

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-71504; File No. SR-NASDAQ-2014-010)

February 6, 2014

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Modify NASDAQ's Rule Governing Directed Orders

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup>, and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on January 24, 2014, 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 and II, below, which Items have been prepared by the Exchange. 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 Exchange proposes to modify NASDAQ's rule governing Directed Orders. The text of the proposed rule change is available on the Exchange's website at <http://nasdaq.cchwallstreet.com>, at the principal office of the Exchange, at the Commission's Public Reference Room, and on the Commission's website at <http://www.sec.gov>.

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 and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

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

NASDAQ Rule 4751(f)(9) governs the use of Directed Orders on NASDAQ. As described in the current rule, Directed Orders are orders that are directed to an exchange other than NASDAQ, as directed by the entering party, without checking the NASDAQ book. If a Directed Order is unexecuted, the order (or unexecuted portion thereof) is returned to the entering party. Thus, a Directed Order will execute at another venue if the venue has liquidity available at the price of the order and if its execution would be consistent with Regulation NMS. A Directed Order may be designated as an Intermarket Sweep Order.

NASDAQ is proposing to modify the rule to make it clear that a Directed Order may be sent to an exchange, or to any other automated trading center. The change is necessitated by the fact that in the near future (as early as February 3, 2014), an electronic communications network that currently displays its automated quotations through another exchange is expected to begin displaying its quotations through the Financial Industry Regulatory Authority’s Automated Display Facility (the “ADF”).<sup>3</sup> Since a Directed Order sent to the ADF would technically not be sent to an exchange, the change in the rule text will accommodate this refinement to the Directed Order functionality. The Directed Order functionality is not available, and will not under the change be made available, to direct orders to trading venues that do not display quotations.

2. Statutory Basis

NASDAQ believes that the proposed rule change is consistent with the provisions of

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<sup>3</sup> [https://www.lavatrading.com/news/pdf/LavaFlow\\_ADF\\_Migration.pdf](https://www.lavatrading.com/news/pdf/LavaFlow_ADF_Migration.pdf).

Section 6 of the Act,<sup>4</sup> in general, and with Section 6(b)(5) of the Act<sup>5</sup> in particular, in that the proposal is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest.

Specifically, NASDAQ believes that the change will make it clear that NASDAQ may route Directed Orders to the entities quoting on the ADF, as well as to exchanges, thereby facilitating transactions in securities for which entities quoting on the ADF are posting liquidity at prices favorable to market participants.

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

NASDAQ does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. Specifically, the change has the potential to increase the competitiveness of NASDAQ's routing functionality while also ensuring that NASDAQ members may use NASDAQ to access liquidity available on entities that are quoting on the ADF.

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

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition;

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<sup>4</sup> 15 U.S.C. 78f.

<sup>5</sup> 15 U.S.C. 78f(b)(5).

and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act<sup>6</sup> and subparagraph (f)(6) of Rule 19b-4<sup>7</sup> thereunder.

A proposed rule change filed under Rule 19b-4(f)(6)<sup>8</sup> normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),<sup>9</sup> the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the 30-day operative delay so that the proposal may become operative immediately upon filing.

The Exchange has requested the Commission to waive the 30-day operative delay, as well as the 5-day pre-filing requirement, so that the proposed rule change may become effective and operative upon filing. The Commission believes that waiving the 30-day operative delay and the 5-day pre-filing requirement are consistent with the protection of investors and the public interest. NASDAQ wishes to modify its rule to make it clear that a Directed Order may be sent to an exchange or to any automated trading center. Waiver will allow the Exchange to immediately implement the proposed rule change, thereby reducing the potential for confusion among member organizations and the public about whether a Directed Order can be sent to the

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<sup>6</sup> 15 U.S.C. 78s(b)(3)(a)(ii).

<sup>7</sup> 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires the Exchange to give the Commission written notice of the Exchange's intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has requested a waiver of this requirement.

<sup>8</sup> 17 CFR 240.19b-4(f)(6).

<sup>9</sup> 17 CFR 240.19b-4(f)(6)(iii).

ADF or any other automated trading center. Therefore, the Commission hereby waives the 30-day operative delay and designates the proposal operative upon filing.<sup>10</sup>

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: (i) necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) 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](mailto:rule-comments@sec.gov). Please include File Number SR-NASDAQ-2014-010 on the subject line.

##### 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-2014-010. This file number should be included on the subject line if e-mail is used. To help the Commission process and review

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<sup>10</sup> For purposes only of waiving the 30-day operative delay, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

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-2014-010, 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.<sup>11</sup>

Kevin M. O'Neill  
Deputy Secretary

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<sup>11</sup> 17 CFR 200.30-3(a)(12).