

1. Text of the Proposed Rule Change

(a) MEMX LLC (“MEMX” or the “Exchange”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”)¹ and Rule 19b-4 thereunder,² is filing with the Securities and Exchange Commission (the “Commission”) a proposal to amend Exchange Rule 1.5(x), which defines the Pre-Market Session, to begin at 4:00 a.m. Eastern Time³ rather than 7:00 a.m., and to make conforming changes to Exchange Rules 1.5(k) and 11.1(a). The Exchange has designated this proposal as non-controversial pursuant to Section 19(b)(3)(A) of the Act⁴ and provided the Commission with the notice required by Rule 19b-4(f)(6)(iii) thereunder.⁵ The Exchange proposes to implement these changes on March 17, 2025.

A notice of the proposed rule change for publication in the Federal Register is provided as Exhibit 1. The text of the proposed rule change is provided in Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by Exchange staff pursuant to authority delegated to it by the Board of Directors of the Exchange (the “Board”). Exchange staff will advise the Board of any action taken pursuant to delegated authority. No other action is necessary for the filing of the proposed rule change.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ All time references in this filing are to Eastern Time unless otherwise noted.

⁴ 15 U.S.C. 78s(b)(3)(A).

⁵ 17 CFR 240.19b-4(f)(6)(iii).

The persons on the Exchange staff prepared to respond to questions and comments on the proposed rule change are:

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

a. Purpose

The Exchange offers three distinct trading sessions in which the Exchange accepts orders from members of the Exchange ("Members") for potential execution: (1) the "Pre-Market Session," which begins at 7:00 a.m. Eastern Time ("ET") and continues until 9:30 a.m. ET,⁶ (2) "Regular Trading Hours," which begin at 9:30 a.m. ET and continue until 4:00 p.m. ET,⁷ and (3) the "Post-Market Session," which begins at 4:00 p.m. ET and continues until 8:00 p.m. ET.⁸ Members may designate when their orders are eligible for execution by selecting their desired Time-in-Force instruction.

The purpose of the proposed rule change is to extend the length of the Exchange's Pre-Market Session by amending Exchange Rule 1.5(x) to begin trading at 4:00 a.m. ET

⁶ See Exchange Rule 1.5 (x).

⁷ See Exchange Rule 1.5 (bb).

⁸ See Exchange Rule 1.5 (w).

rather than 7:00 a.m. ET.⁹ The Exchange believes there is adequate demand for liquidity in the Pre-Market Session to extend Pre-Market Session hours to begin at 4:00 a.m. rather than at 7:00 a.m. The Exchange believes that extending the Pre-Market Session will enable the Exchange to meet the demand for liquidity in the Pre-Market Session.

The Exchange proposes to handle orders entered for participation in the Pre-Market Session in the same manner as they are handled today, with the exception that the Exchange will now begin accepting such orders at 4:00 a.m. ET, thereby providing additional time for market participants to source liquidity outside of Regular Trading Hours. All routing, order processing, display, and execution processes or rules will remain the same during the proposed extended 4 a.m. ET to 9:30 a.m. ET Pre-Market Session as they operate currently in the 7:00 a.m. ET to 9:30 a.m. ET Pre-Market Session. All surveillance on the Exchange will also remain the same during the extended Pre-Market Session as it operates currently. The Exchange believes that amending Rule 1.5(x) to extend the Exchange's trading hours will benefit market participants, which will now be able to trade on the Exchange beginning earlier in the day. The Exchange also notes that having a Pre-Market Session which begins at 4:00 a.m. ET and lasts until 9:30 a.m. ET, as proposed, is consistent with the pre-market sessions currently available on

⁹ The Exchange notes that under the Exchange's initial rules the Exchange planned to conduct an Early Order Entry Session beginning at 6:00 a.m. ET prior to the Pre-Market Session. See Securities Exchange Act Release No. 34-87436 (October 31, 2019), 84 FR 59854 (November 6, 2019). The Exchange eliminated the Early Order Entry Session in August 2020, prior to the commencement of trading operations in September 2020, because it was a new entrant to the market and believed that there would not be significant volume in the Early Order Entry Session. See Securities Exchange Act Release No. 34-89581 (August 17, 2020), 85 FR 51799 (August 21, 2020) (SR-MEMX-2020-04). At this time, the Exchange proposes to extend the Pre-Market Session in order to accommodate demand for liquidity during the hours between 4:00 a.m. ET and 9:30 a.m. ET.

several other national securities exchanges.¹⁰ The Exchange believes that the proposal to extend the operating time of its Pre-Market Session by beginning three hours earlier than the time at which it currently begins is reasonable and appropriate, as it is consistent with the pre-market trading sessions available on other national securities exchanges and will enable the Exchange to meet additional demand for liquidity during the hours before Regular Trading Hours.

In connection with the change described above, the Exchange also proposes to make conforming changes to Exchange Rules 1.5(k) and 11.1(a) to reflect the Pre-Market Session beginning at 4:00 a.m. Specifically, the Exchange proposes to amend Exchange Rule 1.5(k), which defines “Exchange Operating Hours” or “Exchange Hours,” to reflect that the Exchange’s daily trading hours, comprised of all three trading sessions offered by the Exchange, would begin at 4:00 a.m. ET and continue until 8:00 p.m. ET. The Exchange also proposes to amend Exchange Rule 11.1(a) to update the hours of operations referenced in that Rule consistent with the changes described above.

b. Statutory Basis

¹⁰ MIAX Pearl Equities will conduct an Early Trading Session from 4:00 a.m. ET until 9:30 a.m. ET, beginning February 20, 2025 (see Securities Exchange Act Release No. 34-101358 (October 16, 2024), 89 FR 84406 (October 22, 2024)(SR-PEARL-2024-47); see also MIAX Pearl Equities Exchange Regulatory Circular 2025-02, available at https://www.miaxglobal.com/sites/default/files/circular-files/MIAX_Pearl_Equities_RC_2025_02_0.pdf). Pre-market trading hours for The Nasdaq Stock Market begin at 4:00 a.m. ET and end at 9:30 a.m. ET (see The Nasdaq Stock Market Rules Section 1(a)(9); see also “Trading Hours for the Nasdaq Stock Markets - Extended Hours Trading”, available at <https://www.nasdaq.com/market-activity/stock-market-holiday-schedule>). Early Trading Session hours for NYSE Arca also begin at 4:00 a.m. ET and end at 9:30 a.m. ET (see NYSE Arca Rule 7.34-E(a)(1); see also “NYSE Arca Equities Market Information”, available at <https://www.nyse.com/markets/nyse-arca/market-info>). Cboe EDGX Equities operates both an Early Trading Session and Pre-Market Trading Session, where Early Trading Session hours begin at 4:00 a.m. ET and end at 8:00 a.m. ET, and Pre-Market Trading Session hours begin at 8:00 a.m. ET and end at 9:30 a.m. ET (see Cboe EDGX Rule 1.5 (jj) and Cboe EDGX Rule 1.5(s); see also “Cboe EDGX Equities Trading Hours”, available at <https://www.cboe.com/about/hours>).

The Exchange believes the proposed rule change is consistent with the Act and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.¹¹ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹² requirements that the rules of an exchange be 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. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹³ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

Specifically, the Exchange believes that the proposed rule change will benefit market participants by providing additional opportunities to transact on the Exchange earlier in the trading day. As described above, the Exchange currently only accepts orders beginning at 7:00 a.m. ET in its Pre-Market Session whereas several other exchanges currently have pre-market trading hours which begin at 4:00 a.m. ET.¹⁴ The Exchange believes that market participants will benefit from a longer Pre-Market Session and as such is proposing to extend its Pre-Market Session by beginning at 4:00 a.m. ET

¹¹ 15 U.S.C. 78f(b).

¹² 15 U.S.C. 78f(b)(5).

¹³ Id.

¹⁴ See supra note 10.

rather than 7:00 a.m. ET. The Exchange believes that this change will provide additional opportunities for market participants to source liquidity for their orders earlier in the trading day and will enable the Exchange to better compete with other national securities exchanges that offer trading in pre-market sessions beginning at 4:00 a.m. ET. For the reasons set forth above, the Exchange believes the proposal would promote just and equitable principles of trade, foster cooperation and coordination with persons engaged in facilitating transactions in securities, remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, protect investors and the public interest.

The Exchange also believes that the proposed rule change would not permit unfair discrimination between customers, issuers, brokers, or dealers because it would affect all Members and market participants in the same way and to the same extent, in that all Members would be allowed to submit orders to the Exchange in the Pre-Market Session beginning at 4:00 a.m. ET, and it is therefore consistent with Section 6(b)(5) of the Act. Moreover, as described above, other national securities exchanges begin their pre-market trading at 4:00 a.m. ET, so the Exchange believes that this proposed rule change does not raise any new or novel issues that have not previously been considered by the Commission.

In addition, the Exchange believes the proposed amendments to Exchange Rules 1.5(k) and 11.1(a) are consistent with the Act because such amendments would update those rules to reflect the proposed time of 4:00 a.m. ET as the time when the Exchange will accept orders in the Pre-Market Session. No further substantive changes to Exchange Rules 1.5(k) and 11.1(a) are proposed. The Exchange believes this is a necessary

conforming change to update all of its rules that specifically reference the Exchange's operating hours, so that the Exchange's rules properly reflect the change to the Pre-Market Session to be implemented with this proposed rule change.

4. 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 that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed rule change will impose any burden on intermarket competition, as other national securities exchanges already allow pre-market trading beginning at 4:00 a.m. ET, and other markets are free to provide similar trading hours to participants on such markets. Furthermore, the Exchange does not believe that the proposed rule change would have any significant impact on intra-market competition, as all Members of the Exchange would be subject to the modified hours of the Pre-Market Session.

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

The Exchange neither solicited nor received comments on the proposed rule change.

6. Extension of Time Period for Commission Action

Not applicable.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

The proposed rule change is filed for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act¹⁵ and Rule 19b-4(f)(6)¹⁶ thereunder. The Exchange designates that the proposed rule change effects a change that (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest. Additionally, the Exchange has given the Commission written notice of its 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 believes the proposed rule change does not significantly affect the protection of investors or the public interest, and does not impose any significant burden on competition, as the proposed rule change merely extends the Pre-Market Session in order to provide additional opportunities for market participants to source liquidity earlier in the trading day. The Exchange believes that its Members would benefit from the same pre-market trading hours available on other national securities exchanges which already offer either pre-market or early trading hours sessions beginning at 4:00 a.m. ET.¹⁷ As described above, the proposed rule change presents no unique or novel issues that have not been previously considered by the Commission. As such, the Exchange has accordingly designated this rule filing as “non-controversial” under Rule 19b-4(f)(6),

¹⁵ 15 U.S.C. 78s(b)(3)(A).

¹⁶ 17 CFR 240.19b-4(f)(6).

¹⁷ See supra note 10.

which renders the proposed rule change effective upon filing with the Commission.

The Exchange respectfully requests that the Commission waive the 30-day operative delay period after which a proposed rule change under Rule 19b-4(f)(6) becomes effective. The proposed rule change seeks merely to extend the Pre-Market Session by an additional 3 hours such that the Pre-Market Session will begin at 4:00 a.m. ET. As stated above, the Exchange believes that this proposed change will benefit investors by offering the same pre-market trading hours available on other exchanges. The Exchange believes that the proposed change does not pose any novel issues, because the proposal would implement the same pre-market trading hours available on other exchanges. The proposed change will provide customer confidence that customers are able to source additional liquidity on the Exchange at the same pre-market trading hours which are available on other national securities exchanges which offer either pre-market or early trading hours sessions beginning at 4:00 a.m. ET. The Exchange has scheduled the release of the proposed change for March 17, 2025, subject to applicable regulatory approvals. Thus, waiver of the operative delay will allow the Exchange to implement this process on March 17, 2025, rather than a later date due to the operative delay, thereby benefitting investors by sooner offering an extended Pre-Market Session which provides more confidence that liquidity is available on the Exchange beginning at 4:00 a.m. ET. For these reasons, the Exchange respectfully requests that the Commission waive the 30-day operative delay.

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.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

Not applicable.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

Exhibit 1. Form of Notice of the Proposed Rule Change for Publication in the Federal Register.

Exhibit 5. Text of Proposed Rule Change.