

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-106520; File No. SR-NasdaqTX-2026-046]

Self-Regulatory Organizations; Nasdaq Texas, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Modify the Rule 5000 Series to Transition to a Primary Listing Venue

September 29, 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 17, 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 modify the Rule 5000 Series to align with the Exchange’s transition to a primary listing venue. While these amendments are effective upon filing, the proposal will become operative upon an announcement published on the Nasdaq.com website, which is expected in the second quarter of 2027.

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 amend certain Exchange listing rules, specifically, removing Listing Rule IM-5220-1 (Dually-Listed Companies), and establishing new Listing Rules IM-5101-4 (Delisting in Connection with Trading Indicative of Potential Manipulation), 5210(l) (Special Requirements for Companies based in China, Hong Kong and Macau), 5405(b)(3)(A)(ii) (Initial Listing Requirements and Standards for Primary Equity Securities) and IM-5405-1 (Determination of Price-Based Requirements for Direct Listings), to prepare the Exchange to become a primary listing venue during the second quarter of 2027. The proposed changes align with The Nasdaq Stock Market LLC ("Nasdaq").

The Exchange recently changed its name to Nasdaq Texas and adopted new initial and continued listing standards for equity securities that are substantially similar to those of the Nasdaq Global Market.³ As explained when Nasdaq Texas adopted the new initial and continued listing standards, the Exchange anticipated subsequent modification of its rules to allow it to

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) ("Listing Rules Approval Order").

serve as a primary listing venue in the future.⁴ The proposed rule changes described below are designed to provide additional listing options as a primary listing venue and to also align the Exchange's rules with the corresponding rules of Nasdaq.

The proposal will become operative upon an announcement published on the Nasdaq.com website, which is expected in the second quarter of 2027.⁵

Proposed Listing Rule IM-5101-4

Nasdaq Texas is proposing a new Listing Rule IM-5101-4 substantially similar to Nasdaq, which was approved by the Commission.⁶ The proposed rule gives the Exchange authority to delist a security where the Commission has previously implemented a temporary trading suspension pursuant to Exchange Act Section 12(k) and Nasdaq Texas determines it appropriate and in the public interest to do so. In addition to the proposed change bringing alignment to its listing rules with Nasdaq rules, the Exchange believes the proposed rule will enable it to address instances where a company satisfies its listing requirements, but there are ongoing concerns about the trading in the company's securities, which the Exchange believes indicates that the security is inappropriate for continued listing.

Proposed Listing Rule 5210(l)

Nasdaq Texas is proposing a new Listing Rule 5210(l), which would add new listing requirements for companies based in the People's Republic of China ("China") (including the Hong Kong Special Administrative Region and the Macau Special Administrative Region) (collectively, "Chinese companies"). More specifically, proposed Listing Rule 5210(l) would

⁴ Id. at 10658.

⁵ The Exchange also expects to file a separate rule proposal establishing listing fees applicable to companies with a primary listing on the Exchange before the proposal becomes operative.

⁶ See Exchange Act Release No. 105603 (June 3, 2026), 91 FR 34675 (June 8, 2026) (Order Granting Accelerated Approval to Adopt Listing Rule IM-5101-4).

apply to a Company that is headquartered or incorporated in China (including the Hong Kong Special Administrative Region and the Macau Special Administrative Region) or whose business is principally administered in one of those jurisdictions. A Company's business will be considered to be principally administered in a jurisdiction if: (1) the Company's books and records are located in that jurisdiction; (2) at least 50% of the Company's assets are located in such jurisdiction; (3) at least 50% of the Company's revenues are derived from such jurisdiction; (4) at least 50% of the Company's directors are citizens of, or reside in, such jurisdiction; (5) at least 50% of the Company's officers are citizens of, or reside in, such jurisdiction; (6) at least 50% of the Company's employees are based in such jurisdiction; or (7) the Company is controlled by, or under common control with, one or more persons or entities that are citizens of, reside in, or whose business is headquartered, incorporated, or principally administered in such jurisdiction.⁷

Additionally, in the case of an initial public offering, a Chinese company must offer a minimum amount of securities in Firm Commitment Offering in the United States to Public Holders⁸ that will result in gross proceeds to the company of at least \$25 million.

Nasdaq Texas also proposes adopting comparable changes for companies seeking to list in connection with business combination, and listings that are currently trading on the OTC market or another national securities exchange. In the case of a business combination, as

⁷ Pursuant to Listing Rule 5005(a), "Company" means the issuer of a security listed or applying to list on Nasdaq Texas. For purposes of the Rule 5000 Series, the term "Company" includes an issuer that is not incorporated, such as, for example, a limited partnership. The term "control" (including the terms "controlling," "controlled by" and "under common control with") shall have the same meaning as set forth in 17 CFR § 240.12b-2(4), which means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise.

⁸ Rule 5005(a) defines "Public Holders" as "holders of a security that includes both beneficial holders and holders of record, but does not include any holder who is, either directly or indirectly, an Executive Officer, director, or the beneficial holder of more than 10% of the total shares outstanding."

described in Listing Rule 5110(a) or IM-5101-2(b),⁹ Nasdaq Texas is proposing to adopt a new Listing Rule 5210(l)(ii) that would impose a similar new requirement as applicable to initial public offerings (“IPOs”) but would reflect that the listing would not typically be accompanied by an offering. Specifically, proposed Listing Rule 5210(l)(ii) would require a company to have a minimum Market Value of Unrestricted Publicly Held Shares following the business combination equal to at least \$25 million. Market Value of Unrestricted Publicly Held Shares excludes securities subject to resale restrictions from the calculation of Publicly Held Shares because securities subject to resale restrictions are not freely transferrable or available for outside investors to purchase and therefore do not truly contribute to a security’s liquidity upon listing.¹⁰

Nasdaq Texas is proposing to adopt Listing Rule 5210(l)(iii) which will prohibit a Chinese company from listing on Nasdaq Texas in connection with a Direct Listing, as defined by Listing Rule IM-5405-1. While Nasdaq only allows Chinese companies to list on the Nasdaq Global Select Market, it does not allow such companies to list on the Nasdaq Global Market (“NGM”) or the Nasdaq Capital Market. Because the Exchange’s listing requirements are similar to NGM, the Exchange is also prohibiting Direct Listings by Chinese companies.

⁹ Rule 5110(a) relates to business combinations with non-Nasdaq entities resulting in a change of control. Rule IM-5101-2(b) relates to a business combination with an acquisition company, which is a company whose business plan at the time of its initial listing is to complete an IPO and engage in a merger or acquisition with one or more unidentified companies within a specific period of time.

¹⁰ Rule 5005(a) defines “Unrestricted Publicly Held Shares” as the Publicly Held Shares that are Unrestricted Securities. Rule 5005(a) defines “Publicly Held Shares” as shares not held directly or indirectly by an officer, director or any person who is the beneficial owner of more than 10 percent of the total shares outstanding. Rule 5005(a) defines “Unrestricted Securities” as securities that are not Restricted Securities and Rule 5005(a) defines “Restricted Securities” as securities that are subject to resale restrictions for any reason, including, but not limited to, securities: (1) acquired directly or indirectly from the issuer or an affiliate of the issuer in unregistered offerings such as private placements or Regulation D offerings; (2) acquired through an employee stock benefit plan or as compensation for professional services; (3) acquired in reliance on Regulation S, which cannot be resold within the United States; (4) subject to a lockup agreement or a similar contractual restriction; or (5) considered “restricted securities” under Rule 144. Rule 5005(a) defines “Market Value” as the consolidated closing bid price multiplied by the measure to be valued (e.g., a Company’s Market Value of Publicly Held Shares is equal to the consolidated closing bid price multiplied by a Company’s Publicly Held Shares).

Additionally, Nasdaq Texas proposes Listing Rule 5210(l)(iv) which would require a Chinese company that transfers its listing from the over-the-counter market or from another national securities exchange to first trade on that other market for at least one year and have a minimum Market Value of Unrestricted Publicly Held Shares of at least \$25 million before it is eligible to list on Nasdaq Texas.

A company that falls under proposed Rule 5210(l) will also need to comply with all other applicable listing requirements. Nasdaq Texas is proposing this rule to align with Nasdaq Rule 5210(l), which was approved by the Commission and found to be consistent with the Act. Nasdaq Texas also proposes to renumber current Listing Rules 5210(l) through (m) alphabetically to maintain consistency in the rulebook.

Removal of Listing Rule IM-5220-1

Current Listing Rule IM-5220-1 requires all companies listed on Nasdaq Texas to be listed on another national securities exchange – specifically a primary listing venue. This requirement was necessary because Nasdaq Texas was not established as a primary listing venue. However, once the Exchange transitions becoming a primary listing venue, Listing Rule IM-5220-1 will no longer be applicable. Therefore, the Exchange proposes to remove this provision which will enable companies to list solely on Nasdaq Texas without being required to also list on another national securities exchange. Removing this rule also is consistent with Nasdaq Listing Rules.

Proposed Listing Rule 5405(b)(3)(A)(ii)

Nasdaq Texas is also proposing to modify Listing Rule 5405(b)(3)(A) to increase the minimum Market Value of Listed Securities that a company whose business plan is to complete one or more acquisitions, as described in Listing Rule IM-5101-2 (an “Acquisition Company”),

to at least \$100 million.¹¹ Specifically, proposed Listing Rule 5405(b)(3)(A)(ii) will require Market Value of Listed Securities of at least \$100 million (current publicly traded Companies must meet this requirement and the \$4 bid price requirement for 90 consecutive trading days prior to applying for listing if qualifying to list only under the Market Value Standard). This increased Market Value of Listed Securities requirement for the listing of an Acquisition Company is the same as the current Market Value of Listed Securities requirement under the Alternative Initial Listing Requirements for Acquisition Companies listing pursuant to Listing Rule 5406 and Section 102.06 of the New York Stock Exchange (“NYSE”) Listed Company Manual.¹² The proposed rule is also substantially similar to Nasdaq’s corresponding Listing Rules 5405(b)(3)(A)(ii). However, unlike Acquisition Companies listing under Rule 5406 or the NYSE requirements, which can list with 300 shareholders, an Acquisition Company listing under Rule 5405(b)(3)(A) would continue to be required to have 400 shareholders.

Proposed Listing Rule IM-5405-1

As explained when Nasdaq Texas adopted new initial and continued listing standards, Nasdaq Texas included cross-references to rules relating to Direct Listing, with the intent on proposing the related cross-referenced rules once Nasdaq Texas transitions to a primary listing venue.¹³ In preparation for this transition, the Exchange is proposing Listing Rule IM-5405-1 which will allow for the Direct Listing of securities on Nasdaq Texas. More specifically,

¹¹ All other Companies listing under Listing Rule 5405(b)(3)(A) will continue to be subject to the current Market Value of Listed Securities requirement of \$75 million. Rule 5005(a) defines “Listed Securities” as securities listed on Nasdaq Texas or another national securities exchange.

¹² See Nasdaq Listing Rule 5406; See also Section 102.06 of the NYSE Listed Company Manual.

¹³ Listing Rules Approval order supra n.3 at 10658 n.15.

proposed Listing Rule IM-5405-1 describes when a company whose stock is not previously registered under the Exchange Act may list on the Exchange.

Proposed Listing Rule IM-5405-1: (1) describes when a company whose stock is not previously registered under the Exchange Act may list on Nasdaq Texas, where such company is listing without a related underwritten offering upon effectiveness of a registration statement registering only the resale of shares sold by the company in earlier private placements; (2) sets forth the additional listing requirements for Direct Listings on the Exchange; and (3) describes how the Exchange will determine compliance with initial listing standards related to the requirements based on the price of a security, including the bid price, Market Value of Listed Securities and Market Value of Unrestricted Publicly Held Shares. The proposed rule is substantially similar to the corresponding provisions of Nasdaq Listing Rules IM-5315-1 and 5405-1 which have been approved by the Commission and found to be consistent with the Act.¹⁴

Except as described in more detail below, under proposed Listing Rule IM-5405-1, Nasdaq Texas would generally require that a company listing on the Exchange through a Direct Listing provide Nasdaq Texas an independent third-party valuation (a “Valuation”), as defined in the proposed rule, that meets the requirements of proposed Listing Rules IM-5405-1(a)(1)(A) and (a)(1)(B). Under proposed Listing Rule IM-5405-1(a)(1)(A), any Valuation used for this purpose must be provided by an entity that has significant experience and demonstrable competence in the provision of such valuations. The Valuation must be of a recent date as of the time of the approval of the company for listing and the evaluator must have considered, among other factors, the annual financial statements required to be included in the registration

¹⁴ See Exchange Act Release No. 87648 (Dec. 3, 2019), 84 FR 67308 (Dec. 9, 2019) (Order Granting Accelerated Approval of NASDAQ-2019-001[sic]).

statement, along with financial statements for any completed fiscal quarters subsequent to the end of the last year of audited financials included in the registration statement. Nasdaq Texas will consider any market factors or factors particular to the listing applicant that would cause concern that the value of the company had diminished since the date of the Valuation and will continue to monitor the company and the appropriateness of relying on the Valuation up to the time of listing. Nasdaq Texas may withdraw its approval of the listing at any time prior to the listing date if it believes that the Valuation no longer accurately reflects the company's likely market value.¹⁵

Under proposed Listing Rule IM-5405-1(a)(1)(B), a valuation agent will not be considered independent if:

- At the time it provides such Valuation, the valuation agent or any affiliated person or persons beneficially own in the aggregate as of the date of the valuation, more than 5% of the class of securities to be listed, including any right to receive any such securities exercisable within 60 days.
- The valuation agent or any affiliated entity has provided any investment banking services to the listing applicant within the 12 months preceding the date of the Valuation. For purposes of this provision, "investment banking services" includes, without limitation, acting as an underwriter in an offering for the issuer; acting as a financial adviser in a merger or acquisition; providing venture capital, equity lines of credit, PIPEs (private investment, public equity transactions), or similar

¹⁵ Additionally, under Listing Rule 5101 Nasdaq Texas has broad discretionary authority to deny initial listing, apply additional or more stringent criteria for the initial or continued listing of particular securities, or suspend or delist particular securities based on any event, condition, or circumstance that exists or occurs that makes initial or continued listing of the securities on Nasdaq Texas inadvisable or unwarranted in the opinion of Nasdaq Texas, even though the securities meet all enumerated criteria for initial or continued listing on Nasdaq Texas.

investments; serving as placement agent for the issuer; or acting as a member of a selling group in a securities underwriting. The valuation agent or any affiliated entity has been engaged to provide investment banking services to the listing applicant in connection with the proposed listing or any related financings or other related transactions.

For a security that has had sustained recent trading in a Private Placement Market¹⁶ prior to listing, Nasdaq Texas will determine a company's price, Market Value of Listed Securities and Market Value of Unrestricted Publicly Held shares based on the lesser of: (i) the value calculable based on the Valuation¹⁷ and (ii) the value calculable based on the most recent trading price in a Private Placement Market.¹⁸

Under proposed Listing Rule IM-5405-1(a)(5), to determine compliance with the price-based requirements and suitability for listing on the Exchange, Nasdaq Texas will examine the trading price trends for the stock in the Private Placement Market over a period of several months prior to listing and will only rely on a Private Placement Market price if it is consistent with a sustained history over that several month period evidencing a market value in excess of Nasdaq Texas' market value requirement. Nasdaq Texas believes that the price from such sustained trading in a Private Placement Market for the issuer's securities is predictive of the

¹⁶ Nasdaq Texas defines "Private Placement Market" in Listing Rule 5005(a) as a trading system for unregistered securities operated by a national securities exchange or a registered broker-dealer.

¹⁷ As described in more detail below, under proposed Listing Rules IM-5405-1(a)(3), in lieu of a Valuation, Nasdaq Texas may accept certain other compelling evidence of the security's price, Market Value of Listed Securities and Market Value of Unrestricted Publicly Held Shares.

¹⁸ Proposed Listing Rule IM-5405-1(a)(1).

price in the market for the common stock that will develop upon listing of the securities on Nasdaq Texas.

Alternatively, in the absence of any recent sustained trading in a Private Placement Market over a period of several months,¹⁹ to determine that such company has met the applicable price-based initial listing requirements, Nasdaq Texas proposes to require, under proposed Listing Rule IM-5405-1(a)(2) that a Valuation must evidence a price, Market Value of Listed Securities and Market Value of Unrestricted Publicly Held Shares that exceed 200% of the otherwise applicable requirement. Thus, to list on the Exchange, the Valuation must evidence a minimum bid price of at least \$8 per share; Market Value of Unrestricted Publicly Held Shares of \$30 million under the Income Standard; or Market Value of Unrestricted Publicly Held Shares of \$36 million under the Equity Standard; or Market Value of Unrestricted Publicly Held Shares of \$40 million and Market Value of Listed Securities of \$150 million under the Market Value Standard; or Market Value of Unrestricted Publicly Held Shares of \$40 million under the Total Assets/Total Revenue Standard.²⁰

Under proposed Listing Rule IM-5405-1(a)(3) Nasdaq Texas may (but is not required to) accept other compelling evidence of the security's price, Market Value of Listed Securities and Market Value of Unrestricted Publicly Held Shares, including, a tender offer for cash by the company or an unaffiliated third party, a sale between unaffiliated third parties involving the company's equity securities, or equity security sales by the company that exceed 250% of the

¹⁹ See also supra note 9[sic].

²⁰ See Listing Rules 5405(a) and (b), which generally require minimum bid price of at least \$4 per share; Market Value of Unrestricted Publicly Held Shares of \$15 million under the Income Standard; or Market Value of Unrestricted Publicly Held Shares of \$18 million under the Equity Standard; or Market Value of Unrestricted Publicly Held Shares of \$20 million and Market Value of Listed Securities of \$75 million under the Market Value Standard; or Market Value of Unrestricted Publicly Held Shares of \$20 million under the Total Assets/Total Revenue Standard.

otherwise applicable requirement. To qualify as compelling evidence, transactions under the proposed rule must (1) have been completed within the prior six months, (2) have represented at least 20% of the applicable Market Value of Unrestricted Publicly Held Shares requirement and (3) the participation of affiliates of the Company must be de minimis.²¹

For a company transferring from a foreign regulated exchange where there is a broad, liquid market for the company's shares, or listing on Nasdaq Texas while trading on such exchange, Nasdaq Texas will determine that the company has met the applicable price-based requirements based on the recent trading in such market. Listing Rule IM-5405-1(a)(4) will clarify that a company transferring from a foreign regulated exchange where there is a broad, liquid market for the company's shares or listing on the Nasdaq Texas while trading on such exchange is not subject to the new requirements applicable to Direct Listings.

Finally, proposed Listing Rule IM-5405-1(b) require that securities qualified for listing under proposed Listing Rule IM-5405-1(b) must begin trading on Nasdaq Texas following the initial pricing through the crossing mechanism available for IPOs outlined in Rule 4120(c)(8) and Rule 4753.²² To allow such initial pricing, the company must: (i) in accordance with Rule 4120(c)(9), have a broker-dealer serving in the role of financial advisor to the issuer of the securities being listed, who is willing to perform the functions under Rule 4120(c)(8) that are performed by an underwriter with respect to an initial public offering; and (ii) list upon effectiveness of a Securities Act of 1933 registration statement filed solely for the purpose of allowing existing shareholders to sell their shares.

²¹ See Proposed Listing Rule IM-5405-1(a)(3)(ii)(C).

²² Rules 4120(c)(8) and 4750 were proposed by Nasdaq on September 3, 2026. See Release No. 34-106397 dated September 16, 2026, available at <https://www.sec.gov/files/rules/sro/nasdaqtx/2026/34-106397.pdf>.

By proposing Listing Rule IM-5405-1, once Nasdaq Texas becomes a primary listing venue, issuers will have the alternative to list on the Exchange via Direct Listing.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,²³ in general, and furthers the objectives of Section 6(b)(5) of the Act,²⁴ in particular, in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transaction in securities, to remove impediments 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's proposed Listing Rules at IM-5101-4, IM-5210(l), IM-5405-1 and 5405(b)(3)(A) are substantially similar rules of Nasdaq and by removing Listing Rule IM-5220-1, the Exchange will be enabled 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.

The Exchange believes that proposed Listing Rule IM-5101-4 authority would enhance Nasdaq Texas' ability to maintain fair and orderly markets, protect investors from the risks associated with trading in securities that raise significant concerns, and ensure that Nasdaq Texas' listing standards are applied in a manner consistent with investor protection and market integrity. The Exchange also believes that Proposed Rule IM-5101-4 furthers the objectives of Section 6(b)(7) of the Act in that it would provide a fair procedure for denying listing on the

²³ 15 U.S.C. 78f(b).

²⁴ 15 U.S.C. 78f(b)(5).

Exchange. Further, issuers will continue to be afforded applicable procedural protections in connection with any delisting determination, including notice and an opportunity for review as provided under Nasdaq Texas rules.

By adopting special requirements for companies based in China, Hong Kong and Macau, and requirements for Direct Listings that are substantially similar to those of Nasdaq, in addition to removing the rule requiring issuers to dually list on another exchange, the proposed rule changes will support the Exchange's transition to serve as a primary listing market and protect investors and the public interest in connection with the listing and trading of securities on the Exchange. Further, Nasdaq and U.S. regulators and policymakers have identified specific and serious concerns with companies that principally operate in China which increase the risks to investors and make the protection of investors more difficult.²⁵ Therefore, the Exchange does not believe that the proposed listing rule is designed to permit unfair discrimination against Chinese companies.

The proposed special requirements for companies based in China, Hong Kong and Macau will help to ensure that the security has sufficient public float, investor base, and trading interest likely to generate depth and liquidity sufficient to promote fair and orderly trading, thereby protecting investors and the public interest. Nasdaq Texas also believes that requiring a \$25 million minimum offering size for Chinese companies seeking to list on the Exchange through an IPO, a business combination or transfer from the OTC market or another national securities exchange, as well as prohibiting these companies from direct listing on the Exchange, will ensure that a security to be listed on Nasdaq Texas has adequate liquidity, distribution and U.S. investor

²⁵ See Exchange Act Release No. 105495 (May 14, 2026), 91 FR 29183, 29190, (May 19, 2026) (Order Granting Accelerated Approval to Adopt Listing Rule 5210(l)).

interest to support fair and orderly trading in the secondary market, which will reduce trading volatility and price manipulation, thereby protecting investors and the public interest. Moreover, because a Direct Listing does not raise any offering proceeds and typically does not involve an underwriter to market the transaction and help develop distribution and investor interest, Nasdaq Texas does not believe that the minimum of \$30 million in Unrestricted Publicly Held Shares is sufficient for China-based Issuers to support meaningful price discovery and fair and orderly trading. The proposed rules are also substantially similar to Nasdaq Listing Rule 5210(l) which was found by the Commission to be consistent with the Act.²⁶

Removal of Listing Rule IM-5220-1 eliminates any impediments from issuers listing solely on Nasdaq Texas by eliminating the requirement for issuers to also list on another exchange, which removes an impediment to a free and open market and will enhance competition for listings consistent with Section 6(b)(8) of the Act.²⁷ Similar to other primary listing venues like Nasdaq, once Nasdaq Texas becomes a primary listing venue, Listing Rule IM-5220-1 is no longer necessary.

Nasdaq believes that the proposal to modify Listing Rule 5405(b)(3)(A) to provide that an Acquisition Company must have a Market Value of Listed Securities of at least \$100 million to list on the Global Market is consistent with the protection of investors because this proposed listing requirement raises the existing threshold and is equal to the requirements applicable to Acquisition Companies listing on Nasdaq and NYSE.

Finally, establishing Direct Listing standards pursuant to proposed Listing Rule IM-5405-1 is designed to provide issuers with an alternative mechanism for listing on the Exchange while

²⁶ Id.

²⁷ 15 U.S.C. 78f(b)(8).

protecting investors and the public interest by imposing listing standards similar to an IPO. In addition to the proposed new requirements, Direct Listings are subject to all initial listing requirements applicable to equity securities and, subject to applicable exemptions, the corporate governance requirements set forth in the Rule 5600 Series. Nasdaq Texas' existing requirements are designed to protect investors and serve to help assure that securities listed on Nasdaq Texas have sufficient investor interest and will trade in a liquid manner. As such, Nasdaq Texas believes the provisions of proposed Listing Rule IM-5405-1 protect investors and the public interest in accordance with Section 6(b)(5) of the Exchange Act.

By basing the proposed rules on the rules of the Exchange's affiliate – Nasdaq, the proposed rule changes 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 changes will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

The proposed rule changes to adopt Listing Rules 5210 and IM-5405-1 is designed to provide transparency to the mechanism of listing securities from Chinese companies and listing securities in connection with a Direct Listing, respectively. These proposed rules, in addition to the removal of Listing Rule IM-5220-1, are appropriately protective of investors and are not designed to limit the ability of the issuers of those securities to list them on any other national securities exchange. The proposed rule changes will align the Exchange's Listing Rules 5210 and IM-5405-1 with substantially similar corresponding rules of Nasdaq, which will support the Exchange in its transition to a primary listing venue. The proposed listing rules will apply equally to all issuers of the Exchange, with the exception of proposed Listing Rule 5210(1).

While proposed Listing Rule 5210(l) will apply only to companies primarily operating in China (including the Hong Kong Special Administrative Region and the Macau Special Administrative Region), Nasdaq, Congress, state financial officers and the SEC have identified specific concerns with such companies that make the imposition of additional initial listing criteria on such companies appropriate to enhance investor protection, which is a central purpose of the Act. Any impact on competition, either among listed companies or between exchanges, is incidental to that purpose.²⁸ Further, China- based issuers may elect to list on other markets that do not have a similar requirement. Further, the proposed rule change will allow the Exchange to operate under listing 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

²⁸ See supra n.26 at 29191.

as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act²⁹ and subparagraph (f)(6) of Rule 19b-4 thereunder.³⁰

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-2026-046 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.

²⁹ 15 U.S.C. 78s(b)(3)(A)(iii).

³⁰ 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-2026-046. 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-2026-046 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.³¹

Sherry R. Haywood,

Assistant Secretary.

³¹ 17 CFR 200.30-3(a)(12).