

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-69215; File No. S7-24-89)

March 22, 2013

Joint Industry Plan; Notice of Filing and Immediate Effectiveness of Amendment No. 27 to the Joint Self-Regulatory Organization Plan Governing the Collection, Consolidation and Dissemination of Quotation and Transaction Information for Nasdaq-Listed Securities Traded on Exchanges on an Unlisted Trading Privileges Basis Submitted by the BATS Exchange, Inc., BATS Y-Exchange, Inc., Chicago Board Options Exchange, Incorporated, Chicago Stock Exchange, Inc., EDGA Exchange, Inc., EDGX Exchange, Inc., Financial Industry Regulatory Authority, Inc., International Securities Exchange LLC, NASDAQ OMX BX, Inc., NASDAQ OMX PHLX LLC, Nasdaq Stock Market LLC, National Stock Exchange, Inc., New York Stock Exchange LLC, NYSE MKT LLC, and NYSE Arca, Inc.

Pursuant to Section 11A of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 608 thereunder,² notice is hereby given that on March 22, 2013, the operating committee (“Operating Committee” or “Committee”)³ of the Joint Self-Regulatory Organization Plan Governing the Collection, Consolidation, and Dissemination of Quotation and Transaction Information for Nasdaq-Listed Securities Traded on Exchanges on an Unlisted Trading Privilege Basis (“Nasdaq/UTP Plan” or “Plan”) filed with the Securities and Exchange Commission (“Commission”) an amendment to the Plan.⁴ This amendment represents Amendment No. 27

¹ 15 U.S.C. 78k-1.

² 17 CFR 242.608.

³ The Plan Participants (collectively, “Participants”) are the: BATS Exchange, Inc.; BATS Y-Exchange, Inc.; Chicago Board Options Exchange, Incorporated; Chicago Stock Exchange, Inc.; EDGA Exchange, Inc.; EDGX Exchange, Inc.; Financial Industry Regulatory Authority, Inc.; International Securities Exchange LLC; NASDAQ OMX BX, Inc.; NASDAQ OMX PHLX LLC; Nasdaq Stock Market LLC; National Stock Exchange, Inc.; New York Stock Exchange LLC; NYSE MKT LLC; and NYSE Arca, Inc.

⁴ The Plan governs the collection, processing, and dissemination on a consolidated basis of quotation information and transaction reports in Eligible Securities for each of its Participants. This consolidated information informs investors of the current quotation and recent trade prices of Nasdaq securities. It enables investors to ascertain from one data source the current prices in all the markets trading Nasdaq securities. The Plan

(“Amendment”) to the Plan and proposes to revise the metric by which the Participants calculate the annual increase in the Enterprise Maximum. Pursuant to Rule 608(b)(3)(i) under the Act, the Participants designated the Amendment as establishing or changing a fee or other charge collected on behalf of all of the Participants in connection with access to, or use of, the facilities contemplated by the Amendment. As a result, the Amendment has been put into effect upon filing with the Commission. At any time within 60 days of the filing of the Amendment, the Commission may summarily abrogate the Amendment and require that the Amendment be refiled in accordance with paragraph (a)(1) of Rule 608 and reviewed in accordance with paragraph (b)(2) of Rule 608, if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or the maintenance of fair and orderly markets, to remove impediments to, and perfect the mechanisms of, a national market system or otherwise in furtherance of the purposes of the Act. The Commission is publishing this notice to solicit comments from interested persons.

I. Rule 608(a)

A. Purpose of the Amendments

The Participants propose to revise the metric by which the Participants calculate the annual increase in the Enterprise Maximum.

Paragraph (e) of Exhibit 2 to the Plan provides that an entity that is registered as a broker/dealer under the Securities Exchange Act of 1934 is not required to pay more than the “Enterprise Maximum” for any month for each entitlement system. The “Enterprise Maximum” equals the aggregate amount of fees payable for distribution of UTP Level 1 Service to

serves as the required transaction reporting plan for its Participants, which is a prerequisite for their trading Eligible Securities. See Securities Exchange Act Release No. 55647 (April 19, 2007) 72 FR 20891 (April 26, 2007).

nonprofessional subscribers that are brokerage account customers of the broker/dealer.

Paragraph (e) provides that the Enterprise Maximum shall increase by the “Annual Increase Amount” each year.

Currently, the “Annual Increase Amount” for any calendar year equals the percentage increase in the annual composite share volume for the preceding calendar year, subject to a maximum annual increase of five percent; provided, however, that the Participants may determine to waive the “Annual Increase Amount” for any calendar year.

In this amendment, the Participants propose to change the methodology for calculating the “Annual Increase Amount.” For each calendar year, the proposed formulation would permit an increase in the monthly enterprise maximum provided that no such annual increase could exceed four percent of the then current Enterprise Maximum amount.

This proposed means for determining the increase in the broker-dealer Enterprise Maximum would reduce the amount of any one year’s permissible increase from five percent to four percent and would better reflect inflation than does the current means. The maximum four percent increase is consistent with the average cost of living adjustment (“COLA”) as published by the Social Security Administration for the past 38 years.

The Participants adopted the Enterprise Maximum in 2010 and set it at \$600,000 for that year. It currently remains at \$600,000. They propose to increase the amount of the Enterprise Maximum by four percent to \$624,000, effective April 1, 2013. The number of firms reaching the enterprise caps is minimal.

B. Governing or Constituent Documents

Not applicable.

C. Implementation of Amendment

All of the Participants have manifested their approval of the proposed Amendment by means of their execution of the Amendment. The Participants propose to make the rate changes effective as of April 1, 2013.

D. Development and Implementation Phases

Not applicable.

E. Analysis of Impact on Competition

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

The Participants in the NASDAQ/UTP Plan have not raised the amount of the Enterprise Maximum since they first adopted it in 2010. The change would affect a very small number of broker-dealers, as few firms take advantage of the Enterprise Maximum.

In addition, the proposed change to the metric for calculating the annual increase in the Enterprise Maximum is identical to the metric that the Participants in the CTA and CQ Plans have adopted for their enterprise maximums. As a result, this Amendment promotes consistency in price structures among the national market system plans and would make market data fees easier to administer.

In the Participants' view, the proposed fee schedule would allow broker-dealers with large numbers of nonprofessional subscriber brokerage account customers to contribute an appropriate amount for their receipt and use of market data under the Plan. The proposed fee change would provide for an equitable allocation of dues, fees, and other charges among broker-dealers, vendors, end users and others receiving and using market data made available under the Plans.

The Participants would apply the revised metric uniformly to all broker-dealers qualifying for the Enterprise Maximum and do not believe that the proposed change introduces terms that are unreasonably discriminatory.

F. Written Understanding or Agreements relating to Interpretation of, or Participation in, Plan

The Participants have no written understandings or agreements relating to interpretation of the Plan as a result of the Amendment.

G. Approval by Sponsors in Accordance with Plan

Each of the Plan's Participants has executed a written Amendment to the Plan.

H. Description of Operation of Facility Contemplated by the Proposed Amendment

Not applicable.

I. Terms and Conditions of Access

See Item A(1) above.

J. Method of Determination and Imposition, and Amount of, Fees and Charges

The Participants believe that the proposed change to the metric for calculating the annual increase in the Enterprise Maximum provides a fair basis for taking inflation into account for the Enterprise Maximum. They believe it is fair and reasonable and provides for an equitable allocation of dues, fees, and other charges among vendors, data recipients and other persons using the Participants' facilities.

K. Method and Frequency of Processor Evaluation

Not applicable.

L. Dispute Resolution

Not applicable.

II. Rule 601(a)

A. Equity Securities for which Transaction Reports Shall be Required by the Plan

Not applicable.

B. Reporting Requirements

Not applicable.

C. Manner of Collecting, Processing, Sequencing, Making Available and Disseminating Last Sale Information

Not applicable.

D. Manner of Consolidation

Not applicable.

E. Standards and Methods Ensuring Promptness, Accuracy and Completeness of Transaction Reports

Not applicable.

F. Rules and Procedures Addressed to Fraudulent or Manipulative Dissemination

Not applicable.

G. Terms of Access to Transaction Reports

Not applicable.

H. Identification of Marketplace of Execution

Not Applicable.

III. Solicitation of Comments

The Commission seeks general comments on Amendment No. 27. Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposal 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. Please include File Number S7-24-89 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 S7-24-89. 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. The Commission will post all comments on the Commission's website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all written statements with respect to the proposed Plan Amendment that are filed with the Commission, and all written communications relating to the proposed Plan Amendment 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 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 website viewing and printing at the Office of the Secretary of the Committee, currently located at the CBOE, 400 S. LaSalle Street, Chicago, IL 60605. 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 S7-24-89 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁵

Kevin M. O'Neill
Deputy Secretary

⁵ 17 CFR 200.30-3(a)(27).