SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-106942; File No. SR-MRX-2026-46]

Self-Regulatory Organizations; Nasdaq MRX, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Concerning the Fees and Rebates for Executions in NDXB

November 19, 2026.

Pursuant to 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 November 12, 2026, Nasdaq MRX, LLC ("MRX" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "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 proposes to amend Options 7, concerning the fees and rebates for executions in NDXB.[3]

The text of the proposed rule change is available on the Exchange's website at https://listingcenter.nasdaq.com/rulebook/mrx/rulefilings, and at the principal office of the Exchange.

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

---

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

2 17 CFR 240.19b-4.

3 On November 2, 2026, the Exchange filed SR-MRX-2026-44. On November 12, 2026, SR-MRX-2026-44 was withdrawn and replaced with this proposal.

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

On April 30, 2026, the Commission approved the listing and trading on the Exchange of binary broad-based index options—particularly binary options on the Nasdaq-100 index and the Nasdaq-100 Micro index.[4] In November 2026, the Exchange plans to begin listing and trading binary options on the Nasdaq-100 index, under the symbol "NDXB."

To help foster interest in this new product, the Exchange at this time proposes to set at $0.00 all transaction fees under Options 7, Sections 3 and 4 that would otherwise apply to executions in NDXB and to provide that no rebates under those sections will apply to NDXB executions. To that end, it proposes to add new provisions at the top of Options 7, Section 3 (Fees and Rebates for Regular Orders and All Crossing Orders) and Section 4 (Complex Order Fees). The provision at the top of Section 3 would read as follows:

> For all Regular Order and Crossing Order executions in NDXB the fee will be $0.00 per contract. No other fees or rebates in Section 3 will apply to executions in NDXB.

[4] See Securities Exchange Act Release No. 105342 (Apr. 30, 2026), 91 FR 24299 (May 5, 2026) ("Notice of Filing of Amendment Nos. 3 and 4, and Order Granting Accelerated Approval of a Proposed Rule Change, as Superseded by Amendment No. 3 and Modified by Amendment No. 4, To Adopt New Options Rule 3B To List and Trade Binary Broad-Based Index Options") (File No. SR-MRX-2026-05).

Meanwhile, the provision at the top of Section 4 would read as follows:

> For all Complex Order executions in NDXB, including interest in NDXB on the Regular Order Book that interacts with a Complex Order, the fee will be $0.00 per contract. No other fees or rebates in Section 4 will apply to executions in NDXB.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,[5] in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,[6] in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

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, while adopting a series of steps to improve the current market model, 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."[7]

Likewise, in NetCoalition v. Securities and Exchange Commission[8] ("NetCoalition") the D.C. Circuit upheld the Commission's use of a market-based approach in evaluating the fairness

---

5 15 U.S.C. 78f(b).

6 15 U.S.C. 78f(b)(4) and (5).

7 Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) ("Regulation NMS Adopting Release").

8 NetCoalition v. SEC, 615 F.3d 525 (D.C. Cir. 2010).

of market data fees against a challenge claiming that Congress mandated a cost-based approach.[9] As the court emphasized, the Commission "intended in Regulation NMS that 'market forces, rather than regulatory requirements' play a role in determining the market data . . . to be made available to investors and at what cost."[10]

Further, "[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'…."[11] Although the court and the SEC were discussing the cash equities markets, the Exchange believes that these views apply with equal force to the options markets.

The Exchange believes that charging no fees and paying no rebates for executions in NDXB is reasonable because NDXB is a new binary broad-based index options product that has not yet developed trading history on MRX, and the proposed pricing is designed to encourage initial trading interest and market participant familiarity with the product. Nasdaq ISE likewise waived fees and rebates when NQX began trading and subsequently adopted pricing designed to promote trading activity in that new proprietary Nasdaq-100 index option product.[12] Here,

---

9 See NetCoalition, at 534 - 535.

10 Id. at 537.

11 Id. at 539 (quoting Securities Exchange Act Release No. 59039 (Dec. 2, 2008), 73 FR 74770, 74782-83 (Dec. 9, 2008) (SR-NYSEArca-2006-21)).

12 See Securities Exchange Act Release No. 83639 (July 16, 2018), 83 FR 34625, 34626 (July 20, 2018) ("Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the Exchange's Schedule of Fees To Add Establish Fees and Rebates for NQX Options and Make Several Clarifying Changes") (File No. SR-ISE-2018-61).

eliminating transaction fees and rebates for NDXB at launch is a reasonable means of reducing transaction-cost frictions while Members and investors evaluate the product.

The Exchange further believes that the proposal is equitably allocated and not unfairly discriminatory because the same $0.00 per contract fee, and the same absence of rebates, will apply to all Regular Order, Crossing Order, and Complex Order executions in NDXB. The proposal does not differentiate by Member, capacity, volume tier, order-entry protocol, side of the market, or whether the execution occurs on the regular order book or in a complex order. No Member or category of Member will receive preferential transaction pricing in NDXB, and no Member or category of Member will be assessed a higher transaction fee or denied a transaction rebate that another similarly situated Member receives.

The Exchange also believes the proposal is consistent with the Act because NDXB will be traded under the Exchange's approved binary broad-based index options framework and will be subject to the Exchange rules that apply to options trading unless Options 3B provides otherwise. The Commission approved MRX's rules to list and trade binary broad-based index options on the Nasdaq-100 index and Nasdaq-100 Micro index, and the proposed pricing is limited to the transaction fees and rebates applicable to executions in NDXB, a product within that approved framework.

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.

Inter-market Competition

The proposal does not impose an undue burden on inter-market competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange believes its proposal remains competitive with other options markets and will offer market participants

another choice of where to transact options. The Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited.

Intra-market Competition

With respect to intra-market competition, the Exchange does not believe that the proposal will place any category of market participant at a competitive disadvantage. The proposed NDXB pricing applies uniformly to all Members and all market participant types that execute NDXB transactions. Because no Member will be charged a transaction fee and no Member will receive a transaction rebate for NDXB executions, the proposal does not create pricing advantages based on volume, capacity, order type, order side, or the ability to satisfy a tier. The absence of differentiated fees and rebates also avoids competitive distinctions that may arise from maker/taker pricing, capacity-based fees, rebates, fee caps, or volume thresholds. To the extent that the proposal encourages additional participation in NDXB, that increased activity should benefit all market participants by supporting the development of liquidity and trading opportunities in the new product.

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

No written comments were either solicited or received.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act.[13]

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is: (i) necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's internet comment form (https://www.sec.gov/rules/sro.shtml); or
- Send an email to rule-comments@sec.gov. Please include file number SR-MRX-2026-46 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.

[13] 15 U.S.C. 78s(b)(3)(A)(ii).

All submissions should refer to file number SR-MRX-2026-46. 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 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-MRX-2026-46 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.[14]

Vanessa A. Countryman,

Secretary.

[14] 17 CFR 200.30-3(a)(12).