

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-104688; File No. SR-NASDAQ-2026-004]

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing of Proposed Rule Change to Adopt a New Continued Listing Requirement

January 26, 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 January 13, 2026, The Nasdaq Stock Market LLC (“Nasdaq” or “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I and II, below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes adopting a new Market Value of Listed Securities continued listing requirement of at least \$5 million. The text of the proposed rule change is available on the Exchange’s Website at <https://listingcenter.nasdaq.com/rulebook/nasdaq/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

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

Nasdaq is proposing to adopt Listing Rules 5450(a)(3) and 5550(a)(6) to require companies listed on the Nasdaq Global and Capital Markets, respectively, to maintain a minimum Market Value of Listed Securities³ of at least \$5 million. Nasdaq is also proposing to amend Rule 5810, to suspend trading and immediately delist from Nasdaq securities of companies that do not satisfy the proposed new requirements, and Rule 5815, to set forth the procedures for requesting a hearing before a Hearings Panel⁴ and the scope of the Panel's discretion.

Nasdaq rules have minimum requirements for companies to remain listed and generally provide compliance periods for companies that fail to maintain compliance with those rules. The compliance periods are designed to allow time for companies to take action to come back into compliance for a company facing temporary business issues, a temporary decrease in the value of its securities, or temporary market conditions. However, Nasdaq has observed that some companies, typically those in financial distress or experiencing a prolonged operational downturn, are unable to regain compliance with the listing requirements for the long-term. The market typically identifies these companies and investors lose interest in the companies, resulting in their having low market values.

³ Listing Rule 5005(a)(23) defines Market Value as the consolidated closing bid price multiplied by the measure to be valued; Listing Rule 5005(a)(22) defines Listed Securities, in relevant part, as securities listed on Nasdaq.

⁴ See footnote 7 below.

Nasdaq believes that once the market identifies significant problems in a company by assigning a very low market value, that company is no longer appropriate for continued listing and trading on Nasdaq because challenges facing such companies, generally, are not temporary and may be so severe that the company is not likely to regain compliance within a compliance period and sustain compliance thereafter. Moreover, it is more difficult for market makers to make markets in these securities and for there to be a fair and orderly market.

Nasdaq now proposes to enhance investor protections by providing for suspension from Nasdaq trading and immediate delisting of any company that has a sustained market value of listed securities of less than \$5 million. To effect this change, Nasdaq proposes to adopt Listing Rules 5450(a)(3) and 5550(a)(6) to require companies listed on the Nasdaq Global⁵ and Capital Markets, respectively, to maintain a minimum Market Value of Listed Securities of at least \$5 million. Nasdaq also proposes to modify Listing Rule 5810(c)(1) to add an additional type of a deficiency that results in immediate delisting and suspension from trading of the company's securities. Specifically, Listing Rule 5810(c)(1) will provide that staff's delisting notice will inform the company that its securities are immediately subject to suspension and delisting when a company fails to meet the continued listing requirement for Market Value of Listed Securities of at least \$5 million under proposed Rule 5450(a)(3) or 5550(a)(6) for a period of 30 consecutive business days.

Listing Rule 5810(c)(3) currently identifies deficiencies for which the rules provide a specified cure or compliance period. Nasdaq proposes to modify Listing Rule 5810(c)(3) to provide that a company will not be entitled to such cure or compliance period if the company

⁵ After initial inclusion on the Nasdaq Global Select Market, a Company will remain on the Nasdaq Global Select Market provided it continues to meet the applicable requirements of the Listing Rules, including the continued listing requirements contained in the Rule 5400 Series, the requirements of the Rule 5100 Series, and the qualitative requirements of Rule 5200 and 5600 Series. See Listing Rule 5305(e).

failed to meet the Market Value of Listed Securities requirement of at least \$5 million under proposed Rule 5450(a)(3) or 5550(a)(6), as applicable.

Finally, as described above, Nasdaq proposes to modify Listing Rule 5810(c)(1) to provide that staff's delisting notice in these circumstances will inform the company that its securities are immediately subject to suspension from trading on Nasdaq. Once the company is issued a Staff Delisting Determination under Rule 5810 with respect to that security, such a determination can be appealed to a Nasdaq Listing Qualifications Hearings Panel (the "Hearings Panel").⁶ However, given the difficulties with maintaining fair and orderly markets in such low value companies, Nasdaq believes that it is not appropriate for such a company to continue trading on Nasdaq during the pendency of the Hearings Panel review process. Instead, Nasdaq proposes to amend Rule 5815 to provide that the stay provision is not applicable in these situations so that the company's securities will be suspended from trading on Nasdaq during the pendency of the Hearings Panel's review.

Specifically, Nasdaq proposes to adopt Listing Rule 5815(a)(1)(B)(ii)f. to provide that, notwithstanding the general rule that a timely request for a hearing shall ordinarily stay the suspension and delisting action pending the issuance of a written panel decision, a request for a hearing shall not stay the suspension of the securities from trading where the matter relates to a request made by a company that received a Staff Delisting Determination notice due to a failure to maintain Market Value of Listed Securities of at least \$5 million under Rule 5450(a)(3) or 5550(a)(6) for a period of 30 consecutive business days. A company that is suspended under the proposed rule could appeal the Staff Delisting Determination to a Hearings Panel, but its securities would generally trade in the over-the-counter market while that appeal is pending.

⁶ See Rule 5815.

Listing Rule 5815(c) sets forth the scope of the Hearings Panel's discretion and provides that when the Hearings Panel review is of a deficiency related to continued listing standards, in most cases the Hearings Panel may, where it deems appropriate, take certain actions including granting an exception to the continued listing standards for a period not to exceed 180 days, and finding the company has regained compliance with all applicable listing standards. However, the rule currently prevents the Panel from granting an exception nor considering facts indicating that the company has regained compliance in certain circumstances.⁷ Nasdaq believes it would enhance investor protection to similarly limit the Hearings Panel's review of these issues to the question of whether Nasdaq Staff made a factual error applying the applicable rule.

Accordingly, Nasdaq proposes to amend Listing Rule 5815(c)(1)(H) to provide that in the case of a company that received a Staff Delisting Determination notice due to a failure to maintain Market Value of Listed Securities of at least \$5 million under Rule 5450(a)(3) or 5550(a)(6), the Panel may only reverse a delisting decision where the Panel determines that the Staff Delisting Determination letter was in error and that the Company never failed to satisfy the applicable requirement. In such cases, the Panel may not consider facts indicating that the Company had regained compliance under Rule 5815(c)(1)(E), nor may the Panel grant an exception under Rule 5815(c)(1)(A) allowing the Company additional time to regain compliance.

⁷ See Rule 5815(c)(1)(H) discussing failures to satisfy (i) the requirement set forth in Rule IM-5101-2(b) and Rule 5452(a)(3) to complete one or more business combinations within 36 months of the effectiveness of its IPO registration statement; and (ii) the requirements for initial listing immediately following a business combination as required by Rule IM-5101-2. In these situations, the Panel may only reverse a delisting decision where the Panel determines that the Staff Delisting Determination letter was in error and that the company never failed to satisfy the requirement.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁸ in general, and furthers the objectives of Section 6(b)(5) of the Act,⁹ in particular, in that it is designed to promote just and equitable principles of trade, 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. Specifically, Nasdaq believes that the proposal to adopt Listing Rules 5450(a)(3) and 5550(a)(6) requiring companies listed on the Nasdaq Global (including the Nasdaq Global Select) and Nasdaq Capital Markets, respectively, to maintain a minimum Market Value of Listed Securities of at least \$5 million and the proposal to suspend from Nasdaq trading and immediately delist any company that becomes non-compliant with this requirement are designed to promote just and equitable principles of trade and, in general to protect investors and the public interest by enhancing Nasdaq's listing requirements and limiting the time that a security can remain listed and trade on Nasdaq in these circumstances. In that regard, Nasdaq has observed that the challenges facing such companies generally are not temporary and may be so severe that the company is not likely to regain and maintain compliance with continued listing requirements. Moreover, the concerns with Market Value of Listed Securities of less than \$5 million with these companies can be a leading indicator of other listing compliance concerns, and these companies often become subject to delisting for other reasons. Further, continuing the listing and trading of these companies is designed to promote just and equitable principles of trade and, in general to protect investors and the public interest because it is more difficult to maintain fair and orderly markets in such securities.

⁸ 15 U.S.C. 78f(b).

⁹ 15 U.S.C. 78f(b)(5).

Nasdaq also believes that the proposal to amend Listing Rule 5815(a)(1)(B)(ii) to provide that a hearing request shall not stay the suspension of the securities from trading when the matter relates to a request made by a company that received a Staff Delisting Determination notice due to non-compliance with the Market Value of Listed Securities requirement of at least \$5 million for a period of 30 consecutive business days is designed to protect investors and the public interest. In particular, this provision will prevent continued trading on Nasdaq in such company's securities unless an independent Hearings Panel reviews the Staff Delisting Determination and determines that it was issued in error and that the company never failed to satisfy the applicable requirement. In addition, as described above, Nasdaq believes that once the market identifies significant problems in a company by assigning a very low market value, that company is no longer appropriate for continued trading on Nasdaq because challenges facing such companies, generally, are not temporary and may be so severe that the company is not likely to regain and sustain compliance. Moreover, it is more difficult for market makers to make markets in these securities and for there to be a fair and orderly market.

Finally, Nasdaq believes the proposed rule changes further the objectives of Section 6(b)(7) of the Act in that the rules continue to provide a fair procedure for companies subject to these enhanced listing requirements. These companies can seek review of a Staff Delisting Determination from a Hearings Panel and can appeal the Hearings Panel decision to the Nasdaq Listing and Hearing Review Council.¹⁰ As a result, Nasdaq believes that the proposed rule appropriately balances the need for appropriate listing standards with the statutory requirement to protect investors and the public interest.

¹⁰ See Listing Rules 5815 and 5820, respectively.

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. While Nasdaq does not believe there will be any impact on competition from the proposed change, any impact on competition that does arise will be necessary to better protect investors, in furtherance of a central purpose of the Act.

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

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period up to 90 days (i) as the Commission may designate of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the Exchange consents, the Commission will: (a) by order approve or disapprove such proposed rule change, or (b) institute proceedings to determine whether the proposed rule change should be 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-NASDAQ-2026-004 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-NASDAQ-2026-004. 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-NASDAQ-2026-004 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.¹¹

Sherry R. Haywood,

Assistant Secretary.

¹¹ 17 CFR 200.30-3(a)(12).