



8011-01

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-87468; File No. SR-BX-2019-039]

Self-Regulatory Organizations; Nasdaq BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Relocate Rules from its Current Rulebook into its New Rulebook Shell

November 5, 2019

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on October 23, 2019, Nasdaq BX, Inc. (“BX” or “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. 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 relocate rules from its current Rulebook into its new Rulebook shell.

The text of the proposed rule change is available on the Exchange’s Website at <http://nasdaqbx.cchwallstreet.com/>, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 in Item IV below. The Exchange 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 Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of this rule change is to relocate BX rules into the new Rulebook shell with some amendments to the shell.³ Nasdaq ISE, LLC ("ISE"), Nasdaq GEMX, LLC ("GEMX") and Nasdaq MRX, LLC ("MRX") recently relocated their rules.⁴ BX proposes to relocate its rules so the Rulebook is similar to ISE, GEMX and MRX. The other Nasdaq affiliated markets will also relocate their Rulebooks in order to harmonize its rule structure, where applicable, across Nasdaq markets. The relocation and harmonization of the BX Rule structure is part of the Exchange's continued effort to promote efficiency and structural conformity of its rules with those of its Affiliated Exchanges. The Exchange believes that the placement of the BX Rules

³ Previously, the Exchange added a shell structure to its Rulebook with the purpose of improving efficiency and readability and to align its rules closer to those of its five sister exchanges, The Nasdaq Stock Market LLC; Nasdaq PHLX LLC; ISE, GEMX and MRX ("Affiliated Exchanges"). See Securities Exchange Act Release No. 82174 (November 29, 2017), 82 FR 57492 (December 5, 2017) (SR-BX-2017-054).

⁴ See Securities Exchange Act Release Nos. 86138 (June 18, 2019), 84 FR 29567 (June 24, 2019) (SR-ISE-2019-17); 86346 (July 10, 2019) 84 FR 33999 (July 16, 2019) (SR-GEMX-2019-08); and 86424 (July 22, 2019), 84 FR 36134 (July 26, 2019) (SR-MRX-2019-15).

into their new location in the shell will facilitate the use of the Rulebook by Members and Members of Affiliated Exchanges.

The Exchange notes that the entire Rulebook is not being relocated at this time. Specifically, certain Equity Rules and the Disciplinary Rules are not being relocated. These rules will be relocated in other rule filings.

The Exchange proposes to update all cross-references within the Rule to the new relocated rule cites and also proposes to correct certain citations. The Exchange proposes to replace internal rule references to simply state “this Rule” where the rule is citing itself without a more specific cite included in the Rule. For example, if BX Chapter VI, Section 3 refers currently to “Chapter VI, Section 3” the Exchange will amend the phrase to simply “this Rule.” The Exchange proposes to conform numbering and lettering in certain rules to the remainder of the Rulebook. The Exchange proposes to reflect the use of the General Equity and Options Rules in place of Equity Rules, where applicable (i.e. an Equity Rule that currently applies to both equities and options). Finally, the Exchange proposes to delete any current Rules that are reserved in the Rulebook.

General 1

The Exchange proposes to relocate rule text from Rule 0111, “Adoption of Rules”, Rule 0112, “Effective Date”, Rule 0113, “Interpretation,” certain definitions from Rule 0120, “Definitions” and Rule 0121 “Definitions in the By-Laws of the Exchange” into General 1. The Exchange proposes to relocate certain definitions from Chapter VI, Section 1 into General 1.⁵ The Exchange proposes to delete certain definitions which are repetitive.⁶ The Exchange will also alphabetize the definitions within General 1 and conform the text where applicable.

⁵ See note 13 below.

⁶ The Exchange proposes to delete the term “Exchange Act” and “SEC” or “Commission.”

Definitions related to the equities rules⁷ currently within Rule 1020 will be relocated into Equity 1 as explained below. The Exchange is conforming the format of all definitions. Finally, the Exchange notes that the description of “MarketWatch” was amended to remove the phrase “a unit of BX Regulation” because that phrase is repetitive.

General 2

General 2 would be comprised of the following rules:

Proposed New Rule Number	Current Rule Number
Section 1	Reserved
Section 2	Chapter VI, Section 16 Fees, Dues and Other Charges
Section 3	Reserved
Section 4	2130. Nasdaq Ownership Restriction (re-title “Limitation on Affiliation between the Exchange and Members”)
Section 5	0130. Regulation of the Exchange and Its Members
Section 6	0115. Applicability
Section 7	0150. Regulatory Independence
Section 8	0160. Delegation, Authority and Access
Section 9	1130. Reliance on Current Membership List

⁷ The terms “Customer,” “Delegation Agreement,” “Equity Rules,” “Grandfathered Rules,” “Nasdaq BX Equities LLC” or BX Equities LLC,” “Nasdaq BX Equities Market” or “System,” and “Security” are being relocated into Equity 1 of the Rulebook as these terms are specific to the equity market.

Section 10	1150. Executive Representative
Section 11	1160. Contact Information Requirements
Section 12	1170. The Exchange's Business Continuity and Disaster Recovery Plan Testing (re-title “Business Continuity and Disaster Recovery Plan Testing”)
Section 13	0140. Fingerprint-Based Background Checks of Employees and Independent Contractors
Section 14	2140. Restrictions on Affiliation
Section 15	3510. Business Continuity Plans
Section 16	3520. Emergency Contact Information

The Exchange is reserving Sections 1 and 3 at this time. The Exchange proposes to relocate Chapter VI, Section 16 Fees, Dues and Other Charges into the General section because this rule applies to both the equity and options products. This rule describes the power of BX’s Board of Directors. The Exchange notes that the Board of Directors of BX has the power to set fees for the BX market, which includes fees for both options and equities.⁸ The Exchange notes that Section 7, “Regulatory Independence” was amended to remove the placeholder for a date.

General 3

The Exchange proposes to relocate the rule text of Rule 1000, “Membership, Registration and Qualification Requirements” along with the title of Rule 1000 into General 3, Section 1.

General 4

The Exchange proposes to rename General 4 from “Regulation” to “Registration Requirements.”

⁸ See By-Laws of BX, Article XII, Section 12.4 which provides the Board authority to set fees. In addition, the Exchange proposes to amend the word “Participant” in this rule to “member” to clearly indicate all members are subject to the Rule.

General 9

The Exchange proposes to adopt a new General 9, titled “Regulation.” The Exchange proposes to relocate the following rules into General 9:

Proposed New Rule Number	Current Rule Number
Section 1	2110, Standards of Commercial Honor and Principles of Trade; IM-2110-2, Trading Ahead of Customer Limit Order; IM-2110-3, Front Running Policy; IM-2110-4, Trading Ahead of Research Reports; IM-2110-5, Anti-Intimidation / Coordination; IM-2110-6, Confirmation of Callable Common Stock; IM-2110-7, Interfering With the Transfer of Customer Accounts in the Context of Employment Disputes; 2111, Trading Ahead of Customer Market Orders; and 2120, Use of Manipulative, Deceptive or Other Fraudulent Devices (re-title “General Standards”)
Section 2	2150, Customers' Securities or Funds; IM-2150, Segregation of Customers' Securities
Section 3	2210, Communications with the Public; IM-2210-1, Guidelines to Ensure That Communications With the Public Are Not Misleading; and IM-2210-4, Limitations on Use of the Exchange's Name
Section 4	2211, Institutional Sales Material and Correspondence
Section 5	2212, Telemarketing
Section 6	2251, Forwarding of Proxy and Other Issuer-Related Materials
Section 7	2261, Disclosure of Financial Condition; 2262, Disclosure of Control Relationship with Issuer; and 2269, Disclosure of Participation or Interest in Primary or Secondary Distribution (re-title “Disclosure of Financial Condition, Control Relationship with Issuer and Participation or Interest in Primary or Secondary Distribution”)
Section 8	2266, SIPC Information
Section 9	2290, Fairness Opinions
Section 10	2310, Recommendations to Customers (Suitability); IM-2310-2, Fair Dealing with Customers; and IM-2310-3, Suitability Obligations to Institutional Customers

Section 11	2320, Best Execution and Interpositioning; and IM-2320, Interpretive Guidance with Respect to Best Execution Requirements
Section 12	2340, Customer Account Statements
Section 13	2341, Margin Disclosure Statement
Section 14	2360, Approval Procedures for Day-Trading Accounts; and 2361, Day-Trading Risk Disclosure Statement
Section 15	2370, Borrowing From or Lending to Customers
Section 16	2430, Charges for Services Performed
Section 17	2441, Net Transactions with Customers
Section 18	2460, Payments for Market Making
Section 19	2510, Discretionary Accounts
Section 20	3010, Supervision; IM-3010-1, Standards for Reasonable Review; and IM-3010-2, Guidance on Heightened Supervision Requirements
Section 21	3012, Supervisory Control System
Section 22	3013, Annual Certification of Compliance and Supervisory Processes; and IM-3013, Annual Compliance and Supervision Certification
Section 23	3030, Outside Business Activities of an Associated Person
Section 24	3040, Private Securities Transactions of an Associated Person
Section 25	3050, Transactions for or by Associated Persons
Section 26	3060, Influencing or Rewarding Employees of Others
Section 27	3070, Reporting Requirements
Section 28	3080, Disclosure to Associated Persons When Signing Form U4
Section 29	3090, Transactions Involving Exchange Employees
Section 30	3110, Books and Records and IM-3110. Customer Account Information

Section 31	3120, Use of Information Obtained in Fiduciary Capacity
Section 32	3140, Approval of Change in Exempt Status Under SEC Rule 15c3-3
Section 33	3150, Reporting Requirements for Clearing Firms; and IM-3150, Exemptive Relief
Section 34	3160, Extensions of Time Under Regulation T and SEC Rule 15c3-3
Section 35	2040, Nonregistered Foreign Finder
Section 36	Reserved
Section 37	3011, Anti-Money Laundering Compliance Program
Section 38	2520, Margin Requirements
Section 39	3020, Fidelity Bonds
Section 40	4110A, Capital Compliance
Section 41	4120A, Regulatory Notification and Business Curtailment
Section 42	4140A, Audit
Section 43	Reserved
Section 44	Reserved
Section 45	Reserved
Section 46	Reserved
Section 47	Reserved
Section 48	4521A, Notifications, Questionnaires and Reports
Section 49	5230A, Payments Involving Publications that Influence the Market Price of a Security
Section 50	1090, Foreign Members
Section 51	1050, Research Analyst

The word “FINRA” is being added in certain places for greater clarity. The Exchange is

amending Rule 2212, Telemarketing, to update the Rule reference to NASD Rule 2212 to FINRA Rule 3230 in light of a FINRA rule change.⁹ The Exchange is amending Rule 3010, Supervision, as well as IM-3010-1, Standards for Reasonable Review, to update the Rule reference to NASD Rule 3010 to FINRA Rule 3110 and 3170, respectively, in light of a FINRA rule change.¹⁰ The Exchange also proposes to remove rule text from IM-3010-1 which states, “FINRA is in the process of consolidating certain NASD rules into a new FINRA rulebook. If the provisions of NASD Interpretive Material 3010-1 are transferred into the FINRA rulebook, then Equity Interpretive Material 3010-1 shall be construed to require Exchange members and persons associated with a member to comply with the FINRA rule corresponding to NASD Interpretive Material 3010-1 (regardless of whether such rule is renumbered or amended) as if such rule were part of the Rules of the Exchange.” The consolidation has already occurred with respect to this rule. The Exchange proposes to amend NASD Rule 3070 references within Rule 3070, Reporting Requirements, to FINRA Rule 4530 pursuant to a FINRA rule change.¹¹ The Exchange will also separately file another rule change to amend other NASD Rule references to the FINRA Rulebook. Finally, the Exchange is updating incorrect references to NASD Rules within General 9, Sections 3, 23 and 24.

Equity Rules

The Exchange proposes to amend the Equity Rules to re-title certain chapters in the new Rulebook. The Exchange proposes to relocate certain definitions currently within Rule 0120,

⁹ See Securities Exchange Act Release No. 66279 (January 30, 2012), 77 FR 5611 (February 3, 2012) (SR-FINRA-2011-059).

¹⁰ See Securities Exchange Act Release No. 71179 (December 23, 2013), 79 FR 79542 (December 30, 2013) (SR-FINRA-2013-025).

¹¹ See Securities Exchange Act Release No. 63260 (November 5, 2010), 75 FR 69508 (November 12, 2010) (SR-FINRA-2010-034).

Definitions, into Equity 1.¹² The Exchange proposes to re-title Equity 2 from “Equity Trading Rules” to “Equity Market Participants.” The Exchange proposes to re-title Equity 3 from “Equity Market Participants” to “Equity Trading Rules.” The Exchange proposes to title Equity 4, which is currently reserved, as “Limit Up-Limit Down.” The Exchange proposes to reserve Equity 6, which is currently titled “Limit Up-Limit Down.” The Exchange proposes to title Equity 10, which is currently reserved, as “BX Venture Market Listing Rules.” Finally, the Exchange proposes to remove Equity 11, which is titled “BX Venture Market Listing Rules.”

Options 1

The Exchange proposes to rename current Options 1 from “Options Definitions” to “General Provisions.” The Exchange proposes to relocate and alphabetize certain definitions from Chapter I, Section 1 into proposed General 1, Section 1. The Exchange also proposes to relocate definitions from Chapter VI, Section 1(a)-(c) and (h) into Options 1, Section 1. Certain definitions within Chapter 1, Section 1 and Chapter VI, Section 1 apply to both equities and options. These definitions¹³ will be relocated to General 1, Section 1 from Chapter I, Section 1 and Chapter VI, Section 1. The Exchange proposes to conform the definitions by adding “the term” where necessary. The Exchange proposes to amend the term “System” from Chapter VI, Section 1 and apply that term to both “System” and “Trading System” and remove the separate definition for “Trading System” in Chapter I, Section 1(a)(62) which creates a circular reference to the term “System.” The Exchange also proposes to eliminate the defined term “Participant” from Chapter VI, Section 1. The Exchange defines an “Options Participant” or “Participant” within its rules today. The separate defined term “Participant” is confusing and unnecessary.

¹² See note 13 below. The term “Exchange Manual” is being eliminated.

¹³ The following definitions are being relocated from Chapter I, Section 1 and Chapter VI, Section 1 into General 1, Section 1: “Board,” “BX,” “BX Regulation,” “BX Rules,” “he,” “him,” or “his,” “MarketWatch,” “primary market,” “SEC” or Commission,” and “SRO.”

The term “Exchange” is redundant of the same terms that was already being relocated to General 1 from the Equity Rules. The Exchange proposes to delete the terms “Exchange” and “Order Entry Firms” in this rule because they are duplicative.

In addition the Exchange proposes to relocate the following rules into Options 1:

Proposed New Rule Number	Current Rule Number
Section 1	Chapter I, Section 1, Definitions and Chapter VI, Section 1(a)-(c) and (h)
Section 2	Chapter I, Section 2, Applicability
Section 3	Chapter I, Section 3, Regulation of BX and its Members

The Exchange proposes to relocate Chapter V, Section 2, MarketWatch, to the end of the defined term “MarketWatch” which is currently within Chapter I, Section 1 and is being relocated to General 1 as that term applies to both options and equities. The sentence is merely descriptive and adds to the already defined term. The Exchange proposes to relocate Chapter VII, Section 1, Customer Orders and Order Entry Firms, into a definition for Order Entry Firms within Options 1, Section 1.

Options 2

The Exchange proposes to rename Options 2 from “Options Trading Rules” to “Options Market Participants” and relocate the following rules into this chapter:

Proposed New Rule Number	Current Rule Number
Section 1	Chapter VII, Section 2, Market Maker Registration; and Section 3 Continuing Market Maker Registration (re-title as “Registration of Market Makers”)
Section 2	Reserved
Section 3	Chapter VII, Section 13, Lead Market Makers Allocations (re-title as “Lead Market Maker Allocations”)
Section 4	Chapter VII, Section 5, Obligations of Market Makers; and Section 14, LMM Obligations and Quotations (re-title

	as “Obligations of Market Makers and Lead Market Makers”)
Section 5	Chapter VII, Section 6, Market Maker Quotations
Section 6	Reserved
Section 7	Chapter VII, Section 7, Securities Accounts and Orders of Market Makers
Section 8	Chapter VII, Section 9, Financial Requirements for Market Makers
Section 9	Chapter VII, Section 4, Good Standing for Market Makers
Section 10	Chapter VII, Section 15, Directed Market Makers

The Exchange proposes to reserve Sections 2 and 6. The Exchange proposes to relocate Chapter VII, Section 8, Letters of Guarantee, to Options 6, Section 4. The Exchange proposes to relocate Chapter VII, Sections 11, Mass Cancellation of Trading Interest, and Section 12, Order Exposure Requirements, to Options 3, Sections 19 and 22. Chapter VII, Section 1, Customer Orders and Order Entry Firms, was relocated to the definitions as described herein.

Options 2A

The Exchange proposes a new Options Section 2A titled “Options Participation” and proposes to relocate the following rules into this chapter:

Proposed New Rule Number	Current Rule Number
Section 1	Chapter II, Section 1, Options Participation
Section 2	Chapter II, Section 2, Requirements for Options Participation
Section 3	Chapter II, Section 3, Persons Associated with Options Participants
Section 4	Chapter II, Section 4, Good Standing for Options Participants

The Exchange proposes to reserve Sections 5-7.

Options 3

The Exchange proposes to rename Options 3 from “Options Market Participants” to “Options Trading Rules” and relocate the following rules into this chapter:

Proposed New Rule Number	Current Rule Number
Section 1	Chapter VI, Section 2, Days and Hours of Business
Section 2	Chapter VI, Section 3. Units of Trading; and Section 4, Meaning of Premium Quotes and Orders (combined into one rule and retitle as “Units of Trading and Meaning of Premium Quotes and Orders”)
Section 3	Chapter VI, Section 5, Minimum Increments
Section 4	Chapter VI, Section 6, Entry and Display of Quotes
Section 5	Chapter VI, Section 7, Entry and Display of Orders
Section 6	Chapter V, Section 5, Unusual Market Conditions
Section 7	Chapter VI, Section 1(d)-(g) Definitions; and Chapter VI, Section 21 Order and Quote Protocols (re-title as “Types of Orders and Quote Protocols”)
Section 8	Chapter VI, Section 8, BX Opening and Halt Cross (re-title as “Opening and Halt Cross”)
Section 9	Chapter V, Section 3, Trading Halts; and Section 4, Resumption of Trading After a Halt (re-title as to “Trading Halts”)
Section 10	Chapter VI, Section 10, Book Processing (re-title as “Order Book Allocation”)
Section 11	Reserved
Section 12	Reserved
Section 13	Chapter VI, Section 9, Price Improvement Auction (“PRISM”)
Section 14	Reserved
Section 15	Chapter VI, Section 18, Risk Protections
Section 16	Reserved
Section 17	Chapter VI, Section 22, Kill Switch

Section 18	Chapter VI, Section 23, Detection of Loss of Communication
Section 19	Chapter VII, Section 11, Mass Cancellation of Trading Interest
Section 20	Chapter V, Section 6, Nullification and Adjustment of Options Transactions including Obvious Errors
Section 21	Chapter V, Section 1, Access to and Conduct on BX Options; and Chapter VI, Section 20 Exchange Sharing of Participant-Designated Risk Settings (re-title as “Access to and Conduct on BX Options”)
Section 22	Chapter VI [sic], Section 12, Limitations on Order Entry
Section 23	Chapter VI, Section 19, Data Feeds and Trade Information
Section 24	Chapter VI, Section 13, Transaction Price Binding
Section 25	Chapter VI, Section 12, Anonymity
Section 26	Chapter VI, Section 17, Message Traffic Mitigation
Section 27	Chapter V, Section 9, Limitation of Liability
Section 28	Reserved

The Exchange proposes to combine the BX Rules and retitle them as indicated herein.

The Exchange proposes to reserve certain rules. Chapter VI, Section 16, Fees, Dues and Other Charges was relocated to General 2 and Chapter VI, Sections 14, Authorization to Give Up, and Section 15, Submission for Clearance, were relocated to Options 6. The Exchange amended Options 3, Section 21(b)(8) to refer to Section 22 which describes the limitation on orders on BX.

Options 4

The Exchange proposes to amend Options 4, Options Listing Rules, to remove Section 5, which is reserved, and renumber Section 6, Series of Options Contracts Open for Trading, as Section 5.¹⁴ The Exchange also proposes to reserve Section 6 and reserve a new Section 10.

¹⁴ The corresponding rule numbers are changing for removals of certain sections.

Options 4A

The Exchange proposes to relocate rules within new proposed Options 4A, which is proposed to be titled “Options Index Rules” as follows:

Proposed New Rule Number	Current Rule Number
Section 1	Chapter XIV, Section 1, Application of Index Rules
Section 2	Chapter XIV, Section 2, Definitions
Section 3	Chapter XIV, Section 3, Designation of a Broad-Based Index
Section 4	Chapter XIV, Section 6, Designation of Narrow-Based and Micro-Narrow-Based Index Options
Section 5	Chapter XIV, Section 4, Dissemination of Information
Section 6	Chapter XIV, Section 5, Position Limits for Broad-Based Index Options
Section 7	Chapter XIV, Section 7, Position Limits for Industry and Micro-Narrow Based Index Options
Section 8	Reserved
Section 9	Chapter XIV, Section 8, Exemptions from Position Limits
Section 10	Chapter XIV, Section 9, Exercise Limits
Section 11	Chapter XIV, Section 10, Trading Sessions
Section 12	Chapter XIV, Section 11, Terms of Index Options Contracts
Section 13	Chapter XIV, Section 12, Debit Put Spread Cash Account Transactions
Section 14	Chapter XIV, Section 13, Disclaimers
Section 15	Chapter XIV, Section 14, Exercise of American-Style Index Options
Section 16	Reserved

The Exchange proposes to add a clarifying note to Options 4A, Supplementary Material .01 to Section 2 to explain that no reporting authorities are listed because BX does not currently

list index options.

Options 5

The Exchange proposes to rename Options 5 from “Options Trade Administration” to “Order Protection and Locked and Crossed Markets.” The current rules¹⁵ within Options 5 are being relocated into Options 6B.

The Exchange proposes to relocate the following rules within Options 5 as follows:

Proposed New Rule Number	Current Rule Number
Section 1	Chapter XII, Section 1, Definitions
Section 2	Chapter XII, Section 2, Order Protection
Section 3	Chapter XII, Section 3, Locked and Crossed Markets
Section 4	Chapter VI, Section 11(a), Order Routing
Section 5	Chapter VI, Section 11(b) to be titled “Cancellation of Orders and Error Account”

The definitions of “Exchange Act” and “SEC” are being removed from Chapter XII, Section 1, Definitions, as these terms are repetitive of definitions within General 1.

Options 6

The Exchange proposes rename Options 6 from “Order Protection and Locked and Cross Markets” to “Options Trade Administration” and relocate rules within Options 6 as follows:

Proposed New Rule Number	Current Rule Number
Section 1	Chapter VI, Section 14, Authorization to Give Up
Section 2	Chapter VI, Section 15, Submission for Clearance
Section 3	Reserved

¹⁵ Options 5 currently includes the following rules: Section 101 Exercise of Options Contracts, Section 102 Allocation of Exercise Notices, and Section 103, Delivery and Payment.

Section 4	Chapter VII, Section 8, Letters of Guarantee
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Options 6A

The Exchange proposes to relocate rules within new proposed Options 6A titled “Closing Transactions” as follows:

Proposed New Rule Number	Current Rule Number
Section 1	Chapter X, Section 6, Contracts of Suspended Participants
Section 2	Chapter V, Section 8, Failure to Pay Premium

Options 6B

The Exchange proposes to relocate rules within new proposed Options 6B titled “Exercises and Deliveries” as follows:

Proposed New Rule Number	Current Rule Number
Section 1	Options 5, Section 101, Exercise of Options Contracts
Section 2	Options 5, Section 102, Allocation of Exercise Notices
Section 3	Options 5, Section 103, Delivery and Payment

Options 6C

The Exchange proposes to relocate rules within new proposed Options 6C titled “Margins” as follows:

Proposed New Rule Number	Current Rule Number
Section 1	Chapter XIII, Section 1, General Rule
Section 2	Chapter XIII, Section 2, Time Margin Must Be Obtained
Section 3	Chapter XIII, Section 3, Margin Requirements
Section 4	Reserved

Section 5	Chapter XIII, Section 4, Margin Required Is Minimum
Section 6	Reserved

Chapter XIII, Section 5, Joint Back Office Participants, is being relocated to Options 6D.

Options 6D

The Exchange proposes to relocate rules within new proposed Options 6D titled “Net Capital Requirements” as follows:

Proposed New Rule Number	Current Rule Number
Section 1	Reserved
Section 2	Reserved
Section 3	Reserved
Section 4	Chapter XIII, Section 5, Joint Back Office Participants

With respect to the relocation of Joint Back Office Participants, Supplementary Material .01 was removed and the text was retained as part of the main rule in paragraph (c) of Section 4.

Options 6E

The Exchange proposes to relocate rules within new proposed Options 6E titled “Records, Reports and Audits” as follows:

Proposed New Rule Number	Current Rule Number
Section 1	Chapter IX, Section 1, Maintenance, Retention and Furnishing of Books, Records and Other Information
Section 2	Chapter IX, Section 2, Reports of Uncovered Short Positions
Section 3	Chapter IX, Section 3, Financial Reports and Audits
Section 4	Reserved

Section 5	Chapter IX, Section 4, Automated Submission of Trade Data
Section 6	Chapter IX, Section 6, Risk Analysis of Market Maker Accounts
Section 7	Chapter IX, Section 5, Regulatory Cooperation
Section 8	Reserved
Section 9	Chapter V, Section 7, Audit Trail

The Exchange proposes to relocate Chapter IX, Section 7, Anti-Money Laundering Compliance Program, to Options 9, Section 21.

Options 7

The Exchange is updating cross-references within Options 7 to the introductory section of the Rule and Sections 2 and 4.

Options 9

The Exchange proposes to relocate rules within new proposed Options 9, which is currently reserved, and title the chapter as “Business Conduct.” The following rules will be relocated within Options 9 with certain rules reserved:

Proposed New Rule Number	Current Rule Number
Section 1	Reserved
Section 2	Chapter III, Section 1, Adherence to Law and Chapter III; and Section 2 Conduct and Compliance with Rules (re-title as “Adherence to Law and Compliance with BX Options Rules”)
Section 3	Reserved
Section 4	Chapter III, Section 16, Disruptive Quoting and Trading Activity Prohibited
Section 5	Reserved
Section 6	Reserved

Section 7	Reserved
Section 8	Chapter III, Section 3, Rumors
Section 9	Chapter III, Section 4, Prevention of the Misuse of Material Nonpublic Information
Section 10	Chapter III, Section 5, Disciplinary Action by Other Organizations
Section 11	Chapter III, Section 6, Other Restrictions on Participants
Section 12	Chapter III, Section 15, Significant Business Transactions of Options Clearing Participants
Section 13	Chapter III, Section 7, Position Limits
Section 14	Chapter III, Section 8, Exemptions from Position Limits
Section 15	Chapter III, Section 9, Exercise Limits
Section 16	Chapter III, Section 10, Reports Related to Position Limits
Section 17	Chapter III, Section 11, Liquidation Positions
Section 18	Chapter III, Section 14, Limit on Outstanding Uncovered Short Positions
Section 19	Chapter III, Section 12, Other Restrictions on Options Transactions and Exercises
Section 20	Chapter III, Section 13, Mandatory Systems Testing
Section 21	Chapter IX, Section 7, Anti-Money Laundering Compliance Program
Section 22	Reserved
Section 23	Reserved

Options 10

The Exchange proposes to relocate rules within new proposed Options 10 titled “Doing Business with the Public” as follows:

Proposed New Rule Number	Current Rule Number
Section 1	Chapter XI, Section 1, Eligibility

Section 2	Chapter XI, Section 2, Registration of Options Principals
Section 3	Chapter XI, Section 3, Registration of Representatives
Section 4	Chapter XI, Section 5, Discipline, Suspension, Expulsion of Registered Persons
Section 5	Chapter XI, Section 6, Branch Offices
Section 6	Chapter XI, Section 7, Opening of Accounts
Section 7	Chapter XI, Section 8, Supervision of Accounts
Section 8	Chapter XI, Section 9, Suitability of Recommendations
Section 9	Chapter XI, Section 10, Discretionary Accounts
Section 10	Chapter XI, Section 11, Confirmation to Public Customers
Section 11	Chapter XI, Section 12, Statement of Accounts to Customers
Section 12	Chapter XI, Section 13, Statements of Financial Condition to Public Customers
Section 13	Chapter XI, Section 15, Delivery of Current Options Disclosure Documents and Prospectus
Section 14	Chapter XI, Section 16, Restrictions on Pledge and Lending of Customers' Securities
Section 15	Chapter XI, Section 17, Transactions of Certain Public Customers
Section 16	Chapter XI, Section 18, Guarantees
Section 17	Chapter XI, Section 19, Profit Sharing
Section 18	Chapter XI, Section 20, Assuming Losses
Section 19	Chapter XI, Section 21, Transfer of Accounts
Section 20	Chapter XI, Section 22, Communications with Public Customers; and Chapter XI, Section 14 Addressing of Communications to Public Customers (re-title as "Communications with Public Customers")
Section 21	Chapter XI, Section 23, Fidelity Bond
Section 22	Chapter XI, Section 24, Public Customer Complaints
Section 23	Chapter XI, Section 25, Telephone Solicitation

Section 24	Chapter XI, Section 4, Other Affiliations of Registered Persons
Section 25	Reserved

The Exchange proposes to reserve Options 10, Section 25.

Options 11

Finally, the Exchange proposes to relocate Chapter X, Section 7 titled “Penalty for Minor Rule Violations” to Options 11 titled “Minor Rule Plan Violations” at Section 1. The Exchange proposes to relocate Chapter X, Section 1, “Imposition of Suspension,” Section 2, “Investigation Following Suspension Violations,” Section 3, “Reinstatement Following Suspension,” Section 4, “Failure to Obtain Reinstatement,” and Section 5, “Termination of Rights by Suspension,” into Options 11, Section 2, titled “Suspension.”

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,¹⁶ in general, and furthers the objectives of Section 6(b)(5) of the Act,¹⁷ in particular, in that it is designed to promote just and equitable principles of trade and to protect investors and the public interest by bringing greater transparency to its rules by relocating its Rules into the new Rulebook shell together with other rules which have already been relocated. The Exchange’s proposal is consistent with the Act and will protect investors and the public interest by harmonizing its rule structure, where applicable, across Nasdaq markets so that Members can readily locate rules which cover similar topics. The relocation and harmonization of the BX Rule structure is part of the Exchange’s continued effort to promote efficiency and conformity of its processes with those of its Affiliated Exchanges. The Exchange believes that the placement

¹⁶ 15 U.S.C. 78f(b).

¹⁷ 15 U.S.C. 78f(b)(5).

of the BX Rules into their new location in the shell will facilitate the use of the Rulebook by Members. Specifically, the Exchange believes that market participants that are members of more than one Nasdaq market will benefit from the ability to compare Rulebooks.

The Exchange is not substantively amending rule text unless noted otherwise within this rule change. The renumbering, re-lettering, deleting reserved rules, amending cross-references and other minor technical changes will bring greater transparency to BX's Rule structure. ISE, GEMX and MRX have already relocated their Rulebooks. The other Nasdaq affiliated markets will also relocate their Rulebooks in order to harmonize its rule structure, where applicable, across Nasdaq markets. The Exchange believes its proposal will benefit investors and the general public by increasing the transparency of its Rulebook and promoting easy comparisons among the various Nasdaq Rulebooks.

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 not necessary or appropriate in furtherance of the purposes of the Act. The Exchange believes that the proposed amendments do not impose an undue burden on competition because the amendments to relocate the Rules are non-substantive. This rule change is intended to bring greater clarity to the Exchange's Rules. Renumbering, re-lettering, deleting reserved rules and amending cross-references will bring greater transparency to BX's Rule structure.

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

No written comments were either solicited or received.

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

Because the foregoing 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 for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁸ and Rule 19b-4(f)(6) thereunder.¹⁹

A proposed rule change filed pursuant to Rule 19b-4(f)(6) under the Act²⁰ normally does not become operative for 30 days after the date of its filing. However, Rule 19b-4(f)(6)(iii)²¹ permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has requested that the Commission waive the 30-day operative delay so that the Exchange could immediately relocate its rules. According to the Exchange, the proposal is intended to make it easier for members to locate the various Exchange rules, and is part of a larger effort to reorganize the Exchange's rules and those of its Affiliated Exchanges. For these reasons, the Commission believes that waiver of the 30-day operative delay is consistent with the protection of investors and the public interest.

¹⁸ 15 U.S.C. 78s(b)(3)(A).

¹⁹ 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6)(iii) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

²⁰ 17 CFR 240.19b-4(f)(6).

²¹ 17 CFR 240.19b-4(f)(6)(iii).

Accordingly, the Commission hereby waives the operative delay and designates the proposed rule change operative upon filing.²²

At any time within 60 days of the filing of the 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 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-BX-2019-039 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-BX-2019-039. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your

²² For purposes only of waiving the 30-day operative delay, the Commission also has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

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 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. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-BX-2019-039, 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.²³

Jill M. Peterson,

Assistant Secretary.

²³ 17 CFR 200.30-3(a)(12).

