At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. 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 SR-NASDAQ-2012-027 on the subject line.

¹⁰ 15 U.S.C. 78s(b)(3)(A)(ii).

Paper Comments:

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

All submissions should refer to File Number SR-NASDAQ-2012-027. 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/sro.shtml>).

Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change 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. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer

to File Number SR-NASDAQ-2012-027 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹¹

Kevin M. O'Neill
Deputy Secretary

¹¹ 17 CFR 200.30-3(a)(12).