

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-104208; File No. SR-PEARL-2025-46]

Self-Regulatory Organizations: Notice of Filing and Immediate Effectiveness of a Proposed Rule Change by MIAx PEARL, LLC to Amend the MIAx Pearl Equities Fee Schedule

November 18, 2025.

Pursuant to the provisions of 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 30, 2025, MIAx PEARL, LLC (“MIAx Pearl” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) a 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 fee schedule (the “Fee Schedule”) applicable to MIAx Pearl Equities, an equities trading facility of the Exchange, to amend the following: (i) the standard rebate for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to the Exchange and update the corresponding Liquidity Indicator Codes; (ii) the standard rebate for executions of orders in securities priced at or above \$1.00 per share that add non-displayed liquidity to the Exchange and update the corresponding Liquidity Indicator Codes; (iii) the standard fee for executions of orders in securities priced at or above \$1.00 per share that remove liquidity from the Exchange and update the corresponding Liquidity Indicator Codes; (iv) the NBBO Setter Plus Table (described below) to amend certain volume thresholds

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

and the standard and enhanced rebates for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to the Exchange; (v) the NBBO Setter Additive Rebate under the NBBO Setter Plus Program (described below); and (vi) Note 3 of the NBBO Setter Plus Table.

The text of the proposed rule change is available on the Exchange's website at <https://www.miaxglobal.com/markets/us-options/pearl-options/rule-filings> and at MIAX Pearl's principal office.

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 Exchange proposes to amend the Fee Schedule to amend the following: (i) the standard rebate³ for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to the Exchange ("Added Displayed Volume") across all Tapes and update the corresponding Liquidity Indicator Codes⁴; (ii) the standard rebate for executions of orders in securities priced at or above \$1.00 per share that add non-displayed liquidity to the Exchange

³ The Exchange notes that rebates are indicated by parentheses in the Fee Schedule. See the General Notes section of the Fee Schedule.

⁴ See, generally, Fee Schedule, Section 1(b).

(“Added Non-Displayed Volume”) and update the corresponding Liquidity Indicator Codes; (iii) the standard fee for executions of orders in securities priced at or above \$1.00 per share that remove liquidity from the Exchange and update the corresponding Liquidity Indicator Codes; (iv) the NBBO Setter Plus Table⁵ to amend certain volume thresholds and the standard and enhanced rebates for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to the Exchange; (v) the NBBO Setter Additive Rebate under the NBBO Setter Plus Program (referred to herein as the “NBBO Program”); and (vi) Note 3 of the NBBO Setter Plus Table.

Proposal to Amend Standard Rebate for Added Displayed Volume

The Exchange proposes to amend Section 1)a) of the Fee Schedule to amend the standard rebate for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to the Exchange across all Tapes in all trading sessions. Currently, the Exchange provides a standard rebate of (\$0.0018) per share for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to the Exchange across all Tapes in all trading sessions.⁶ The Liquidity Indicator Codes applicable to this rebate are as follows: AA, EA, FA, AB, EB, FB, AC, EC, and FC.⁷

The Exchange now proposes to reduce the standard rebate from (\$0.0018) to (\$0.0016) per share for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to the Exchange across all Tapes in all trading sessions. The purpose of this proposed change is for business and competitive reasons. The Exchange notes that despite the change proposed herein, the Exchange’s proposed standard rebate of (\$0.0016) per share for

⁵ See, generally, Fee Schedule, Section 1)c).

⁶ See Fee Schedule, Section 1)a).

⁷ See Fee Schedule, Sections 1)a)-b).

executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to the Exchange remains competitive with the standard rebate for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume that is provided by other equity exchanges.⁸

Proposal to Amend Standard Rebate for Added Non-Displayed Volume

The Exchange proposes to amend Section 1)a) of the Fee Schedule to amend the standard rebate for executions of orders in securities priced at or above \$1.00 per share that add non-displayed liquidity to the Exchange across all Tapes in all trading sessions. Currently, the Exchange provides a standard rebate of (\$0.00205) per share for executions of orders in securities priced at or above \$1.00 per share that add non-displayed liquidity to the Exchange across all Tapes in all trading sessions.⁹ The Liquidity Indicator Codes applicable to this rebate are as follows: Aa, Ea, Fa, Ab, Eb, Fb, Ac, Ec, Fc, Ap, Ep, Fp, Ar, Er, and Fr.¹⁰

The Exchange now proposes to reduce the standard rebate from (\$0.00205) to (\$0.00200) per share for executions of orders in securities priced at or above \$1.00 per share that add non-displayed liquidity to the Exchange across all Tapes in all trading sessions. The purpose of this proposed change is for business and competitive reasons. The Exchange notes that despite the change proposed herein, the Exchange's proposed standard rebate of (\$0.00200) per share for executions of orders in securities priced at or above \$1.00 per share that add non-displayed liquidity to the Exchange remains competitive with the standard rebate for executions of orders

⁸ See, e.g., MEMX LLC ("MEMX") Equities Fee Schedule, Transaction Fees (providing standard rebate of \$0.0015 per share for executions of orders in securities priced at or above \$1.00 per share for added displayed volume); and Cboe EDGX Exchange, Inc. ("EDGX"), Equities Fee Schedule, Standard Rates (providing standard rebate of \$0.0016 per share for executions of orders in securities priced at or above \$1.00 per share that add liquidity).

⁹ See Fee Schedule, Section 1)a).

¹⁰ See Fee Schedule, Sections 1)a)-b).

in securities priced at or above \$1.00 per share for Added Non-Displayed Volume that is provided by at least one other equity exchange.¹¹

Proposal to Amend Standard Fee for Removed Volume

The Exchange proposes to amend Section 1)a) of the Fee Schedule to amend the standard fee for executions of orders in securities priced at or above \$1.00 per share that remove liquidity from the Exchange across all Tapes in all trading sessions. Currently, the Exchange assesses a standard fee of \$0.00295 per share for executions of orders in securities priced at or above \$1.00 per share that remove liquidity from the Exchange across all Tapes in all trading sessions.¹² The Liquidity Indicator Codes applicable to this fee are as follows: RA, eA, fA, Ra, ea, fa, RB, eB, fB, Rb, eb, fb, RC, eC, fC, Rc, ec, fc, Rp, ep, fp, RR, eR, fR, Rr, er, fr, RT, eT, fT, Rt, et, and ft.¹³

The Exchange now proposes to increase the standard fee from \$0.00295 to \$0.00300 per share for executions of orders in securities priced at or above \$1.00 per share that remove liquidity from the Exchange across all Tapes in all trading sessions. The purpose of this proposed change is for business and competitive reasons. The Exchange notes that despite the change proposed herein, the Exchange's proposed standard fee of \$0.00300 per share for executions of orders in securities priced at or above \$1.00 per share that remove liquidity from the Exchange remains competitive with the standard fee for executions of orders in securities priced at or above \$1.00 per share for removed volume that is charged by other equity

¹¹ See, e.g., NYSE Arca, Inc. ("NYSE Arca") Equities Fees and Charges, Section VII, page 9 (providing rebates ranging from \$0.0004 up to \$0.0020 per share for non-displayed orders adding liquidity across all tapes).

¹² See Fee Schedule, Section 1)a).

¹³ See Fee Schedule, Sections 1)a)-b).

exchanges.¹⁴

Proposal to Make Corresponding Changes to Liquidity Indicator Codes

Next, the Exchange proposes to amend Section 1)b) of the Fee Schedule to make the corresponding changes to the Liquidity Indicator Codes that are impacted as a result of the Exchange's proposal to amend the standard rebate for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to the Exchange across all Tapes in all trading sessions. In particular, the Exchange proposes to amend the table of Liquidity Indicator Codes and Associated Fees to update the rebate from (\$0.0018) to (\$0.0016) that is associated with Liquidity Indicator Codes AA, EA, FA, AB, EB, FB, AC, EC, and FC.

In addition, the Exchange proposes to amend Section 1)b) of the Fee Schedule to make the corresponding changes to the Liquidity Indicator Codes that are impacted as a result of the Exchange's proposal to amend the standard rebate for executions of orders in securities priced at or above \$1.00 per share that add non-displayed liquidity to the Exchange across all Tapes in all trading sessions. In particular, the Exchange proposes to amend the table of Liquidity Indicator Codes and Associated Fees to update the rebate from (\$0.00205) to (\$0.00200) that is associated with Liquidity Indicator Codes Aa, Ea, Fa, Ab, Eb, Fb, Ac, Ec, Fc, Ap, Ep, Fp, Ar, Er, and Fr.

The Exchange also proposes to amend Section 1)b) of the Fee Schedule to make the corresponding changes to the Liquidity Indicator Codes that are impacted as a result of the Exchange's proposal to amend the standard fee for executions of orders in securities priced at or above \$1.00 per share that remove liquidity from the Exchange across all Tapes in all trading sessions. In particular, the Exchange proposes to amend the table of Liquidity Indicator Codes

¹⁴ See, e.g., MEMX Equities Fee Schedule, Transaction Fees (providing standard fee of \$0.0030 per share for executions of orders in securities priced at or above \$1.00 per share for removed volume); EDGX Equities Fee Schedule, Standard Rates (providing standard fee of \$0.0030 per share for executions of orders in securities priced at or above \$1.00 per share that removes liquidity).

and Associated Fees to update the fee from \$0.00295 to \$0.00300 that is associated with Liquidity Indicator Codes RA, eA, fA, Ra, ea, fa, RB, eB, fB, Rb, eb, fb, RC, eC, fC, Rc, ec, fc, Rp, ep, fp, RR, eR, fR, Rr, er, fr, RT, eT, fT, Rt, et, and ft.

The purpose of amending the table of Liquidity Indicator Codes and Associated Fees is to provide Equity Members¹⁵ increased clarity as to the amended rebates and fees that will be applied to these particular executions in light of the Exchange's proposed changes to the standard rebates and fees in Section 1)a) of the Fee Schedule, described above.

Proposal to Amend Certain Volume Thresholds and Rebates for the NBBO Program

The NBBO Program was implemented beginning September 1, 2023 and subsequently amended several times.¹⁶ In general, the NBBO Program provides enhanced rebates for Equity Members that add displayed liquidity in securities priced at or above \$1.00 per share in all Tapes based on increasing volume thresholds and increasing market quality levels (described below).¹⁷

¹⁵ The term "Equity Member" is a Member authorized by the Exchange to transact business on MIAX Pearl Equities. See Exchange Rule 901.

¹⁶ See, e.g., Securities Exchange Act Release Nos. 98472 (September 21, 2023), 88 FR 66533 (September 27, 2023) (SR-PEARL-2023-45); 99318 (January 11, 2024), 89 FR 3488 (January 18, 2024) (SR-PEARL-2023-73); 99695 (March 8, 2024), 89 FR 18694 (March 14, 2024) (SR-PEARL-2024-11); 99982 (April 17, 2024), 79 FR 30408 (April 23, 2024) (SR-PEARL-2024-18); 100338 (June 14, 2024), 89 FR 52141 (June 21, 2024) (SR-PEARL-2024-26); 100491 (July 10, 2024) 89 FR 57974 (July 16, 2024) (SR-PEARL-2024-28); 101100 (September 19, 2024), 89 FR 78359 (September 25, 2024) (SR-PEARL-2024-41); 101611 (November 13, 2024), 89 FR 91455 (November 19, 2024) (SR-PEARL-2024-50); 102448 (February 19, 2025), 90 FR 10676 (February 25, 2025) (SR-PEARL-2025-05); 103234 (June 11, 2025), 90 FR 25699 (June 17, 2025) (SR-PEARL-2025-28); 103645 (August 6, 2025), and 90 FR 38677 (August 11, 2025) (SR-PEARL-2025-38).

¹⁷ The NBBO Program provides the following additional incentives that Equity Members may achieve: (1) an NBBO Setter Additive Rebate; and (2) an NBBO First Joiner Additive Rebate. The NBBO Setter Additive Rebate is an additive rebate of (\$0.0003) per share for executions of orders in securities priced at or above \$1.00 per share that set the NBB or NBO on MIAX Pearl Equities with a minimum size of a round lot. The Exchange proposes to amend the NBBO Setter Additive Rebate, which is described in further detail below. Equity Members must also execute at least 0.015% of NBBO Set Volume as a percentage of TCV during the relevant month to qualify for this additive rebate. See Fee Schedule, Section 1)c). "NBBO Set Volume" means the ADAV in all securities of an Equity Member that sets the NBB or NBO on MIAX Pearl Equities. See *id.* "TCV" means total consolidated volume calculated as the volume in shares reported by all exchanges and reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply. *Id.* The Exchange does not propose to amend the NBBO First Joiner Additive Rebate, which is an additive rebate of (\$0.0001) per share for executions of orders in securities priced at or above \$1.00 per share that bring MIAX Pearl Equities to the established NBB or NBO with a minimum size of a round lot. See Fee Schedule, Section 1)c). Equity Members must also execute at least 0.015% of

Pursuant to the NBBO Setter Plus Table in Section 1)c) of the Fee Schedule, the NBBO Program provides six volume tiers enhanced by three market quality levels to provide increasing rebates in this segment. The six volume tiers are achievable by greater volume from the best of four alternative methods. The three market quality levels are achievable by greater NBBO participation in a minimum number of specific securities (described below).

MIAX Pearl Equities first determines the applicable NBBO Program tier based on four different volume calculation methods. The four volume-based methods to determine the Equity Member's tier for purposes of the NBBO Program are calculated in parallel in each month, and each Equity Member receives the highest tier achieved from any of the four methods each month. All four volume calculation methods are based on an Equity Member's respective ADAV, NBBO Set Volume, or ADV, each as a percent of industry TCV as the denominator.¹⁸

Under volume calculation Method 1, the Exchange provides tiered rebates based on an Equity Member's ADAV as a percentage of TCV. An Equity Member qualifies for the base rebates in Tier 1 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.00% and less than 0.035% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 2 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.035% and less than 0.05% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 3 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by

NBBO Set Volume as a percentage of TCV during the relevant month to qualify for this additive rebate. See id.

¹⁸ "ADAV" means average daily added volume calculated as the number of shares added per day and "ADV" means average daily volume calculated as the number of shares added or removed, combined, per day. ADAV and ADV are calculated on a monthly basis. See the Definitions Section of the Fee Schedule.

achieving an ADAV of at least 0.05% and less than 0.08% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 4 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.08% and less than 0.20% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 5 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.20% and less than 0.40% of TCV. Finally, an Equity Member qualifies for the enhanced rebates in Tier 6 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.40% of TCV.

Under volume calculation Method 2, the Exchange provides tiered rebates based on an Equity Member's NBBO Set Volume as a percentage of TCV. Under volume calculation Method 2, an Equity Member qualifies for the base rebates in Tier 1 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an NBBO Set Volume of at least 0.00% and less than 0.01% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 2 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an NBBO Set Volume of at least 0.01% and less than 0.015% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 3 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an NBBO Set Volume of at least 0.015% and less than 0.02% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 4 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an NBBO Set Volume of at least 0.02% and less than 0.03% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 5 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed

Volume across all Tapes by achieving an NBBO Set Volume of at least 0.03% and less than 0.08% of TCV. Finally, an Equity Member qualifies for the enhanced rebates in Tier 6 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an NBBO Set Volume of at least 0.08% of TCV.

Under volume calculation Method 3, the Exchange provides tiered rebates based on an Equity Member's ADV as a percentage of TCV. An Equity Member qualifies for the base rebates in Tier 1 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADV of at least 0.00% and less than 0.15% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 2 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADV of at least 0.15% and less than 0.18% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 3 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADV of at least 0.18% and less than 0.20% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 4 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADV of at least 0.20% and less than 0.60% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 5 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADV of at least 0.60% and less than 1.00% of TCV. Finally, an Equity Member qualifies for the enhanced rebates in Tier 6 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADV of at least 1.00% of TCV.

Under volume calculation Method 4, the Exchange provides tiered rebates based on an Equity Member's ADAV as a percentage of TCV, excluding sub-dollar volume in the

calculation. An Equity Member qualifies for the base rebates in Tier 1 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.00% and less than 0.035% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 2 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.035% and less than 0.05% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 3 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.05% and less than 0.08% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 4 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.08% and less than 0.20% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 5 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.20% and less than 0.40% of TCV. Finally, an Equity Member qualifies for the enhanced rebates in Tier 6 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.40% of TCV.

After the volume calculation is performed to determine highest tier achieved by the Equity Member, the applicable rebate is calculated based on two different measurements based on the Equity Member's participation at the NBBO on the Exchange in certain securities (referenced below).

The Exchange provides one column of base rebates (referred to in the NBBO Setter Plus Table as “Level A”) and two columns of enhanced rebates (referred to in the NBBO Setter Plus Table as “Level B” and “Level C”)¹⁹, depending on the Equity Member’s Percent Time at NBBO²⁰ on MIAX Pearl Equities in a certain amount of specified securities (“Market Quality Securities” or “MQ Securities”).²¹ The NBBO Setter Plus Table specifies the percentage of time that the Equity Member must be at the NBB or NBO on MIAX Pearl Equities in at least 200 symbols out of the full list of 1,000 MQ Securities (which symbols may vary from time to time based on market conditions). The list of MQ Securities is generally based on the top multi-listed 1,000 symbols by ADV across all U.S. securities exchanges. The list of MQ Securities is updated monthly by the Exchange and published on the Exchange’s website.²²

The base rebates (“Level A”) are as follows: (\$0.00180) per share in Tier 1; (\$0.00275) per share in Tier 2; (\$0.00285) per share in Tier 3; (\$0.00295) per share in Tier 4; (\$0.00320) per share in Tier 5; and (\$0.00325) per share in Tier 6. Under Level B, the Exchange provides enhanced rebates for executions of orders in securities priced at or above \$1.00 per share for

¹⁹ For the purpose of determining qualification for the rebates described in all Levels of the Market Quality Tier columns in the NBBO Setter Plus Table, the Exchange will exclude from its calculation: (1) any trading day that the Exchange’s system experiences a disruption that lasts for more than 60 minutes during regular trading hours; (2) any day with a scheduled early market close; (3) the “Russell Reconstitution Day” (typically the last Friday in June); (4) any day that the MSCI Equities Indexes are rebalanced (i.e., on a quarterly basis); and (5) any day that the S&P 400, S&P 500, and S&P 600 Indexes are rebalanced (i.e., on a quarterly basis). See the General Notes section of the Fee Schedule.

²⁰ “Percent Time at NBBO” means the aggregate of the percentage of time during regular trading hours where a Member has a displayed order of at least one round lot at the national best bid (“NBB”) or national best offer (“NBO”). For the avoidance of doubt, only orders that are at the NBB or NBO during the Regular Trading Session count towards the Percent Time at NBBO calculation. See the Definitions section of the Fee Schedule. The term “Regular Trading Session” shall mean the time between the completion of the Opening Process or Contingent Open as defined in Exchange Rule 2615 and 4:00 p.m. Eastern Time. See Exchange Rule 1901.

²¹ “Market Quality Securities” or “MQ Securities” shall mean a list of securities designated as such, that are used for the purposes of qualifying for the rebates described in Level B and Level C of the Market Quality Tier columns in the NBBO Setter Plus Program. The universe of these securities will be determined by the Exchange and published on the Exchange’s website. See the Definitions section of the Fee Schedule.

²² See e.g. MIAX Pearl Equities Exchange – Market Quality Securities (MQ Securities) List, available at <https://www.miaxglobal.com/markets/us-equities/pearl-equities/fees> (last visited September 24, 2025).

Added Displayed Volume across all Tapes if the Equity Member's Percent Time at NBBO is at least 25% and less than 50% in at least 200 MQ Securities per trading day during the month.

The Level B rebates are as follows: (\$0.00210) per share in Tier 1; (\$0.00280) per share in Tier 2; (\$0.00290) per share in Tier 3; (\$0.00300) per share in Tier 4; (\$0.00325) per share in Tier 5; and (\$0.00330) per share in Tier 6. Under Level C, the Exchange provides enhanced rebates for executions of orders in securities priced at or above \$1.00 per share for Added Displayed

Volume across all Tapes if the Equity Member's Percent Time at NBBO is at least 50% in at least 200 MQ Securities per trading day during the month. The Level C rebates are as follows: (\$0.00215) per share in Tier 1; (\$0.00285) per share in Tier 2; (\$0.00295) per share in Tier 3; (\$0.00305) per share in Tier 4; (\$0.00330) per share in Tier 5²³; and (\$0.00335) per share in Tier 6.

The Exchange proposes to amend the NBBO Setter Plus Table in Section 1)c) of the Fee Schedule to amend volume calculation methods used to determine the Equity Member's tier for purposes of the NBBO Program. Specifically, the Exchange proposes to increase the maximum volume threshold by 0.005% for Tier 1 of volume calculation Method 1 and make the corresponding change to increase the minimum threshold by 0.005% for Tier 2 of volume calculation Method 1 of the NBBO Program. The Exchange proposes to increase the maximum volume threshold by 0.01% for Tier 2 of volume calculation Method 1 and make the corresponding change to increase the minimum threshold by 0.01% for Tier 3 of volume calculation Method 1 of the NBBO Program. The Exchange proposes to increase the maximum

²³ The Exchange provides an alternative method for Equity Members to qualify for the enhanced rebate of Tier 5, Level C by satisfying the following three requirements in the relevant month: (1) Midpoint ADAV of at least 2,500,000 shares; (2) displayed ADAV of at least 10,000,000 shares; and (3) Percent Time at the NBBO of at least 50% in 200 or more symbols from the list of MQ Securities. See Fee Schedule, Section 1)c), note 3. The Exchange proposes to amend the first requirement of the alternative method (described below).

volume threshold by 0.02% for Tier 3 of volume calculation Method 1 and make the corresponding change to increase the minimum threshold by 0.02% for Tier 4 of volume calculation Method 1 of the NBBO Program. Accordingly, with the proposed changes to volume calculation Method 1, an Equity Member will qualify for the base rebates in Tier 1 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.00% and less than 0.04% of TCV. An Equity Member will qualify for the rebates in Tier 2 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.04% and less than 0.06% of TCV. An Equity Member will qualify for the rebates in Tier 3 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.06% and less than 0.10% of TCV. An Equity Member will qualify for the rebates in Tier 4 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.10% and less than 0.20% of TCV. The Exchange does not propose to amend the volume threshold percentages in Tiers 5 and 6 for volume calculation Method 1.

The Exchange proposes to increase the maximum volume threshold by 0.05% for Tier 3 of volume calculation Method 3 and make the corresponding change to increase the minimum threshold by 0.05% for Tier 4 of volume calculation Method 3 of the NBBO Program. Accordingly, an Equity Member will qualify for the rebates in Tier 3 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADV of at least 0.18% and less than 0.25% of TCV. An Equity Member will qualify for the rebates in Tier 4 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume across all Tapes by achieving an ADV of at least 0.25% and

less than 0.60% of TCV. The Exchange does not propose to amend the volume threshold percentages in Tiers 1, 2, 5 and 6 for volume calculation Method 3.

The Exchange proposes to increase the maximum volume threshold by 0.005% for Tier 1 of volume calculation Method 4 and make the corresponding change to increase the minimum threshold by 0.005% for Tier 2 of volume calculation Method 4 of the NBBO Program. The Exchange proposes to increase the maximum volume threshold by 0.01% for Tier 2 of volume calculation Method 4 and make the corresponding change to increase the minimum threshold by 0.01% for Tier 3 of volume calculation Method 4 of the NBBO Program. The Exchange proposes to increase the maximum volume threshold by 0.02% for Tier 3 of volume calculation Method 4 and make the corresponding change to increase the minimum threshold by 0.02% for Tier 4 of volume calculation Method 4 of the NBBO Program. Accordingly, an Equity Member will qualify for the rebates in Tier 1 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.00% and less than 0.04% of TCV. An Equity Member will qualify for the rebates in Tier 2 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.04% and less than 0.06% of TCV. An Equity Member will qualify for the rebates in Tier 3 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.06% and less than 0.10% of TCV. An Equity Member will qualify for the rebates in Tier 4 for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.10% and less than 0.20% of TCV. The Exchange does not

propose to amend the volume threshold percentages in Tiers 5 and 6 for volume calculation Method 4.

The Exchange proposes to amend the NBBO Setter Plus Table in Section 1)c) of the Fee Schedule to decrease the rebates for Tiers 1 through 5 for all rebate levels of the NBBO Program. With the proposed changes, the Level A rebates will be as follows: (\$0.00160) per share in Tier 1; (\$0.00245) per share in Tier 2; (\$0.00265) per share in Tier 3; (\$0.00285) per share in Tier 4; and (\$0.00310) per share in Tier 5. The Level B rebates will be as follows: (\$0.00165) per share in Tier 1; (\$0.00250) per share in Tier 2; (\$0.00270) per share in Tier 3; (\$0.00290) per share in Tier 4; and (\$0.00315) per share in Tier 5. The Level C rebates will be as follows: (\$0.00170) per share in Tier 1; (\$0.00255) per share in Tier 2; (\$0.00275) per share in Tier 3; (\$0.00295) per share in Tier 4; and (\$0.00325) per share in Tier 5. The Exchange does not propose to make any changes to the rebates for Tier 6 of the NBBO Program.

The purpose of increasing the volume thresholds and reducing the standard and enhanced rebates for executions of Added Displayed Volume for the above-described tiers and market quality levels of the NBBO Program is for business and competitive reasons. The Exchange notes that even with the proposed increase in the volume thresholds and decrease in the NBBO Program rebates, the base and enhanced rebates of the NBBO Program remain competitive with, or higher than, the rebates provided by other exchanges for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to those exchanges.²⁴

Proposal to Amend the NBBO Setter Additive Rebate

²⁴ See MEMX Equities Fee Schedule, Transaction Fees section (providing a highest enhanced rebate of \$0.0033 per share for executions of orders in securities priced at or above \$1.00 per share that meet certain volume requirements); and Cboe BZX Exchange, Inc. ("BZX"), Equities Fee Schedule, Add/Remove Volume Tiers (providing a highest enhanced rebate of \$0.0032 per share for executions of orders in securities priced at or above \$1.00 per share that meet certain volume requirements).

The Exchange proposes to amend the NBBO Setter Additive Rebate in the NBBO Setter Plus Table in Section 1)c) of the Fee Schedule. Currently, the Exchange provides an NBBO Setter Additive Rebate of (\$0.0003) per share, which applies only to executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume (other than Retail Orders²⁵) that set the NBB or NBO on MIAX Pearl Equities with a minimum size of a round lot. Equity Members must also execute at least 0.015% of NBBO Set Volume as a percentage of TCV during the relevant month to qualify for this additive rebate.

The Exchange now proposes to increase the NBBO Setter Additive Rebate from (\$0.0003) to (\$0.00035) per share for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume (other than Retail Orders) that set the NBB or NBO on MIAX Pearl Equities with a minimum size of a round lot. Equity Members will continue to have to execute at least 0.015% of NBBO Set Volume as a percentage of TCV during the relevant month to qualify for this additive rebate. The purpose of the proposed increase to the NBBO Setter Additive Rebate is to continue to provide an additional incentive for Equity Members to contribute Added Displayed Volume in securities priced at or above \$1.00 per share that sets the NBB or NBO on MIAX Pearl Equities, which should benefit all Equity Members by providing greater execution opportunities on the Exchange and contribute to a deeper, more liquid market, to the benefit of all investors and market participants.

Proposal to Amend the Notes Section of the NBBO Setter Plus Table

The Exchange proposes to amend the Notes section of the NBBO Setter Plus Table to amend Note 3 regarding the alternative volume calculation method for Equity Members to

²⁵ A “Retail Order” is an agency or riskless principal order that meets the criteria of FINRA Rule 5320.03 that originates from a natural person and is submitted to the Exchange by a Retail Member Organization, provided that no change is made to the terms of the order with respect to price or side of market and the order does not originate from a trading algorithm or any other computerized methodology. See Exchange Rule 2626(a)(2).

qualify for the Tier 5, Level C enhanced rebate, as proposed to be reduced. Currently, Note 3 provides that an Equity Member may qualify for the enhanced rebate of Tier 5, Level C via an alternative method by satisfying the following three requirements in the relevant month: (1) Midpoint ADAV²⁶ of at least 2,500,000 shares; (2) Displayed ADAV of at least 10,000,000 shares; and (3) Percent Time at the NBBO of at least 50% in 200 or more symbols from the list of MQ Securities. The Exchange now proposes to amend the first requirement for an Equity Member to qualify for the enhanced rebate of Tier 5, Level C via an alternative method to increase the minimum midpoint ADAV requirement from 2,500,000 to 7,000,000 shares.

The purpose of this proposed change is for business and competitive reasons in light of recent volume growth on the Exchange. The Exchange believes the proposed alternative method for Equity Members to achieve the enhanced rebate of Tier 5, Level C of the NBBO Program is a reasonable means to continue incentivizing additional liquidity at the midpoint of the Protected NBBO and Added Displayed Volume, which in turn should increase the attractiveness of the Exchange as a destination venue as Equity Members seeking price improvement would be more motivated to direct their orders to the Exchange because they would have a heightened expectation of the availability of liquidity at the midpoint of the Protected NBBO.

Implementation

The proposed changes are effective beginning October 1, 2025.

2. Statutory Basis

²⁶ Midpoint ADAV means the ADAV for the current month consisting of Midpoint Peg Orders in securities priced at or above \$1.00 per share that execute at the midpoint of the Protected NBBO and add liquidity to the Exchange. A Midpoint Peg Order is a non-displayed Limit Order that is assigned a working price pegged to the midpoint of the PBBO. A Midpoint Peg Order receives a new timestamp each time its working price changes in response to changes in the midpoint of the PBBO. See Exchange Rule 2614(a)(3). With respect to the trading of equity securities, the term “the term “Protected NBB” or “PBB” shall mean the national best bid that is a Protected Quotation, the term “Protected NBO” or “PBO” shall mean the national best offer that is a Protected Quotation, and the term “Protected NBBO” or “PBBO” shall mean the national best bid and offer that is a Protected Quotation. See Exchange Rule 1901.

The Exchange believes that its proposal to amend its Fee Schedule is consistent with Section 6(b) of the Act²⁷ in general, and furthers the objectives of Section 6(b)(4) of the Act²⁸ in particular, in that the proposed changes are an equitable allocation of reasonable fees and other charges among the Exchange's Equity Members and issuers and other persons using its facilities. The Exchange also believes that the proposal is consistent with the objectives of Section 6(b)(5)²⁹ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, and 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, and, particularly, is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange operates in a highly fragmented and competitive market in which market participants can readily direct their order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. More specifically, the Exchange is only one of seventeen registered equities exchanges, and there are a number of alternative trading systems and other off-exchange venues, to which market participants may direct their order flow. For the month of August 2025, based on publicly available information, no single registered equities exchange had more than approximately 13.90% of the total market share of executed volume of equities trading.³⁰ Thus, in such a low-concentrated and highly competitive

²⁷ 15 U.S.C. 78f(b).

²⁸ 15 U.S.C. 78f(b)(4).

²⁹ 15 U.S.C. 78f(b)(5).

³⁰ See the "Market Share" section of the Exchange's website, available at <https://www.miaxglobal.com/> (last visited September 24, 2025).

market, no single equities exchange possesses significant pricing power in the execution of order flow. For the month of August 2025, the Exchange represented 1.03% of the total market share of executed volume of equities trading.³¹ The Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and also recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”³²

The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow or discontinue to reduce use of certain categories of products, in response to new or different pricing structures being introduced into the market. Accordingly, competitive forces constrain the Exchange’s transaction fees and rebates, and market participants can readily trade on competing venues if they deem pricing levels at those other venues to be more favorable. The Exchange believes the proposal reflects a reasonable and competitive pricing structure designed to continue to incentivize market participants to direct their order flow to the Exchange, which the Exchange believes would continue to enhance liquidity and market quality to the benefit of all Equity Members and market participants.

Proposal to Amend the Standard Rebate for Adding Displayed Liquidity

The proposal to reduce the rebate for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to the Exchange is reasonable, equitably allocated,

³¹ Id.

³² See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37499 (June 29, 2005).

and not unfairly discriminatory because, even with the proposed decrease, the Exchange believes the proposed rebate of (\$0.0016) per share will not discourage order flow. The Exchange notes that despite the change proposed herein, the Exchange's proposed standard rebate of (\$0.0016) per share for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to the Exchange remains competitive with the standard rebate for similar executions that is provided by other equity exchanges.³³ The Exchange believes that even with the proposed decrease, the Exchange's standard rebate will continue to encourage Equity Members to maintain their order flow directed to the Exchange. In turn, this should continue to contribute to a deep and liquid market to the benefit of all market participants and allow the Exchange to maintain its attractiveness as a trading venue. The Exchange further believes the proposed reduced standard rebate for executions of orders that add displayed liquidity is fair, equitable and not unfairly discriminatory because the standard rebate will apply to all Equity Members that add displayed liquidity in securities priced at or above \$1.00 per share across all Tapes and trading sessions.

Proposal to Amend the Standard Rebate for Adding Non-Displayed Liquidity

The proposal to reduce the rebate for executions of orders in securities priced at or above \$1.00 per share that add non-displayed liquidity to the Exchange is reasonable, equitably allocated, and not unfairly discriminatory because, even with the proposed decrease, the Exchange believes the proposed rebate of (\$0.00200) per share will not discourage order flow. The Exchange notes that despite the change proposed herein, the Exchange's proposed standard rebate of (\$0.00200) per share for executions of orders in securities priced at or above \$1.00 per share that add non-displayed liquidity to the Exchange remains competitive with the standard

³³ See supra note 8.

rebate for similar executions that is provided by other equity exchanges.³⁴ The Exchange believes that even with the proposed decrease, the Exchange's standard rebate will continue to encourage Equity Members to maintain their order flow directed to the Exchange. In turn, this should continue to contribute to a deep and liquid market to the benefit of all market participants and allow the Exchange to maintain its attractiveness as a trading venue. The Exchange further believes the proposed reduced standard rebate for executions of orders that add non-displayed liquidity is fair, equitable and not unfairly discriminatory because the standard rebate will apply to all Equity Members that add non-displayed liquidity in securities priced at or above \$1.00 per share across all Tapes and trading sessions.

Proposal to Amend the Standard Fee for Removing Liquidity

The proposal to increase the fee for executions of orders in securities priced at or above \$1.00 per share that remove liquidity from the Exchange is reasonable, equitably allocated, and not unfairly discriminatory because, even with the proposed increase, the Exchange believes the proposed fee of \$0.00300 per share will not discourage order flow. The Exchange notes that despite the change proposed herein, the Exchange's proposed standard fee of \$0.00300 per share for executions of orders in securities priced at or above \$1.00 per share that remove liquidity from the Exchange remains competitive with the standard fee for similar executions that is charged by other equity exchanges.³⁵ The Exchange believes that even with the proposed increase, the Exchange's standard fee will continue to encourage Equity Members to remove liquidity from the Exchange. In turn, this should continue to contribute to a deep and liquid market to the benefit of all market participants and allow the Exchange to maintain its attractiveness as a trading venue. The Exchange further believes the proposed increased standard

³⁴ See supra note 11.

³⁵ See supra note 14.

fee for executions of orders that remove liquidity is fair, equitable and not unfairly discriminatory because the standard fee will apply to all Equity Members that remove liquidity in securities priced at or above \$1.00 per share across all Tapes and trading sessions.

Proposal to Make Corresponding Changes to Liquidity Indicator Codes

The Exchange believes its proposal to amend the table of Liquidity Indicator Codes and Associated Fees to update the Liquidity Indicator Codes associated with the proposed changes described above in Section 1)a) of the Fee Schedule is reasonable, equitably allocated and not unfairly discriminatory. This is because the proposed changes will provide clarity and consistency in the Fee Schedule as to the amended rebate (for Added Displayed Volume and Added Non-Displayed Volume) and amended fee (for removed volume) that will be applied to these executions in light of the Exchange's proposed changes to reduce the standard rebate (or increase the standard fee) for executions of orders in securities priced at or above \$1.00 per share that add (or remove) displayed (or non-displayed) liquidity to the Exchange across all Tapes and trading sessions. It is in the public interest for the Fee Schedule to be clear and concise.

Proposal to Amend Certain Volume Thresholds and Rebates for the NBBO Program

The Exchange believes its proposal to increase the volume threshold requirements for Tiers 1, 2, 3, and 4 of volume calculation Methods 1 and 2 [sic], and Tiers 3 and 4 of volume calculation Method 3, and decrease the rebates applicable to Tiers 1, 2, 3, 4, and 5 for all rebate Levels of the NBBO Program provides a reasonable means to continue to encourage Equity Members to not only increase their order flow to the Exchange but also to contribute to price discovery and market quality on the Exchange by submitting aggressively priced displayed liquidity in securities priced at or above \$1.00 per share. The Exchange believes that the NBBO Program, as modified with this proposal, continues to be equitable and not unfairly discriminatory because it is open to all Equity Members on an equal basis and provides enhanced

rebates that are reasonably related to the value of the Exchange's market quality associated with greater order flow by Equity Members that set the NBB or NBO, and the introduction of higher volumes of orders into the price and volume discovery process. It is designed to incentivize the entry of aggressively priced displayed liquidity that will create tighter spreads, thereby promoting price discovery and market quality on the Exchange to the benefit of all Equity Members and public investors.

In addition, the Exchange believes its proposal to increase the volume threshold requirements for Tiers 1, 2, 3, and 4 of volume calculation Methods 1 and 2 [sic], and Tiers 3 and 4 of volume calculation Method 3, and decrease the rebates applicable to Tiers 1, 2, 3, 4, and 5 for all rebate Levels of the NBBO Program is reasonable because, even with the proposed changes, the base rebates, enhanced rebates and volume requirements of the NBBO Program remain competitive with, or better than, the rebates and volume requirements provided by other exchanges for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to those exchanges.³⁶

Proposal to Amend the NBBO Setter Additive Rebate

The Exchange believes its proposal to increase the NBBO Setter Additive Rebate to (\$0.00035) per share for Added Displayed Volume (other than Retail Orders) for executions of orders in securities priced at or above \$1.00 per share that set the NBB or NBO on MIAX Pearl Equities with a minimum size of a round lot is reasonable, equitably allocated and not unfairly discriminatory because the Exchange believes it will continue to provide an additional incentive for Equity Members to contribute Added Displayed Volume in securities priced at or above \$1.00 per share that sets the NBB or NBO on MIAX Pearl Equities. In turn, this should benefit

³⁶ See supra note 24.

all Equity Members by providing greater execution opportunities on the Exchange and contribute to a deeper, more liquid market, to the benefit of all investors and market participants. Further, the NBBO Setter Additive Rebate is available to all Equity Members of the Exchange that transact in securities priced at or above \$1.00 per share in all Tapes. The Exchange believes it is reasonable and not unfairly discriminatory to continue to exclude Retail Orders from participating in the NBBO Setter Additive Rebate because executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume in Retail Orders already receive an enhanced rebate of (\$0.0037) per share.³⁷

Proposal to Amend the Notes Section of the NBBO Setter Plus Table

The Exchange believes that its proposal to amend the Notes section of the NBBO Setter Plus Table to amend the alternative volume calculation method for Equity Members to qualify for the Tier 5, Level C enhanced rebate is reasonable, equitably allocated and not unfairly discriminatory because it is open to all Equity Members on an equal basis and provides enhanced rebates that are reasonably related to the value of the Exchange's market quality associated with greater order flow by Equity Members that set the NBBO, and the introduction of higher volumes of orders into the price and volume discovery process. It is designed to continue incentivizing the entry of aggressively priced displayed liquidity that will create tighter spreads, thereby promoting price discovery and market quality on the Exchange to the benefit of all Equity Members and public investors.

For the reasons discussed above, the Exchange submits that the proposal satisfies the requirements of Sections 6(b)(4) and 6(b)(5) of the Act in that it provides for the equitable allocation of reasonable dues, fees and other charges among its Equity Members and other

³⁷ See Fee Schedule, Section 1)b), Liquidity Indicator Code "AR".

persons using its facilities and is not designed to unfairly discriminate between customers, issuers, brokers, or dealers.

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

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

Intramarket Competition

The Exchange does not believe that the proposal will impose any burden on intra-market competition not necessary or appropriate in furtherance of the purposes of the Act. The Exchange believes that its proposal to reduce the standard and enhanced rebates provided for in the NBBO Program that apply to executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume will not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because these changes are for business and competitive reasons. The Exchange notes that despite the modest reduction proposed herein to the standard and enhanced rebates for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to the Exchange, the Exchange's rebates remain competitive with, or higher than, the standard and enhanced rebates provided by other exchanges for executions of orders in securities priced at or above \$1.00 per share for Added Displayed Volume on those exchanges.³⁸

The Exchange believes that its proposal to reduce the standard rebate that applies to executions of orders in securities priced at or above \$1.00 per share for added non-displayed volume will not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because these changes are for business and

³⁸ See supra notes 8 and 24.

competitive reasons. The Exchange notes that despite the modest reduction proposed herein to the standard and enhanced rebates for executions of orders in securities priced at or above \$1.00 per share that add non-displayed liquidity to the Exchange, the Exchange's rebates remain competitive with, or higher than, the standard and enhanced rebates provided by other exchanges for executions of orders in securities priced at or above \$1.00 per share for added non-displayed volume on those exchanges.³⁹

The Exchange believes that even with the proposed decrease to the standard and enhanced Added Displayed Volume rebates and the standard rebate for added non-displayed volume, the Exchange's rebate structure for such orders will continue to incentivize market participants to direct order flow to the Exchange, thereby contributing to a deeper and more liquid market to the benefit of all market participants and enhancing the attractiveness of the Exchange as a trading venue. The Exchange believes that this, in turn, will continue to encourage market participants to direct additional orders in securities priced at or above \$1.00 per share to the Exchange. Greater liquidity benefits all Equity Members by providing more trading opportunities and encourages Equity Members to send orders to the Exchange, thereby contributing to robust levels of liquidity, which benefits all market participants.

The Exchange believes that its proposal to increase the fee that apply to executions of orders in securities priced at or above \$1.00 per share for removing liquidity from the Exchange will not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because these changes are for business and competitive reasons. The Exchange notes that despite the modest increase proposed herein to the standard fee for executions of orders in securities priced at or above \$1.00 per share that remove liquidity

³⁹ See supra note 14.

from the Exchange, the Exchange's fee remains competitive with the standard fee charged by other exchanges for executions of orders in securities priced at or above \$1.00 per share for removed volume from those exchanges.

The Exchange believes that its proposal to increase the volume thresholds in the NBBO Setter Plus Table and the Note 3 to NBBO Setter Plus Table will not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because these changes are for business and competitive reasons. The Exchange notes that despite the modest increase proposed herein to the volume thresholds, the proposed changes are designed to continue incentivizing the entry of aggressively priced displayed liquidity that will create tighter spreads, thereby promoting price discovery and market quality on the Exchange to the benefit of all Equity Members and public investors.

The Exchange believes its proposal to increase the NBBO Setter Additive Rebate will not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the Exchange believes it will continue to provide an additional incentive for Equity Members to contribute Added Displayed Volume in securities priced at or above \$1.00 per share that sets the NBB or NBO on MIAX Pearl Equities. In turn, this should benefit all Equity Members by providing greater execution opportunities on the Exchange and contribute to a deeper, more liquid market, to the benefit of all investors and market participants.

The Exchange does not believe its proposal to update the Liquidity Indicator Codes impacted by the proposed changes to Section 1)a) of the Fee Schedule, described above, will impose any burden on intramarket competition. The changes to these Liquidity Indicator Codes is to provide consistency throughout the Fee Schedule in light of the proposed changes to Section 1)a) for standard rebates and fees for adding or removing liquidity on the Exchange.

Additionally, the proposed changes will provide specificity to the Fee Schedule so that Equity Members may connect an execution to the applicable rebate or fee.

Intermarket Competition

The Exchange believes its proposal will benefit competition as the Exchange operates in a highly competitive market. Equity Members have numerous alternative venues they may participate on and direct their order flow to, including seventeen other equities exchanges and numerous alternative trading systems and other off-exchange venues. As noted above, no single registered equities exchange currently has more than approximately 13.90% of the total market share of executed equities volume. Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order flow. Moreover, the Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow in response to new or different pricing structures being introduced to the market. Accordingly, competitive forces constrain the Exchange's transaction fees and rebates generally, including with respect to executions of all orders in securities priced at or above \$1.00 per share that add displayed or non-displayed liquidity to the Exchange, or remove liquidity from the Exchange. Market participants can readily choose to send their orders to other exchanges and off-exchange venues if they deem fee levels at those other venues to be more favorable.

Additionally, the Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system "has been remarkably successful in promoting market competition in its

broader forms that are most important to investors and listed companies.”⁴⁰ The fact that this market is competitive has also long been recognized by the courts. In *NetCoalition v. Securities and Exchange Commission*, the D.C. circuit stated: “[n]o one disputes that competition for order flow is ‘fierce.’ . . . As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their routing agents, have a wide range of choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market share percentages for granted’ because ‘no exchange possess a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers’”⁴¹ Accordingly, the Exchange does not believe its proposed pricing changes impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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 foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act,⁴² and Rule 19b-4(f)(2)⁴³ thereunder. 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

⁴⁰ See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005).

⁴¹ See *NetCoalition v. SEC*, 615 F.3d 525, 539 (D.C. Cir. 2010) (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSE-2006-21)).

⁴² 15 U.S.C. 78s(b)(3)(A)(ii).

⁴³ 17 CFR 240.19b-4(f)(2).

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-2025-46 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-2025-46. 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-PEARL-2025-46 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.⁴⁴

Sherry R. Haywood,
Assistant Secretary.

⁴⁴ 17 CFR 200.30-3(a)(12).