

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-102918; File No. SR-PEARL-2025-17]

Self-Regulatory Organizations; MIAX PEARL, LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend Exchange Rule 2625 to Introduce a New Data Product Known as the U.S. Equity Short Volume & Trades Report

April 23, 2025.

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 April 14, 2025, MIAX PEARL, LLC (“MIAX Pearl” or “Exchange”)³, filed with the Securities and Exchange Commission (“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 to amend Exchange Rule 2625 to introduce a new data product to be known as the U.S. Equity Short Volume & Trades Report.

The text of the proposed rule change is available on the Exchange’s website at <https://www.miaxglobal.com/markets/us-equities/pearl-equities/rule-filings>, at MIAX Pearl’s principal office, and at the Commission’s Public Reference Room.

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

¹ 15 U.S.C. 78a.

² 17 CFR 240.19b-4.

³ All references to “MIAX Pearl” in this filing are to MIAX Pearl Equities, the equities trading facility of MIAX PEARL, LLC. See Exchange Rule 1901.

In its filing with the Commission, MIAX Pearl 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. MIAX Pearl 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 the Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to amend Exchange Rule 2625 to adopt a new subparagraph 2625(b)(1)(i) in order to introduce a new data product to be known as the U.S. Equity Short Volume & Trades Report. A description of market data products offered by the Exchange is provided in Exchange Rule 2625 and proposed Exchange Rule 2625(b)(1)(i) provides that the U.S. Equity Short Volume & Trades Report is a report that will contain both an end-of-day short volume report and an end-of-month report that provides a record of all short sale transactions for the month. The Exchange’s proposed U.S. Equity Short Volume & Trades Report is substantively similar to the same-named reports offered by Cboe BZX Exchange, Inc. (“BZX Equities”), Cboe EDGX Exchange, Inc. (“EDGX Equities”), Cboe BYX Exchange, Inc. (“BYX Equities”), and Cboe EDGA Exchange, Inc. (“EDGA Equities”).⁴

The proposed end-of-day report (“EOD Report”) included within the U.S. Equity Short Volume & Trades Report will summarize certain equity trading activity on the Exchange,

⁴ See BZX Equities Rule 11.22(f); BYX Equities Rule 11.22(f); EDGX Equities Rule 13.8(h); and EDGA Equities Rule 13.8(h).

including trade date,⁵ total trade volume,⁶ sell short trade volume,⁷ and sell short exempt trade volume,⁸ by symbol.⁹ The proposed end-of-month report (“EOM Report”) included in the U.S. Equity Short Volume & Trades Report will provide a record of all short sale transactions for the month, including trade date and time (in nanoseconds),¹⁰ trade size,¹¹ trade price,¹² and type of short sale execution,¹³ by symbol and exchange.¹⁴ The U.S. Equity Short Volume & Trades Report will be available for purchase to both Equity Members¹⁵ as well as non-Members.¹⁶

As noted herein, the data fields proposed to be included in the proposed EOD Report and

⁵ “Trade date” is the date of trading activity in yyyy-mm-dd format. This is the same format as is currently provided in the Cboe family of exchanges’ reports. See Cboe U.S. Equity Short Volume & Trades Report Product Specifications, v1.0, available at https://datashop.cboe.com/documents/CboeEquityShortVol_Trades_Spec.pdf (last visited April 2, 2025) (“Cboe Short Sale Report Spec”).

⁶ “Total trade volume” is the total number of shares transacted. This data point is included in the Cboe family of exchanges’ reports. See id.

⁷ “Sell short trade volume” is the total number of shares sold short. This data point is included in the Cboe family of exchanges’ reports. See id.

⁸ “Sell short exempt trade volume” is the total number of shares sold short classified as exempt. This data point is included in the Cboe family of exchanges’ reports. See id.

⁹ “Symbol” refers to the MIAX Pearl Equities formatted symbol in which the trading activity occurred. See <https://www.miaxglobal.com/markets/us-equities/pearl-equities/listings>.

¹⁰ “Trade date and time” is the date and time of trading activity in yyyy-mm-dd hh:mm:ss:mmm:nnnnn (nanoseconds) ET format. This data point is substantively similar to the trade date and time data point included in the Cboe family of exchanges’ reports, except that the Cboe family of exchanges’ reports are in microseconds. See Cboe Short Sale Report Spec, supra note 5.

¹¹ “Trade size” is the number of shares transacted. This data point is included in the Cboe family of exchanges’ reports. See id.

¹² “Trade price” is the price at which shares were transacted. This data point is included in the Cboe family of exchanges’ reports. See id.

¹³ “Short sale type” is a data field that will indicate whether the transaction was a short sale or short sale exempt transaction. A short sale transaction is a transaction in which a seller sells a security which the seller does not own, or the seller has borrowed for its own account. See 17 CFR 242.200. A short sale exempt transaction is a short sale transaction that is exempt from the short sale price test restrictions of Regulation SHO Rule 201. See 17 CFR 242.201(c). This data point is included in the Cboe family of exchanges’ reports. See id.

¹⁴ “Exchange” is the market identifier (H = PEARL).

¹⁵ The term “Equity Member” is a Member authorized by the Exchange to transact business on MIAX Pearl Equities. See Exchange Rule 1901.

¹⁶ The Exchange intends to submit a separate filing to establish fees for the U.S. Equity Short Volume & Trades Report.

EOM Report are substantively similar to the data fields included by BZX Equities, BYX Equities, EDGX Equities and EDGA Equities in their reports of the same name.¹⁷

Both the EOD Report and EOM Report will be included in the cost of the U.S. Equity Short Volume & Trades Report and will be available for purchase by both Equity Members and non-Members on an annual or monthly subscription basis. At this time, the Exchange does not propose to offer historical data in the EOD Report and EOM Report.¹⁸

The Exchange anticipates that a wide variety of market participants will purchase the proposed U.S. Equity Short Volume & Trades Report, including, but not limited to, active equity trading firms and academic institutions. For example, the Exchange notes that academic institutions may utilize the U.S. Equity Short Volume & Trades Report data and as a result promote research and studies of the equities industry to the benefit of all market participants. The Exchange further believes the proposed U.S. Equity Short Volume & Trades Report may provide helpful trading information regarding investor sentiment that may allow market participants to make more informed trading decisions and may be used to create and test trading models and analytical strategies and provide comprehensive insight into trading on the Exchange. The proposed U.S. Equity Short Volume & Trades Report is a completely voluntary product, in that the Exchange is not required by any rule or regulation to make this data available and that potential subscribers may purchase it only if they voluntarily choose to do so.

The Exchange also proposes to amend the heading of Exchange Rule 2625 to now be

¹⁷ See *supra* note 5. See also, e.g., Securities Exchange Act Release No. 97304 (April 13, 2023), 88 FR 24246 (April 19, 2023) (SR-CboeBZX-2023-024).

¹⁸ The Exchange notes that this differs from the Cboe family of exchanges' reports, which currently offer historical data. See fee schedules for BZX Equities, BYX Equities, EDGX Equities, and EDGA Equities, available at <https://www.cboe.com/us/equities/membership/pricing/> (last visited April 3, 2025) (providing users the ability to purchase historical US Equity Short Volume & Trades Report data on a per month basis).

“Proprietary Data Products and Reports”. The Exchange proposes to add two subheadings under Rule 2625, which are “(a) Proprietary Market Data Products” and “(b) Reports”. The currently available data products provided by the Exchange are Depth of Market Feed, Top of Market Feed, and Historical Data, which would fall under proposed Exchange Rule 2625(a). Subparagraphs (a)—(c) of Exchange Rule 2625 will be renumbered as (a)(1)(i)—(a)(1)(iii). The proposed U.S. Equity Short Volume & Trades Report would fall under proposed subparagraph (b)(1)(i) of Exchange Rule 2625. The purpose of these changes is to provide consistency and clarity in the Exchange’s Rulebook regarding available market data products and reports.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Act and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.¹⁹ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)²⁰ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, 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 transactions in securities, 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. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)²¹ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

¹⁹ 15 U.S.C. 78f(b).

²⁰ 15 U.S.C. 78f(b)(5).

²¹ Id.

In adopting Regulation NMS, the Commission granted self-regulatory organizations (“SROs”) and broker-dealers increased authority and flexibility to offer new and unique market data to the public. It was believed that this authority would expand the amount of data available to consumers, and also spur innovation and competition for the provision of market data. The Exchange believes that the proposed U.S. Equity Short Volume & Trades Report would further broaden the availability of U.S. equity market data to investors consistent with the principles of Regulation NMS. The proposal also promotes increased transparency through the dissemination of short volume and short sale execution data. The proposed rule change would benefit investors by providing access to the U.S. Equity Short Volume & Trades data, which may promote better informed trading, as well as research and studies of the equities industry.

Moreover, as noted above, the Cboe family of exchanges offer substantively similar reports on a daily and monthly basis via a short sale file.²² The Cboe reports provide data that is substantively similar to the offering proposed by the Exchange. The proposed EOD Report that will be offered as one component of the U.S. Equity Short Volume & Trades Report will contain trade date, total trade volume, sell short trade volume, and sell short exempt trade volume by symbol, which is substantially similar to the Cboe family of exchanges’ daily short volume product offerings.²³ The proposed EOM Report that will be offered as the second component of the U.S. Equity Short Volume & Trades Report will contain date, time, size, price, short sale type, market center, and symbol, which is nearly identical to the data fields found within the Cboe family of exchanges’ monthly short volume reports.²⁴ As stated previously, the Exchange’s EOM Report is nearly identical to the Cboe family of exchanges’ monthly reports in that the

²² See supra note 5.

²³ See supra notes 6, 7, 8 and 9.

²⁴ See supra notes 10, 11, 12, 13, and 14.

Exchange will offer substantively similar data fields. Accordingly, the proposed U.S. Equity Short Volume & Trades Report does not provide a unique or novel data offering, but rather offers data points consistent with other data products already available and utilized by market participants today.

The Exchange believes the proposed changes to the headings and subparagraphs in Exchange Rule 2625 will promote just and equitable principles of trade and remove impediments to and perfect the mechanism of a free and open market and a national market system because the proposed rule changes will provide greater clarity to Equity Members and the public regarding the Exchange's Rulebook regarding available market data products and reports.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposal will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

Intramarket Competition

The Exchange believes the proposed rule change does not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Rather, the Exchange believes that the proposal will promote fair competition among the national securities exchanges by permitting the Exchange to offer a data product that provides substantially the same data offered by other equities exchanges.²⁵ The Exchange's proposed U.S. Equity Short Volume & Trades Report will contain both an EOD Report and an EOM Report, both of which are nearly identical to the Cboe family of exchanges' data product offerings.

Intermarket Competition

Additionally, the Exchange believes the proposed rule change does not impose any

²⁵ See supra note 5.

burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The U.S. Equity Short Volume & Trades Report will be available equally to Equity Members and non-Members. Market participants are not required to purchase the U.S. Equity Short Volume & Trades Report, and the Exchange is not required to make the U.S. Equity Short Volume & Trades Report available. Rather, the Exchange is voluntarily making the U.S. Equity Short Volume & Trades Report available, as requested by customers, and market participants may choose to receive (and, subject to filing by the Exchange, pay for) this data based on their own business needs. Potential purchasers may request the data at any time if they believe it to be valuable or may decline to purchase such data. Given the above, the Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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The Exchange does not believe that the proposed changes to the headings and subparagraphs in Exchange Rule 2625 will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. Specifically, the Exchange believes the proposed changes will not impose any burden on intra-market because the rules of the Exchange apply to all Equity Members equally. The proposed rule changes to the headings and subparagraphs in Exchange Rule 2625 will have no impact on competition as they are not designed to address any competitive issue but rather are designed to provide added clarity to the Exchange's Rulebook.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments were neither solicited nor received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act²⁶ and Rule 19b-4(f)(6)²⁷ thereunder. 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) of the Act²⁸ and Rule 19b-4(f)(6)²⁹ thereunder.

A proposed rule change filed under Rule 19b-4(f)(6)³⁰ normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),³¹ the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the 30-day operative delay so that the proposed rule change may become operative immediately upon filing. The Exchange states that its proposed U.S. Equity Short Volume & Trades Report is nearly identical to the US Equity Short Volume & Trades Reports provided by the Cboe family of exchanges, and that introduction of its proposed report will promote competition among the national securities exchanges. For these reasons, and because the proposed rule change does not raise any novel legal or regulatory issues, the Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and

²⁶ 15 U.S.C. 78s(b)(3)(A).

²⁷ 17 CFR 240.19b-4(f)(6).

²⁸ 15 U.S.C. 78s(b)(3)(A).

²⁹ 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, along with a brief description and text of 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.

³⁰ 17 CFR 240.19b-4(f)(6).

³¹ 17 CFR 240.19b-4(f)(6)(iii).

the public interest. Therefore, the Commission hereby waives the 30-day operative delay and designates the proposed rule change to be operative upon filing.³²

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-PEARL-2025-17 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-PEARL-2025-17. This file number should be included on the subject line if email is used. To help the Commission process and

³² For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

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 submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also 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-PEARL-2025-17 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.³³

Sherry R. Haywood,

Assistant Secretary.

³³ 17 CFR 200.30-3(a)(12), (59).