
After careful review, the Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange and, in particular, the requirements of Section 6(b)(5) of the Act. The proposal will allow the NASDAQ OMX Board of Directors (“Board”) to determine the size of its Audit Committee, so long as the Audit Committee includes at least three directors, as well as the size of its Nominating & Governance Committee, so long as the Nominating & Governance Committee includes at least two directors. The proposal is intended to provide greater flexibility to the NASDAQ OMX Board to determine the appropriate size for these committees. The Commission notes that the proposed rule change maintains compliance with the Exchange’s

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4  In approving this proposed rule change, the Commission has considered the proposed rule’s impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).
listing standards. The proposal does not change any other compositional requirements of either
the Audit Committee or the Nominating & Governance Committee, including independence
requirements. Moreover, the Commission notes that the proposal does not alter the application
of Section 10A of the Exchange Act\textsuperscript{6} and Rule 10A-3 thereunder\textsuperscript{7} to the NASDAQ OMX Audit
Committee. The proposal also deletes an obsolete section from, and corrects a typographical
error in, the NASDAQ OMX by-laws, which are clarifying revisions. For the foregoing reasons,
the Commission believes that the proposed rule change is consistent with the Act.

IT IS THEREFORE ORDERED, pursuant to Section 19(b)(2) of the Act,\textsuperscript{8} that the
proposed rule change (SR-NASDAQ-2011-143) be, and it hereby is, approved.

For the Commission, by the Division of Trading and Markets, pursuant to delegated
authority.\textsuperscript{9}

Kevin M. O’Neill
Deputy Secretary

\textsuperscript{7} 17 CFR 240.10A-3.
\textsuperscript{9} 17 CFR 200.30-3(a)(12).