OFFICE OF SCIENCE AND TECHNOLOGY POLICY

Materials Genome Initiative Strategic Plan

ACTION: Notice for Public Comment.

SUMMARY: The National Science and Technology Council's Committee on Technology, Subcommittee on the Materials Genome Initiative requests public comments on the draft 2014 Materials Genome Initiative Strategic Plan (*http://www.nist.gov/mgi/upload/MGI-StrategicPlan-2014.pdf*).

DATES: Responses must be received by July 21, 2014 to be considered.

ADDRESSES: You may submit comments by any of the following methods:

- *Email: mgi-strategicplan@ostp.gov.* Include [*MGI Strategic Plan—Public Comment*] in the subject line of the message.
- *Fax:* (202) 456–6027, Attn: Meredith Drosback.
- *Mail:* Attn: Meredith Drosback, Office of Science and Technology Policy, Eisenhower Executive Office Building, 1650 Pennsylvania Ave. NW., Washington, DC 20504.

Instructions: Response to this request for public comment is voluntary. Responses exceeding 500 words will not be considered; please reference page and line numbers in your response, as appropriate. Please be aware that your comments may be posted online. OSTP therefore requests that no business proprietary information, copyrighted information, confidential, or personally identifiable information be submitted in response to this request. Please note that the U.S. Government will not pay for response preparation, or for the use of any information contained in the response.

FOR FURTHER INFORMATION CONTACT: Meredith Drosback, (202) 456–4444, *mdrosback@ostp.eop.gov*, OSTP.

SUPPLEMENTARY INFORMATION: In June 2011, President Obama launched the Materials Genome Initiative (MGI) to help scientists and innovators discover, develop, and deploy new materials twice as fast as today. What began with a modest investment by four Federal agencies only three years ago has now expanded to include participation by a wide range of public and private stakeholders, including universities, companies, professional scientific societies, and Federal agencies.

At the Federal level, MGI is managed within the framework of the National Science and Technology Council (NSTC), the Cabinet-level council that coordinates science and technology across the Federal government. The Subcommittee on the Materials Genome Initiative (SMGI), under the NSTC Committee on Technology, coordinates Federal efforts in support of the goals of MGI and identifies policies that will accelerate deployment of advanced materials. The SMGI includes representatives from each agency participating in MGI.

The SMGI developed this strategic plan to outline the near-term steps the Federal government will take to achieve the vision put forth by MGI. It defines the high-level goals and priorities for the Initiative by describing each of four strategic goals and the objectives and near-term milestones needed to meet these goals. This strategic plan also describes scientific and technical challenges identified by experts from the materials science and engineering communities that impede progress in nine materials classes and that MGI can help address. This input came through two Grand Challenge Summits held in 2013 for stakeholders from academia and industry (details available online at *http://www.ibbr.umd.edu/NISTMGISummit*). The experimental and computational tools and scientific cultural evolution emerging from MGI can be directly applied to overcoming these scientific and technical challenges, and others that will emerge in the future, to meet the President's directive for more rapid discovery and deployment of advanced materials. The SMGI is seeking public comment on this strategic plan (available at *http://www.nist.gov/mgi/upload/MGI-StrategicPlan-2014.pdf*) in advance of finalizing the document for publication.

Ted Wackler,

Deputy Chief of Staff and Assistant Director.

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BILLING CODE 3270–F4–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–72395; File No. SR–Phlx–2014–38]

Self-Regulatory Organizations; NASDAQ OMX PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Pricing in Multiply Listed Options

June 16, 2014.

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 June 2, 2014, NASDAQ OMX PHLX LLC (''Phlx'' or ''Exchange'') filed with the Securities and Exchange Commission (''SEC'' or ''Commission'') the proposed rule change as described in Items I, II, and III, 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.

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

I. Self-Regulatory Organization's Statement of the Terms of the Substance of the Proposed Rule Change

The Exchange proposes to amend Section II of the Pricing Schedule which pertains to Multiply Listed Options fees.[3]

The text of the proposed rule change is available on the Exchange's Web site at *http://nasdaqomxphlx.cchwallstreet.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 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 filing is to amend Section II of the Exchange's Pricing Schedule entitled ''Multiply Listed Options'' to: (i) Amend Options Transaction Charges in Penny Pilot Options[4] and Non-Penny Pilot Options; (ii) amend certain Complex Order[5] fees;

[3] Multiply Listed Options fees includes options overlying equities, ETFs, ETNs and indexes which are multiply listed.

[4] The Penny Pilot was established in January 2007 and was last extended in May 2014. *See* Securities and Exchange Release No. 72245 (May 23, 2014), 79 FR 31164 (May 30, 2014) (SR–Phlx–2014–37).

[5] A Complex Order is any order involving the simultaneous purchase and/or sale of two or more different options series in the same underlying security, priced at a net debit or credit based on the relative prices of the individual components, for the same account, for the purpose of executing a particular investment strategy. Furthermore, a

Continued

(iii) amend incentives related to achieving certain Customer Rebate Tiers;[6] (iv) amend the Monthly Market Maker Cap; and (v) remove outdated rule text related to the Qualified Contingent Cross[7] Bonus.

Options Transaction Charges

The Exchange proposes to increase the electronic Professional,[8] Broker-Dealer[9] and Firm[10] Options Transaction Charges in Penny Pilot Options to $0.48 per contract. Currently, a Professional is assessed an electronic Options Transaction Charge of $0.30 per contract and a Broker-Dealer and Firm are assessed an electronic Options Transaction Charge of $0.45 per contract.

The Exchange also proposes to increase the electronic Specialist[11] and Market Maker[12] Options Transaction Charge in Non-Penny Pilot Options from $0.23 to $0.25 per contract. The Exchange believes that these fee increases will permit the Exchange to incentivize market participants by offering other incentives to lower prices as described herein.

Complex Order Fees

The Exchange currently assesses Professionals an electronic Complex Order fee of $0.30 per contract in Penny Pilot Options.[13] The Exchange will continue to offer Professionals this $0.30 per contract fee for electronic Penny Pilot Complex Orders, which will represent a lower fee as compared to the proposed Professional electronic Options Transaction Charge of $0.48 per contract. The Exchange will also offer Broker-Dealers and Firms the opportunity to lower the proposed $0.48 per contract electronic Penny Pilot Options Transaction Charges to $0.30 per contract with respect to Complex Orders.

With respect to Non-Penny Pilot Options, the Exchange currently assesses Professionals an electronic Complex Order fee of $0.30 per contract in Non-Penny Pilot Options.[14] The Exchange will continue to offer Professionals this $0.30 per contract fee for electronic Non-Penny Pilot Complex Orders. The Exchange will also offer Broker-Dealers and Firms the opportunity to lower the current electronic Options Transaction Charges of $0.70 to $0.30 per contract with respect to Complex Orders.

The Exchange believes that offering these market participants the opportunity to lower Complex Order fees will encourage the transaction of these types of orders on Phlx.

Customer Rebate Tier Incentives

Today the Exchange offers Professionals, Broker-Dealers and Firms the opportunity to reduce electronic Options Transaction Charges in Non-Penny Pilot Options from $0.70 to $0.60 per contract if the member or member organization under Common Ownership with another member or member organization qualifies, in a given month, for Customer Rebate Tiers 2, 3, 4, or 5 in Section B of the Pricing Schedule.[15] The Exchange will continue to offer these market participants the opportunity to qualify for the Customer Rebate Tiers and reduce these electronic fees to $0.60 per contract.[16]

The Exchange also proposes to offer Specialists and Market Makers an opportunity to lower the electronic Non-Penny Pilot Options Transaction Charge from the proposed $0.25 per contract to $0.23 per contract.[17] Any Specialist or Market Maker member or member organization under Common Ownership with another member or member organization that qualifies for Customer Rebate Tiers 2, 3, 4 or 5 in Section B of the Pricing Schedule will be assessed a $0.23 per contract electronic Non-Penny Pilot Option Transaction Charge.

The Exchange believes that these incentives will encourage Specialists and Market Makers to transact a greater number of orders on the Exchange.

Monthly Market Maker Cap

Today, Specialists and Market Makers are subject to a ''Monthly Market Maker Cap'' of $550,000 for: (i) Electronic and floor Option Transaction Charges; (ii) QCC Transaction Fees (as defined in Exchange Rule 1080(o) and Floor QCC Orders, as defined in 1064(e)); and (iii) fees related to an order or quote that is contra to a PIXL Order or specifically responding to a PIXL auction. The trading activity of separate Specialist and Market Maker member organizations is aggregated in calculating the Monthly Market Maker Cap if there is Common Ownership between the member organizations.

All dividend, merger, short stock interest, reversal and conversion, jelly roll and box spread strategy executions (as defined in Section II) are excluded from the Monthly Market Maker Cap. In addition, Specialists or Market Makers that (i) are on the contra-side of an electronically-delivered and executed Customer order; and (ii) have reached the Monthly Market Maker Cap are assessed a $0.17 per contract fee.

The Exchange proposes to continue to assess Specialists or Market Makers that (i) are on the contra-side of an electronically-delivered and executed Customer order; and (ii) have reached the Monthly Market Maker Cap a $0.17

Complex Order can also be a stock-option order, which is an order to buy or sell a stated number of units of an underlying stock or exchange-traded fund (''ETF'') coupled with the purchase or sale of options contract(s). *See* Exchange Rule 1080, Commentary .08(a)(i).

[6] The Exchange offers Customer Rebates in Section B of the Pricing Schedule.

[7] A QCC Order is comprised of an order to buy or sell at least 1000 contracts that is identified as being part of a qualified contingent trade, as that term is defined in Rule 1080(o)(3), coupled with a contra-side order to buy or sell an equal number of contracts. The QCC Order must be executed at a price at or between the National Best Bid and Offer and be rejected if a Customer order is resting on the Exchange book at the same price. A QCC Order shall only be submitted electronically from off the floor to the PHLX XL II System. *See* Rule 1080(o). *See also* Securities Exchange Act Release No. 64249 (April 7, 2011), 76 FR 20773 (April 13, 2011) (SR–Phlx–2011–47) (a rule change to establish a QCC Order to facilitate the execution of stock/option Qualified Contingent Trades (''QCTs'') that satisfy the requirements of the trade through exemption in connection with Rule 611(d) of Regulation NMS). A Floor QCC Order must: (i) Be for at least 1,000 contracts, (ii) meet the six requirements of Rule 1080(o)(3) which are modeled on the QCT Exemption, (iii) be executed at a price at or between the National Best Bid and Offer; and (iv) be rejected if a Customer order is resting on the Exchange book at the same price. In order to satisfy the 1,000-contract requirement, a Floor QCC Order must be for 1,000 contracts and could not be, for example, two 500-contract orders or two 500-contract legs. *See* Rule 1064(e). *See also* Securities Exchange Act Release No. 64688 (June 16, 2011), 76 FR 36606 (June 22, 2011) (SR–Phlx–2011–56).

[8] The term ''Professional'' means any person or entity that (i) is not a broker or dealer in securities, and (ii) places more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s). *See* Rule 1000(b)(14).

[9] The term ''Broker-Dealer'' applies to any transaction which is not subject to any of the other transaction fees applicable within a particular category.

[10] The term ''Firm'' applies to any transaction that is identified by a member or member organization for clearing in the Firm range at The Options Clearing Corporation.

[11] A ''Specialist'' is an Exchange member who is registered as an options specialist pursuant to Rule 1020(a).

[12] A ''Market Maker'' includes Registered Options Traders (Rule 1014(b)(i) and (ii)), which includes Streaming Quote Traders (*see* Rule 1014(b)(ii)(A)) and Remote Streaming Quote Traders (*see* Rule 1014(b)(ii)(B)). Directed Participants are also market makers.

[13] *See* current note 13 of the Pricing Schedule.

[14] *See* current note 14 of the Pricing Schedule.

[15] See current note 14 of the Pricing Schedule as related to a Professional and current note 15 of the Pricing Schedule as related to Broker-Dealers and Firms.

[16] *See* revised note 14 of the Pricing Schedule which is being applied to Broker-Dealers and Firms as well as Professionals within the Pricing Schedule. Note 14 of the Pricing Schedule is being added to the electronic Broker-Dealer and Firm Non-Penny Pilot Options Transaction Charge.

[17] The Exchange is adding note 15 of the Pricing Schedule to the electronic Specialist and Market Maker Non-Penny Pilot Options Transaction Charge.

per contract fee in both Penny and Non-Penny Pilot Options, as is the case today. The Exchange proposes to assess no fee to Specialists or Market Makers that (i) are on the contra-side of an electronically-delivered and executed Customer order; and (ii) have reached the Monthly Market Maker Cap in the following symbols: Apple, Inc. (''AAPL''), Bank of American Corporation (''BAC''), Facebook, Inc. (''FB''), iShares Russell 2000 (''IWM'') and PowerShares QQQ (''QQQ''). The Exchange believes that assessing Specialists and Market Makers no fee in these symbols if they are on the contra-side of an electronically-delivered and executed Customer order; and have reached the Monthly Market Maker Cap will incentivize Specialists and Market Makers to offer improved bids and offers on the Exchange.

QCC Bonus

The Exchange previously filed an immediately effective rule change [18] to offer an additional rebate applicable to both electronic QCC Orders (''eQCC'') [19] and Floor QCC Orders [20] (collectively ''QCC Orders''). The Exchange currently offers an additional rebate of $35,000 if the member organization transacts 1,750,000 of qualifying QCC contracts (''QCC Bonus'').[21] The QCC Bonus was only available during the month of May 2014. The Exchange proposes to delete the rule text applicable to the QCC Bonus as that bonus is no longer applicable.

2. Statutory Basis

The Exchange believes that its proposal to amend its Pricing Schedule is consistent with Section 6(b) of the Act [22] in general, and furthers the objectives of Section 6(b)(4) and (b)(5) of the Act [23] in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which Phlx operates or controls, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

Options Transaction Charges

The Exchange's proposal to increase the electronic Professional, Broker-Dealer and Firm Options Transaction Charges in Penny Pilot Options to $0.48 per contract is reasonable because the Exchange's fees will remain competitive with fees at other options markets.[24] Today, a Professional is assessed an electronic Options Transaction Charge in Penny Pilot Options of $0.30 per contract and a Broker-Dealer and Firm are assessed an electronic Options Transaction Charge in Penny Pilot Options of $0.45 per contract. Despite the fee increase, the proposal will allow the Exchange to incentivize market participants by offering the opportunity to lower Options Transaction Charges as described herein.

The Exchange's proposal to increase the electronic Professional, Broker-Dealer and Firm Options Transaction Charges in Penny Pilot Options to $0.48 per contract is equitable and not unfairly discriminatory because the Exchange will assess Professionals, Broker-Dealers and Firms the same electronic Options Transaction Charges in Penny Pilot Options. The Exchange does not assess Customers an electronic Options Transaction Charge in Penny Pilot Options because Customer order flow enhances liquidity on the Exchange for the benefit of all market participants. Customer liquidity benefits all market participants by providing more trading opportunities, which attracts Specialists and Market Makers. An increase in the activity of these market participants in turn facilitates tighter spreads, which may cause an additional corresponding increase in order flow from other market participants. Specialists and Market Makers are assessed lower electronic Options Transaction Charges in Penny Pilot Options as compared to Professionals, Broker-Dealers and Firms because they have obligations to the market and regulatory requirements, which normally do not apply to other market participants.[25] They have obligations to make continuous markets, engage in a course of dealings reasonably calculated to contribute to the maintenance of a fair and orderly market, and not make bids or offers or enter into transactions that are inconsistent with a course of dealings. The proposed differentiation as between Customers, Specialists and Market Makers and other market participants recognizes the differing contributions made to the liquidity and trading environment on the Exchange by these market participants.

The Exchange's proposal to increase the electronic Specialist and Market Maker Options Transaction Charge in Non-Penny Pilot Options from $0.23 to $0.25 per contract is reasonable because the Exchange will continue to offer Specialists and Market Makers other incentives such as the Monthly Market Maker Cap, which incentive is not offered to other market participants. The Exchange believes that despite the fee increase, the fee remains competitive with other market participant fees. Also, the Exchange is offering Specialists and Market Makers a means to reduce the Options Transaction Charge to $0.23 per contract in Non-Penny Pilot Options as described in more detail below.[26]

The Exchange's proposal to increase the electronic Specialist and Market Maker Options Transaction Charge in Non-Penny Pilot Options from $0.23 to $0.25 per contract is equitable and not unfairly discriminatory because the Exchange will continue to assess Specialists and Market Makers the lowest electronic Options Transaction Charge in Non-Penny Pilot Options as compared to the $0.70 per contract electronic Options Transaction Charge assessed to Professionals, Broker-Dealers and Firms.[27] Specialists and Market Makers are assessed lower electronic Options Transaction Charges in Penny Pilot Options as compared to Professionals, Broker-Dealers and Firms because they have obligations to the market and regulatory requirements, which normally do not apply to other market participants.[28]

Complex Order Fees

The Exchange's proposal to continue to offer Professionals, and now Broker-Dealers and Firms, the opportunity to reduce electronic Complex Orders to a fee of $0.30 per contract in Penny Pilot Options is reasonable because the Exchange is increasing fees for these market participants with this proposal. Professionals will have the opportunity to lower the proposed $0.48 per contract electronic Options Transaction Charge in Penny Pilot Options to $0.30 per contract with respect to Complex Orders. This will represent a lower fee as compared to the proposed electronic

[18] *See* Securities Exchange Act Release No. 72136 (May 9, 2014), 79 FR 27968 (May 15, 2004) (SR–Phlx–2014–31).

[19] *See* Rule 1080(o).

[20] *See* Rule 1064(e).

[21] The QCC Bonus was in addition to the maximum QCC Rebate of $375,000 and did not count toward the maximum QCC Rebate of $375,000.

[22] 15 U.S.C. 78f(b).

[23] 15 U.S.C. 78f(b)(4), (5).

[24] *See* the NASDAQ Options Market LLC's (''NOM'') pricing at Chapter XV of NOM's Rulebook.

[25] *See* Rule 1014 titled ''Obligations and Restrictions Applicable to Specialists and Registered Options Traders.''

[26] Specialists and Market Makers could reduce the Options Transaction Charge in Non-Penny Pilot Options from $0.25 to $0.23 per contract by qualifying for Customer Rebate Tiers 2, 3, 4 or 5 in Section B of the Pricing Schedule, as proposed herein. *See* proposed note 15 of the Pricing Schedule.

[27] Customers are not assessed a Non-Penny Pilot Options Transaction Charge.

[28] *See* note 25.

Professional Options Transaction Charge of $0.48 per contract that will apply to Simple Orders in Penny Pilot Options. Broker-Dealers and Firms will likewise be offered the opportunity to reduce the proposed increased electronic Penny Pilot Options Transaction Charges of $0.48 to $0.30 per contract with respect to Complex Orders. Therefore, these market participants that are assessed the highest electronic fees will have an opportunity to lower these rlectronic [sic] fees in Penny Pilot Complex Orders.

The Exchange's proposal to offer Broker-Dealers and Firms the same opportunity as a Professional to reduce electronic Complex Orders to a fee of $0.30 per contract in Penny Pilot Options is equitable and not unfairly discriminatory because the Exchange will assess Professionals, Broker-Dealers and Firms the same electronic Options Transaction Charge in Penny Pilot Options of $0.30 per contract. The Exchange does not assess Customers an electronic Options Transaction Charge in Penny Pilot Options because Customer order flow enhances liquidity on the Exchange for the benefit of all market participants. Specialists and Market Makers are assessed lower electronic Options Transaction Charges in Penny Pilot Options as compared to Professionals, Broker-Dealers and Firms because they have obligations to the market and regulatory requirements, which normally do not apply to other market participants.[29] They have obligations to make continuous markets, engage in a course of dealings reasonably calculated to contribute to the maintenance of a fair and orderly market, and not make bids or offers or enter into transactions that are inconsistent with a course of dealings.

The Exchange's proposal to continue to offer Professionals, and now Broker-Dealers and Firms, the opportunity to reduce electronic Complex Orders from $0.70 to $0.30 per contract in Non-Penny Pilot Options is reasonable because the Exchange desires to provide these market participants the opportunity to lower Complex Order fees in Penny and Non-Penny Pilot Options alike. This opportunity to lower electronic Complex Order fees, which is currently offered only to Professionals, will be extended to Broker-Dealers and Firms in Non-Penny Pilot Options. Professionals, Broker-Dealers and Firms are assessed the highest electronic Options Transactions Charges in Non-Penny Pilot Options of $0.70 per contract, as compared to other market participants. The Exchange believes that offering these market participants the opportunity to lower Non-Penny Pilot electronic Complex Order fees will encourage the transaction of these types of orders on Phlx.

The Exchange's proposal to offer Broker-Dealers and Firms the same opportunity as Professionals to reduce electronic Complex Orders to a fee of $0.30 per contract in Non-Penny Pilot Options is equitable and not unfairly discriminatory because the Exchange will assess Professionals, Broker-Dealers and Firms the same electronic Options Transaction Charge in Non-Penny Pilot Options of $0.30 per contract. The Exchange does not assess Customers an electronic Options Transaction Charge in Non-Penny Pilot Options because Customer order flow enhances liquidity on the Exchange for the benefit of all market participants. Specialists and Market Makers are assessed lower electronic Options Transaction Charges in Non-Penny Pilot Options as compared to Professionals, Broker-Dealers and Firms because they have obligations to the market and regulatory requirements, which normally do not apply to other market participants.[30]

Customer Rebate Tier Incentives

The Exchange's proposal to offer Specialists and Market Makers an opportunity to lower electronic Options Transaction Charges in Non-Penny Pilot Options from $0.25 to $0.23 per contract, provided certain criteria are met, is reasonable because the Exchange desires to offer all market participants[31] an opportunity to lower Non-Penny Pilot Options Transaction Fees. The electronic Options Transaction Charges in Non-Penny Pilot Options are higher as compared to electronic Options Transaction Charges in Penny Pilot Options. The Exchange believes that offering all market participants the opportunity to lower electronic Options Transaction Charges in Non-Penny Pilot Options by incentivizing them to transact Customer order flow in turn benefits all market participants.

The Exchange's proposal to offer Specialists and Market Makers the opportunity to lower electronic Options Transaction Charges in Non-Penny Pilot Options from $0.25 to $0.23 per contract is equitable and not unfairly discriminatory because the Exchange will offer all market participants, excluding Customers,[32] a means to reduce Options Transaction Charges by qualifying for a Customer Rebate in Section B of the Pricing Schedule. Even with the reduced rate for Professionals, Broker-Dealers and Firms of $0.60 per contract, Specialist and Market Makers will continue to be assessed the lowest electronic Options Transaction Charge in Non-Penny Pilot Options because they have obligations to the market and regulatory requirements, which normally do not apply to other market participants.[33]

Monthly Market Maker Cap

The Exchange's proposal to not assess a fee to Specialists or Market Makers that (i) are on the contra-side of an electronically-delivered and executed Customer order; and (ii) have reached the Monthly Market Maker Cap in AAPL, BAC, FB, IWM and QQQ is reasonable because the Exchange desires to incentivize Specialists and Market Makers to transact more options in these symbols and bring additional liquidity to the Exchange. All market participants will benefit from the increased Customer liquidity brought to the Exchange. The Exchange today differentiates pricing by option symbols.[34] Specialists and Market Makers will continue to pay the same fee of $0.17 per contract in Penny and Non-Penny Pilot Options, when the cap is satisfied, except for the symbols noted above.

The Exchange's proposal to not assess a fee to Specialists or Market Makers that (i) are on the contra-side of an electronically-delivered and executed Customer order; and (ii) have reached the Monthly Market Maker Cap in AAPL, BAC, FB, IWM and QQQ is equitable and not unfairly discriminatory. Specialists and Market Makers have burdensome quoting obligations[35] to the market that do not apply to Customers, Professionals, Firms and Broker-Dealers. Specialists and Market Makers serve an important role on the Exchange with regard to order interaction and they provide liquidity in the marketplace.

[29] *See* note 25.

[30] *See* note 25.

[31] Today, Professionals, Broker-Dealers and Firms have an opportunity to reduce fees to $0.60 per contract in Non-Penny Pilot Options provided certain criteria are met Professionals, Broker-Dealers and Firms are offered the opportunity to reduce electronic Non-Penny Pilot Options Transaction Charges to $0.60 per contract if the member or member organization under Common Ownership with another member or member organization qualifies, in a given month, for Customer Rebate Tiers 2, 3, 4, or 5 in Section B of the Pricing Schedule.

[32] Customers are not assessed a Non-Penny Pilot Options Transaction Charge.

[33] *See* note 25.

[34] *See* Section I of the Pricing Schedule which differentiates pricing in SPDR S&P 500 (''SPY'') options. *See also* Securities Exchange Release No. 66757 (April 6, 2012), 77 FR 22034 (April 12, 2012) (SR–Phlx–2012–45).

[35] *See* note 25.

Additionally, Specialists and Market Makers incur costs unlike other market participants including, but not limited to, Payment for Order Flow (''PFOF'') [36] and other costs associated with market making activities, which results in a higher average cost per execution as compared to Firms, Broker-Dealers and Professionals. The proposed differentiation as between Specialists and Market Makers as compared to other market participants recognizes the differing contributions made to the trading environment on the Exchange by these market participants. Customer liquidity benefits all market participants by providing more trading opportunities, which attract Specialists and Market Makers. An increase in the activity of these market participants in turn facilitates tighter spreads, which may cause an additional corresponding increase in order flow from other market participants. The Exchange believes that offering Specialists and Market Makers the opportunity to cap fees in certain highly liquidity Penny Pilot Options is equitable and not unfairly discriminatory for the reasons noted above.

QCC Bonus

The Exchange's proposal to remove rule text related to the QCC Bonus is reasonable because removing the outdated rule text will add clarity to the Pricing Schedule. The Exchange's proposal to remove rule text related to the QCC Bonus is equitable and not unfairly discriminatory because the QCC Bonus is no longer in effect and therefore not available to any market participant.

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's proposal to increase electronic Options Transaction Charges for Professionals, Broker-Dealers and Firms in Penny Pilot Options conforms pricing for these market participants. Customers continue not be assessed Penny Pilot Options Transaction Charges and Specialists and Market Makers continue to be assessed the lowest electronic Options Transaction Charges in Penny Pilot Options due to the obligations they bear in the market.[37]

With respect to Non-Penny Pilot Options, the increase to Specialists and Market Makers for electronic orders is offset by the ability to reduce those fees by qualifying for certain Customer Rebates in Section B of the Pricing Schedule and also the ability to cap certain fees. The Exchange is offering all market participants that are assessed Non-Penny Pilot Options Transaction Charges the opportunity to reduce those fees by qualifying for certain Customer Rebates in Section B of the Pricing Schedule.

Professionals, as is the case today, as well as Broker-Dealers and Firms alike will be offered the opportunity to reduce electronic Complex Order fees in both Penny and Non-Penny Pilot Options as these market participants are assessed the highest Penny and Non-Penny Pilot Options Transaction Charges.

Specialists and Market Makers will be offered the opportunity to pay no fees, after they have satisfied the obligations related to the Monthly Market Maker Cap, in the following symbols: AAPL, BAC, FB, IWM and QQQ. Specialists and Market Makers have burdensome quoting obligations [38] to the market that do not apply to Customers, Professionals, Firms and Broker-Dealers. Specialists and Market Makers serve an important role on the Exchange with regard to order interaction and they provide liquidity in the marketplace. Additionally, Specialists and Market Makers incur costs unlike other market participants including, but not limited to, PFOF and other costs associated with market making activities, which results in a higher average cost per execution as compared to Firms, Broker-Dealers and Professionals. The proposed differentiation as between Specialists and Market Makers as compared to other market participants recognizes the differing contributions made to the trading environment on the Exchange by these market participants. Customer liquidity benefits all market participants by providing more trading opportunities, which attract Specialists and Market Makers. An increase in the activity of these market participants in turn facilitates tighter spreads, which may cause an additional corresponding increase in order flow from other market participants. For these reasons noted above, the Exchange does not believe that offering Specialists and Market Makers the opportunity to cap fees in certain symbols imposes an undue burden on competition.

The Exchange operates in a highly competitive market, comprised of twelve options exchanges, in which market participants can easily and readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or rebates to be inadequate. Accordingly, the fees that are described in the above proposal are influenced by these robust market forces and therefore must remain competitive with fees charged d [sic] by other venues and therefore must continue to be reasonable and equitably allocated to those members that opt to direct orders to the Exchange rather than competing venues.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act.[39] 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 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 email to *rule-comments@sec.gov.* Please include File Number SR–Phlx–2014–38 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–Phlx–2014–38. This file

[36] Specialists and Market Makers, as compared to other market participants, are assessed PFOF when transacting Customer electronic orders.

[37] *See* note 25.

[38] *Id.*

[39] 15 U.S.C. 78s(b)(3)(A)(ii).

number should be included on the subject line if email 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 Web site (*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 Web site 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 such 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–Phlx–2014–38, and should be submitted on or before July 11, 2014.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[40]

Kevin M. O'Neill,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–72399; File No. SR–ISE–2014–31]

Self-Regulatory Organizations; International Securities Exchange, LLC; Notice of Filing of a Proposed Rule Change on Bid/Offer Differentials for In-The-Money Option Series

June 16, 2014.

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 June 4, 2014, the International Securities Exchange, LLC ("Exchange" or "ISE") 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 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 ISE proposes to amend its rules to require that market makers quoting certain in-the-money options series maintain quotes that are no wider than the spread between the NBBO in the underlying security. The text of the proposed rule change is available on the Exchange's Web site (*http://www.ise.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 received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization 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 the proposed rule change is to amend Rule 803(b)(4)(i) to require that market makers quoting certain in-the-money options series maintain quotes that are no wider than the spread between the national best bid and offer ("NBBO") in the underlying security. The Exchange believes that requiring that market makers post tighter quotes in these option series will improve market quality to the benefit of investors that trade on the ISE.

In the course of maintaining fair and orderly markets in appointed options classes, market makers are generally required to price options contracts fairly by, among other things, bidding and offering so as to create differences of no more than $5 between the bid and offer following the opening rotation in an options contract.[3] In addition, Rule 803(b)(4)(i) presently permits market makers to submit quotes with wider bid/offer differentials for in-the-money options series where the market for the underlying security is wider than the market maker's regular quotation requirements. In particular, a market maker quoting an in-the-money options series may submit quotes that are as wide as the quotation on the primary market of the underlying security. For example, if the primary market for ABC has a quote of $65 (bid)—$73 (offer), ISE market makers may quote in-the-money option series on that security with a bid/offer differential of $8. The wider bid/offer differentials allowed in these circumstances are intended to give market makers more flexibility with respect to their quoting obligations as options are priced relative to the price of the underlying security.

The Exchange proposes to change this obligation to instead require that market makers quoting these in-the-money options series maintain quotes that are no wider than the spread between the NBBO in the underlying security. A market maker quoting an in-the-money options series can hedge its position by trading in the underlying security at the NBBO, which may be narrower than the quotation on the primary market. For instance, in the example above, other exchanges that trade ABC may collectively have a higher bid of $66 and a lower offer of $72. Under the proposed rule, ISE market makers would be required to quote in-the-money option series on ABC with a bid/offer differential of no more than $6. The Exchange believes that measuring the permissible width of a market maker's quote against the NBBO more accurately reflects the current trading environment where multiple trading venues contribute to the prevailing market price of a security underlying an options series traded on the ISE.

2. Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6(b) of the Act.[4] In particular, the proposal is consistent with Section 6(b)(5) of the Act,[5] because

[40] 17 CFR 200.30–3(a)(12).

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* Rule 803(b). Unless the ISE establishes wider differentials for specific option classes, bid/offer differentials prior to the opening rotation must be no more than $0.25, $0.40, $0.50, $0.80, or $1, with the larger bid/offer differentials permitted for option contracts with higher priced bids. *Id.*

[4] 15 U.S.C. 78f(b).

[5] 15 U.S.C. 78f(b)(5).