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RULES OF THE NYSE ARCA, INC.

RULE 6-O OPTIONS TRADING

Rules Principally Applicable to Trading of Option Contracts

Rule 6.69-O. Reporting Duties

(d) Reserved. [Reporting transactions made off an exchange. For each transaction in which an OTP Holder or OTP Firm participates off-board (off a participating Exchange) in any option pertaining to an underlying security which is currently approved for Exchange options transactions, such OTP Holder or OTP Firm shall report the transaction to the Exchange in a form and manner prescribed by the Exchange. (With the identity of participants removed, such transaction may be made public by the Exchange.)]

Rule 6.78-O. Transactions Off the Exchange

(a) Except as otherwise provided by this Rule, no OTP Holder or OTP Firm acting as principal or agent may effect transactions in any class of option contracts listed on the Exchange for a premium in excess of \$1.00 other than (1) on the Exchange, (2) on another exchange on which such option contracts are listed and traded, or (3) in the over-the-counter market if the stock underlying the option class, or in the case of an index option, if all the component stocks of an index underlying the option class, was a National Market System security under SEC Rule 600 at the time the Exchange commenced trading in that option class, unless the OTP Holder or OTP Firm has attempted to execute the transaction on the floor of the Exchange and has reasonably ascertained that it may be executed at a better price off the floor.

(b) Notwithstanding the provisions of paragraph (a) of this Rule, an OTP Holder or OTP Firm acting as agent may execute a customer's order off the Exchange floor with any other person (except when such OTP Holder or OTP Firm also is acting as agent for such other person in such transaction) for the purchase or sale of an option contract listed on the Exchange.

(c) For each transaction in which an OTP Holder or OTP Firm acting as principal or agent executes any purchase or sale of an option contract listed on the Exchange other than on the Exchange or on another exchange on which such option contracts are listed and traded, a record of such transaction shall be maintained by such OTP Holder or OTP Firm and shall be available

for inspection by the Exchange for a period of one year. Such record shall include the circumstances under which the transaction was executed in conformity with this Rule.

(d) No rule, stated policy, or practice of the Exchange may prohibit or condition, or be construed to prohibit or condition, or otherwise limit, directly or indirectly, the ability of any OTP Holder or OTP Firm acting as agent to effect any transaction otherwise than on the Exchange with another person (except when such OTP Holder or OTP Firm also is acting as agent for such other person in such transaction) in any equity security listed on the Exchange or to which unlisted trading privileges on the Exchange have been extended.

(e) No rule, stated policy, or practice of the Exchange may prohibit or condition, or be construed to prohibit, condition, or otherwise limit, directly or indirectly, the ability of any OTP Holder or OTP Firm to effect any transaction otherwise than on the Exchange in any reported security listed and registered on the Exchange or as to which unlisted trading privileges on the Exchange have been extended (other than a put option or call option issued by OCC) which is not a covered security.

[(a) Transactions for the account of an OTP Holder or OTP Firm. No OTP Holder or OTP Firm shall effect an off-board transaction (off a participating exchange) for an account in which it has an interest, involving any purchase or sale of an option for a premium in excess of \$1.00 covering the same underlying security and having the same exercise price and expiration date as a series of options currently open for trading on the Exchange unless the OTP Holder or OTP Firm has attempted to execute the transaction on the Floor of the Exchange and has reasonably ascertained that it may be executed at a better net price off-board.

(b) Transactions as agent. No OTP Holder or OTP Firm shall effect an off-board transaction (off a participating exchange) as agent, involving any purchase or sale of an option for a premium in excess of \$1.00 covering the same underlying security and having the same exercise price and expiration date as a series of options currently open for trading on the Exchange unless the OTP Holder or OTP Firm insures that, either immediately before, simultaneously with or immediately after execution of such transaction off a participating exchange, bids or offers entered on the Consolidated Book, for options covering the same underlying security and having the same exercise price and expiration date as the option that was the subject of such transaction off a participating exchange, as limited price orders at prices equal to or better than the price of such transaction off a participating exchange are satisfied at the limit prices bid or offered.

(c) Record must be kept. For each transaction in which an OTP Holder or OTP Firm executes off-board any purchase or sale of an option covering the same underlying security and having the same or substantially the same exercise price and expiration date as a series of options currently open for trading on the Exchange, a record of such transaction shall be maintained by such OTP Holder or OTP Firm and shall be available for inspection by the Exchange for a period of one year. Such record shall indicate the reason why the transaction was executed off-board.

(d) Transfer of Positions off the Floor. "Transfer of positions off the floor" is defined as moving an OTP Holder or OTP Firm's ownership interest in securities from its account to an account of another OTP Holder or OTP Firm or person in a manner other than trading on the floor of a

securities exchange.

1. *Transfers off the Floor.* Notwithstanding the prohibition set forth in subsection (a), an Exchange OTP Holder or OTP Firm may transfer positions off the floor if the transfer involves one or more of the following events: (i) the dissolution of a joint account in which the remaining OTP Holder or OTP Firm assumes the positions of the joint account; (ii) the dissolution of a corporation or partnership in which a former nominee of that corporation or partnership assumes the positions; (iii) positions transferred as part of an OTP Holder or OTP Firm's capital contribution to a new joint account, partnership, or corporation; (iv) the donation of positions to a not-for-profit corporation; (v) the transfer of positions to a minor under the Uniform Gifts to Minors Act; (vi) a merger or acquisition resulting in a continuity of ownership or management; or (vii) consolidation of accounts within an OTP Holder or OTP Firm.

2. *Written Request.* No OTP Holder or OTP Firm may effect a transfer of positions off the floor in any security listed on the Exchange without the prior submission of a completed written request to the Exchange. This requirement applies regardless of whether the transfer is permitted under subsection (d)(1) or (f).

(e) *Transfer of Positions Offered on the Floor.* "Transfer of positions offered on the floor" is defined as moving an OTP Holder or OTP Firm ownership interest in securities from its account to an account of another OTP Holder or OTP Firm or person in circumstances other than those set forth in subsection (d)(1).

1. *Transfer Procedure for Positions Offered on the Floor.* An OTP Holder or OTP Firm seeking a transfer must offer the positions on the floor in the following manner:
 - A. An OTP Holder or OTP Firm seeking to transfer positions on the floor ("Transferor") must specify the securities positions to be transferred that are traded on the Exchange or at another securities exchange ("Transfer Positions"). In offering Transfer Positions to the floor, the Transferor must offer a set of options or other financial products being offered by the Transferor as a package ("Transfer Package"), to be bid upon at a net debit or credit for the entire Transfer Package. A single Transfer Package must include no more than one option issue listed on the Exchange, but may also include stock or other securities. A Transferor may offer multiple Transfer Packages on the floor at the same time or on the same day. These offers must be made in a form and manner prescribed by the Exchange.

 - B. A Transfer Package consisting solely of positions in one option issue and no other securities will be offered by the Transferor at the post at which that option issue is traded ("Post-Specific Transfer Packages"). Post-Specific Transfer Packages must be individually priced and reported. Post Specific Transfer Packages are subject to the ordinary procedures for trading options, and not those set forth in subsection

(e), unless a bid or offer is made for a combination of Transfer Packages pursuant to subsection (e)(1)(I).

- C. A Transfer Package consisting of positions in an option issue and other financial instruments must be offered at the post. In addition, notice must be given to the Trading Official of each post (or the LMM for the particular issue, as appropriate) where a component of the Transfer Package trades. The Trading Official will announce the pending transfer of positions prior to the offer being made at the post.
- D. An OTP Holder or OTP Firm submitting a Transfer Package must designate an OTP Holder or OTP Firm of the Exchange ("Transferor Designee") to represent the order on the floor. The Transferor Designee must be available to answer questions regarding the Transfer Package during the entire Request Response Time (as defined in subsection (e)(1)(G)).
- E. To the extent applicable and as modified by subsection (e), Transfer Packages offered at the post will be subject to the procedures set forth in Rule 5.33-O (FLEX Trading Procedures and Principles), subsections (a) through (g).
- F. Acceptance of the best bid or offer ("BBO") creates a binding contract under Rule 6.77-O. The Transferor is not obligated to accept the BBO. If the Transferor does not accept the BBO, the Transferor may request an exemption pursuant to paragraph (f) of this Rule, or may offer the Transfer Package(s) (or the Transfer Positions in any other allowable combination) on the floor the next day pursuant to the procedures in this Rule. If the Transferor decides not to accept a BBO on a second day, the Transferor must request permission of a Trading Official to offer the Transfer Positions on any subsequent day(s).
- G. The "Request Response Time" for a "Request for Quotes" for Transfer Packages is two hours. The transferor may apply to a Trading Official to have a Request Response Time for a transfer procedure that is less than two hours, where the Transfer Package is not complicated, or that is greater than two hours, where the complexity of the particular Transfer Package warrants the additional time.
- H. A Request for Quotes that is to be submitted later than 11:00 a.m. Pacific Time must have the approval of a Trading Official. In no event may a Request for Quotes be submitted to the floor later than 12:30 p.m. Pacific Time.
- I. The Transferor may accept a bid or offer for one or more of the Transfer Packages he/she has offered on the floor, if the accepted bid or offer for the combination of the Transfer Packages is equal to or better than the total of the individual BBOs for the particular Transfer Package combination and equal to or greater than any bid or offer for the same combination of Transfer Packages.

- J. All transactions (including stock positions or other positions that must be transacted on another exchange) required to be completed in order to effectuate the transfer of the Transfer Package must be completed in time for the option portion to be transacted by the end of the trading day.
- K. If equal bids or offers are received for a Transfer Package at a price accepted by the Transferor, the Transfer Package will be divided equally among all OTP Holders and OTP Firms submitting the bids or offers to the extent possible unless the parties submitting the bids or offers agree to a division in another manner. A Trading Official will resolve Transfer Package division disputes.

(f) *Exemptions.* The Exchange's Chief Executive Officer or designee thereof may grant an exemption from the requirements of subsection (e), upon that person's own motion or upon application of a Transferor, when, in the judgment of the Chief Executive Officer or designee, the market value of the Transferor's business will be compromised by having to comply with subsection (e) or when, in the judgment of the Chief Executive Officer or designee market conditions make position transfer offers on the floor impractical. The Chief Executive Officer or designee will consider effects on open interest and other factors deemed necessary to ensure fair and orderly market conditions.

Commentary :

.01 Paragraphs (a) and (b) above shall not apply to option transactions executed (i) on the Exchange, (ii) on another exchange, or (iii) through the facilities of NASDAQ, if the security underlying the option class was a National Market System ("NMS") Tier 1 security under Securities and Exchange Commission Rule 11Aa2-1(b)(1) at the time the Exchange commenced trading in that option class.

.02 Acquisitions and dissolutions in which all or substantially all of the assets of one OTP Holder or OTP Firm are acquired by another or, where there remains no continuity of ownership or management are examples of situations that normally would be required to be subjected to the transfer process set forth in subsections (e) and (f). This list is not meant to be exhaustive, however, and there may be other situations in which there is a discontinuation of ownership or management of the positions that may require that the positions be brought to the floor for transfer. Questions on whether a transfer should be brought to the floor may be directed to the Exchange's Options Surveillance Department.

.03 To the extent applicable, all other Exchange rules, including Rule 6.49-O, Solicited Transactions, will apply to the transfer procedure set forth in subsections (d) through (f). The following Rules do not apply to transfer procedures: 6.71-O (Meaning of Premium Bids and Offers); 6.74-O (Bids and Offers in Relation to Units of Trading); 6.75-O (Priority of Bids and Offers); 6.76-O (Priority of Split Price Transactions); and 6.47-O ("Crossing" Orders and Stock/Option, SSF/Option Orders).

.04 The procedure established by subsections (d) through (f) may also be used by Market Makers who, for reasons other than a forced liquidation, such as an extended vacation, wish to liquidate their entire, or nearly their entire, position in a single set of transactions. However, this procedure is not to be used repeatedly or routinely in circumvention of the normal auction market process.]

Rule 6.78A-O. Off-Floor Transfer of Positions

(a) Permissible Off-Floor Transfers. Notwithstanding the prohibition set forth in Rule 6.78-O, existing positions in options listed on the Exchange of a OTP Holder or OTP Firm or of a Non-OTP Holder or OTP Firm that are to be transferred on, from, or to the books of a Clearing Member may be transferred off the Exchange (an “off-floor transfer”) if the off-floor transfer involves one or more of the following events:

(1) an adjustment or transfer in connection with the correction of a bona fide error in the recording of a transaction or the transferring of a position to another account, provided that the original trade documentation confirms the error;

(2) the transfer of positions from one account to another account where no change in ownership is involved (i.e., accounts of the same Person (as defined in Rule 1.1)), provided the accounts are not in separate aggregation units or otherwise subject to information barrier or account segregation requirements;

(3) the consolidation of accounts where no change in ownership is involved;

(4) a merger, acquisition, consolidation, or similar non-recurring transaction for a Person;

(5) the dissolution of a joint account in which the remaining OTP Holder or OTP Firm assumes the positions of the joint account;

(6) the dissolution of a corporation or partnership in which a former nominee of the corporation or partnership assumes the positions;

(7) positions transferred as part of an OTP Holder’s or OTP Firm’s capital contribution to a new joint account, partnership, or corporation;

(8) the donation of positions to a not-for-profit corporation;

(9) the transfer of positions to a minor under the Uniform Gifts to Minors Act; or

(10) the transfer of positions through operation of law from death, bankruptcy, or otherwise.

(b) Netting. Unless otherwise permitted by paragraph (f), when effecting an off-floor transfer pursuant to paragraph (a), no position may net against another position (“netting”), and no position transfer may result in preferential margin or haircut treatment.

(c) Transfer Price. The transfer price, to the extent it is consistent with applicable laws, rules, and regulations, including rules of other self-regulatory organizations, and tax and accounting rules and regulations, at which an off-floor transfer is effected may be:

(1) the original trade prices of the positions that appear on the books of the transferring Clearing Member, in which case the records of the transfer must indicate the original trade dates for the positions; provided, transfers to correct bona fide errors under subparagraph (a)(1) must be transferred at the correct original trade prices;

(2) mark-to-market prices of the positions at the close of trading on the transfer date;

(3) mark-to-market prices of the positions at the close of trading on the trade date prior to the transfer date; or

(4) the then-current market price of the positions at the time the off-floor transfer is effected.

(d) Prior Written Notice. An OTP Holder(s) or OTP Firm(s) and its Clearing Member(s) (to the extent that the OTP Holder or OTP Firm is not self-clearing) must submit to the Exchange, in a manner determined by the Exchange, written notice prior to effecting an off-floor transfer from or to the account(s) of a OTP Holder(s) or OTP Firm(s), except that notification is not required for transfers effected pursuant to subparagraph (a)(1) or (a)(2) of this Rule.

(1) The notice must indicate (A) the Exchange-listed options positions to be transferred, (B) the nature of the transaction, (C) the enumerated provision(s) under paragraph (a) pursuant to which the positions are being transferred, (D) the name of the counterparty(ies), (E) the anticipated transfer date, (F) the method for determining the transfer price under paragraph (c) above, and (G) any other information requested by the Exchange.

(2) Receipt of notice of an off-floor transfer does not constitute a determination by the Exchange that the off-floor transfer was effected or reported in conformity with the requirements of this Rule. Notwithstanding submission of written notice to Exchange, OTP Holder or OTP Firm and Clearing Member that effect off-floor transfers that do not conform to the requirements of this Rule will be subject to appropriate disciplinary action in accordance with the Rules.

(e) Records. Each OTP Holder or OTP Firm and each Clearing Member that is a party to an off-floor transfer must make and retain records of the information provided in the notice to the Exchange pursuant to subparagraph (d)(1), as well as information on (1) the actual Exchange-listed options transferred; (2) the actual transfer date; and (3) the actual transfer price (and the original trade dates, if applicable). The Exchange may also request the OTP Holder or OTP Firm or Clearing Member to provide other information.

(f) Presidential Exemptions. In addition to the exemptions set forth in paragraph (a) of this Rule, the Exchange President or Chief Executive Officer (or his or her designee(s)) may grant an exemption from the requirement of Rule 6.78-O, on his or her own motion or upon application of the OTP Holder or OTP Firm (with respect to the OTP Holder's or OTP Firm's positions) or a Clearing Member (with respect to positions carried and cleared by the Clearing Member), when, in the judgment of the President, Chief Executive Officer, or his or her designee, allowing the off-floor transfer is necessary or appropriate for the maintenance of a fair and orderly market and

the protection of investors and is in the public interest, including due to unusual or extraordinary circumstances, such as the possibility that the market value of the Person's positions will be compromised by having to comply with the requirement to trade on the Exchange pursuant to the normal auction process or when, in the judgment of the President, Chief Executive Officer, or his or her designee, market conditions make trading on the Exchange impractical.

(g) Routine, Recurring Transfers. The off-floor transfer procedure set forth in this Rule is intended to facilitate non-routine, non-recurring movements of positions and is not to be used repeatedly or routinely, except for transfers between accounts of the same Person pursuant to subparagraph (a)(2). The off-floor transfer procedure may not be used in circumvention of the normal auction process.

(h) Exchange-Listed Options. The off-floor transfer procedure set forth in this Rule is only applicable to positions in options listed on the Exchange. Off-floor transfers of positions in Exchange-listed options may also be subject to applicable laws, rules, and regulations, including rules of other self-regulatory organizations. Transfers of non-Exchange listed options and other financial instruments are not governed by this Rule.

Rule 6.78B-O. Off-Floor RWA Transfers

Notwithstanding Rule 6.78-O, existing positions in options listed on the Exchange of an OTP Holder or OTP Firm or non-OTP Holder or OTP Firm (including an affiliate of an OTP Holder or OTP Firm) may be transferred on, from, or to the books of a Clearing Member off the Exchange if the transfer establishes a net reduction of risk-weighted assets attributable to the OTP Holder or OTP Firm or non-OTP Holder's or OTP Firm's options positions (an "RWA Transfer").

(a) RWA Transfers include, but are not limited to: (1) a transfer of options positions from Clearing Member A to Clearing Member B that net (offset) with positions held at Clearing Member B, and thus closes all or part of those positions, and (2) a transfer of positions from a bank-affiliated Clearing Member to a non-bank-affiliated Clearing Member.

(b) RWA Transfers may occur on a routine, recurring basis.

(c) RWA Transfers may result in the netting of positions.

(d) No RWA Transfer may result in preferential margin or haircut treatment.

(e) No RWA Transfer may result in a change in ownership (i.e., an RWA transfer must occur between accounts of the same Person (as defined in Rule 1.1)).

(f) No prior written notice to the Exchange is required for RWA Transfers.

(g) Off-floor transfers of positions in Exchange-listed options may be subject to applicable laws, rules, and regulations, including rules of other self-regulatory organizations. Transfers of non-Exchange listed options and other financial instruments are not governed by this Rule.

Rule 6.78C[A] -O. In-Kind Exchange of Options Positions and ETF Shares and UIT Units

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