SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-106911; File No. SR-NASDAQ-2026-098]

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend General 4, Rule 1240 to Adopt a New Senior Leader Regulatory Element Interim Program

November 16, 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 9, 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. Nasdaq has designated the proposed rule change as constituting a "non-controversial" rule change under paragraph (f)(6) of Rule 19b-4 under the Act,[3] which renders the proposal effective under receipt of this filing by the Commission. 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 General 4, Rule 1240 (Continuing Education) to adopt new Supplementary Material .03 (Senior Leader Regulatory Element Interim Program) and to harmonize General 4, Rule 1240(a)(6) (Delivery of the Regulatory Element) with recent changes to FINRA Rule 1240.

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

2 17 CFR 240.19b-4.

3 17 CFR 240.19b-4(f)(6).

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 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 General 4, Rule 1240 (Continuing Education) to adopt new Supplementary Material .03 (Senior Leader Regulatory Element Interim Program) and to make a conforming amendment to General 4, Rule 1240(a)(6) (Delivery of the Regulatory Element) to conform the Exchange's continuing education requirements to recent changes made by the Financial Industry Regulatory Authority, Inc. ("FINRA") to FINRA Rule 1240.[4]

Pursuant to General 4, Rule 1240, registered persons of Exchange members are required to complete continuing education ("CE") that consists of two mandatory programs, a Regulatory Element and a Firm Element. Regulatory Element CE, which is administered by FINRA, focuses

[4] See Securities Exchange Act Release No. 106797 (November 2, 2026), 91 FR 69897 (November 5, 2026) (SR-FINRA-2026-023) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Adopt FINRA Rule 1240.03 (Senior Leader Regulatory Element Interim Program) to Establish an Interim Program of Regulatory Element Continuing Education) ("FINRA Filing").

on regulatory requirements and industry standards. Firm Element CE is provided by each member to its registered persons and focuses on the member's securities products, services, and strategies, its policies, and industry trends. The Exchange's Rule 1240 is identical to FINRA Rule 1240, and the Exchange periodically amends its rule to remain harmonized with FINRA's rule.

FINRA has represented that it received a variety of suggestions from member firms and industry groups regarding changes to the Regulatory Element CE requirement for senior leaders (e.g., chief executive officer, chief financial officer), including in response to FINRA Regulatory Notice 25-07.[5] The Exchange agrees with FINRA that Regulatory Element CE provides individuals with valuable training on recent developments in regulatory requirements and industry standards and, as such, is appropriate for all registered persons, including senior leaders. Senior leaders, however, may realize greater benefit from Regulatory Element CE training that draws from the annual Regulatory Element content but is tailored to their unique roles at a member. Senior leaders may engage with applicable rules differently than frontline representatives and principals because they have broader visibility and responsibilities across their member firm, and, often, its broader organizational structure. Regulatory Element CE content for such leaders therefore may be more effective if it covers the information addressed in the various Regulatory Element CE learning plans but presents the information from a broader, firm-wide perspective, such as firm risks, control systems, approaches to pressure-test firm capabilities and vulnerabilities, and similar enterprise-level considerations.

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[5] See id. at 69867, n. 4 (citing letter from Bernard V. Canepa, Managing Director and Associate General Counsel & Alyssa Pompei, Vice President and Assistant General Counsel, Securities Industry and Financial Markets Association, to Jennifer Piorko Mitchell, Office of the Corporate Secretary, FINRA, dated July 14, 2025).

Accordingly, the Exchange proposes to adopt Supplementary Material .03 to General 4, Rule 1240 to establish a Senior Leader Regulatory Element Interim Program ("Interim Program") identical to that adopted and administered by FINRA. A member may elect to have a covered person who is a senior leader satisfy the requirement to complete the Regulatory Element by participating in the Interim Program. For purposes of the Interim Program, the term "senior leader" means any covered person listed on a member's Schedule A of Form BD; any other covered person serving on a member's executive, management or operations committees; or any covered person with similar status or functions who is employed at an affiliate of a member.[6] Participating senior leaders would continue to be required to take Regulatory Element CE on an annual basis, but the content of the training and the method of delivery would be different.

The Interim Program would be administered in a manner prescribed by FINRA and as set forth in the FINRA Filing, for a period starting on November 2, 2026, and ending on December 31, 2028. The Regulatory Element material for participating covered persons would be developed by FINRA and based on the roles and responsibilities of senior leaders. As described in the FINRA Filing, FINRA would consider the annual learning plan topics assigned to each registration category, but, rather than limiting the content to the specific registration categories the senior leaders hold, the materials would cover content across all registration categories and present significant rule changes, key regulatory developments, and other Regulatory Element topics from the unique organizational vantage point of senior leaders. The materials would remain consistent with the core objectives of Regulatory Element CE.

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[6] A member would determine which of its senior leaders, if any, should participate in the Interim Program based on the member's annual evaluation of the training needs for such individuals.

Under the Interim Program, the chief compliance officer ("CCO") or other senior compliance officer at a participating member would provide the training to participating senior leaders (including any participating senior leaders of affiliated entities), and would have the discretion to supplement the training materials to provide the most relevant and effective training for the member's senior leaders.[7] The CCO of a member designated under General 9, Section 21(c)[8] would provide FINRA with the list of participating senior leaders and represent to FINRA that the senior leaders completed the Regulatory Element material in a manner prescribed by FINRA. Further, a senior leader who participates in the Interim Program would certify that he or she has completed the Regulatory Element material, and the member would retain such certification.[9] Senior leaders who participate and successfully complete the training would satisfy their annual Regulatory Element requirement under Rule 1240; those who do not participate would be required to complete the Regulatory Element CE courses assigned by FINRA, as they do today.

In connection with the Interim Program, the Exchange also proposes to amend General 4, Rule 1240(a)(6) (Delivery of the Regulatory Element), which currently provides that the Regulatory Element shall be administered through Web-based delivery or such other technological manner and format as specified by the Exchange. The Exchange proposes to delete

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7 Currently, Regulatory Element CE is provided to all individuals via the online CE platform available through FINRA's Financial Professional Gateway. FINRA made a conforming amendment to FINRA Rule 1240(a)(6) to remove the requirement that Regulatory Element CE be administered in a technological manner. See FINRA Filing at 69898, n. 7.

8 Nasdaq General 9, Section 21(c) requires Nasdaq members and persons associated with a member to comply with FINRA Rule 3130 (Annual Certification of Compliance and Supervisory Processes) as if such rule were part of Nasdaq's rules. FINRA Rule 3130(a) requires each member to designate and specifically identify on Schedule A of Form BD one or more principals to serve as chief compliance officer to FINRA.

9 In the FINRA Filing, FINRA stated that members would need to retain such certification for at least three years, and that FINRA would include in a Regulatory Notice additional information on how CCOs would demonstrate compliance. See FINRA Filing at 69898.

the word "technological" so that the rule would provide that the Regulatory Element shall be administered through Web-based delivery or such other manner and format as specified by the Exchange. This conforming amendment, which mirrors FINRA's amendment to FINRA Rule 1240(a)(6), would permit the CCO or other senior compliance officer at a member participating in the Interim Program to deliver the Regulatory Element training to participating senior leaders.

The Interim Program would be voluntary, and no member would be required to participate. While the Interim Program is in place, FINRA would evaluate demand for the program and whether it is meeting the goals of Regulatory Element CE for senior leaders.[10] If the Interim Program is not extended or Rule 1240.03, as may be amended, is not approved as permanent by the Commission, Supplementary Material .03 would automatically sunset on December 31, 2028, and covered persons who are senior leaders would not be able to participate in the Interim Program after such date.

Nasdaq has filed the proposed rule change for immediate effectiveness and has requested that the Commission waive the requirement that the proposed rule change not become operative for 30 days after the date of filing so Nasdaq can implement the proposed rule change immediately.[11]

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10 FINRA anticipates collecting feedback and data from a variety of stakeholders, including CCOs and senior leaders at participating firms, as well as the CE Council. See FINRA Filing at 69898, n. 9.

11 FINRA notes that the proposed rule change would not impact members that are funding portals but would impact all other members including members that have elected to be treated as capital acquisition brokers ("CABs"), given that the CAB rule set incorporates the impacted FINRA rules by reference. See FINRA Filing at 69898, n. 10.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,[12] in general, and furthers the objectives of Section 6(b)(5) of the Act,[13] in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, 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. The Exchange also believes the proposal is consistent with Section 6(c)(3) of the Act,[14] which authorizes the Exchange to prescribe standards of training, experience and competence for persons associated with Exchange members.

The proposed rule change continues the Exchange's commitment to Regulatory Element CE while providing appropriate flexibility for members and senior leaders, and maintains the requirement that all registered persons complete appropriate Regulatory Element content on an annual basis. Because participation would be voluntary, a member could require its senior leaders to continue to take the Regulatory Element CE assigned for their specific registration categories if the member concludes such training would be more appropriate. Senior leaders would not be exempt from the annual Regulatory Element requirement; only the framing and method of delivery of the training would differ. The ability of a member's CCO or other senior compliance officer to supplement the training materials would further help to ensure that the training is particularly effective for the member's senior leaders.

Moreover, the proposed rule change will harmonize the Exchange's continuing education rule with FINRA Rule 1240, thereby promoting consistency in CE requirements across self-

12 15 U.S.C. 78f(b).

13 15 U.S.C. 78f(b)(5).

14 15 U.S.C. 78f(c)(3).

regulatory organizations and avoiding the confusion and burden that could arise if dual members were subject to divergent standards. The Exchange believes this harmonization promotes just and equitable principles of trade and protects investors and the public interest.

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. The proposed rule change is not intended to address competitive issues, but rather to conform the Exchange's continuing education requirements to those of FINRA. The Interim Program is voluntary and would be available equally to all members, which may elect participation based on their own evaluation of the training needs of their senior leaders and may switch senior leaders between the Interim Program and the assigned Regulatory Element CE. Because the Interim Program is voluntary, members are not expected to use it unless they believe it benefits their firms, and any potential unintended impacts would be limited due to the term of the Interim Program.

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

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act[15] and subparagraph (f)(6) of Rule 19b-4 thereunder.[16]

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

16 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to

A proposed rule change filed under Rule 19b-4(f)(6) normally does not become operative for 30 days after the date of filing. However, pursuant to Rule 19b-4(f)(6)(iii),[17] the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest. As noted in its Form 19b-4 and above in Item II, Nasdaq has requested that the Commission waive the 30-day delay requirement so that the proposed rule change may become operative immediately upon filing.

More specifically, Nasdaq stated in its request that immediate operability is consistent with the protection of investors and the public interest because the Interim Program is a FINRA program that is already in operation. As Nasdaq noted, FINRA's identical Interim Program began on November 2, 2026, and Nasdaq's proposal creates no new program, content or oversight process. Rather, Nasdaq stated that its proposal allows Exchange members to take part, on the same terms as FINRA members, in a program that is already running and that delaying the operative date of the proposal for 30 days would not change how the Interim Program is administered and would serve no investor protection purpose. Nasdaq also claimed that the absence of a waiver here would keep Exchange members, many of which are also FINRA members, out of a program already open to FINRA members and, as a result, would create a period in which Exchange and FINRA continuing education requirements diverge, which could cause confusion and burden for dual members. According to Nasdaq, the waiver would give Exchange members a meaningful opportunity to elect participation, identify eligible senior leaders, and complete necessary planning before the December 31, 2026, Regulatory Element CE deadline, and to begin evaluating participation for the 2027 CE cycle. For these reasons, the

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the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

[17] 17 CFR 240.19b-4(f)(6)(iii).

Commission believes that waiving the 30-day operative delay for this proposed rule change is consistent with the protection of investors and the public interest. Accordingly, the Commission hereby waives the 30-day operative delay and designates the proposed rule change operative upon filing.[18]

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 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-NASDAQ-2026-098 on the subject line.

[18] For purposes only of waiving the 30-day operative delay, the Commission has considered the proposed rule change's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

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-2026-098. 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-2026-098 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.[19]

Sherry R. Haywood,

Assistant Secretary.

[19] 17 CFR 200.30-3(a)(12).