

Additions: Underscored
Deleted: [Bracketed]

Rules of NYSE Arca, Inc.

RULE 1 DEFINITIONS

Definitions

Rule 1.1. Definitions

Whenever and wherever used herein, unless the context requires otherwise, the following terms shall be deemed to have the meanings indicated:

NYSE Arca

(ii) The term "NYSE Arca" shall have the same meaning as "Exchange" as that term is defined in Rule 1.1.

NYSE Arca Book

(jj) The term "NYSE Arca Book" refers to the NYSE Arca Marketplace's electronic file of orders, which contains all orders entered on the NYSE Arca Marketplace.

NYSE Arca Marketplace

([jj]kk) "NYSE Arca Marketplace" shall mean the electronic securities communications and trading facility designated by the Board of Directors through which orders of Users are consolidated for execution and/or display.

Official Closing Price

([kk]ll) With respect to equities traded on the Exchange, the term "Official Closing Price" means the reference price to determine the closing price in a security for purposes of Rule 7-E Equities Trading.

OTP

([ll]mm) The term "OTP" shall refer to an Options Trading Permit issued by the

Exchange for effecting approved securities transactions on the Exchange's Trading Facilities.

OTP Holder

(~~mm~~nn) The term "OTP Holder" shall refer to a natural person, in good standing, who has been issued an OTP, or has been named as a Nominee.

OTP Firm

(~~nn~~oo) The term "OTP Firm" shall refer to a sole proprietorship, partnership, corporation, limited liability company or other organization in good standing who holds an OTP or upon whom an individual OTP Holder has conferred trading privileges on the Exchange's Trading Facilities pursuant to and in compliance with these Rules.

Parent

(~~oo~~pp) A "parent" of a specified person or organization is an affiliate controlling such person or organization directly, or indirectly through one or more intermediaries.

Participant

(~~pp~~qq) The term "Participant" shall mean any ETP Holder or OTP Holder, Allied Person, partner, approved person, stockholder associate, registered employee or other full-time employee of an ETP Holder or OTP Firm.

Person

(~~qq~~rr) The term "person" shall refer to a natural person, corporation, partnership, limited liability company, association, joint stock company, trustee of a trust fund, or any organized group of persons whether incorporated or not.

Protected Bid, Protected Offer, Protected Quotation

(~~rr~~ss) With respect to equities traded on the Exchange, the term "Protected Bid" or "Protected Offer" shall mean a quotation in an NMS stock that is (i) displayed by an Automated Trading Center; (ii) disseminated pursuant to an effective national market system plan; and (iii) an Automated Quotation that is the best bid or best offer of a national securities exchange, the best bid or best offer of The Nasdaq Stock Market, Inc. or the best bid or best offer of a national securities association that is not the best bid or best offer of The Nasdaq Stock Market, Inc.

Registered Employee

([ss]tt) The term "Registered Employee" shall mean any person soliciting or conducting business in securities on behalf of an ETP Holder, OTP Firm or OTP Holder.

Routing Agreement

([tt]uu) With respect to equities traded on the Exchange, the term "Routing Agreement" shall mean the form of Agreement between an ETP Holder and the broker-dealer affiliate of NYSE Arca, L.L.C., under which the broker-dealer affiliate of NYSE Arca, L.L.C., agrees to act as agent for routing orders of the ETP Holder and the ETP Holder's Sponsored Participants entered into the NYSE Arca Marketplace to other market centers or broker-dealers for execution, other than excluded by the terms of the Routing Agreement, whenever such routing is required.

Security

([uu]vv) The term "security" shall mean any security as defined in Rule 3(a)(10) under the Securities Exchange Act of 1934, provided, however, that for purposes of Rule 7-E such term means any NMS stock.

Self-Regulatory Organization ("SRO")

([vv]ww) The terms "self-regulatory organization" and "SRO" shall have the same meaning as set forth in the provisions of the Securities Exchange Act of 1934 relating to national securities exchanges.

Sponsored Participant

([ww]xx) With respect to equities traded on the Exchange, the term "Sponsored Participant" shall mean a person which has entered into a sponsorship arrangement with a Sponsoring ETP Holder pursuant to Rule 7.29-E.

Sponsoring ETP Holder

([xx]yy) With respect to equities traded on the Exchange, the term "Sponsoring ETP Holder" shall mean a broker-dealer that has been issued an ETP by the Exchange who has been designated by a Sponsored Participant to execute, clear and settle transactions resulting from the NYSE Arca Marketplace.

Sponsorship Provisions

([yy]zz) With respect to equities traded on the Exchange, the term "Sponsorship

Provisions" shall mean the provisions set forth in Rule 7.29-E(b)(2).

Stockholder Associate

([zz]aaa) With respect to equities traded on the Exchange, the term "Stockholder Associate" means a person who is the employee of an ETP Holder, who is actively engaged in its business and devotes the major portion of his or her time thereto, who is not an ETP Holder or Allied Person, and who, as a holder of equity securities, has been approved by the Exchange as a stockholder associate.

Trade-Through

([aaa]bbb) With respect to equities traded on the Exchange, the term "trade-through" shall mean the purchase or sale of an NMS stock during regular trading hours, either as principal or agent, at a price that is lower than a Protected Bid or higher than a Protected Offer.

Trading Center

([bbb]ccc) With respect to equities traded on the Exchange, for purposes of Rule 7-E, the term "Trading Center" shall mean a national securities exchange or a national securities association that operates an SRO trading facility, an alternative trading system, an exchange market maker, an OTC market maker or any other broker or dealer that executes orders internally by trading as principal or crossing orders as agent.

Trading Facilities

([ccc]ddd) The term "Trading Facilities" shall refer to the Exchange's facilities for the trading of equities, options, office space provided by the Exchange to ETP Holders, OTP Holders and OTP Firms in connection with their floor trading activities, and any and all electronic or automated order execution systems and reporting services provided by the Exchange to ETP Holders, OTP Holders and OTP Firms.

User

([ddd]eee) With respect to equities traded on the Exchange, the term "User" shall mean any ETP Holder or Sponsored Participant who is authorized to obtain access to the NYSE Arca Marketplace pursuant to Rule 7.29-E.

User Agreement

([eee]fff) With respect to equities traded on the Exchange, the term "User Agreement"

shall mean an appropriate subscription agreement entered into by the User with NYSE Arca, L.L.C.

UTP Listing Market

([fff]ggg) With respect to equities traded on the Exchange, the term "UTP Listing Market" means the primary listing market for a UTP Security.

UTP Regulatory Halt

([ggg]hhh) With respect to equities traded on the Exchange, the term "UTP Regulatory Halt" means a trade suspension, halt, or pause called by the UTP Listing Market in a UTP Security that requires all market centers to halt trading in that security.

UTP Security

(iii) The term "UTP Security" means a security that is listed on a national securities exchange other than the Exchange and that trades on the NYSE Arca Marketplace pursuant to unlisted trading privileges.

Wholly Owned Subsidiary

([hhh]jjj) The term "wholly owned subsidiary" means a subsidiary substantially all of whose outstanding voting securities are owned by its parent and/or the parent's other wholly owned subsidiaries.

RULE 7-E EQUITIES TRADING

Section 3. NYSE Arca Marketplace

Rule 7.35-E. Auctions

An amended version of this rule, which is available here,^{} has been approved but is not yet operative SEC approval order. The Exchange will announce by Trader Update when the amended version of the rule will be operative. Until such time, this version of the rule remains in effect.*

* The word "here" would link to the amended version of the rule, set forth in Exhibit 5B.

(d) Closing Auction. The Closing Auction will be conducted at the end of the Core Trading Session. Orders in Auction-Eligible Securities that include a designation for the Core Trading Session and that are eligible to participate in an auction will be eligible to participate in the Closing Auction.

(4) The Closing Auction trade will be designated with a modifier to identify it as a Closing Auction trade. The Exchange will report an Official Closing Price, as defined in Rule 1.1([kk]l)(1), for all securities that trade on the NYSE Arca Marketplace, provided that an Official Closing Price will not be reported for a security if there were no consolidated last-sale eligible trades in such security on a trading day. Official Closing Prices determined under Rule 1.1([kk]l)(2) - (4) will be disseminated as provided for in that rule.
