

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-79640; File No. SR-NYSEMKT-2016-117)

December 21, 2016

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to (1) Change How Orders Would Be Processed When the Protected Best Bid (“PBB”) Is Higher Than the Protected Best Offer (“PBO”) (The “PBBO”) in Certain Circumstances, and (2) Adopt a Limit Order Price Protection Mechanism

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the “Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that on December 12, 2016, NYSE MKT LLC (the “Exchange” or “NYSE MKT”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III 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 (1) change how orders would be processed when the protected best bid (“PBB”) is higher than the protected best offer (“PBO”) (the “PBBO”) in certain circumstances, and (2) adopt a limit order price protection mechanism. The proposed rule change is available on the Exchange’s website at www.nyse.com, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

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 self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it

¹ 15 U.S.C.78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts 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 (1) change how orders would be processed when the PBB is higher than the PBO in certain circumstances, and (2) adopt a limit order price protection mechanism.

Processing of Orders When the PBBO is Crossed (Rules 13 – Equities, 70 – Equities, 76 – Equities and 1000 – Equities)

Currently, when the PBB is priced higher than the PBO in a security (i.e., the PBBO is crossed), buy and sell orders trade on the Exchange without regard to price and without routing, consistent with the exception to the Order Protection Rule enumerated in Rule 611(b)(4) of Regulation NMS (“Rule 611(b)(4)”).⁴ In certain circumstances as described herein, the Exchange proposes to no longer avail itself of this exception to the Order Protection Rule.⁵ In those circumstances, rather than trading through a protected quotation when the PBBO is crossed, routable orders may instead be routed to protected quotations. In order to implement this change, the Exchange proposes to amend the following rules:

⁴ 17 CFR 242.611(b)(4). See also Rule 15A – Equities (Order Protection Rule).

⁵ For example, assume if the Exchange has a displayed bid of \$10.00 and another market crosses that bid with a protected offer of \$9.99. Currently, if the Exchange receives a marketable order to buy, it will trade on the Exchange at prices higher than \$9.99. Once the Exchange no longer avails itself of the exception in Rule 611(b)(4), unless otherwise specified in Exchange rules as described in this proposed rule change, arriving routable interest to buy that is marketable on the Exchange would instead first route to that protected offer.

Rule 13 – Equities

Market Order

Rule 13(a)(1) – Equities provides that a Market Order that is eligible for automatic executions is an unpriced order to buy or sell a stated amount of a security that is to be traded at the best price obtainable without trading through the NBBO. Rule 13(a)(1)(B)(i) – Equities provides that when the Exchange is open for continuous trading, a Market Order will be rejected on arrival, or cancelled if resting, if there is no contra-side NBBO or if the best protected quotations are or become crossed.

The Exchange proposes to no longer reject or cancel Market Orders when the PBBO is crossed. To effectuate this change, the Exchange proposes to delete the phrase “or if the best protected quotations are or become crossed” in Rule 13(a)(1)(B)(i) – Equities. As a result of this proposed change, if a Market Order arrives when the PBBO is crossed, the Exchange would process the Market Order in the same way as when the NBBO is crossed under the current rule.⁶

Routing to Protected Quotations

The Exchange proposes to amend the Rule 13 – Equities to specify circumstances when the Exchange would make order handling decisions based on a protected quotation. The Exchange proposes to make these changes because, in the circumstances described below, the Exchange would no longer avail itself of the exception to the Order Protection Rule specified in Rule 611(b)(4), and therefore the Exchange would include protected quotations for order handling purposes even when the PBBO is crossed.

First, the Exchange proposes to amend the definition of Exchange IOC Order to reflect that, when the PBBO is crossed, the Exchange would route such orders to other markets if an

⁶ See Rule 13(a)(1)(B)(ii) – Equities.

execution on the Exchange would trade through a protected quotation in compliance with Regulation NMS. Rule 13(b)(2)(B) – Equities defines an Exchange IOC Order as a Limit Order designated Immediate or Cancel (“IOC”) that will be automatically executed against the displayed quotation up to its full size and sweep the Exchange book, as provided in Rule 1000 to the extent possible, with portions of the order routed to other markets if necessary in compliance with Regulation NMS and the portion not so executed will be immediately and automatically cancelled. As such, currently an Exchange IOC Order is only routed to a protected quotation unless the exception in Rule 611(b)(4) applies. Because the Exchange proposes to route an Exchange IOC Order to other markets if an execution on the Exchange would trade through a protected quotation, i.e., in circumstances when the PBBO is crossed, the Exchange would revise the rule text to read “with portions of the order routed to other markets if an execution would trade through a protected quotation, in compliance with Regulation NMS. The portion of the order not so executed will be immediately and automatically cancelled.”

Second, the Exchange proposes to amend the definition of “best-priced sell interest” and “best-priced buy interest,” which are terms used for purposes of determining where to display and rank a Limit Order designated with an Add Liquidity Only (“ALO”) Modifier.

Supplementary Material .10 of Rule 13 – Equities provides that, for purposes of the Rule, the term “best-priced sell interest” refers to the lowest priced sell interest against which incoming buy interest would be required to execute with and/or route to, including Exchange displayed offers, Non-Display Reserve Orders, Non- Display Reserve e-Quotes, odd-lot sized sell interest, unexecuted Market Orders, and protected offers on away markets and that the term “best-priced buy interest” refers to the highest priced buy interest against which incoming sell interest would be required to execute with and/or route to, including Exchange displayed bids, Non-Display

Reserve Orders, Non- Display Reserve e-Quotes, odd-lot sized buy interest, unexecuted Market Orders, and protected bids on away markets, but does not include non-displayed buy interest that is priced based on the PBBO.⁷

Because the Exchange currently avails itself of the exception in Rule 611(b)(4) when the PBBO is crossed, the Exchange does not include protected bids or offers in the determination of “best-priced sell interest” or “best-priced buy interest.” With the proposed change, in the circumstances when the Exchange no longer avails itself of this exception, the Exchange would consider all protected quotations, including when the PBBO is crossed. To reflect this change, the Exchange proposes the following amendments to Supplementary Material .10 to Rule 13 – Equities.⁸

- In the first clause defining “best-priced sell interest,” the Exchange proposes to delete “with and/or route to” after “execute,” add the word “and” before “unexecuted Market Orders” and add the phrase “the lowest-priced” before “protected offers on away markets.” The proposed change would clarify that best-priced sell interest can mean either the lowest-priced sell interest against which incoming buy interest would execute with on the Exchange or the lowest-priced protected offer, which can be a protected offer on an away market.
- In the second clause defining “best-priced buy interest,” the Exchange would delete “with and/or route” after “execute,” add the word “and” before “unexecuted Market Orders,”

⁷ The Exchange also proposes a non-substantive change to add a colon after Supplementary Material in the heading.

⁸ Since the terms defined in Supplementary Material .10 are only used for Limit Orders designated ALO, the Exchange proposes to replace “this Rule” after “For purposes of” with “displaying and ranking a Limit Order with an Add Liquidity Only (ALO) modifier”.

and add “the highest-priced” before “protected bids on away markets.” The proposed change would clarify that best-priced buy interest can mean either the lowest-priced buy interest against which incoming sell interest would execute with on the Exchange or the lowest-priced protected bid, which can be a protected bid on an away market.

Pegging Interest

Rule 13(f)(1) – Equities defines pegging interest and provides that pegging interest pegs to prices based on (i) a PBBO, which may be available on the Exchange or an away market, or (ii) interest that establishes a price on the Exchange. If the PBBO is not within the specified price range of the pegging interest, the pegging interest will instead peg to the next available best-priced displayable interest that is within the specified price range, which may be on the Exchange or the protected bid or offer of another market.⁹ Rule 13(f)(1)(B)(i) – Equities further provides that pegging interest to buy (sell) will not peg to a price that is locking or crossing the Exchange best offer (bid), but instead will peg to the next available best-priced displayable interest that would not lock or cross the Exchange best offer (bid).

To avoid routing pegging interest when the PBBO is locked or crossed, the Exchange proposes to specify that the Exchange would not peg to a locking or crossing PBBO and would instead peg to the next-available best-priced displayable interest that would not lock or cross either the Exchange’s BBO or the PBBO. To effect this change, the Exchange proposes to amend Rule 13(f)(1)(B)(i) – Equities to provide that pegging interest to buy (sell) will not peg to the PBB (PBO) if the PBBO is locked or crossed or to a price that is locking or crossing the Exchange best offer (bid), but instead would peg to the next available best-priced displayable interest that would not lock or cross the Exchange best offer (bid) or the PBO (PBB).

⁹ See Rule 13(f)(1)(A)(iv)(a) & (f)(1)(A)(iii) – Equities.

Rule 70 – Equities

Rule 70 – Equities governs the execution of Floor broker interest, including g-Quotes. G-Quotes are an electronic method for Floor brokers to represent orders that yield priority, parity and precedence based on size to displayed and non-displayed orders on the Exchange’s book, in compliance with Section 11(a)(1)(G) of the Act (the “G Rule”).¹⁰

Because the proposed change to how the Exchange would operate when the PBBO is crossed would result in routable orders being routed to a crossed PBBO, the Exchange proposes to revise the behavior of g-Quotes to limit the circumstances when such orders would route. While the G Rule only requires G orders to yield to orders on the Exchange, the Exchange does not believe that a G order should trade on another market before resting displayed interest on the Exchange trades and to which, absent routing of the G order, would be yielded priority by the G order under the G Rule. Accordingly, the Exchange proposes to restrict a g-Quote from routing to a protected quotation ahead of displayed orders on the Exchange at the same price. To effect this change, the Exchange proposes to add a new subsection (iii) to Rule 70(a) – Equities that would provide that a g-Quote to buy (sell) that would be required to route on arrival would be cancelled when there is resting displayable interest that is not a g-Quote or DMM interest to buy (sell) at the same or higher (lower) price as the g-Quote.

¹⁰ Section 11(a)(1) of the Act, 15 U.S.C. 78k(a)(1), generally prohibits a member of a national securities exchange from effecting transactions on that exchange for its own account, the account of an associated person, or any account over which it or an associated person exercises discretion. Subsection (G) of Section 11(a)(1) provides an exemption from this prohibition, allowing an exchange member to have its own floor broker execute a proprietary order, also known as a “G order,” provided such order yields priority, parity, and precedence. Under the G Rule, G orders are not required to yield to other orders that are for the account of a member, e.g., Designated Market Maker (“DMM”) interest or other g-Quotes.

Further, the Exchange proposes to amend subsection (a)(ii) of Supplementary Material .25 to Rule 70 – Equities to specify that discretionary instructions for Floor broker d-Quotes¹¹ are unavailable when the PBBO is crossed. To effectuate this change, the Exchange proposes to delete the phrase “at all times” following “Discretionary instructions are active” and add the phrase “unless the PBBO is crossed” following “during the trading day.”¹²

Rule 76 – Equities

Rule 76 – Equities governs the execution of manual “cross” or “crossing” orders by Floor brokers on the Exchange trading Floor. Supplementary Material .10 of Rule 76 – Equities permits Floor Brokers to enter a cross transaction into their hand held device (“HHD”) and describes the operation by the Exchange of a quote minder function that monitors protected bids and offers to determine when the limit price assigned to the proposed crossed transaction is such that the orders may be executed consistent with Regulation NMS Rule 611.

The Exchange proposes to amend Supplementary Material .10 of Rule 76 – Equities to specify that quote minder would be unavailable to Floor brokers when the PBBO is crossed by adding the sentence “Quote minder will not monitor protected bids and offers when the PBBO is crossed” to the end of the Rule. The proposed change to Rule 76.10 – Equities is consistent with the proposed change, described above, that the Exchange would route orders even if the PBBO is crossed. Because Rule 76 – Equities governs crossing orders at a single price on the Exchange, the Exchange believes this proposed change makes clear that the Exchange would not permit a crossing order to be executed when the PBBO is crossed.

¹¹ D-Quotes enable Floor brokers to enter discretionary instructions as to the price at which the d-Quote may trade and the number of shares to which the discretionary price instructions apply.

¹² The Exchange also proposes to add “reopening” after “at the opening” and before “and closing transactions” in Rule 70.25(a)(ii) – Equities.

Rule 1000 – Equities

Rule 1000 – Equities provides for automatic executions by Exchange systems. The Exchange proposes to add new Supplementary Material .10 to specify how DMM interest would be processed when the PBBO is crossed and there is same side resting displayable interest that is locking or crossing the contra-side PBBO. Similar to the proposed amendment described above relating to g-Quotes, the Exchange does not believe that DMM interest should have an opportunity to trade on another market ahead of displayed orders on the Exchange.

To effect this change, the proposed amendment would provide that DMM interest that would be required to route on arrival would be cancelled when there is same side resting displayable buy (sell) interest (that is not a g-Quote or DMM interest to buy (sell)) that is locking or crossing the PBO (PBB). Similarly, the Exchange proposes to specify that certain DMM interest that would increase the displayed quantity of the similarly-entered resting DMM interest would be rejected when the resting DMM interest is locked or crossed by a protected away quote.¹³

Limit Order Price Protection (Rules 13 – Equities and 1000 – Equities)

The Exchange proposes to amend Rule 13 - Equities to introduce limit order price protection, which would result in Limit Orders with prices too far away from the prevailing quote to be rejected on arrival. The proposed rule is based on NYSE Arca Equities, Inc, (“NYSE Arca Equities”) Rule 7.31(a)(2)(B).

As proposed, the Exchange would reject limit orders that are priced a specified percentage away from the contra side national best bid (“NBB”) or national best offer (“NBO”), as defined in Rule 600(b)(42) of Regulation NMS. As the Exchange receives limit orders,

¹³ See Rule 104(b) – Equities & 1000 – Equities.

Exchange systems will check the price of the limit order against the contra-side NBB or NBO at the time of the order entry to determine whether the limit order is within the specified percentage. As proposed, the specified percentage would be equal to the corresponding “numerical guideline” percentages set forth in paragraph (c)(1) of Rule 1000 - Equities (Automatic Executions) that are used to calculate Trading Collars.¹⁴

Proposed Rule 13(a)(2)(A) – Equities would provide that a Limit Order to buy (sell) would be rejected if it is priced at or above (below) a specified percentage away from the NBO (NBB). Proposed Rule 13(a)(2)(A)(i) – Equities would further provide if the NBB or the NBO is greater than \$0.00 up to and including \$25.00, the specified percentage would be 10%; if the NBB or NBO is greater than \$25.00 up to and including \$50.00, the specified percentage would be 5%; and if the NBB or NBO is greater than \$50.00, the specified percentage would be 3%. For example, if the NBB is \$26.00, a sell order priced at or below \$24.70, which is 5% below the NBB, would be rejected. Likewise, if the NBO is \$55.00, a buy order priced at or above \$56.65, which is 3% above the NBO, would be rejected.

Proposed Rule 13(a)(2)(A)(i) – Equities would further provide that if the NBBO is crossed, the Exchange would use the Exchange Best Offer (“BO”) instead of the NBO for buy orders and the Exchange Best Bid (“BB”) instead of the NBB for sell orders. The proposed Rule would further provide that if the NBBO is crossed and there is no BO (BB), Limit Order Price Protection will not be applied to an incoming Limit Order to buy (sell). Further, proposed Rule 13(a)(2)(A)(i) – Equities would provide, like current NYSE Arca Rule 7.31(a)(2)(B), that Limit

¹⁴ The NYSE Arca Equities limit order price protection mechanism uses the “numerical guideline” percentage set forth in Rule 7.10(c)(1) (Clearly Erroneous Executions) for its Core Trading Session. See NYSE Arca Equities Rule 7.31(a)(2)(B). The Exchange’s proposal would use the same numerical guidelines, but rather than cross referencing another rule, the Exchange proposes to enumerate the specified percentages in proposed Rule 13(a)(2)(A).

Order Price Protection will not be applied to an incoming Limit Order to buy (sell) if there is no NBO (NBB). Further, if the specified percentage for both buy and sell orders are not in the minimum price variation (“MPV”) for the security, as defined in Supplemental Material .10 to Rule 62 - Equities, they would be rounded down to the nearest price at the applicable MPV. This proposed rule text is based on current Rule 1000(c)(1) - Equities, governing Trading Collars.

Proposed Rule 13(a)(2)(A)(ii) – Equities would provide that Limit Order Price Protection would be applicable only when automatic executions are in effect. This rule would further provide that Limit Order Price Protection would not be applicable (a) before a security opens for trading or during a halt or pause; (b) during a trading suspension; (c) to incoming Auction-Only Orders; and (d) to high-priced securities, as defined in Rule 1000(a)(iii) – Equities.

Finally, in connection with the introduction of the proposed Limit Order Price Protection mechanism, the Exchange proposes to amend Rule 1000(c) – Equities and (c)(ii) - Equities to delete references to marketable limit orders. Accordingly, Trading Collars specified in Rule 1000(c) – Equities would be applicable to Market Orders only, and pricing protections in proposed Rule 13(a)(2)(A) - Equities would be applicable to Limit Orders.

The Exchange believes that the Limit Order Protection mechanism would prevent the entry of supermarketable limit orders, i.e., limit orders that in essence act like market orders because they are priced so far away from the prevailing market price, that could cause significant price dislocation in the market. The Exchange also believes that the mechanism would further serve to mitigate the potential for clearly erroneous executions to occur. The Exchange believes that the proposed treatment of limit orders serves as an additional safeguard that could help limit potential harm from extreme price volatility by preventing executions that could occur at a price significantly away from the contra side national best bid or national best offer.

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Because of the technology changes associated with this rule proposal, the Exchange will announce the implementation date in a Trader Update. The Exchange currently anticipates implementing the proposed changes no later than March 31, 2017.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,¹⁵ in general, and furthers the objectives of Section 6(b)(5) of the Act,¹⁶ in particular, because it is designed to prevent fraudulent and manipulative acts and practices, promote just and equitable principles of trade, remove impediments to and perfect the mechanism of a free and open market and a national market system, and protect investors and the public interest. Specifically, while the Exchange is entitled to avail itself of the exception to Rule 611(b)(4) to the Order Protection Rule, the Exchange believes that trading or routing based on the PBBO, even when it is crossed, may result in additional order execution opportunities to trade at prevailing prices in the market. Accordingly, as a general matter, taking into consideration all protected quotations for purposes of the price at which to trade or route an order on the Exchange, even when the PBBO is crossed, would remove impediments to and perfect the mechanism of a free and open market and a national market system.

The Exchange believes that the proposed changes to modify current order behavior that is based on Rule 611(b)(4) would remove impediments to and perfect the mechanism of a free and open market and a national market system because they are designed to reflect changes to how such orders would be processed when the PBBO is crossed in a manner consistent with the original intent of such orders.

¹⁵ 15 U.S.C. 78f(b).

¹⁶ 15 U.S.C. 78f(b)(5).

- The Exchange believes the proposed amendment to Rule 13 - Equities governing Market Orders would remove impediments to and perfect the mechanism of a free and open market and a national market system because it would promote transparency that a Market Order would be accepted when the PBBO is crossed, and thus may route when the PBBO is crossed.
- The Exchange believes the proposed amendments to Rule 13 - Equities definition of an Exchange IOC Order clarifying that the Exchange would route to a protected quotation when the PBBO is crossed would remove impediments to and perfect the mechanism of a free and open market and a national market system because it would provide specificity regarding the reason why an order may be routed, thereby promoting transparency in Exchange rules. The Exchange further believes that specifying that Supplementary Material .10 relates to the displaying and ranking of Limit Orders designated ALO would remove impediments to and perfect the mechanism of a free and open market and a national market system by adding clarity and transparency to the Exchange's rules.
- The proposed amendments to Rules 70 – Equities and 1000 – Equities to cancel g-Quotes that would otherwise be required to route to away markets ahead of resting displayable interest and reject DMM interest that would increase the displayed quantity of similarly-entered resting DMM interest when that resting interest is locked or crossed by a protected away quote would remove impediments to and perfect the mechanism of a free and open market and a national market system and protect investors and the public because it would provide priority to previously-displayed orders not only for execution opportunities on the Exchange, but also on other markets.

- The proposed amendment to Rule 76 – Equities relating to crossing orders would remove impediments to and perfect the mechanism of a free and open market and a national market system because it would provide transparency that crossing orders, which are designed to trade on the Exchange as a single-priced transaction, would not be eligible to trade if the PBBO is crossed.

The Exchange believes that the proposed Limit Order Protection mechanism would remove impediments to and perfect the mechanism of a free and open market and a national market system by rejecting orders that are priced too far away from the prevailing market. The Exchange believes that the proposed rule would ensure that limit orders would not cause the price of a security to move beyond prices that could otherwise be determined to be a clearly erroneous execution, thereby protecting investors from receiving executions away from the prevailing prices at any given time.

Finally, the Exchange’s proposal to make non-substantive changes to the text of Supplementary Material .10 of Rule 13 – Equities and to Rule 70.25(a) – Equities adds clarity and transparency to Exchange rules and reduces potential investor confusion, which would remove impediments to and perfect the mechanism of a free and open market and a national market system.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed change would not impose any burden on competition because it would align how the Exchange operates when the PBBO is crossed with how other equity exchanges function when the PBBO is crossed. Moreover, the proposed rule changes would specify how orders would be

processed when the PBBO is crossed, thereby promoting transparency and efficiency to the benefit of all market participants, and the adoption of a limit order protection mechanism that is based on the rules of another exchange. The Exchange believes that the proposed rule change will serve to promote regulatory clarity and consistency, thereby reducing burdens on competition in the marketplace and facilitating investor protection.

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

No written comments were solicited or received with respect to the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act¹⁷ and Rule 19b-4(f)(6) thereunder.¹⁸ Because the proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative prior to 30 days from the date on which it was filed, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6)(iii) thereunder.

A proposed rule change filed under Rule 19b-4(f)(6)¹⁹ normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),²⁰ the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest.

¹⁷ 15 U.S.C. 78s(b)(3)(A)(iii).

¹⁸ 17 CFR 240.19b-4(f)(6).

¹⁹ 17 CFR 240.19b-4(f)(6).

²⁰ 17 CFR 240.19b-4(f)(6)(iii).

At any time within 60 days of the filing of such 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 under Section 19(b)(2)(B)²¹ of the Act to determine whether the proposed rule change 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. Please include File Number SR-NYSEMKT-2016-117 on the subject line.

Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-NYSEMKT-2016-117. 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 Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the

²¹ 15 U.S.C. 78s(b)(2)(B).

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-NYSEMKT-2016-117 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.²²

Eduardo A. Aleman
Assistant Secretary

²² 17 CFR 200.30-3(a)(12).