

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-71586; File No. SR-Topaz-2014-06)

February 20, 2014

Self-Regulatory Organizations; Topaz Exchange, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to the Amendment of Topaz Exchange, LLC's Constitution, Certificate of Formation, Limited Liability Company Agreement, Rules and Schedule of Fees to change the Name of the Exchange to ISE Gemini, LLC

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on February 10, 2014, Topaz Exchange, LLC (the "Exchange") filed with the Securities and Exchange Commission (the "Commission") the proposed rule change as described in Items I and II below, which items have been prepared by the self-regulatory organization. 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 its Constitution, Certificate of Formation, LLC Agreement, Rules and Schedule of Fees to change the name of the Exchange to ISE Gemini, LLC. The Exchange is also proposing one other technical change to its LLC Agreement for clarification purposes. The text of the proposed rule change is available at the Commission's Public Reference Room and on the Exchange's Internet website at <http://www.ise.com>.

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

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

in Item IV below. The self-regulatory organization has prepared summaries, set forth in Sections A, B and C below, of the most significant aspects of such statements.

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

1. Purpose

The Exchange proposes to amend its Constitution, Certificate of Formation, LLC Agreement, Rules and Schedule of Fees, in each case, to change the name of the Exchange to ISE Gemini, LLC. The Exchange is also proposing one technical revision to the LLC Agreement to reflect that the LLC Agreement has been approved.

At the time of formation, the name of the Exchange was established as “Topaz Exchange, LLC.” As of the launch date, the Exchange was doing business as “ISE Gemini.” The Exchange has now determined that for marketing purposes, it would be desirable to change the name of the Exchange to “ISE Gemini, LLC.”

Specifically, the Constitution and Certificate of Formation<sup>3</sup> would be amended to remove the reference to “Topaz Exchange, LLC” and replace it with “ISE Gemini, LLC.”

In the LLC Agreement, references to “Topaz Exchange, LLC” and “Topaz” would be replaced with “ISE Gemini, LLC” and “ISE Gemini,” respectively. In addition, the following language located on the signature page of the LLC Agreement would be deleted in light of the fact that the LLC Agreement has been approved:

“To be approved at the first meeting of the Interim Board of Directors of Topaz Exchange, LLC which will be held after the grant of registration of the Topaz Form 1 application by the U.S. Securities Exchange Commission.”

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<sup>3</sup> Upon effectiveness of this rule change to change the name of the Exchange to ISE Gemini, LLC, the Exchange will officially amend its Certificate of Formation in the State of Delaware to reflect the new name, as indicated in Exhibit 5B attached hereto.

In the Exchange's Rules and Schedule of Fees, references to "Topaz Exchange, LLC" and "Topaz," would be replaced with "ISE Gemini, LLC" and "ISE Gemini," respectively.

None of the foregoing changes are substantive.

2. Statutory Basis

The basis under the Securities Exchange Act of 1934 (the "Exchange Act") for this proposed rule change is the requirement under Section 6(b)(5) that an exchange have rules that are designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism for a free and open market and a national market system, and, in general, to protect investors and the public interest. The Exchange proposes to change its name for marketing purposes, and the proposed rule change is intended to accurately reflect the name change in the Exchange's rules and governing documents. In addition, as a technical change, the Exchange is proposing to delete an outdated explanation on the signature page of the LLC Agreement to reflect the current state of affairs, which is in line with good corporate governance practices.

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

The proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change to change the name of the Exchange to ISE Gemini, LLC is technical in nature, and therefore, does not implicate any burdens on competition.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any unsolicited written comments from members or other interested parties.

### 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) of the Act<sup>4</sup> and Rule 19b-4(f)(3)<sup>5</sup> thereunder. At any time within 60 days of the filing of such proposed rule change, the Commission may summarily temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

### IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

#### Electronic comments:

- Use the Commission's Internet comment form <http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File No. SR-Topaz-2014-06 on the subject line.

#### Paper comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-Topaz-2014-06. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method.

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<sup>4</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>5</sup> 17 CFR 19b-4(f)(3).

The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make

available publicly. All submissions should refer to File Number SR-Topaz-2014-06 and should be submitted on or before [insert date 21 days from the date of publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>6</sup>

Kevin M. O'Neill  
Deputy Secretary

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<sup>6</sup> 17 CFR 200.30-3(a)(12).