SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-104812; File No. SR-MEMX-2026-05]

Self-Regulatory Organizations; MEMX LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the Exchange's Fee Schedule Concerning Equities Transaction Pricing

February 10, 2026.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),[1] and Rule 19b-4 thereunder,[2] notice is hereby given that, on January 30, 2026, MEMX LLC ("MEMX" or the "Exchange") filed with the Securities and Exchange Commission (the "Commission") the proposed rule change as described in Items I, II, and III 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 with the Commission a proposed rule change to amend the Exchange's fee schedule applicable to Members[3] (the "Fee Schedule") pursuant to Exchange Rules 15.1(a) and (c). As is further described below, the Exchange proposes to: (i) increase the standard fee for executions of orders that remove liquidity from the Exchange in Tape A Securities priced at or above $1.00 per share (such orders, "Removed Tape A Volume"); (ii) adopt a new Tape A Liquidity Removal Tier that provides a reduced fee for executions of Removed Tape A Volume; (iii) reduce the rebate provided under the Displayed Liquidity

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1 15 U.S.C. 78s(b)(1).

2 17 CFR 240.19b-4.

3 See Exchange Rule 1.5(p).

Incentive ("DLI") Tier 1; (iv) modify the required criteria under the Tape A Quoting Tier; (v) reduce the additive rebate provided under the Tape B Volume Tier 1; and (vi) amend the Notes section of the Fee Schedule to bring the Exchange's transactions fees and rebates into compliance with Regulation NMS Rule 610(d). The Exchange proposes to implement the changes to the Fee Schedule pursuant to this proposal immediately. The text of the proposed rule change is provided in Exhibit 5.

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 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 the proposed rule change is to amend the Fee Schedule to: (i) increase the standard fee for executions of orders that remove liquidity from the Exchange in Tape A Securities priced at or above $1.00 per share (such orders, "Removed Tape A Volume"); (ii) adopt a new Tape A Liquidity Removal Tier that provides a reduced fee for executions of Removed Tape A Volume; (iii) reduce the rebate provided under the Displayed Liquidity Incentive ("DLI") Tier 1; (iv) modify the required criteria under the Tape A Quoting Tier; (v) reduce the additive rebate provided under the Tape B Volume Tier 1; and (vi) amend the Notes section of the Fee Schedule to bring the Exchange's transactions fees and rebates into compliance with Regulation NMS Rule 610(d), each as further described below.

The Exchange first notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. More specifically, the Exchange is only one of 18 registered equities exchanges, as well as a number of alternative trading systems and other off-exchange venues, to which market participants may direct their order flow. Based on publicly available information, no single registered equities exchange currently has more than approximately 14% of the total market share of executed volume of equities trading.[4] Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order flow, and the Exchange currently represents approximately 2% of the overall market share.[5] The Exchange in particular operates a "Maker-Taker" model whereby it provides rebates to Members that add liquidity to the Exchange and charges fees to Members that remove liquidity from the Exchange. The Fee Schedule sets forth the standard rebates and fees applied per share for orders that add and remove liquidity, respectively. Additionally, in response to the competitive environment, the Exchange also offers tiered pricing, which provides Members with opportunities to qualify for higher rebates or lower fees where certain volume criteria and thresholds are met. Tiered pricing provides an incremental incentive for Members to strive for higher tier levels, which provides increasingly higher benefits or discounts for satisfying increasingly more stringent criteria.

Increase Standard Fee for Removed Tape A Volume

Currently, the Exchange charges a standard fee of $0.0029 per share for executions of Removed Tape A Volume. The Exchange now proposes to increase the standard fee for

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4 Market share percentage calculated as of January 29, 2026. The Exchange receives and processes data made available through consolidated data feeds (i.e., CTS and UTDF).

5 Id.

executions of Removed Tape A Volume to $0.0030 per share.[6] The purpose of increasing the standard fee for executions of Removed Tape A Volume is for business and competitive reasons, as the Exchange believes that increasing such fee as proposed would generate additional revenue to offset some of the costs associated with the Exchange's current pricing structure, which provides various rebates for liquidity-adding orders, and the Exchange's operations generally, in a manner that is still consistent with the Exchange's overall pricing philosophy of encouraging added liquidity. The Exchange notes that despite the increase proposed herein, the proposed standard fee for executions of Removed Tape A Volume remains in line with the standard fees charged by other exchanges for executions of Removed Tape A Volume.[7] The Exchange is not proposing to change the fee charged for executions of Removed Tape A Volume in securities priced below $1.00 per share.

Adoption of Tape A Liquidity Removal Tier

The Exchange proposes to adopt a new tier applicable to Member participation in Tape A securities, referred to by the Exchange as the Tape A Liquidity Removal Tier, in which the Exchange will charge a discounted fee for executions of Removed Tape A Volume for Members that qualify for the Tier by achieving certain volume criteria in Tape A securities. Under the proposed Tape A Liquidity Removal Tier, the Exchange will charge $0.0029 per share for executions of Tape A Removed Volume for a Member that qualifies for the Tier by achieving a

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6 The proposed standard fee for executions of Removed Tape A Volume is referred to by the Exchange on the Fee Schedule under the existing description "Removed volume from MEMX Book, Tape A" with a Fee Code of "Ra" on execution reports.

7 See, e.g., the Cboe EDGX equities fee schedule on its public website (available at https://www.cboe.com/us/equities/membership/fee_schedule/edgx/), which reflects a standard fee of $0.0030 per share for executions of orders in Tape A securities priced at or above $1.00 per share that remove liquidity; see also the Cboe BZX equities fee schedule on its public website (available at https://www.cboe.com/us/equities/membership/fee_schedule/bzx/) which reflects a standard fee of $0.0030 per share for executions of orders in Tape A securities priced at or above $1.00 per share that remove liquidity.

Tape A ADAV[8] of at least 10,000,000 shares.[9]

The Exchange proposes to charge Members that qualify for the Liquidity Removal Tier a fee of 0.28% of the total dollar value of the transaction for executions of orders that remove liquidity from the Exchange in securities priced below $1.00 per share, which is the same fee that would be applicable to such executions for Members that do not qualify for the Tape A Liquidity Removal Tier.

The proposed Tape A Liquidity Removal Tier is designed to encourage Members to strive for higher ADAV on the Exchange in Tape A securities in order to qualify for the discounted fee for executions of Removed Tape A Volume. As such, the proposed tier is designed to encourage Members to maintain or increase their order flow directed to the Exchange, thereby contributing to a deeper and more liquid market to the benefit of all market participants and enhancing the attractiveness of the Exchange as a trading venue. The Exchange notes that the proposed discounted fee for executions of Removed Tape A Volume applicable to Members that qualify for the Tape A Liquidity Removal Tier is comparable to, and competitive with, the fees charged for executions of liquidity-removing orders charged by at least one other exchange under similar volume-based tiers.[10]

DLI Tier 1

The Exchange currently offers DLI Tiers 1 and 2 under which a Member may receive an

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8 As set forth on the Fee Schedule, "ADAV" means the average daily added volume calculated as the number of shares added per day, which is calculated on a monthly basis.

9 The proposed pricing for Tape A Liquidity Removal Tier will be referred to by the Exchange on the Fee Schedule under the description "Removed volume from MEMX Book, Tape A Liquidity Removal Tier 1" with a Fee Code of "Ra1" on execution reports.

10 See, e.g. the NYSE Arca Equities Fees and Charges, available at: https://www.nyse.com/publicdocs/nyse/markets/nyse-arca/NYSE_Arca_Marketplace_Fees.pdf, which reflects a Tape B Remove Tier that charges a discounted fee of $0.0029 per share for executions that remove liquidity in Tape B securities.

enhanced rebate for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange ("Added Displayed Volume") by achieving the corresponding required criteria for each such tier. The DLI Tiers are designed to encourage Members, through the provision of an enhanced rebate for executions of Added Displayed Volume, to promote price discovery and market quality by quoting at the NBBO for a significant portion of each day (i.e., through the applicable quoting requirement[11]) in a broad base of securities (i.e., through the applicable securities requirements[12]), thereby benefitting the Exchange and investors by providing improved trading conditions for all market participants through narrower bid-ask spreads and increased depth of liquidity available at the NBBO in a broad base of securities and committing capital to support the execution of orders. Now, the Exchange proposes to modify DLI Tier 1 by reducing the rebate for executions of Added Displayed Volume under such tier.

Currently, under DLI Tier 1, the Exchange provides an enhanced rebate of $0.0033 per share for executions of Added Displayed Volume for Members that qualify for such tier by achieving an NBBO Time of at least 50% in an average of at least 1,000 securities per trading day during the month. The Exchange now proposes to reduce the rebate for executions of Added Displayed Volume under DLI Tier 1 to $0.0032 per share.[13] The Exchange is not proposing to

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[11] As set forth on the Fee Schedule, the term “quoting requirement” means the requirement that a Member’s NBBO Time be at least 25%, and the term “NBBO Time” means the aggregate of the percentage of time during regular trading hours during which one of a Member’s market participant identifiers (“MPIDs”) has a displayed order of at least one round lot at the national best bid or the national best offer.

[12] As set forth on the Fee Schedule, the term “securities requirement” means the requirement that a Member meets the quoting requirement in the applicable number of securities per day. Currently, each of DLI Tiers 1 and 2 has a securities requirement that may be achieved by a Member meeting the quoting requirement in the specified number of securities traded on the Exchange.

[13] The pricing for the DLI Tier 1 is referred to by the Exchange on the Fee Schedule under the existing description "Added displayed volume, DLI Tier 1" Tier with a Fee Code of "Bq1, Dq1, Jq1, or Iq1", as applicable, on execution reports.

change the criteria required to qualify for DLI Tier 1.

The Exchange believes that the proposed reduction of the rebate under DLI Tier 1 (i.e., by $0.0001 per share) represents a modest reduction and that the proposed rebate under DLI Tier 1 remains commensurate with the required criteria under such tier. The purpose of reducing the rebate for executions of Added Displayed Volume provided under DLI Tier 1, as proposed, is for business and competitive reasons, as the Exchange believes the reduction of such rebate would decrease the Exchange's expenditures with respect to its transaction pricing in a manner that is still consistent with the Exchange's overall pricing philosophy of encouraging added and/or displayed liquidity and promoting the price discovery and market quality objectives of the DLI Tiers described above. The Exchange is not proposing to change the rebate provided under such tier for executions of orders in securities priced below $1.00 per share.

Tape A Quoting Tier

The Exchange currently offers the Tape A Quoting Tier under which a Member may receive an additive rebate of $0.0002 per share for a qualifying Member's executions of Added Displayed Volume (other than Retail Orders)[14] in Tape A securities priced over $1.00 per share by achieving an NBBO Time of at least 25% in an average of at least 100 Tape A securities per trading day during the month. Now, the Exchange proposes to modify the required criteria under the Tape A Quoting Tier such that a Member would now qualify for such tier by achieving an NBBO time of at least 25% in an average of at least 500 Tape A securities per trading day during

14 A "Retail Order" means an agency or riskless principal order that meets the criteria of FINRA Rule 5320.03 that originates from a natural person and is submitted to the Exchange by a Retail Member Organization ("RMO"), provided that no change is made to the terms of the order with respect to price or side of market and the order does not originate from a trading algorithm or any other computerized methodology. See Exchange Rule 11.21(a).

the month.[15] Thus, such proposed change would increase the number of Tape A securities in which a Member is required to quote at the NBBO. The Exchange is not proposing to change the amount of the additive rebate provided under the Tape A Quoting Tier.

Tape B Volume Tier 1

The Exchange currently offers Tape B Volume Tiers 1 and 2 under which a Member may receive an additive rebate for a qualifying Member's executions of Added Displayed Volume (other than Retail Orders) in Tape B securities priced over $1.00 per share by achieving certain criteria. Currently under Tape B Volume Tier 1, the Exchange provides an additive rebate of $0.0005 per share for a qualifying Member's executions of Added Displayed Volume (other than Retail Orders) in Tape B securities priced over $1.00 per share by achieving: (1) a Tape B ADAV that is equal to or greater than 0.40% of the Tape B TCV[16] (excluding Retail Orders); and (2) a Non-Display ADAV[17] that is equal to or greater than 8,000,000 shares. Now, the Exchange proposes to reduce the additive rebate provided under the Tape B Volume Tier 1 to $0.0004 per share.[18] The Exchange is not proposing to change the criteria required to qualify for Tape B Volume Tier 1.

The Exchange believes that the proposed reduction of the rebate under Tape B Volume Tier 1 (i.e., by $0.0001 per share) represents a modest reduction and that the proposed rebate

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15 The pricing for the Tape A Quoting Tier is referred to by the Exchange on the Fee Schedule under the existing description "Tape A Quoting" Tier with a Fee Code of "a" to be appended to the otherwise applicable Fee Code assigned by the Exchange on the monthly invoices for qualifying executions.

16 As set forth on the Fee Schedule, “TCV” means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply.

17 As set forth on the Fee Schedule, “Non-Displayed ADAV” means ADAV with respect to non-displayed orders (including orders subject to Display-Price Sliding that receive price improvement when executed and Midpoint Peg orders).

18 The pricing for the Tape B Volume Tier 1 is referred to by the Exchange on the Fee Schedule under the existing description "Tape B Volume Tier 1" with a Fee Code of "b1" to be appended to the otherwise applicable Fee Code assigned by the Exchange on the monthly invoices for qualifying executions.

under Tape B Volume Tier 1 remains commensurate with the required criteria under such tier and is reasonably related to the market quality benefits that the tier is designed to achieve.

Tier/Additive Rebate Qualification

Lastly, the Exchange is proposing to add a note to the Notes section of the Fee Schedule to bring the Exchange's transaction fees and rebates into compliance with Regulation 610(d), which becomes effective on February 2, 2026.

On September 18, 2024, the Commission adopted several amendments to Regulation NMS in order to increase the transparency of exchange fees and rebates.[19] New Regulation NMS Rule 610(d) provides that "[a] national securities exchange shall not impose, nor permit to be imposed, any fee or fees, or provide, or permit to be provided, any rebate or other remuneration, for the execution of an order in an NMS stock that cannot be determined at the time of execution."[20] The compliance date for new Regulation NMS Rule 610(d) is the first business day of February 2026, which is Monday, February 2, 2026.[21]

Currently, unless otherwise noted on the Fee Schedule,[22] the Exchange establishes certain transaction fees and rebates for equities executions that are based on tiers calculated using volume figures from trading or quoting activity in the current month. This means that the fees

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19 See Securities Exchange Act Release No. 101070 (Sept. 18, 2024), 89 FR 81620 (Oct. 8, 2024) (File No. S7-30-22) (Regulation NMS: Minimum Pricing increments, Access Fees, and Transparency of Better Priced Orders.) ("Rule 610(d) Adopting Release").

20 17 CFR 242.610(d).

21 See Securities Exchange Act Release No. 104172 (October 31, 2025), 90 FR 51418 (November 17, 2025) (Order Granting Temporary Exemptive Relief, Pursuant to Section 36(a)(1) of the Securities Exchange Act of 1934 and Rules 610(f) and 612(d) of Regulation NMS, From Compliance With Rule 600(b)(89)(i)(F), Rule 610(c), Rule 610(d) and Rule 612 of Regulation NMS, as Amended).

22 The Exchange currently employs this practice under Cross Asset Tier 1, and as such, is proposing to delete the note under the Cross Asset Tier pricing table on the Fee Schedule that indicates that Members that qualify for Cross Asset Tier 1 based on activity in a given month will also receive that associated Cross Asset Tier 1 rebate during the following month. Now that the Exchange will determine qualification for all tiers based on activity during the prior month, this specific note is duplicative and no longer necessary.

and rebates currently assessed by the Exchange associated with a given execution often cannot be determined at the time of execution, but rather are determined retroactively at the end of the month in which the execution occurred. Now, in order to ensure that its transaction fees and rebates are compliant with new Regulation NMS Rule 610(d), the Exchange is adding the following text to the Notes section of the Fee Schedule:

> *In compliance with Rule 610(d) of Regulation NMS, effective February 2, 2026, for purposes of determining quoting or transaction volumes for fee and rebate qualifications under the Tiers and Additive Rebates below, all volume figures will be derived from quoting or trading activity in the prior month. Consequently, new Members will receive the base rates in their first month of trading.*

This change will ensure that all Exchange participants will be able to ascertain at the time of execution all the transaction fees and rebates associated with an execution of an order in an NMS stock at the Exchange.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,[23] in general, and with Sections 6(b)(4) and 6(b)(5) of the Act,[24] in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

As discussed above, the Exchange operates in a highly fragmented and competitive market in which market participants can readily direct order flow to competing venues if they

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23 15 U.S.C. 78f.

24 15 U.S.C. 78f(b)(4) and (5).

deem fee levels at a particular venue to be excessive or incentives to be insufficient, and the Exchange represents only a small percentage of the overall market. The Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and also recognized that current regulation of the market system "has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies."[25]

The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow or discontinue use of certain categories of products, in response to new or different pricing structures being introduced into the market. Accordingly, competitive forces constrain the Exchange's transaction fees and rebates, and market participants can readily trade on competing venues if they deem pricing levels at those other venues to be more favorable. The Exchange believes the proposal reflects a reasonable and competitive pricing structure designed to incentivize market participants to direct additional order flow, including displayed, liquidity-adding and/or liquidity-removing orders to the Exchange, which the Exchange believes would promote price discovery and enhance liquidity and market quality on the Exchange to the benefit of all Members and market participants.

The Exchange believes that the proposed changes to increase the standard fee charged for executions of Removed Tape A Volume is reasonable because it represents only a modest increase from the current standard fee charged for executions of Removed Tape A Volume on

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[25] Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005).

other exchanges.[26] The Exchange also believes the proposed standard fee charged for executions of Removed Tape A Volume is equitable and not unfairly discriminatory, as such fee will apply equally to all Members of the Exchange.

The Exchange notes that volume and quoting-based incentives (such as tiers) have been widely adopted by exchanges, including the Exchange, and are reasonable, equitable and not unfairly discriminatory because they are open to all members on an equal basis and provide additional benefits that are reasonably related to the value to an exchange's market quality associated with higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns, and the introduction of higher volumes of orders into the price and volume discovery process. The Exchange believes that the DLI Tier 1, Tape A Quoting Tier, Tape B Volume Tier 1, each as modified by the proposed changes herein, as well as the adoption of a new Tape A Liquidity Removal Tier, are reasonable, equitable and not unfairly discriminatory for these same reasons, as such tiers will continue to provide Members with an incremental incentive to achieve certain volume thresholds on the Exchange, are available to all Members on an equal basis, and, as described above, are designed to encourage Members to maintain or increase their order flow, including in the form of displayed, liquidity-adding or liquidity-removing order flow to the Exchange, thereby contributing to a deeper, more liquid and well balanced market ecosystem on the Exchange to the benefit of all Members and market participants. The Exchange also believes that such tiers reflect a reasonable and equitable allocation of fees and rebates, because, as noted above, the Exchange believes that, after giving effect to the changes proposed herein, the enhanced rebate for executions of Added Displayed Volume under DLI Tier 1 and the additive rebates provided for applicable executions under the

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26 See supra note 7.

Tape A Quoting Tier and the Tape B Volume Tier 1, are commensurate with the corresponding required criteria under each such tiers and are reasonably related to the market quality benefits that each such tier is designed to achieve, as described above. Additionally, the Exchange believes the proposed new Tape A Liquidity Removal Tier is reasonable, in that it is comparable to pricing incentives adopted by other exchanges that provide a discounted fee for executions of removed volume for firms that achieve a specified volume threshold.[27]

The Exchange believes that the modification made in this filing to the transaction fees and rebates is reasonable because it attempts to preserve the current quoting and trading incentives, while bringing them into compliance with the requirements of new Regulation NMS Rule 610(d). Currently, Members are assessed certain execution fees, and paid certain execution rebates, based on tiers calculated using volume figures from trading and quoting activity in the current month. In order to bring these existing fees and rebates into compliance with new Regulation NMS Rule 610(d), the Exchange is modifying these fees and rebates so that they are based on tiers calculated using volume figures from trading and quoting activity in the immediate prior month for the relevant current month. This way all fees and rebates associated with the execution of an order in an NMS stock at the Exchange can be determined at the time of execution of said order. The Exchange believes that the modified schedule of transaction fees and rebates is an equitable allocation and is not unfairly discriminatory because the Exchange will apply the same fees and rebates to all similarly situated Members.

For the reasons discussed above, the Exchange submits that the proposal satisfies the requirements of Sections 6(b)(4) and 6(b)(5) of the Act[28] in that it provides for the equitable

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27 See supra note 10.

28 15 U.S.C. 78f(b)(4) and (5).

allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities and is not designed to unfairly discriminate between customers, issuers, brokers, or dealers. As described more fully below in the Exchange's statement regarding the burden on competition, the Exchange believes that its transaction pricing is subject to significant competitive forces, and that the proposed rebates described herein are appropriate to address such forces.

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

The Exchange does not believe that the proposal will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. Instead, as discussed above, the proposal is intended to incentivize market participants to direct additional order flow to the Exchange, thereby enhancing liquidity and market quality on the Exchange to the benefit of all Members and market participants. As a result, the Exchange believes the proposal would enhance its competitiveness as a market that attracts actionable orders, thereby making it a more desirable destination venue for its customers. For these reasons, the Exchange believes that the proposal furthers the Commission's goal in adopting Regulation NMS of fostering competition among orders, which promotes "more efficient pricing of individual stocks for all types of orders, large and small."[29]

Intramarket Competition

As discussed above, the Exchange believes that the proposal would incentivize Members to submit additional order flow, including displayed, liquidity-adding and/or removing orders to the Exchange, thereby enhancing liquidity and market quality on the Exchange to the benefit of all Members, as well as enhancing the attractiveness of the Exchange as a trading venue, which

[29] See supra note 25.

the Exchange believes, in turn, would continue to encourage market participants to direct additional order flow to the Exchange. Greater liquidity benefits all Members by providing more trading opportunities and encourages Members to send additional orders to the Exchange, thereby contributing to robust levels of liquidity, which benefits all market participants.

The Exchange does not believe that the proposed changes to increase the standard fee for executions of Removed Tape A Volume would impose any burden on intramarket competition because such changes will apply to all Members uniformly in that the proposed standard fee for such executions would be the fee applicable to all Members, and the opportunity to qualify for a discounted fee, as applicable, is available to all Members. Further, the opportunity to qualify for DLI Tier 1, and thus receive the proposed enhanced rebate for executions of Added Non-Displayed Volume under such tier, the opportunity to qualify for the modified Tape A Quoting Tier and Tape B Volume Tier 1, and thus receive the proposed additive rebate for executions of Tape A Volume and Tape B Volume, respectively, and the opportunity to qualify for the discounted fee under the newly proposed Tape A Liquidity Removal Tier, would be available to all Members that meet the associated volume or quoting requirements in any month. For the foregoing reasons, the Exchange believes the proposed changes would not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act.

Intermarket Competition

As noted above, the Exchange operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. Members have numerous alternative venues that they may participate on and direct their order flow to, including 17 other equities exchanges and numerous alternative trading systems and other off-exchange venues. As noted above, no single registered equities exchange currently has more than approximately 14% of the total market share of executed volume of equities trading. Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order flow. Moreover, the Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow or reduce use of certain categories of products, in response to new or different pricing structures being introduced into the market. Accordingly, competitive forces constrain the Exchange’s transaction fees and rebates, including with respect to Added, Removed, Displayed, Tape A and Tape B Volume, and market participants can readily choose to send their orders to other exchange and off-exchange venues if they deem fee levels at those other venues to be more favorable. As described above, the proposed changes represent a competitive proposal through which the Exchange is seeking to generate additional revenue with respect to its transaction pricing and to encourage the submission of additional order flow to the Exchange through volume and quoting-based tiers, which have been widely adopted by exchanges, including the Exchange. Accordingly, the Exchange believes the proposal would not burden, but rather promote, intermarket competition by enabling it to better compete with other exchanges that offer similar pricing incentives to market participants.

The Exchange's proposal to add a note to the Fee Schedule to bring the Exchange’s methods for calculating fees and rebates into compliance with new Regulation NMS Rule 610(d) will not result in any burden on competition due to the fact that such change is being made solely to comply with Regulation NMS 610(d) and not for competitive purposes.

Additionally, the Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system "has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies."[30] The fact that this market is competitive has also long been recognized by the courts. In NetCoalition v. SEC, the D.C. Circuit stated as follows: "[n]o one disputes that competition for order flow is 'fierce.' … As the SEC explained, '[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution'; [and] 'no exchange can afford to take its market share percentages for granted' because 'no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers'….".[31] Accordingly, the Exchange does not believe its proposed pricing changes impose any burden on competition that is 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

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

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[32] and Rule 19b-4(f)(2)[33] thereunder.

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30 Id.

31 NetCoalition v. SEC, 615 F.3d 525, 539 (D.C. Cir. 2010) (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSE-2006-21)).

32 15 U.S.C. 78s(b)(3)(A)(ii).

33 17 CFR 240.19b-4(f)(2).

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 change 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 (https://www.sec.gov/rules/sro.shtml); or
- Send an email to rule-comments@sec.gov. Please include file number SR-MEMX-2026-05 on the subject line.

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-MEMX-2026-05. This file number should be included on the subject line if email 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 (https://www.sec.gov/rules/sro.shtml). Copies of the filing also will be available for inspection and copying at the principal office of the

Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-MEMX-2026-05 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[34]

Sherry R. Haywood,

Assistant Secretary.

[34] 17 CFR 200.30-3(a)(12).