

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-106397; File No. SR-NasdaqTX-2026-042]

Self-Regulatory Organizations; Nasdaq Texas, LLC; Notice of Filing and Immediate Effectiveness of a Proposal to Amend the Exchange’s Rules at Equity 1 and Equity 4 to Enable the Exchange to Become a Primary Listing Venue

September 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 September 3, 2026, Nasdaq Texas, LLC (“Nasdaq Texas” 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 the Exchange’s rules at Equity 1 and Equity 4 to align them with those of The Nasdaq Stock Market LLC (“Nasdaq”), to enable the Exchange to become a primary listing venue.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 Exchange's rulebook at Equity 1 and Equity 4 to more closely align them to those of Nasdaq, to prepare the Exchange to become a primary listing venue at some point during the second quarter of 2027.

In connection with its transition from "Nasdaq BX, Inc." to "Nasdaq Texas, LLC," the Exchange adopted new initial and continued listing standards for equity securities that are substantially similar to those of the Nasdaq Global Market at Nasdaq.³ The Exchange currently only dually lists securities that are also listed on another national securities exchange, but it now proposes to modify its rules to allow it to also serve as a primary listing venue. The proposed rule changes described below are designed to enable this transition by aligning the Exchange's rules at Equity 1 and Equity 4 with the corresponding rules of Nasdaq, thereby equipping the Exchange with the rules necessary to operate as a primary listing market.

³ See Exchange Act Release No. 104907 (Feb. 27, 2026), 91 FR 10657 (Mar. 4, 2026) (Notice of Filing of Amendment Nos. 1 and 2 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment Nos. 1 and 2, To Remove Existing Listing Rules and Establish New Listing Standards) (File No. SR-BX-2026-004).

Equity 1 Changes

Equity 1, Section 1(a)(13) (“Market Hours”)

The Exchange proposes to amend the definition of “Market Hours” in Equity 1, Section 1(a)(13). While the Exchange will retain its current market hours and trading sessions, it proposes to amend the definition of “Market Hours” to add “Regular Market Hours” and “Regular Trading Hours” as synonyms for “Market Hours.” The proposed amendments also add definitions for “Pre-Market Session” and “Post-Market Session,” which define those terms by reference to the existing definitions of “Pre-Market Hours” and “Post-Market Hours,” respectively. These changes serve to align these terms with the corresponding Nasdaq terms.

Equity 1, Section 1(a)(19) (“Exchange-Traded Product”)

The Exchange proposes to add a new definition for “Exchange-Traded Product” in Equity 1, Section 1(a)(19), which defines the term by reference to securities listed on Nasdaq Texas pursuant to the Rule 5700 Series (including Rules 5703, 5704, 5705, 5710, 5711, 5713, 5715, 5720, 5735, 5745, 5750, and 5760). The proposed definition is substantially similar to the corresponding Nasdaq definition.

Equity 1, Section 1(a)(20) (“Business Day”)

The Exchange proposes to add a new definition for “Business Day” in Equity 1, Section 1(a)(20), which defines the term as any weekday that is not a U.S. holiday. The proposed definition is substantially similar to the corresponding Nasdaq definition.

Equity 4 Changes

Rule 4120 (Limit Up-Limit Down Plan and Trading Halts)

The Exchange proposes to replace the existing Rule 4120 in its entirety. The current Rule 4120 contains provisions for regulatory halts and operational halts that were adopted when the

Exchange operated solely as an unlisted trading privileges market. The proposed rule replaces this framework with a comprehensive set of trading halt provisions that are substantially similar to Nasdaq Equity 4, Rule 4120 and that will enable the Exchange to function as a primary listing market. The proposed rule is organized into three sections:

Section (a) (Authority to Initiate Trading Halts or Pauses) establishes the Exchange's authority to initiate trading halts or pauses in various circumstances, including: halting Nasdaq Texas-listed securities to permit the dissemination of material news; halting securities listed on other exchanges when such exchanges impose halts; halting for operational reasons; halting American Depositary Receipts when the underlying security is halted on a foreign exchange; halting when the Exchange requests information from an issuer; halting due to extraordinary market activity; halting securities that are the subject of an Initial Public Offering; halting index warrants; halting derivative securities products when required values are not disseminated; imposing trading pauses for non-LULD securities; the Limit Up-Limit Down mechanism; halting equity investment tracking stocks and subscription receipts; halting for reverse stock splits; and Initial ETP Opens.⁴

Section (b) (Trading Halts for Trading of Certain Derivative Securities Products on Nasdaq Texas Pursuant to Unlisted Trading Privileges) establishes rules for halting trading in derivative securities products traded on the Exchange pursuant to unlisted trading privileges, including provisions for halts during Pre-Market Hours, Regular Market Hours, and Post-Market Hours when required values are not calculated or widely disseminated.

⁴ The Exchange notes proposed Rule 4120(a)(13)(E)(2)(a) references the FLITE protocol in addition to the OUCH and CORE FIX protocols for the repricing of limit-priced interest under the Limit Up-Limit Down mechanism, while Nasdaq's corresponding provision does not reference FLITE. However, the omission of FLITE in Nasdaq Equity 4, Rule 4120(a)(13)(E)(2)(a) is an oversight in Nasdaq's rulebook, which that exchange intends to correct in a forthcoming filing.

Section (c) (Procedure for Initiating and Terminating a Trading Halt) establishes the procedures for initiating and terminating trading halts, including: requirements for issuers to notify the Exchange of material news; the process for evaluating information and determining whether a halt is appropriate; the process for commencing and terminating halts through notices posted on the Exchange's website; the halt cross process for re-opening securities after trading halts; the IPO halt cross process; the process for initial pricing of securities not previously listed on a national securities exchange; trading pause re-opening procedures; and the Initial ETP Open process.

Rule 4121 (Trading Halts Due to Extraordinary Market Volatility)

The Exchange proposes to amend Rule 4121 to add re-opening procedures following market-wide circuit breaker ("MWCB") halts, including auction reference prices and MWCB auction collar procedures that are substantially similar to those in Nasdaq Equity 4, Rule 4121. The proposed amendments also update the cross-reference in subsection (c)(i) to direct re-opening of trading following a Level 1 or 2 trading halt to the new MWCB-specific re-opening procedures in Rule 4121(d), rather than the general procedures in Rule 4120, add provisions for publishing halt auction information, and re-letter certain existing subsections.

Rule 4370 (Additional Requirements for Nasdaq Texas-Listed Securities Issued by the Exchange or its Affiliates)

The Exchange proposes to adopt new Rule 4370, which is substantially similar to Nasdaq Equity 4, Rule 4370, to establish additional requirements for securities listed on the Exchange that are issued by the Exchange or its affiliates ("Affiliate Securities"). The rule requires the Exchange to provide quarterly reports to its Regulatory Oversight Committee regarding compliance with listing requirements and trading of Affiliate Securities, engage an independent

accounting firm annually to review compliance, and report any non-compliance to the Commission.

Rule 4702 (Order Types)

The Exchange proposes to amend Rule 4702 to add order types necessary for the operation of the Nasdaq Texas Opening Cross and Nasdaq Texas Closing Cross, including: Market On Open Orders (“MOO”), Limit On Open Orders (“LOO”), Opening Imbalance Only Orders (“OIO”), Market On Close Orders (“MOC”), Limit On Close Orders (“LOC”), and Imbalance Only Orders (“IO”). These order types are substantially similar to the corresponding order types in Nasdaq Equity 4, Rule 4702.

Rule 4752 (Opening Process)

The Exchange proposes to replace the current Rule 4752 with a comprehensive opening process that includes the Nasdaq Texas Opening Cross. The current rule provides a simple process for trading prior to normal market hours and establishing an official opening price. The proposed rule adds detailed definitions, pre-market trading procedures, the Nasdaq Texas Opening Cross process (including Order Imbalance Indicators, reference prices, and cross price determination), and priority rules for executing orders in the cross. The proposed rule is substantially similar to Nasdaq Equity 4, Rule 4752.

Rule 4753 (Nasdaq Texas Halt Cross)

The Exchange proposes to adopt new Rule 4753 for the Nasdaq Texas Halt Cross, which establishes the process for determining the price at which eligible interest shall be executed at the re-opening of trading for a halted security. The proposed rule includes definitions, Order Imbalance Indicators, cross price determination, and priority rules. The proposed rule is substantially similar to Nasdaq Equity 4, Rule 4753.

Rule 4754 (Nasdaq Texas Closing Cross)

The Exchange proposes to adopt new Rule 4754 for the Nasdaq Texas Closing Cross, which establishes the process for determining the price at which orders shall be executed at the close and for executing those orders. The proposed rule includes definitions, the closing cross process, the LULD Closing Cross following Limit-Up-Limit-Down Trading Pauses, the Hybrid Closing Cross following certain trading halts, contingency procedures, and auxiliary procedures. The proposed rule is substantially similar to Nasdaq Equity 4, Rule 4754.

Rule 4763 (Short Sale Price Test Pursuant to Rule 201 of Regulation SHO)

The Exchange proposes to amend Rule 4763 to add a new subsection (c) (Determination of Trigger Price) that establishes procedures for the Exchange, as a listing market, to determine whether a transaction in a covered security has occurred at a Trigger Price and to immediately notify the single plan processor. The proposed amendments also add new paragraphs (d)(1) and (d)(2) (within the re-lettered “Duration of Short Sale Price Test” subsection) to allow the Exchange to lift the Short Sale Price Test before the Short Sale Period ends in cases involving clearly erroneous executions or incorrect prior day closing prices, and add a new paragraph (e)(2) (within the re-lettered “Re-pricing of Orders during Short Sale Period” subsection) to address the treatment of Limit-on-Open, Market-on-Open, Limit-on-Close, and Market-on-Close orders during the Short Sale Period. The proposed amendments also re-letter subsequent subsections and make conforming numbering changes. The proposed amendments are substantially similar to the corresponding provisions of Nasdaq Equity 4, Rule 4763.

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 Section 6(b)(5) of the Act,⁶ 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.

The Exchange believes that the proposed rules will remove impediments to, and perfect the mechanism of, a free and open market and a national market system by aligning the Exchange's rules at Equity 1 and Equity 4 with the substantially similar rules of Nasdaq, thereby enabling the Exchange to operate as a primary listing venue. The proposed rules are substantially similar to the rules of Nasdaq, which have been approved by the Commission. The Commission has previously found that Nasdaq's rules are consistent with the Act.

By adopting trading halt rules, opening and closing cross procedures, halt cross procedures, and related order types that are substantially similar to those of Nasdaq, the proposed rule change will equip the Exchange with the trading infrastructure necessary to serve as a primary listing market and to protect investors and the public interest in connection with the listing and trading of securities on the Exchange. The proposed trading halt rules will provide the Exchange with authority to halt trading in listed securities for material news dissemination, extraordinary market activity, and other circumstances in which such halts are necessary to protect investors and the public interest, consistent with the halting authority exercised by Nasdaq and other primary listing markets. The proposed opening and closing cross procedures

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(5).

will establish price discovery mechanisms that are designed to promote fair and orderly markets and efficient price formation at the open and close of trading. The proposed halt cross procedures will establish re-opening mechanisms following trading halts that are designed to ensure fair and orderly markets and to protect investors.

The proposed rule change also adds order types necessary for the operation of the opening and closing crosses, which will provide market participants with the ability to participate in these price-setting events. These order types are substantially similar to those available on Nasdaq.

The proposed new definitions for “Exchange-Traded Product” and “Business Day” in Equity 1, Section 1(a)(19) and (a)(20) will improve the clarity and transparency of Exchange rules by adding defined terms that are used throughout the Exchange’s rules.

The proposed Rule 4370 will protect investors and the public interest by establishing additional oversight requirements for securities listed on the Exchange that are issued by the Exchange or its affiliates, including quarterly reporting to the Regulatory Oversight Committee, annual independent accounting firm review, and Commission notification requirements.

The proposed amendments to Rule 4763 will protect investors and the public interest by establishing procedures for the Exchange, as a listing market, to determine trigger prices under Regulation SHO’s short sale price test, which is a function performed by primary listing markets.

The proposed amendments to Rule 4121 will protect investors and the public interest by establishing re-opening procedures for market-wide circuit breaker halts that are substantially similar to those of Nasdaq, ensuring fair and orderly re-opening of trading following market-wide circuit breaker events.

By basing the proposed rules on the rules of the Exchange's affiliate, Nasdaq, the proposed rule change will promote continuity across affiliated exchanges and will ensure that market participants encounter substantially similar rules and trading procedures across both exchanges.

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 will align the Exchange's rules at Equity 1 and Equity 4 with the substantially similar rules of Nasdaq, to prepare the Exchange to become a primary listing venue. The proposed rules will apply equally to all Participants of the Exchange. Further, the proposed rule change will allow the Exchange to operate under trading rules that are substantially similar to those of Nasdaq and other primary listing markets, enabling the Exchange to compete with those markets for listings. The Exchange believes that the proposed rules will promote competition among national securities exchanges by providing issuers with an additional venue for listing their securities on an exchange with trading rules that are consistent with those of other primary listing markets.

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 Act⁷ and subparagraph (f)(6) of Rule 19b-4 thereunder.⁸

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-NasdaqTX-2026-042 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.

⁷ 15 U.S.C. 78s(b)(3)(A)(iii).

⁸ 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 the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

All submissions should refer to file number SR-NasdaqTX-2026-042. 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-NasdaqTX-2026-042 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.⁹

Sherry R. Haywood,

Assistant Secretary.

⁹ 17 CFR 200.30-3(a)(12).