

1. **Text of Proposed Rule Change**

(a) MIAX Sapphire, LLC (“MIAX Sapphire” or the “Company”),¹ pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act” or “Exchange Act”)² and Rule 19b-4 thereunder,³ proposes to amend the By-Laws to: (1) eliminate the requirement to maintain a Compensation Committee of the Board of Directors (“Board”)⁴ of MIAX Sapphire; (2) update the process by which the Regulatory Oversight Committee (“ROC”) determines the compensation of the Chief Regulatory Officer (“CRO”); (3) update the process by which the ROC determines personnel actions involving the CRO and senior regulatory personnel; (4) amend the requirement to maintain a Quality of Markets Committee of the Board so that the responsibilities of that committee pertain solely to the Trading Floor⁵ operations of MIAX Sapphire;⁶ (5) update the process by which the compensation of all officers, employees and agents of MIAX Sapphire is determined, with an exception for the compensation of the

¹ As used throughout the By-Laws of MIAX Sapphire, the term “Company” means MIAX Sapphire, LLC, a Delaware limited liability company. See By-Laws of MIAX Sapphire, Article I, Definitions, subparagraph (g) (effective date July 10, 2024), available at https://www.miaxglobal.com/miax_sapphire_by-laws.pdf (last visited December 17, 2024) (referred to herein as the “By-Laws”).

² 15 U.S.C. 78s(b)(1).

³ 17 CFR 240.19b-4.

⁴ The terms “Board” or “Board of Directors” means the Board of Directors of the Company. See By-Laws, Article I, Definitions, subparagraph (c).

⁵ The term “Trading Floor” or “Floor” means the physical trading floor of the Exchange located in Miami, Florida. The Trading Floor shall consist of one “Crowd Area” or “Pit” where Floor Participants will be located and option contracts will be traded. The Crowd Area or Pit shall be marked with specific visible boundaries on the Trading Floor, as determined by the Exchange. A Floor Broker must represent all orders in an “open outcry” fashion in the Crowd Area. See MIAX Sapphire Rule 100. The term “Exchange” means the national securities exchange operated by the Company. See By-Laws, Article I, Definitions, subparagraph (l).

⁶ The Company launched its electronic trading platform on August 12, 2024. See Press Release, Miami International Holdings Announces Successful Launch of MIAX Sapphire Options Exchange (dated August 13, 2024), available at https://www.miaxglobal.com/sites/default/files/alert-files/MIAX_Press_Release_08132024.pdf (last visited December 17, 2024). The Company expects to launch the MIAX Sapphire Trading Floor in Miami, Florida in June 2025. See Alert, MIAX Sapphire Options Exchange- Trading Floor Update: Notification of Important Dates and Access to Resources (dated December 6, 2024), available at <https://www.miaxglobal.com/alert/2024/12/06/miax-sapphire-options-exchange-trading-floor-update-notification-important> (last visited December 17, 2024).

CRO; and (6) make a non-substantive clarifying change to delete the definition of “Effective Date” (collectively, the “By-Law Amendments”).

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1, and a copy of the proposed amendments to the By-Laws is attached hereto as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The By-Laws of the Company may be amended by written consent of the LLC Member⁷ or at any regular or special meeting of the Board of MIAX Sapphire by a resolution adopted by the Board.⁸ The Board approved by resolution the proposed amendments to the By-Laws at a meeting held on December 20, 2024. No other action by the Board is necessary for the filing of the proposed rule change.

Questions and comments on the proposed rule change may be directed to Michael Slade, AVP, Associate Counsel, at (609) 955-0460.

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

a. Purpose

The Company proposes to amend the By-Laws to: (1) eliminate the requirement to maintain a Compensation Committee of the Board of MIAX Sapphire; (2) update the process by which the ROC determines the compensation of the CRO; (3) update the process by which the ROC determines personnel actions involving the CRO and senior regulatory personnel; (4)

⁷ The term “LLC Member” means any person who maintains a direct ownership interest in the Company. The sole LLC Member of the Company is Miami International Holdings, Inc. See By-Laws, Article I, Definitions, subparagraph (v).

⁸ See By-Laws, Article VIII, Section 8.1.

amend the requirement to maintain a Quality of Markets Committee of the Board of Directors of MIAX Sapphire solely with respect to the Trading Floor of MIAX Sapphire; (5) update the process by which the compensation of all officers, employees and agents of MIAX Sapphire is determined, with an exception for the compensation of the CRO; and (6) make a non-substantive clarifying change to delete the definition of “Effective Date”.

Proposal to Eliminate the Requirement to Maintain a Compensation Committee

First, the Company proposes to eliminate the requirement that the Company’s Board must maintain a Compensation Committee. Currently, Article IV, Section 4.1(a) of the By-Laws provides that the committees of the Board shall consist of a Compensation Committee, among other committees. The Company proposes to eliminate this requirement by deleting “Compensation Committee” from the first sentence in Section 4.1(a) of the By-Laws. With the proposed change, Section 4.1(a) will read as follows:

Committees of the Board. The committees of the Board shall consist of an Audit Committee, a Regulatory Oversight Committee, an Appeals Committee, and such other committees as may be provided in these By-Laws or the Rules or as may be from time to time established by the Board. Committees shall have such authority as is vested in them by these By-Laws or the Rules, or as is delegated to them by the Board. All committees are subject to the control and supervision of the Board.

In connection with this proposed change, the Company proposes to amend Article IV, Section 4.5(a), which discusses the Compensation Committee. In general, Section 4.5 of the By-Laws describes certain committees of the Board, whether the Board is required to maintain each committee, the compositional requirements of each committee consisting of different classes of directors (i.e., Industry Director, Non-Industry Director, Independent Director, etc.)⁹, and the purpose and powers of each enumerated committee. Regarding the Compensation Committee,

⁹ See By-Laws, Article I, Definitions, subparagraphs (r), (aa), and (p) for the definitions of Industry Director, Non-Industry Director and Independent Director, respectively.

Section 4.5(a) of the By-Laws currently states that “[t]he Chairman, with the approval of the Board, **shall** appoint a Compensation Committee consisting of Non-Industry Directors. The Compensation Committee shall consider and recommend compensation policies, programs, and practices for officers and other employees of the Company” (emphasis added).¹⁰

In connection with the proposed change described above to Section 4.1(a) to eliminate the requirement to maintain a Compensation Committee, the Company proposes to amend Article IV, Section 4.5(a) of the By-Laws to provide that a Compensation Committee of the Board **may** be appointed, although such appointment will no longer be required. In particular, the Company proposes to amend Section 4.5(a) to provide that the Chairman, with the approval of the Board, **may** appoint a Compensation Committee.

The Company also proposes to add language to Section 4.5(a) that if a Compensation Committee is not so appointed, then any references in the By-Laws to the Compensation Committee shall refer to the entire Board. Further, the Company proposes to specify that if a Compensation Committee of the Board is so appointed, each member of the Compensation Committee shall be a Non-Industry Director. The Company also proposes to amend the last sentence in Section 4.5(a) of the By-Laws to specify that the Compensation Committee (in the event such committee is so appointed or, if not so appointed, then the Board as a whole) shall consider and recommend compensation policies, programs, and practices for officers and other employees of the Company, in each case if and to the extent that such officers or employees are paid by the Company. With all of the proposed changes, Section 4.5(a) of the By-Laws will read as follows:

Compensation Committee. The Chairman, with the approval of the Board, may appoint a Compensation Committee, and if not so appointed, references to the

¹⁰ See By-Laws, Article IV, Section 4.5(a).

Compensation Committee herein shall refer to the entire Board. If a Compensation Committee is so appointed, each member of the Compensation Committee shall be a Non-Industry Director. The Compensation Committee shall consider and recommend compensation policies, programs, and practices for officers and other employees of the Company, in each case if and to the extent that such officers or employees are paid by the Company.

The purpose of these proposed changes is to align the By-Laws with actual compensation practices of MIAX Sapphire, its affiliated registered securities exchanges¹¹ and parent company, Miami International Holdings, Inc. (“MIH” or the “LLC Member”¹²). Currently, the Board has appointed a Compensation Committee, as required by the current version of the By-Laws, with assigned responsibilities with respect to compensation that overlap with the broader mandate of the compensation committee of MIAX Sapphire’s parent company, MIH. To make the practices of the Company consistent with the company-wide compensation practices of MIH, the Company proposes to eliminate the requirement to maintain a Compensation Committee of the Board. In so doing, the compensation committee of the board of directors of MIH will be the sole committee responsible for compensation functions with regard to the Company and its affiliates.¹³ As described in the charter of the compensation committee of the board of directors of MIH, that committee is generally responsible for establishing and overseeing MIH’s overall compensation philosophy. The Company notes that several other exchanges do not require in their corporate governance documents that the boards of directors for their exchange entities

¹¹ The Exchange’s affiliates include MIAX PEARL, LLC (“MIAX Pearl”), MIAX Emerald, LLC (“MIAX Emerald”), and Miami International Securities Exchange, LLC (“MIAX”). The Exchange notes that MIAX Pearl, MIAX Emerald and MIAX will file substantively similar proposals as described herein to amend their respective by-laws to make conforming changes.

¹² See supra note 7.

¹³ The Company notes an exception to this provision, as proposed, would be in the case where certain officers or employees of the Company are actually paid by the Company instead of MIH. See Section 4.5(a) of the By-Laws, as proposed to be amended herein.

maintain a compensation committee¹⁴ and the Company's By-Laws regarding compensation and the compensation committee, as proposed to be amended, are designed to be substantively similar to provisions regarding compensation and the compensation committee contained in the corporate governance documents for the Investors' Exchange, LLC ("IEX").¹⁵

Proposal to Update the Process of Determining the Compensation of the CRO and Amend Certain Provisions Regarding the ROC's Recommendations for Personnel Actions Involving the CRO and Senior Regulatory Personnel

Next, the Company proposes to amend Article IV, Section 4.5(c) to update the process to determine the compensation of the CRO, clarify that the ROC is responsible for recommending personnel actions involving the CRO and senior regulatory personnel to the Board for action, and add language to clarify the regulatory autonomy and independence of the Chief Regulatory Officer and the regulatory function in the By-Laws.

Regarding CRO compensation, Section 4.5(c) of the By-Laws currently provides, among other things, that the ROC "...shall be responsible for assessing the Exchange's regulatory performance and recommending compensation and personnel actions involving the Chief Regulatory Officer and senior regulatory personnel to the Board's Compensation Committee for action." As described above, the Company proposes to eliminate the requirement that the Board

¹⁴ See, e.g., Securities Exchange Act Release No. 62304 (June 16, 2010), 75 FR 36136 (June 24, 2010) (SR-NYSEArca-2010-31) (Order Approving Proposed Rule Change to Amend NYSE Arca Rule 3.3(a) and Section 401(a) of the Exchange's Bylaws to Eliminate the Exchange's Audit Committee, Compensation Committee, and Regulatory Oversight Committee); see also Eleventh Amended and Restated Bylaws of Cboe Exchange, Inc. ("Cboe Exchange"), Section 4.1(a); Eleventh Amended and Restated Bylaws of Cboe C2 Exchange, Inc. ("C2"), Section 4.1(a); Ninth Amended and Restated Bylaws of Cboe BZX Exchange, Inc. ("Cboe BZX"), Section 4.1(a); and Tenth Amended and Restated Bylaws of Cboe EDGX Exchange Inc. ("Cboe EDGX"), Section 4.1(a), all available at <https://www.cboe.com/us/options/regulation/> (the by-laws for the Cboe family of exchanges only require an Executive Committee and Regulatory Oversight Committee).

¹⁵ See IEX Third Amended and Restated Operating Agreement (effective as of August 11, 2020) (the "IEX Operating Agreement"), Article V, Section 1 (no requirement to maintain a compensation committee of IEX) and Article V, Section 6(a) (providing that the compensation committee, or the board of directors of IEX if a compensation committee is not so appointed, "shall consider and recommend compensation policies, programs, and practices for officers and other employees of [IEX], in each case if and to the extent that such officers or employees are paid by [IEX]").

maintain a Compensation Committee. In connection with that change, the Company proposes to update the process by which the CRO's compensation is determined in Section 4.5(c) of the By-Laws to now provide that the ROC shall, in consultation with the Chief Executive Officer ("CEO") of the Company, be responsible for establishing the goals, assessing the performance, and fixing the compensation of the CRO. Further, the Company proposes to amend Section 4.5(c) of the By-Laws to specify that the ROC shall be responsible for recommending personnel actions involving the CRO and senior regulatory personnel to the Board for action, instead of the Compensation Committee, as currently provided for in the By-Laws. Accordingly, the Company proposes to amend Section 4.5(c) of the By-Laws to create a new third sentence, which will state as follows:

The Regulatory Oversight Committee shall also, in consultation with the Chief Executive Officer of the Company, be responsible for establishing the goals, assessing the performance, and fixing the compensation of the Chief Regulatory Officer, and for recommending personnel actions involving the Chief Regulatory Officer and senior regulatory personnel to the Board for action.

The purpose of the proposed changes described above is to align the provisions in the By-Laws for compensation practices involving the CRO and determining personnel actions involving the CRO and senior regulatory personnel with the same provisions in the corporate documents of at least one other exchange.¹⁶ The Company believes it is reasonable to amend Section 4.5(c) to provide that the ROC shall be responsible for recommending personnel actions involving the CRO and senior regulatory personnel to the Board for action, instead of the Compensation Committee, as currently provided for in the By-Laws, as this Board action would be strictly for personnel actions and does not involve compensation practices. The compensation

¹⁶ See IEX Operating Agreement Article V, Section 6(c) ("The Regulatory Oversight Committee shall also, in consultation with the Chief Executive Officer of the Company, be responsible for establishing the goals, assessing the performance, and fixing the compensation of the Chief Regulatory Officer and for recommending personnel actions involving the Chief Regulatory Officer and senior regulatory personnel.").

provision in Section 4.5(c) of the By-Laws regarding the CRO, as proposed to be amended, would be independent of the Board's (or the Compensation Committee, if such committee were so appointed) responsibilities regarding compensation, which would only apply in the case where an officer or employee was actually paid by the Company instead of by MIH. Pursuant to Section 4.5(c), as proposed to be amended, the compensation for the CRO is fixed by the ROC, in consultation with the CEO, instead of the Compensation Committee or the Company's Board as a whole. Accordingly, the Company believes it is reasonable for the Board to be responsible for personnel actions involving the CRO and senior regulatory personnel.

The Company also proposes to amend Section 4.5(c) to add a sentence at the end of the paragraph to add language to clarify that the ROC shall ensure the regulatory autonomy and independence of the CRO and the regulatory function. In particular, the Company proposes to add the following sentence at the end of the paragraph in Section 4.5(c) of the By-Laws:

To the extent that the Chief Executive Officer of the Company has any indirect supervisory responsibility for the role or function of the Chief Regulatory Officer, including but not limited to, implementation of the budget for the regulatory function or regulatory personnel matters, the Regulatory Oversight Committee shall take all steps reasonably necessary to ensure that the Chief Executive Officer does not compromise the regulatory autonomy and independence of the Chief Regulatory Officer or the regulatory function.

The purpose of this change is to clarify that the CEO of the Company may provide input regarding the CRO's compensation, after consulting with the ROC, but the ROC will continue to ensure that the CRO and regulatory department maintain their regulatory autonomy and independence to fulfill their responsibilities to the Company without being compromised. This is particularly important in the scenario where the CEO of the Company has any indirect supervisory responsibility for the role or function of the CRO, including the implementation of the budget for the regulatory function of the Company or other regulatory personnel matters,

which are to be determined by the ROC, as described above. This proposed addition is also based on a substantively similar provision in the corporate governance document of at least one other exchange.¹⁷

Proposal to Amend the Requirement to Maintain a Quality of Markets Committee so that the Quality of Markets Committee's Responsibilities Pertain Solely to the Trading Floor of MIAx Sapphire

The Company proposes to amend the requirement to maintain a Quality of Markets Committee of the Board so that the responsibilities of that committee pertain solely to the Trading Floor operations of MIAx Sapphire. Currently, Article IV, Section 4.6 of the By-Laws provides that the “Chairman, with the approval of the Board, shall appoint a Quality of Markets Committee.” Section 4.6 of the By-Laws continues to discuss the purpose and composition of the Quality of Markets Committee.¹⁸ The Company now proposes to amend Section 4.6 of the By-Laws to provide that the Board shall maintain a Quality of Markets Committee with oversight responsibilities solely for the Trading Floor operations of the Company. With the proposed changes, the Quality of Markets Committee will no longer have oversight with respect to Company’s electronic trading platform.

As stated in the By-Laws, the purpose of the Quality of Markets Committee is to, among other things, “provide advice and guidance to the Board on issues relating to the fairness, integrity, efficiency and competitiveness of the information, order handling and execution mechanisms of the Exchange from the perspective of investors, both individual and institutional,

¹⁷ See *id.* (“To the extent that the Chief Executive Officer of the Company has any indirect supervisory responsibility for the role or function of the Chief Regulatory Officer, including but not limited to, implementation of the budget for the regulatory function or regulatory personnel matters, the Regulatory Oversight Committee shall take all steps reasonably necessary to ensure that the Chief Executive Officer does not compromise the regulatory autonomy and independence of the Chief Regulatory Officer or the regulatory function.”).

¹⁸ See, *generally*, By-Laws, Article IV, Section 4.6.

retail firms, market making firms, Exchange listed companies and other market participants.”¹⁹

Historically, exchanges created and required their boards to maintain quality of markets committees to ensure the fairness, integrity, efficiency and competitiveness of the information, order handling and execution mechanisms of those markets when trading was performed primarily via floor transactions. The quality of markets committees historically provided a forum for brokers and other market participants to raise any issues regarding floor transactions or the quality of markets being made, which could then be discussed by the committee to implement changes, as needed. However, the Company operates an electronic exchange, which produces automated reports to brokers and other market participants regarding execution quality and the quality of markets being made by market makers, and expects to also open a Trading Floor in 2025. The automated reports for the electronic trading platform are factual and driven by the Company’s trading rules and pricing relative to the Company’s competitors.

As a result of the rise in electronic trading, which accounts for nearly 90% of all trading done on-exchange now, and the automation of reports regarding execution quality and market quality, the Company believes it no longer has a need to maintain a Quality of Markets Committee of the Board for its electronic trading platform; however, the Company does believe that the Quality of Markets Committee should retain oversight responsibilities for floor operations once the Company’s Trading Floor opens in 2025 (as anticipated). Further, the Quality of Markets Committee of the Board met, discussed its intended purpose in the context of the Company’s electronic trading environment, and recommended that the committee no longer have oversight responsibilities with respect to the Company’s electronic trading platform, but should have oversight responsibilities once the Company’s Trading Floor begins operations in

¹⁹ See By-Laws, Article IV, Section 4.6.

2025 (as anticipated). Accordingly, the Company believes that there is no longer a need for the Quality of Markets Committee to retain oversight responsibilities with respect to the Company's electronic trading platform in light of automated reports issued by the Company for brokers and market participants to utilize, but should continue to be required to provide a forum for brokers and other market participants to raise any issues regarding floor transactions or the quality of markets being made on the Company's Trading Floor, once Trading Floor operations begin.

The Company proposes to amend Section 4.6 of the By-Laws to specify in the first sentence that the Chairman, with the approval of the Board, shall appoint a Quality of Markets Committee for the Trading Floor of the Exchange operated by the Company. The Company proposes to insert the term "Floor Brokers"²⁰ in the list of different types of market participants in Section 4.6 and remove references to "Exchange listed companies" and "investors." The Company also proposes to update references to "market making firms" and "market makers" to now be to "Floor Market Making firms" and "Floor Market Makers."²¹ The Company proposes to insert a sentence at the end of Section 4.6 to clarify that the terms "Trading Floor," "Floor Broker," and "Floor Market Maker" shall have the same meanings as set forth in the Rules of the Company. With all of the proposed changes, Section 4.6 of the By-Laws will read as follows:

The Chairman, with the approval of the Board, shall appoint a Quality of Markets Committee for the Trading Floor of the Exchange operated by the Company. The Quality of Markets Committee shall provide advice and guidance to the Board on issues relating to the fairness, integrity, efficiency and competitiveness of the information, order handling and execution mechanisms of the Exchange's Trading Floor from the perspective of investors, both individual and institutional, retail

²⁰ A Floor Broker is an individual who is registered with the Exchange for the purpose, while on the Trading Floor, of accepting and handling options orders. A Floor Broker must be registered as a Floor Participant prior to registering as a Floor Broker. A Floor Broker may take into his own account, and subsequently liquidate, any position that results from an error made while attempting to execute, as Floor Broker, an order. See MIAX Sapphire Rule 2015.

²¹ A Floor Market Maker is a Floor Participant of the Exchange located on the Trading Floor who has received permission from the Exchange to trade in options for his own account. See MIAX Sapphire Rule 2105(b).

firms, Floor Brokers, Floor Market Making firms and other market participants. The Quality of Markets Committee shall include broad representation of participants in the Exchange's Trading Floor, including Floor Brokers, Floor Market Makers, integrated retail firms and order entry firms. The Quality of Markets Committee shall include a number of Member Representative members that is equal to at least 20 percent of the total number of members of the Quality of Markets Committee. The number of Non-Industry members of the Quality of Markets Committee shall equal or exceed the sum of the number of Industry members and Member Representative members. The terms "Trading Floor", "Floor Broker", and "Floor Market Maker" shall have the same meanings as set forth in the Exchange Rules.

The purpose of all of these changes is to provide clarity that the Quality of Markets Committee shall only provide advice and guidance to the Board on issues relating to the fairness, integrity, efficiency and competitiveness of the information, order handling and execution mechanisms of the Trading Floor from the perspective of various Floor Participants.²²

The Company notes that while one exchange group does continue to have the requirement to maintain a quality of markets committee at their respective exchange-level boards of directors,²³ the majority of exchange groups do not contain a similar requirement in their respective corporate governance documents.²⁴

Proposal to Update the Compensation Process of Officers, Employees and Agents of the Company

The Company proposes to amend Article VI, Section 6.4 of the By-Laws to update the process by which the compensation of all officers, employees and agents of the Company is

²² The term "Floor Participant" means Floor Brokers as defined in Rule 2015 and Floor Market Makers as defined in Rule 2105(b). See MIAX Sapphire Rule 100.

²³ See e.g., NASDAQ Stock Market LLC By-Laws, Section 6(c) and Nasdaq ISE, LLC By-Laws, Section 6(c).

²⁴ See, e.g., Eleventh Amended and Restated Bylaws of Cboe Exchange; Eleventh Amended and Restated Bylaws of C2; Ninth Amended and Restated Bylaws of Cboe BZX; and Tenth Amended and Restated Bylaws of Cboe EDGX, all available at <https://www.cboe.com/us/options/regulation/> (the by-laws for the Cboe family of exchanges only require an Executive Committee and Regulatory Oversight Committee). See also IEX Operating Agreement, Article V, Section 1, available at <https://www.iexexchange.io/resources/regulation/governance> (only specifying the required committees of the board to consist of an Appeals Committee, a Nominating Committee, a Member Nominating Committee, and a Regulatory Oversight Committee).

determined, except for the CRO (which process, as proposed to be amended, is described above). Currently, Section 6.4 of the By-Laws provides that the “[t]he Compensation of the Chairman, the Vice Chairman and the Chief Executive Officer shall be fixed by the Compensation Committee. The salaries of all other officers and agents of the Company shall be fixed by the Chief Executive Officer, in consultation with the Compensation Committee.”

As described above, the Company proposes to amend the By-Laws to remove the requirement that the Board maintain a Compensation Committee. In connection with this change, the Company proposes to amend Section 6.4 of the By-Laws to provide that the compensation of all officers, employees and agents of the Company shall be set by the LLC Member, with the exception of the Chief Regulatory Officer, whose compensation shall be set by the Regulatory Oversight Committee as set forth in (proposed) Article IV, Section 4.5(c) of the By-Laws. The Company further proposes to amend Section 6.4 to specify that as of the date of the By-Laws (as amended by this filing), the Company and the LLC Member are party to an intercompany services agreement, which provides, among other things, that the LLC Member and the Company determine the costs and expenses allocated to the Company on an annual basis. In addition, the Company proposes to add a final sentence to Section 6.4 to state that the Board from time to time may review the reasonableness of the allocation methodology utilized by the Company.

The purpose of these proposed changes is to provide added clarity in the By-Laws regarding the compensation practices of the Company for all of its officers, employees and agents, which compensation shall be generally set by MIH, except for the compensation of the CRO, and unless an employee or officer is actually paid by the Company pursuant to the proposed changes to Section 4.5(a) of the By-Laws. To make the compensation practices of the

Company for all of its officers, employees and agents consistent with the company-wide compensation practices of MIH, the Company proposes to amend Section 6.4 to remove provisions regarding the Compensation Committee fixing the compensation of the Chairman, Vice Chairman and CEO, as well as provisions that the CEO, in consultation with the Compensation Committee, shall fix the compensation of all other officers and agents of the Company. In so doing, the compensation of all officers, employees and agents of the Company, except the CRO, will be set by the LLC Member. The Company's By-Laws regarding compensation practices for officers, employees and agents, as proposed to be amended, are designed to be substantively similar to provisions regarding compensation practices contained in the corporate governance document for IEX.²⁵

The purpose of amending the By-Laws is to provide that the Board, and not the Compensation Committee in the event that such committee is so appointed, retains the authority to review the reasonableness of the allocation methodology utilized by the Company is because this is more of a function of the Board as a whole. The Company's Board, together with MIH (i.e., the LLC Member), is tasked with reviewing how costs are allocated inter-company (i.e., among MIAX, MIAX Pearl, MIAX Emerald, and MIAX Sapphire), which is beyond the scope of just fixing compensation for officers, employees and agents of the Company. The Company believes that the Board, together with MIH, has the expertise to review how costs are allocated inter-company, which is not necessarily the expertise or function of the Compensation Committee (in the scenario where a Compensation Committee of the Board is so appointed).

Proposal to Make a Non-Substantive Clarifying Change

²⁵ See IEX Operating Agreement, Article VII, Section 4 ("The compensation of all officers and agents of the Company shall be set by the LLC Member, with the exception of the Chief Regulatory Officer, whose compensation shall be set by the Regulatory Oversight Committee as set forth in Article V, Section 6(c) of this Agreement.").

The Company proposes to amend Article I, subparagraph (k) to delete the definition of “Effective Date” in its entirety and replace that subparagraph with “[Reserved]” so as to keep the numbering of subparagraphs throughout the By-Laws consistently numbered. The purpose of these changes is to remove outdated text. The effective date of the By-Laws, as proposed to be amended herein, will be thirty days from the date of filing of this proposed rule change with the Commission pursuant to Section 19(b)(3)(A)(iii) of the Act²⁶ and Rule 19b-4(f)(6) thereunder.²⁷

b. Statutory Basis

The Company believes that the proposed By-Law Amendments are consistent with Section 6(b) of the Exchange Act,²⁸ in general, and furthers the objectives of Section 6(b)(1)²⁹ in particular, in that it enables the Company to be so organized as to have the capacity to be able to carry out the purposes of the Exchange Act and to comply, and to enforce compliance by its Exchange Members and persons associated with its Exchange Members, with the provisions of the Exchange Act, the rules and regulations thereunder, and the rules of the Company. The Company believes that the proposed By-Law Amendments further the objectives of Section 6(b)(3)³⁰ of the Act in particular, in that they are designed to assure the fair administration of the Company’s affairs by updating its corporate governance documents dealing with the administration of the Company. The Company also believes that the proposed By-Law Amendments are consistent with Section 6(b)(5) of the Exchange Act,³¹ in that they are designed to prevent fraudulent and manipulative acts and practices, promote just and equitable principles

²⁶ 15 U.S.C. 78s(b)(3)(A)(iii).

²⁷ 17 CFR 240.19b-4(f)(6).

²⁸ 15 U.S.C. 78f(b).

²⁹ 15 U.S.C. 78f(b)(1).

³⁰ 15 U.S.C. 78f(b)(3).

³¹ 15 U.S.C. 78f(b)(5).

of trade, foster cooperation and coordination with persons engaged in facilitating transactions in securities, remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, protect investors and the public interest.

Proposal to Eliminate the Requirement to Maintain a Compensation Committee

The Company believes its proposal to eliminate the requirement to maintain a Compensation Committee of the Board would allow the Company to be so organized as to have the capacity to carry out the purposes of the Exchange Act because the proposed changes will align the Company's actual compensation practices with that of its affiliated registered securities exchanges and its parent company, MIH. Currently, the Board has appointed a Compensation Committee with assigned responsibilities with respect to compensation that overlap with the broader mandate of the compensation committee of MIA X Sapphire's parent company, MIH. Eliminating the requirement to maintain a Compensation Committee will streamline compensation processes as the compensation committee of the board of directors of the Company's parent, MIH, has been delegated the responsibility to set the compensation philosophy and practices for all officers and employees of MIH, with certain exceptions.³² This will allow the Company and its affiliates to be better organized to carry out the purposes of the Exchange Act and assure the administration of the Company is fairly administrated.

The Company believes that the proposed changes to eliminate the requirement to maintain a Compensation Committee would promote greater consistency in the compensation philosophy and compensation structure across the Company and its affiliated exchanges, thereby promoting the fair administration of the Company. It is in the public interest for the Company's

³² As described above, the ROC, in consultation with the CEO, will be responsible for fixing the CRO's compensation. Also, if certain officers or employees are actually paid by the Company, then the Board (or, in the event that a Compensation Committee has been appointed) shall be responsible for considering and recommending compensation policies, programs, and practices for such officers and other employees of the Company.

corporate governance to be clear, consistent and administered fairly. As noted above, the Company anticipates that its affiliate exchanges will file (or already have filed) substantively similar proposed changes to amend their respective by-laws to make conforming changes regarding the Compensation Committee as proposed herein. By locating the authority to fix compensation practices in the hands of MIH (or its compensation committee of the board of directors), the proposed changes to Sections 4.1(a) and 4.5(a) of the By-Laws would provide for compensation policies, programs and practices for all officers and employees of the Company (and its affiliates) to be set centrally and with greater uniformity and consistency across affiliated exchanges.³³ As described in the charter of the compensation committee of the board of directors of MIH, that committee is generally responsible for establishing and overseeing the MIH's overall compensation philosophy. The Company believes that such conformity would streamline the Company's corporate processes and create more equivalent compensation processes among affiliated exchanges, to the benefit of both investors and the public interest.

The Company also notes that it is not statutorily required to maintain a standing compensation committee for its Board. Indeed, several other exchanges do not have a requirement in their corporate governance documents to maintain a compensation committee at their exchange-level boards.³⁴ Further, the proposed changes to Section 4.5(a) are designed to

³³ The Company notes an exception to this provision. As proposed, if an officer or employee is actually paid by the Company, then the Board (or, in the event that a Compensation Committee has been appointed) shall be responsible for considering and recommending compensation policies, programs, and practices for such officer and other employee of the Company. See By-Laws, Article IV, Section 4.5(a), as proposed to be amended.

³⁴ See supra note 13. See also, e.g., Securities Exchange Act Release No. 78101 (June 17, 2016), 81 FR 41142 (June 23, 2016) (File No. 10-222) (approving IEX's Form 1 application for registration as a national securities exchange and corporate governance documents, which do not contain a requirement that the board of IEX appoint a compensation committee).

align the Company's By-Laws regarding the Compensation Committee to be substantively similar to provisions regarding the compensation committee of IEX.³⁵

Proposal to Update the Process of Determining the Compensation of the CRO and Amend Certain Provisions Regarding the ROC's Recommendations for Personnel Actions Involving the CRO and Senior Regulatory Personnel

The Company believes the proposed changes to update the process by which the ROC determines the compensation of the CRO and update the process by which the ROC determines personnel actions involving the CRO and senior regulatory personnel enables the Company to be so organized as to have the capacity to be able to carry out the purposes of the Exchange Act and provide for a more fair administration of the Company's affairs. The proposed changes to Section 4.5(c) of the By-Laws will align the provisions in the By-Laws for compensation practices involving the CRO and determining personnel actions involving the CRO and senior regulatory personnel with the similar provisions in the corporate documents of at least one other exchange.³⁶

The Company believes its proposal to provide that the ROC shall be responsible for recommending personnel actions involving the CRO and senior regulatory personnel to the Board for action, instead of the Compensation Committee, as currently provided for in the By-Laws, will better allow the Company to carry out the purposes of the Act because this Board action would be strictly for personnel actions and does not involve compensation practices. The compensation provision in Section 4.5(c) of the By-Laws regarding the CRO, as proposed to be amended, would be independent of the Compensation Committee's responsibilities in the event that a Compensation Committee were to be appointed, or the Board's responsibility if a Compensation Committee were not so appointed. Pursuant to Section 4.5(c), as proposed to be

³⁵ See supra note 14.

³⁶ See supra note 15.

amended, the compensation practice for the CRO is overseen by the ROC, in consultation with the CEO, instead of the Compensation Committee or the Company's Board as a whole. The Exchange believes the ROC has the expertise and is better suited to establish the goals and assess the performance of the CRO which, in turn, will impact how the ROC fixes the compensation of the CRO. This is because, as set forth in the ROC charter, the ROC is responsible for the oversight of the Company's implementation of its regulatory compliance program, overseeing the adequacy and effectiveness of the Company's regulatory and self-regulatory organization responsibilities, and assessing the Company's regulatory performance. As such, the ROC is better suited to handle the compensation practices involving the CRO as compared to the Compensation Committee (or Board as a whole). In addition, the ROC is also best positioned to recommend personnel actions involving the CRO and senior regulatory personnel to the Board for action because the ROC is directly responsible for overseeing the adequacy and effectiveness of the Company's regulatory and compliance functions. Accordingly, the Company believes it will better carry out the purposes of the Act by ensuring the Board remains responsible for personnel actions involving the CRO and senior regulatory personnel, but only upon recommendations from the ROC, which has the expertise and knowledge to make such recommendations due to its responsibilities and oversight function.

The Company further believes that the proposed changes to Section 4.5(c) of the By-Laws will bring greater specificity and detail to provisions related to the regulatory independence of the ROC. The Company believes that the proposed changes will make clear the independence of the ROC's regulatory function and facilitate the ability of the Company to carry out its responsibility and operate in a manner consistent with Section 6(b)(1)³⁷ of the Act. The

³⁷ 15 U.S.C. 78f(b)(1).

Company believes that ensuring the ROC maintains regulatory independence is important for the Company to be organized to carry out the purposes of Section 6(b)(1)³⁸ of the Act and ensure compliance by the Company, its Exchange Members and other market participants with all regulatory obligations and rules. Furthermore, the proposed amendments will have the additional benefit of bringing Section 4.5(c) of the By-Laws regarding the ROC into greater conformity with the similar provisions of IEX.³⁹

Proposal to Amend the Requirement to Maintain a Quality of Markets Committee so That the Responsibilities of the Quality of Markets Committee Pertain Solely to the Trading Floor

The Company believes its proposal to amend the requirement to maintain a Quality of Markets Committee of the Board so that the responsibilities of that committee pertain solely to the Trading Floor operations of the Company enables the Company to be so organized as to have the capacity to be able to carry out the purposes of the Exchange Act because there is no longer a need for the Quality of Markets Committee to maintain oversight responsibilities for the Company's electronic trading platform. However, the Company believes there is a need to maintain the requirement to appoint a Quality of Markets Committee with oversight responsibilities for the Company's anticipated Trading Floor operations, which the Company anticipates will open for operations in June 2025.

As described above, exchanges historically created and required their boards to maintain quality of markets committees to ensure the fairness, integrity, efficiency and competitiveness of the information, order handling and execution mechanisms of those markets when trading was performed primarily via floor transactions. However, as a result of the rise in electronic trading, which accounts for nearly 90% of all trading done on-exchange now, the Company and its

³⁸ Id.

³⁹ See supra notes 15 and 16.

affiliates produce automated reports to brokers and other market participants regarding execution quality and the quality of markets being made by market makers. These automated reports are factual and driven by the Company's trading rules and pricing relative to the Company's competitors, which has negated the need for the Company to maintain a Quality of Markets Committee with oversight responsibilities for its electronic trading platform. Accordingly, the Company believes the Quality of Markets Committee no longer needs to maintain oversight and ensure the fairness, integrity, efficiency and competitiveness of information, order handling and execution mechanisms pertaining to the electronic trading platform since the Company issues automated reports to provide such information for brokers and market participants to utilize for its electronic trading platform.

The Company believes that amending the requirement to maintain a Quality of Markets Committee of the Board so that the responsibilities no longer pertain to its electronic market will better enable the Company to operate in a manner consistent with Section 6(b)(1)⁴⁰ of the Act by focusing the purpose and responsibilities of the Quality of Markets Committee on Trading Floor operations, which enables the Company to be more efficiently organized. As described above, the Company operates a fully electronic market that produces automated reports regarding market quality and execution quality, which are used by Exchange Members, and anticipates opening its Trading Floor in 2025. The Quality of Markets Committee met, discussed its intended purpose in the context of the Company's fully-electronic trading environment, and recommended that the committee no longer have oversight responsibilities with respect to the

⁴⁰ 15 U.S.C. 78f(b)(1).

electronic trading platform and instead will focus solely on the Trading Floor, which will enable the Company to be better organized in a manner consistent with Section 6(b)(1)⁴¹ of the Act.

The Company also believes focusing the responsibilities of the Quality of Markets Committee on Trading Floor operations will remove impediments to and perfect the mechanism of a free and open market by removing provisions in the By-Laws regarding a committee that no longer needs to provide oversight of the Company's electronic trading platform, which will reduce potential confusion by market participants reading the Company's By-Laws. Further, the Company notes that while one exchange group does continue to have the requirement to maintain a quality of markets committee at their respective exchange-level boards of directors,⁴² the majority of exchange groups do not contain a similar requirement in their respective corporate documents⁴³ and the Company is not statutorily required to maintain such committee.

Proposal to Update the Compensation Process of Officers, Employees and Agents of the Company

The Company believes its proposal to update the process by which the compensation of all officers, employees and agents of the Company is determined, with an exception for the compensation of the CRO, will enable the Company to be so organized as to have the capacity to be able to carry out the purposes of the Exchange Act and provide for the fair administration of the Company's affairs. This is because the proposed changes to Section 6.4 of the By-Laws will align the By-Laws with actual compensation practices of the Company for all of its officers, employees and agents. In so doing, the compensation of all officers, employees and agents of the Company, except the CRO, will be set by the LLC Member, unless such officers or employees

⁴¹ Id.

⁴² See supra note 20.

⁴³ See supra note 21.

are actually paid by the Company.⁴⁴ In addition, the Company's By-Laws regarding compensation practices for officers, employees and agents, as proposed to be amended, are designed to be substantively similar to provisions regarding compensation practices contained in the corporate governance document for IEX.⁴⁵

The Company believes its proposal to amend Section 6.4 of the By-Laws to provide that the Board, and not the Compensation Committee (in the event that such committee is so appointed), will retain the authority to review the reasonableness of the allocation methodology utilized by the Company enables the Company to be so organized as to have the capacity to be able to carry out the purposes of the Exchange Act because this is more of a function of the Board as a whole. The Company's Board is tasked with reviewing how costs are allocated inter-company (i.e., among MIAX, MIAX Pearl, MIAX Emerald, and MIAX Sapphire), which is beyond the scope of just fixing compensation for officers, employees and agents of the Company. The Company believes that the Board has the expertise to review how costs are allocated inter-company, which is not necessarily the expertise or function of the Compensation Committee (in the scenario where a Compensation Committee of the Board is so appointed).

Proposal to Make a Non-Substantive Clarifying Change

The Company believes its proposal to make a non-substantive clarifying change to remove the definition of "Effective Date" removes impediments to and perfects the mechanism of a free and open market by providing added clarity in the By-Laws. The effective date of the By-Laws, as proposed to be amended herein, will be thirty days from the date of filing of this proposed rule change with the Commission pursuant to Section 19(b)(3)(A)(iii) of the Act⁴⁶ and

⁴⁴ See By-Laws, Article IV, Section 4.5(a), as proposed to be amended.

⁴⁵ See supra note 22.

⁴⁶ 15 U.S.C. 78s(b)(3)(A)(iii).

Rule 19b-4(f)(6) thereunder.⁴⁷ It is in the public interest for the Company's By-Laws to be up-to-date and accurate, which protects investors by providing transparency and clarity, thereby reducing potential confusion.

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

The Company does not believe that the proposed By-Law Amendments will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed By-Law Amendments relate to the corporate governance of the Company and not to the Company's operations. As such, the proposed By-Law Amendments do not impact competition among the various market participants of the Company or among competing exchanges. This is not intended to address competitive issues and, therefore, imposes no burden on competition.

5. 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.

6. Extension of Time Period for Commission Action

Not Applicable

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act⁴⁸ and Rule 19b-4(f)(6) thereunder⁴⁹ in that it effects a change that: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days

⁴⁷ 17 CFR 240.19b-4(f)(6).

⁴⁸ 15 U.S.C. 78s(b)(3)(A)(iii).

⁴⁹ 17 CFR 240.19b-4(f)(6).

after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

The Company believes that the proposed By-Law Amendments described above would not significantly affect the protection of investors and the public interest. As discussed above, the proposed changes are intended to conform certain provisions of the Company's By-Laws with similar provisions in the corporate governance documents of other exchanges. These changes include eliminating the requirement of the Board to maintain a Compensation Committee; updating the process in which the compensation of the CRO is determined; updating the process in which personnel actions involving the CRO and senior regulatory personnel are determined by the ROC; and updating the practices for how compensation of all officers, employees and agents of the Company is determined.⁵⁰ The Company believes its proposal to focus the responsibilities of the Quality of Markets Committee on Trading Floor operations and to no longer provide for that committee to oversee the Company's electronic trading platform does not significantly affect the protection of investors and the public interest. This is because the Company's electronic platform produces automated reports to brokers and other market participants regarding execution quality and the quality of markets being made by market makers, which are factual and driven by the Company's trading rules and pricing relative to the Company's competitors. Further, the Company notes that while one exchange group does continue to have the requirement to maintain a quality of markets committee at their respective exchange-level boards of directors,⁵¹ the majority of exchange groups do not contain a similar requirement in their respective corporate documents⁵² and the Company is not statutorily required to maintain such

⁵⁰ See supra notes 13, 14, 15, 16, 20, 21, and 22.

⁵¹ See supra note 20.

⁵² See supra note 21.

committee. The Company also believes that the proposed change to delete the term “Effective Date” does not significantly affect the protection of investors and the public interest because this change is non-substantive. While “Effective Date” is a defined term, that term is not used anywhere in the By-Laws. The effective date of the By-Laws, as proposed to be amended herein, will be thirty days from the date of filing of this proposed rule change with the Commission. Accordingly, there is no longer a need to have this as a defined term in the By-Laws.

The Company does not believe that this proposal imposes any significant burden on competition because the proposed By-Law Amendments do not address competitive issues but are concerned solely with updating the corporate documents of the Company concerning the administration and governance of the Company and its committees.

Furthermore, Rule 19b-4(f)(6)(iii)⁵³ requires a self-regulatory organization to give the Commission written notice of its intent to file a proposed rule change under that subsection at least five business days prior to the date of filing, or such shorter time as designated by the Commission. The Company has provided such notice.

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.

8. Proposed Rule Change Based on rules of Another Self-Regulatory Organization or of the Commission

⁵³ 17 CFR 240.19b-4(f)(6)(iii).

The Company notes that several of the changes proposed herein are to align certain sections of the By-Laws with similar provisions in the corporate governance documents of other exchanges, including the proposed changes to remove requirements for the Board to maintain certain committees. The proposed changes to remove the requirements to maintain a Compensation Committee and Quality of Markets Committee (for electronic trading) are based on the corporate governance documents of the Cboe family of exchanges, NYSE family of exchanges and IEX.⁵⁴ The proposed changes to Section 4.5(c) of the By-Laws regarding the ROC are based substantively on the corporate governance document of IEX.⁵⁵ Similarly, the proposed changes to Section 6.4 of the By-Laws regarding compensation of officers, employees and agents of the Company is based on the corporate governance document of IEX.⁵⁶

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

1. Completed notice of proposed rule change for publication in the Federal Register.
5. Text of proposed amendments to the By-Laws.

⁵⁴ See supra notes 13, 14, and 15.

⁵⁵ See supra notes 15 and 16.

⁵⁶ See supra note 20.