

Additions: Underlined

Deletions: [Bracketed]

## Rules of NYSE MKT LLC

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### **Rule 123C - Equities. The Closing Procedures**

#### **(1) Definitions for the Purpose of this Rule.**

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- (e) Official Closing Price. The Official Closing Price of a security listed on the Exchange is determined as follows:
- (i) The Official Closing Price is the price established in a closing transaction under paragraphs (7) and (8) of this Rule of one round lot or more. If there is no closing transaction in a security or if a closing transaction is less than one round lot, the Official Closing Price will be the most recent last-sale eligible trade in such security on the Exchange on that trading day. If there were no last-sale eligible trades in a security on the Exchange on a trading day, the Official Closing Price of such security will be the prior day's Official Closing Price.
  - (ii) [If the Exchange is unable to conduct a closing transaction in a security or securities due to a systems or technical issue, the Official Closing Price of such security will be the last consolidated last-sale eligible trade for such security during regular trading hours on that trading day. If there were no consolidated last-sale eligible trades in a security on a trading day when the Exchange is unable to conduct a closing transaction in a security or securities due to a systems or technical issue, the Official Closing Price of such security will be the prior day's Official Closing Price.] If the Exchange determines at or before 3:00 p.m. Eastern Time that it is unable to conduct a closing transaction in one or more securities due to a systems or technical issue, the Exchange will designate an alternate exchange for such security or securities and the Official Closing Price of each security will be determined on the following hierarchy:
    - (A) the Official Closing Price will be the official closing price for such security under the rules of the designated alternate exchange;
    - (B) if the designated alternate exchange does not have an official closing price in a security, the Official Closing Price will be the volume-weighted average price ("VWAP") of the consolidated last-sale eligible prices of the last five minutes of trading during regular trading hours up to the time that the VWAP is

processed, including any closing transactions on an exchange, and taking into account any trade breaks or corrections up to the time of the VWAP is processed;

(C) if the designated alternate exchange does not have an official closing price in a security and there were no consolidated last-sale eligible trades in the last five minutes of trading during regular trading hours in such security, the Official Closing Price will be the last consolidated last-sale eligible trade during regular trading hours on that trading day;

(D) if the designated alternate exchange does not have an official closing price in a security and there were no consolidated last-sale eligible trades on a trading day in such security, the Official Closing Price will be the prior day's Official Closing Price; or

(E) if an Official Closing Price for a security cannot be determined under (A), (B), or (C) of this paragraph (e)(ii) and there is no prior day's Official Closing Price, the Exchange will not publish an Official Closing Price for such security.

(iii) If the Exchange determines after 3:00 p.m. Eastern Time that it is unable to conduct a closing transaction in one or more securities due to a systems or technical issue, the Official Closing Price of each such security will be determined on the following hierarchy:

(A) the Official Closing Price will be the VWAP of the consolidated last-sale eligible prices of the last five minutes of trading during regular trading hours up to the time that the VWAP is processed, including any closing transactions on an exchange, and any taking into account any trade breaks busts or corrections up to the time the VWAP is processed;

(B) if there were no consolidated last-sale eligible trades in the last five minutes of trading during regular trading hours in such security, the Official Closing Price will be the last consolidated last-sale eligible trade during regular trading hours on that trading day;

(C) if there were no consolidated last-sale eligible trades in such security on a trading day, the Official Closing Price will be the prior day's Official Closing Price; or

(D) if an Official Closing Price for a security cannot be determined under (A), (B), or (C) of this paragraph (e)(iii) and there is no prior day's Official Closing Price, the Exchange will not publish an Official Closing Price for such security.

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