

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-72273; File No. SR-MIAX-2014-22)

May 29, 2014

Self-Regulatory Organizations; Miami International Securities Exchange LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend MIAX Rule 516 to Remove the Size Restrictions on Contra-Party Participation on a Qualified Contingent Cross Order

Pursuant to the provisions of 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 May 21, 2014, Miami International Securities Exchange LLC (“MIAX” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) a 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 is filing a proposal to amend MIAX Rule 516(j) to remove the size restrictions on contra-party participation on a Qualified Contingent Cross Order (“QCC Order”).

The text of the proposed rule change is available on the Exchange’s website at http://www.miaxoptions.com/filter/wotitle/rule_filing, at MIAX’s principal office, and at the Commission’s Public Reference Room.

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

¹ 15 U.S.C. 78s(b)(1).

² 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 the Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of this rule filing is to amend Rule 516(j) to remove the size restriction on contra-party participation on a QCC Order. The proposed rule change, which mirrors a recently adopted rule by the International Securities Exchange (“ISE”) and NYSE Arca³, would expand the availability of QCC Orders by permitting multiple contra-parties on a QCC Order, each of which may consist of an order for less than 1,000 contracts; provided however, that the originating QCC Order is a single order that meets the 1,000 contract minimum (as well as the other requirements of a QCC Order), as discussed below.⁴ The proposed change is intended to allow the Exchange to compete fairly and equally with other options exchanges, including the ISE, that have recently adopted similar rule changes.⁵ Additionally, the Exchange proposes adding language to Rule 516(j) to account for mini-options that currently trade on the Exchange and that an originating order in mini-options must be at least 10,000 contracts to qualify as an QCC Order under Rule 516(j).

Rule 516(j) provides that a QCC Order must be comprised of an order to buy or sell at least 1,000 contracts⁶ that is identified as being part of a qualified contingent trade,⁷ coupled

³ See Securities Exchange Act Release Nos. 71863 (April, 3, 2014), 79 FR 19680 (April 9, 2014) (SR-ISE-2013-72); 71965 (April 17, 2014), 79 FR 22737 (April 23, 2014) (SR-NYSEArca-2014-43).

⁴ In the case of mini-options, as proposed, the minimum size is 10,000 contracts.

⁵ See supra n. 3.

⁶ See supra n. 3.

with a contra-side order to buy or sell an equal number of contracts. As Qualified Contingent Crosses, QCC Orders are automatically executed upon entry provided that the execution (i) is not at the same price as a Priority Customer Order on the Exchange Book and (ii) is at or between the NBBO.⁸ In addition, QCC Orders that cannot be executed when entered will automatically cancel.⁹ Finally, QCC Orders may only be entered in the regular trading increments applicable to the options class under Rule 510 (Minimum Price Variations and Minimum Trading Increments).

As discussed above, the Exchange now proposes to amend Rule 516(j) to remove the size limitation placed on each contra-party to a QCC Order.¹⁰ The Exchange is proposing this change for competitive reasons, as it will allow the Exchange to compete fairly and equally with other

⁷ A “qualified contingent trade” must meet the following conditions: (i) at least one component must be an NMS Stock; (ii) all the components must be effected with a product price contingency that either has been agreed to by all the respective counterparties or arranged for by a broker-dealer as principal or agent; (iii) the execution of one component must be contingent upon the execution of all other components at or near the same time; (iv) the specific relationship between the component orders (e.g., the spread between the prices of the component orders) must be determined by the time the contingent order is placed; (v) the component orders must bear a derivative relationship to one another, represent different classes of shares of the same issuer, or involve the securities of participants in mergers or with intentions to merge that have been announced or cancelled; and (vi) the transaction must be fully hedged (without regard to any prior existing position) as a result of other components of the contingent trade. In addition, ATP Holders must demonstrate that the transaction is fully hedged using reasonable risk-valuation methodologies. See Securities Exchange Act Release No. 57620 (April 4, 2008), 73 FR 19271 (April 9, 2008).

⁸ See Rule 515(h)(2).

⁹ Id.

¹⁰ Per proposed Rule 516(j): “A Qualified Contingent Cross Order is comprised of an originating order to buy or sell at least 1,000 contracts, or 10,000 mini-option contracts, that is identified as being part of a qualified contingent trade, as that term is defined in Interpretations and Policies .01 below, coupled with a contra-side order or orders totaling an equal number of contracts.”

option exchanges that have similarly amended their rules, including ISE and NYSE Arca.¹¹ The Exchange does not propose to remove the size requirement on the originating order of a QCC Order.

In connection with this proposal, the Exchange represents that it will track and monitor QCC Orders to determine which is the originating side of the order and which is the contra-side(s) of the order to ensure that Members are complying with the minimum 1,000 contract size requirement on the originating side of the QCC Order. In this regard, the Exchange will monitor whether Members are aggregating multiple orders to meet the 1,000 contract minimum on the originating side of the trade in violation of the requirements of the rule. The rule requires that the originating side of the trade consist of one party who is submitting a QCC Order for at least 1,000 contracts.

The Exchange represents that it will enforce compliance with this portion of the rule by checking to see if a Member breaks up the originating side of the order in a post trade allocation to different Clearing Members, allocating less than 1,000 contracts to a party or multiple parties. For example, a Member enters a QCC Order into the system for 1,500 contracts and receives an execution. Subsequent to the execution, the Member allocates the originating side of the order to two different clearing firms on a post trade allocation basis, thereby allocating 500 contracts to one Clearing Member and 1,000 contracts to another Clearing Member. The Exchange states that this type of transaction would not meet the requirements of a QCC Order under the current rule. With regard to order entry, the Exchange notes that Members must designate orders entered in the system as either the originating side or the contra-side(s). The Exchange will monitor order entries to ensure that Members are properly entering QCC Orders into the system.

¹¹ See supra n. 3.

2. Statutory Basis

The Exchange believes that its proposed rule change is consistent with Section 6(b)¹² of the Act in general, and furthers the objectives of Section 6(b)(5)¹³ of the Act in particular, in that it 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 facilitating transactions in securities, to remove impediments to and perfect the mechanisms of a free and open market and a national market system and, in general, to protect investors and the public interest.

Specifically, because the proposal leaves unchanged the minimum size requirement for the originating order, the Exchange believes that the proposal should provide more opportunity to participate in QCC trades, consistent with the key principles behind the QCC Order.

The Exchange believes the proposed rule change is consistent with Section 6(b)(8) of the Act, as it will enable the Exchange to compete with other options exchanges, including the ISE and NYSE Arca,¹⁴ for QCC Orders. In addition, the proposed rule change will be beneficial to market participants because allowing multiple parties of any size on the contra-side of a QCC Order should foster competition for filling QCC Orders and thereby result in potentially better prices.

Furthermore, the Exchange believes that the proposed rule change should improve the utility of the QCC Order without raising novel regulatory issues, because the proposal does not impact the fundamental aspects of the QCC Order type. Rather, the proposal merely permits multiple contra-parties, regardless of size, on one side, while preserving the 1,000 contract

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(5).

¹⁴ Id.

minimum on the originating QCC Order.

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. In fact, the proposal is intended to relieve a burden on competition, which results from different exchanges interpreting their rules differently. Among the options exchanges, the Exchange believes that the proposal should foster competition for filling the contra-side of a QCC Order and thereby result in potentially better prices for such orders. In addition, the proposal will enable the Exchange to more effectively compete with other option exchanges like the ISE and NYSE Arca that have already implemented similar rule changes.¹⁵

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

Written comments were neither solicited nor received.

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

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act¹⁶ and Rule 19b-4(f)(6) thereunder.¹⁷ 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; and (iii) become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁸ and Rule 19b-4(f)(6)(iii)¹⁹ thereunder.

¹⁵ Id.

¹⁶ 15 U.S.C. 78s(b)(3)(A)(iii).

¹⁷ 17 CFR 240.19-4(f)(6).

¹⁸ 15 U.S.C. 78s(b)(3)(A).

A proposed rule change filed under Rule 19b-4(f)(6)²⁰ normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),²¹ 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 Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest, as it will help eliminate investor confusion and promote competition among the option exchanges.²² Therefore, the Commission designates the proposed rule change to be operative upon filing.

The Commission notes that, given the differing requirements as between the originating side and contra-side for QCC Orders, it is essential that the Exchange be able to clearly identify and monitor – throughout the life of a QCC Order, beginning at time of order entry on the Exchange through the post-trade allocation process – each side of the QCC Order and ensure that the requirements of the order type are being satisfied including, importantly, those relating to the originating side. The Commission believes this to be critical so that the Exchange can ensure that market participants are not able to circumvent the requirements of the QCC Order (as amended by this proposed rule change), each of which the Commission continues to believe are

¹⁹ 17 CFR 240.19b-4(f)(6)(iii). As required under Rule 19b-4(f)(6)(iii), the Exchange provided the Commission with written notice of its intent to file the proposed rule change, along with a brief description and the 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.

²⁰ 17 CFR 240.19b-4(f)(6).

²¹ 17 CFR 240.19b-4(f)(6)(iii).

²² For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

critical to ensuring that the QCC Order is narrowly drawn.²³ Further, the Commission notes that the Exchange has made certain representations regarding its enforcement and surveillance of its Members' use of QCC Orders, including, for example, not only at the time of order entry, but through the post-trade allocation process as well.

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-MIAX-2014-22 on the subject line.

²³ The Commission expects the Exchange to have the capability to enable it to surveil that such requirements are being met. Though the Exchange has stated its ability to do so, if the Exchange is not able to have such monitoring at any point in time, the Commission would expect the Exchange to take other steps to ensure that the QCC Order cannot be improperly used. For example, if the Exchange were not able to identify and monitor which side of a QCC Order is the originating order, the Commission would expect that it would require that both sides of the QCC Order meet the more stringent requirements of the originating side, *i.e.*, that it be for a single order for at least 1,000 contracts.

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 SR-MIAX-2014-22. 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-MIAX-2014-22, 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.²⁴

Kevin M. O'Neill
Deputy Secretary

²⁴ 17 CFR 200.30-3(a)(12).