

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-80009; File No. SR-ISE-2016-31]

Self-Regulatory Organizations; International Securities Exchange, LLC; Order Approving Proposed Rule Change To Amend the Supplementary Material to ISE Rule 1901

February 10, 2017.

I. Introduction

On December 22, 2016, the International Securities Exchange, LLC (“ISE” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² a proposed rule change to amend the Supplementary Material to ISE Rule 1901. The proposed rule change was published in the **Federal Register** on December 30, 2016.³ The Commission received no comment letters on the proposed rule change. This order approves the proposed rule change.

II. Description of the Proposed Rule Change

The Exchange proposes to amend the Supplementary Material to ISE Rule 1901, titled “Order Protection”, in connection with a system migration to Nasdaq INET technology.⁴

Pursuant to Supplementary Material .02 to ISE Rule 1901, when the automatic execution of an incoming order would result in an impermissible trade-through, the Exchange exposes such order at the current NBBO to all Exchange members for a time period not to exceed one second.⁵ Currently, when a trading halt is triggered during this exposure period, the Exchange terminates the exposure and executes eligible interest.⁶ The Exchange now proposes to amend Supplementary Material .02 to ISE Rule 1901 to provide that if a trading halt is initiated during

the exposure period, the exposure period will terminate without execution.⁷

The Exchange states that it intends to begin implementation of the proposed rule change in tandem with its technology migration to Nasdaq INET architecture which will occur on a symbol by symbol basis.⁸ The proposed rule change, however, does not impact ISE alone. Because ISE Gemini, LLC (“ISE Gemini”) and ISE Mercury, LLC (“ISE Mercury”) incorporate by reference Chapter 19 (Order Protection; Locked and Crossed Markets) of ISE rulebook, the proposed rule change also impacts ISE Gemini and ISE Mercury.⁹ Moreover, ISE, ISE Gemini, and ISE Mercury will migrate to INET on different dates during 2017. Accordingly, the Exchange proposes to amend ISE Rule 1901 to state that the amended rule text will be implemented on a symbol by symbol basis for ISE Gemini in the first quarter, for ISE in the second quarter, and for ISE Mercury in the third quarter, of 2017, and that the specific dates will be announced in a separate notice.¹⁰

III. Discussion and Commission Findings

After careful review, the Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange.¹¹ In particular, the Commission finds that the proposed rule change is consistent with Section 6(b)(5) of the Act,¹² which requires, among other things, that the rules of a national securities exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 79686 (December 23, 2016), 81 FR 96532 (“Notice”).

⁴ The proposed rule change is being made in connection with the Exchange, ISE Gemini, LLC and ISE Mercury, LLC’s technology migration to a Nasdaq, Inc. (“Nasdaq”) supported architecture called INET which is utilized on The NASDAQ Options Market LLC, NASDAQ PHLX LLC (“Phlx”), and NASDAQ BX, Inc. (collectively, “Nasdaq Exchanges”). *See id.*

⁵ During the exposure period, Exchange Members may enter responses up to the size of the order being exposed in the regular trading increment applicable to the option. *See* Supplementary Material .02 to ISE Rule 1901.

⁶ *See* Notice, *supra* note 3, at 96533.

⁷ The Exchange represents that the proposed treatment of trading halts is based on Phlx Rule 1047(c), which provides that in the event the exchange halts trading, all trading in the affected option shall be halted. *See* Notice, *supra* note 3, at 96533. The Exchange states that this is interpreted to restrict executions after a halt unless there is a specific rule specifying that such trades should take place. *See id.*

⁸ *See id.*

⁹ *See* ISE Gemini, LLC Rules, Chapter 19 (Intermarket Linkage); ISE Mercury, LLC Rules, Chapter 19 (Intermarket Linkage).

¹⁰ *See* Notice, *supra* note 3, at 96533.

¹¹ In approving this proposed rule change, the Commission has considered the proposed rule’s impact on efficiency, competition, and capital formation. *See* 15 U.S.C. 78c(f).

¹² 15 U.S.C. 78f(b)(5).

general, to protect investors and the public interest.

The Commission believes that the proposed rule change is consistent with the Act because, in the event of a trading halt, terminating the exposure period without execution provides certainty to market participants with respect to how their interest will be handled.¹³ The Commission also notes that the Exchange’s proposal to provide clarity regarding when the rule change will be implemented for ISE, ISE Gemini, and ISE Mercury should help reduce potential confusion regarding the operation of the rule.

For these reasons, the Commission believes that the proposed rule change is consistent with the Act.

IV. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,¹⁴ that the proposed rule change (SR-ISE-2016-31), be, and hereby is, approved.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁵

Eduardo A. Aleman,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-80011; File No. SR-ISEGemini-2016-17]

Self-Regulatory Organizations; ISE Gemini, LLC; Order Approving Proposed Rule Change, as Modified by Amendment Nos. 1 and 2, To Amend Various Rules in Connection With a System Migration to Nasdaq INET Technology

February 10, 2017.

I. Introduction

On December 16, 2016, ISE Gemini, LLC (“ISE Gemini” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² a proposed rule change to amend various Exchange rules in connection with a system migration to Nasdaq, Inc. (“Nasdaq”) supported technology. The proposed rule change was published for comment in the **Federal Register** on December 29,

¹³ *See* Notice, *supra* note 3, at 96533.

¹⁴ 15 U.S.C. 78s(b)(2).

¹⁵ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

2016.³ On January 30, 2017, the Exchange filed Amendment No. 1 to the proposed rule change. On February 8, 2017, the Exchange filed Amendment No. 2 to the proposed rule change.⁴ The Commission received no comment letters on the proposed rule change. This order approves the proposed rule change, as modified by Amendment Nos. 1 and 2.

II. Discussion and Commission Findings

After careful review, the Commission finds that the proposed rule change, as modified by Amendment Nos. 1 and 2, is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange.⁵ In particular, the Commission finds that the proposed rule change is consistent with Section 6(b)(5) of the Act,⁶ which requires, among other things, that the rules of a national securities exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. As noted above, the Commission received no comment letters regarding the proposed rule change.

The Exchange proposes to amend various Exchange rules to reflect the ISE Gemini system migration to a Nasdaq INET technology.⁷ In connection with this system migration, as discussed below,

³ See Securities Exchange Act Release No. 79677 (December 22, 2016), 81 FR 96114 (“Notice”).

⁴ In Amendment No. 1, the Exchange made a minor correction to correct a cross-reference in proposed ISE Gemini Rule 702(d)(4). In Amendment No. 2, the Exchange revised proposed ISE Gemini Rule 702(d)(2) to clarify how the system would handle Market Orders if an affected underlying is in a Limit or Straddle State. The Exchange also revised proposed Rule 714 to add a new subsection (b)(1)(iii) specifying that there will be three categories of options for Acceptable Trade Range. Because Amendment Nos. 1 and 2 do not materially alter the substance of the proposed rule change or raise unique or novel regulatory issues, they are not subject to notice and comment. Both amendments are available at: <https://www.sec.gov/comments/sr-isegemini-2016-17/isegemini201617.htm>.

⁵ In approving this proposed rule change, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

⁶ 15 U.S.C. 78f(b)(5).

⁷ INET is utilized across Nasdaq's markets, including The NASDAQ Options Market LLC (“NOM”), NASDAQ PHLX LLC (“Phlx”), and NASDAQ BX, Inc. (collectively, the “Nasdaq Exchanges”). See Notice, *supra* note 3, at 96115.

the Exchange intends to adopt certain trading functionality currently utilized on Nasdaq Exchanges.⁸

A. Trading Halts

1. Cancellation of Quotes

The Exchange proposes to amend ISE Gemini Rule 702 (Trading Halts) to conform the treatment of orders and quotes on the Exchange to Phlx Rule 1047(f). Specifically, the Exchange proposes to amend Rule 702(a)(2) by providing that during a halt the Exchange will maintain existing orders on the book but not existing quotes. Pursuant to the revision, during the halt, the Exchange will accept orders and quotes and, for such orders and quotes, process cancels and modifications. Currently, the Exchange maintains existing orders *and* quotes during a trading halt. With respect to cancels and modifications during a trading halt, the Exchange represents that the current process on ISE Gemini will not change under the proposed rule change.⁹

The Exchange represents that its proposal to maintain existing orders on the book but not existing quotes during a halt on the Exchange would provide market participants with clarity as to the manner in which interest will be handled by the system.¹⁰ The Exchange believes that during a trading halt, the market may move and create risk to market participants with respect to resting interest.¹¹ The Commission believes that cancelling existing quotes during a trading halt would provide market participants the opportunity to update potentially stale quotes. Further, the Commission notes that the Exchange will process cancels and modifications to orders as well as quotes received during a halt. Finally, the Commission further notes that the proposed treatment of quotes during a halt is consistent with existing Phlx rule.¹²

⁸ See Notice, *supra* note 3, at 96115. The Exchange anticipates that it will begin implementation of the proposed rule changes in the first quarter of 2017. See Notice, *supra* note 3, at 96115. According to the Exchange, the system migration will be on a symbol by symbol basis. The Exchange will issue an alert to members in the form of an Options Trader Alert to provide notification of the symbols that will migrate and the relevant dates. See *id*. The Exchange has also separately filed a companion proposed rule change to amend the Exchange's opening process in connection with the system migration to INET technology. See Securities Exchange Act Release No. 79679 (December 22, 2016), 81 FR 96062 (December 29, 2016).

⁹ See Notice, *supra* note 3, at 96115.

¹⁰ See Notice, *supra* note 3, at 96121.

¹¹ See *id*.

¹² See Phlx Rule 1047(f).

2. Limit Up-Limit Down

The Exchange proposes to replace existing ISE Gemini Rule 703A (Trading During Limit Up-Limit Down States in Underlying Securities) with proposed ISE Gemini Rule 702(d).¹³ Specifically, proposed ISE Gemini Rule 702(d) will provide that during a Limit State and Straddle State in the underlying NMS stock¹⁴ the Exchange will not open an affected option.¹⁵ However, provided the Exchange has opened an affected option for trading, the Exchange will: (i) Reject Market Orders¹⁶ and notify members of the reason for such rejection;¹⁷ (ii) continue to process Market Orders exposed at the NBBO pursuant to Supplementary Material. 02 to ISE Rule 1901 and pending in the system, and cancel such Market Orders if at the end of the exposure period the affected underlying is in a Limit or Straddle State;¹⁸ and (iii) elect Stop Orders if the condition is met, and, because such orders become Market Orders, cancel them back and notify members of the reason for such rejection.¹⁹ Moreover, when the security underlying an option class is in a Limit State or Straddle State, the Exchange will suspend the maximum quotation spread requirements for market maker quotes in ISE Gemini Rule 803(b)(4) and the continuous quotation requirements in ISE Gemini Rule 804(e).²⁰ Additionally, the Exchange will not consider the time periods associated with Limit States and Straddle States

¹³ The Exchange represents that proposed ISE Gemini Rule 702(d) is similar to Phlx Rule 1047(d). See Notice, *supra* note 3, at 96115.

¹⁴ Proposed ISE Gemini Rule 702(d) states that capitalized terms used in Rule 702(d) shall have the same meaning as provided for in the Plan to Address Extraordinary Market Volatility Pursuant to Rule 608 of Regulation NMS, as it may be amended from time to time (the “LULD Plan”).

¹⁵ See proposed ISE Gemini Rule 702(d)(1). The Exchange states that its rules do not currently address the opening rotation in the event that the underlying NMS stock is open but has entered into a Limit or Straddle State. See Notice, *supra* note 3, at 96116.

¹⁶ See ISE Gemini Rule 715(a).

¹⁷ See proposed ISE Gemini Rule 702(d)(2).

¹⁸ See proposed ISE Gemini Rule 702(d)(2). If the affected underlying is no longer in a Limit or Straddle State after the exposure period, the Market Order will be processed with normal handling. See *id*. The Exchange currently cancels Market Orders pending in the system upon initiation of a Limit or Straddle State. See Notice, *supra* note 3, at 96116.

¹⁹ See proposed ISE Gemini Rule 702(d)(3). ISE Gemini currently does not elect Stop Orders that are pending in the system during a Limit or Straddle State. Under the proposal, the Exchange will elect Stop Orders that are pending in the system during a Limit or Straddle State, if conditions for such election are met; however, because such orders become Market Orders, they will be cancelled back to the member with a reason for such rejection. See Notice, *supra* note 3, at 96116.

²⁰ See proposed ISE Gemini Rule 702(d)(4).

when evaluating whether a market maker has complied with its continuous quotation requirements in ISE Gemini Rule 804(e).²¹

The Commission believes that the proposed Rule 702(d) would provide certainty to market participants regarding the manner in which Limit up-Limit Down states would impact the opening process as well as Market Orders and Stop Orders. The Commission believes that the rejection of Market Orders (including elected Stop Orders) is reasonably designed to potentially prevent executions of unpriced orders during times of significant volatility.²² The Commission also notes that processing rather than cancelling existing Market Orders is reasonable because these Market Orders are only pending in the system if they are exposed at the NBBO pursuant to Supplementary Material .02 to ISE Gemini Rule 1901.²³ Further, the Exchange believes that electing Stop Orders that are pending in the system during a Limit or Straddle State, if conditions for such election are met, would provide market participants with the intended result.²⁴ Lastly, the Commission notes that proposed ISE Gemini Rule 702(d)(4) is substantively identical to existing ISE Gemini Rule 703A(c), which is being deleted.

3. Auction Handling During a Trading Halt

The Exchange proposes to amend certain rules to account for the impact of a trading halt on the Exchange's auction mechanisms. First, the Exchange proposes to amend ISE Gemini Rule 723 (Price Improvement Mechanism for Crossing Transactions) regarding the manner in which a trading halt will impact an order entered into the Price Improvement Mechanism ("PIM"). Today, if a trading halt is initiated after an order is entered into the PIM, the Exchange terminates such auction and eligible interest is executed.²⁵ The Exchange proposes to amend the current process by terminating the auction and not executing eligible interest when a trading halt occurs.²⁶ Similarly, the Exchange also proposes to amend to ISE Gemini Rule 716 (Block Trades) to state that if a trading halt is initiated after an order is entered into the Block Order Mechanism, Facilitation Mechanism, or

Solicited Order Mechanism, the Exchange will automatically terminate such auction without execution.²⁷

The Exchange believes that its proposal to terminate the PIM auction, Block Order Mechanism, Facilitation Mechanism, and Solicited Order Mechanism and not execute eligible interest when a trading halt occurs will provide certainty to participants regarding how their interest will be handled.²⁸ The Exchange believes that during a trading halt, the market may move and create risk to market participants with respect to resting interest.²⁹ The Commission believes that the proposed rule provides transparency and clarity regarding the handling of these orders during a trading halt.

B. Market Order Spread Protection

The Exchange proposes to amend ISE Gemini Rule 711 (Acceptance of Quotes and Orders) by adopting a new mandatory risk protection entitled Market Order Spread Protection.³⁰ Pursuant to proposed ISE Gemini Rule 711(c), if the NBBO is wider than a preset threshold at the time a Market Order is received by the Exchange, the Exchange will reject the order. The Exchange will notify members of the threshold with a notice, and, thereafter, will notify members of any subsequent changes to the threshold.³¹ The Exchange represents that the Market Order Spread Protection will be the same for all options traded on the Exchange and is applicable to all members that submit Market Orders.³²

The Exchange believes, and the Commission concurs, that the proposed Market Order Spread Protection would help mitigate risks associated with trading errors and help reduce the number of executions at dislocated prices.³³ The Commission also notes that the protection is similar to a

²⁷ See proposed subsections (c)(3), (d)(3)(iv), and (e)(2)(iv) of ISE Gemini Rule 716. The Exchange represents that this proposed amendment represents the current process on ISE Gemini and is generally consistent with Phlx Rule 1047(c). See Notice, *supra* note 3, at 96116.

²⁸ See Notice, *supra* note 3, at 96122.

²⁹ See *id.*

³⁰ The Exchange states that this mandatory feature is currently offered on NOM to protect Market Orders from being executed in very wide markets. See Notice, *supra* note 3, at 96116. See also NOM Rules at Chapter VI, Section 6(c).

³¹ See Notice, *supra* note 3, at 96117. The Exchange proposes to initially set the threshold to \$5, similar to the threshold set on NOM. See *id.* The Exchange states that NOM set the differential at \$5 to match the maximum bid/ask differential permitted for quotes on that exchange. See *id.* ISE Gemini also uses a similar \$5 differential. See *id.*

³² See Notice, *supra* note 3, at 96117.

³³ See Notice, *supra* note 3, at 96116, 96122.

mandatory feature currently offered on NOM.³⁴

C. Acceptable Trade Range

Today, ISE Gemini offers a Price Level Protection that places a limit on the number of price levels at which an incoming order or quote to sell (buy) would be executed automatically when there are no bids (offers) from other exchanges at any price for the options series.³⁵ The Exchange proposes to replace the current Price Level Protection with Phlx's Acceptable Trade Range.³⁶ The Exchange states that the proposed Acceptable Trade Range is a mechanism designed to prevent the system from experiencing dramatic price swings by preventing the market from moving beyond set thresholds.³⁷ The system will calculate an Acceptable Trade Range to limit the range of prices at which an order or quote will be allowed to execute.³⁸ The Acceptable Trade Range is calculated (upon receipt of a new order or quote) by taking the reference price, plus or minus a value to be determined by the Exchange (*i.e.*, the reference price – (x) for sell orders/quotes and the reference price + (x) for buy orders).³⁹ Upon receipt of a new order, the reference price is the National Best Bid ("NBB") for sell orders/quotes and the National Best Offer ("NBO") for buy orders/quotes. If an order or quote reaches the outer limit of the Acceptable Trade Range (the "Threshold Price") without being fully executed, then any unexecuted balance will be cancelled.⁴⁰ The Acceptable Trade Range will not be available for all-or-none orders.⁴¹

³⁴ See NOM Rules at Chapter VI, Section 6(c).

³⁵ See ISE Gemini Rule 714(b)(1).

³⁶ See Phlx Rule 1080(p). The Exchange states that the proposed Acceptable Trade Range will not include the posting period functionality available today on Phlx. See Notice, *supra* note 3, at 96117. The Exchange will not post interest that exceeds the outer limit of the Acceptable Trade Range; rather the interest will be cancelled. See Notice, *supra* note 3, at 96119. Orders that do not exceed the outer limit of the Acceptable Trade Range will post to the order book and will reside on the order book at such price until they are either executed in full or cancelled by the member. See *id.* Unlike Phlx, ISE Gemini does not offer a general continuous re-pricing mechanism. See *id.*

³⁷ See Notice, *supra* note 3, at 96117.

³⁸ See proposed ISE Gemini Rule 714(b)(1)(i).

³⁹ The Exchange states that the Acceptable Trade Range settings are tied to the option premium. See Notice, *supra* note 3, at 96117, n.16. A table consisting of several steps based on the premium of an option will be displayed on the NASDAQTrader.com Web site and used to determine how far the market for a given option will be allowed to move. See Notice, *supra* note 3, at 96118. Updates to the table would be announced via an Exchange alert, generally the prior day. See *id.*

⁴⁰ See proposed ISE Gemini Rule 714(b)(1)(ii).

⁴¹ See proposed ISE Gemini Rule 714(b)(1)(ii). Today, ISE Gemini's Price Level Protection rule is

Continued

²¹ See *id.* Proposed ISE Gemini Rule 703(d)(iv) is substantively identical to ISE Gemini Rule 703A(c). See Notice, *supra* note 3, at 96116.

²² See Notice, *supra* note 3, at 96121.

²³ See Notice, *supra* note 3, at 96121–22.

²⁴ See Notice, *supra* note 3, at 96122.

²⁵ See Notice, *supra* note 3, at 96116.

²⁶ See proposed ISE Gemini Rule 723(d)(5).

The Exchange represents that it will set the Acceptable Trade Range at levels to ensure that it is triggered infrequently.⁴² While the Acceptable Trade Range settings will be tied to the option premium, other factors will be considered when determining the exact settings.⁴³ For example, the Exchange states that acceptable ranges may change if market-wide volatility is as high or if overall market liquidity is low based on historical trends.⁴⁴ To ensure a well-functioning market, the Exchange believes that different market conditions may require adjustments to the threshold amounts from time to time.⁴⁵ Further, while the Acceptable Trade Range settings will generally be the same across all options traded on the Exchange, ISE Gemini proposes to set them separately based on characteristics of the underlying security.⁴⁶ For example, the Exchange has generally observed that options subject to the Penny Pilot program quote with tighter spreads than options not subject to the Penny Pilot. Accordingly, the Exchange will set Acceptable Trade Ranges for three categories of options: (1) Penny Pilot Options trading in one cent increments for options trading at less than \$3.00 and increments of five cents for options trading at \$3.00 or more; (2) Penny Pilot Options trading in one-cent increments for all prices; and (3) Non-Penny Pilot Options.⁴⁷

The Exchange represents that the Acceptable Trade Range should prevent the system from experiencing dramatic price swings by preventing the market from moving beyond set thresholds.⁴⁸ The Commission believes that the Acceptable Trade Range is reasonably designed to prevent executions of orders and quotes at prices that are significantly worse than the NBBO at time of an order's submission and may reduce the potential negative impacts of unanticipated volatility in individual options. Lastly, the Commission notes that the proposed Acceptable Trade Range is similar to an existing mechanism on Phlx.⁴⁹

D. PMM Order Handling and Opening Obligations

The Exchange proposes to eliminate the Primary Market Maker ("PMM")

also not available for all-or-none orders. See Notice, *supra* note 3, at 96117, n.17.

⁴² See Notice, *supra* note 3, at 96118.

⁴³ See *id.*

⁴⁴ See *id.*

⁴⁵ See *id.*

⁴⁶ See Notice, *supra* note 3, at 96118.

⁴⁷ See proposed ISE Gemini Rule 714(b)(1)(iii).

⁴⁸ See Notice, *supra* note 3, at 96122.

⁴⁹ See Notice, *supra* note 3, at 96122; Phlx Rule 1080(p).

order handling and opening obligations in ISE Gemini Rule 803(c).⁵⁰ As described above, with the migration of ISE Gemini to the Nasdaq INET architecture, the Exchange is adopting the Acceptable Trade Range and opening rotation functionality currently offered on NOM and Phlx, which do not contain similar requirements for the PMMs as in ISE Gemini Rule 803(c).

The Exchange represents that PMMs' current obligations are no longer necessary due to the introduction of the Acceptable Trade Range and proposed changes to the Exchange's opening process.⁵¹ The Exchange states that its proposal to conform the Exchange's opening process to Phlx Rule 1017 will result in an opening initiated by the receipt of an appropriate number of valid width quotes by the PMM or Competitive Market Maker, instead of an opening process initiated by a PMM.⁵² Similarly, the Exchange believes the proposed Acceptable Trade Range functionality will continue to provide order protection to members without imposing any PMM obligations.⁵³ The Exchange further represents that NOM and Phlx do not impose similar PMM order handling and opening obligations.⁵⁴ Accordingly, the Commission believes that these changes are consistent with the Act.

E. Back-Up PMM

The Exchange proposes to amend Supplementary Material .03 to ISE Gemini Rule 803 to eliminate Back-Up PMMs. Today, any ISE Gemini member that is approved to act in the capacity of a PMM may voluntarily act as a Back-Up PMM in an options series in which it is quoting as a Competitive Market Maker ("CMM").⁵⁵ With the technology migration, the Exchange believes that a

⁵⁰ ISE Gemini Rule 803(c) provides that, in addition to the obligations contained in Rule 803 for market makers generally, for options classes to which a market maker is the appointed PMM, PMM shall have the responsibility to: (1) As soon as practical, address Priority Customer Orders that are not automatically executed pursuant to Rule 714(b)(1) in a manner consistent with its obligations under Rule 803(b) by either (i) executing all or a portion of the order at a price that at least matches the NBBO and that improves upon the Exchange's best bid (in the case of a sell order) or the Exchange's best offer (in the case of a buy order); or (ii) releasing all or a portion of the order for execution against bids and offers on the Exchange; and (2) initiate trading in each series pursuant to Rule 701 (Trading Rotations).

⁵¹ See Notice, *supra* note 3, at 96122. See also *supra* note 8.

⁵² See Notice, *supra* note 3, at 96119. See also *supra* note 8.

⁵³ See Notice, *supra* note 3, at 96119. The Exchange states that Phlx does not currently have similar roles for a Specialist on its market. See *id.*

⁵⁴ See Notice, *supra* note 3, at 96119.

⁵⁵ See ISE Gemini Rule 803, Supplementary Material .03.

Back-Up PMM is no longer necessary because under INET the Exchange will not utilize the order handling obligations present on the Exchange today.⁵⁶ The Exchange further represents that the proposed new opening process obviates the importance of such a role because it would no longer rely on a market maker to initiate the opening process.⁵⁷ Accordingly, the Commission believes that these changes are consistent with the Act.

F. Market Maker Speed Bump

The Exchange proposes to amend ISE Gemini Rule 804 (Market Maker Quotations) to establish default parameters for certain risk functionality. The Exchange currently offers a risk protection mechanism for market maker quotes that removes a member's quotes in an options class if a specified number of curtailment events occur during a set time period ("Market Maker Speed Bump").⁵⁸ In addition, the Exchange offers a market-wide risk protection that removes a market maker's quotes across all classes if a number of curtailment events occur ("Market-Wide Speed Bump").⁵⁹ ISE Gemini Rule 804(g) currently requires that market makers set curtailment parameters for both the Market Maker Speed Bump and the Market-Wide Speed Bump. Today, if a market maker does not set these parameters, for each Market Maker Speed Bump and the Market-Wide Speed Bump, the trading system rejects their quotes.⁶⁰ With the technology migration, the Exchange proposes to provide default curtailment parameters, which will be determined by the Exchange and announced to members.⁶¹ The Commission believes that this change is consistent with the Act and notes that, although the Exchange will establish default curtailment settings, market makers will have discretion to set different curtailment settings appropriate for their trading and risk tolerance.

G. Anti-Internalization

The Exchange proposes to amend the Supplementary Material at .03 to ISE Gemini Rule 804 (Market Maker Quotations) to adopt an anti-internalization rule. Today, ISE

⁵⁶ See Notice, *supra* note 3, at 96119.

⁵⁷ See Notice, *supra* note 3, at 96122. See also *supra* note 8.

⁵⁸ See ISE Gemini Rule 804(g)(1).

⁵⁹ See ISE Gemini Rule 804(g)(2). Market makers may request the Exchange to set the market wide parameter to apply to just ISE Gemini or across ISE Gemini and ISE. See *id.*

⁶⁰ See Notice, *supra* note 3, at 96120.

⁶¹ See *id.*

Gemini's functionality prevents Immediate-or-Cancel ("IOC") orders entered by a market maker from trading with the market maker's own quote.⁶² The Exchange proposes to replace this self-trade protection with anti-internalization functionality currently offered on Phlx.⁶³ The Exchange proposes to provide that quotes and orders entered by market makers using the same member identifier will not be executed against quotes and orders entered on the opposite side of the market by the same market maker using the same member identifier. In such a case, the system will cancel the resting quote or order back to the entering party prior to execution. The proposed anti-internalization functionality will not apply in any auction. The Exchange states that this proposed functionality does not modify the duty of best execution owed to public customer orders.⁶⁴

The Exchange represents that the proposal is designed to assist market makers in reducing trading costs from unwanted executions potentially resulting from the interaction of executable interest from the same firm performing the same market making function.⁶⁵ The Commission believes that the proposed rule is reasonably designed to prevent the unwanted execution of quotes and orders entered by market makers using the same member identifier.

H. Minimum Execution Quantity Orders

The Exchange proposes to amend ISE Gemini Rule 715 (Types of Orders) to remove minimum quantity orders in subpart (q).⁶⁶ The Exchange states that the utilization of minimum quantity orders by its members has been very limited, and therefore proposes to remove this order type.⁶⁷ Furthermore, the Exchange proposes to remove two references to minimum quantity orders in Supplementary Material .02 to ISE Gemini Rule 713 and in Supplementary Material .04 to ISE Gemini Rule 717.

The Exchange states that the removing the minimum quantity order type would

simplify functionality available on the Exchange and reduce the complexity of its order types.⁶⁸ The Exchange further represents that the utilization of minimum quantity orders by its members has been very limited and is currently being utilized to transact less than 1% of the Exchange's volume.⁶⁹ Accordingly, the Commission believes it is appropriate for the Exchange to remove references to the minimum quantity order type.

I. Delay of Implementation of Directed Orders and Qualified Contingent Cross Orders

Currently, ISE Gemini rules provide for the use of Directed Orders⁷⁰ and Qualified Contingent Cross Orders.⁷¹ The Exchange proposes to amend ISE Gemini Rules 721 (Crossing Orders) and 811 (Directed Orders) to note that these functionalities will not be available as of a certain date in the first quarter of 2017 to be announced in a notice. The Exchange represents that it will recommence the Directed Orders and Qualified Contingent Cross functionalities on ISE Gemini within one year from the date of the filing of the proposed rule change. Otherwise, the Exchange will file a rule proposal with the Commission to remove these rules.

The Exchange represents that it proposes to delay the implementation of the Directed Order and Qualified Contingent Cross Order functionalities on ISE Gemini to provide the Exchange additional time to rebuild the required technology on the new platform.⁷² The Exchange further represents that members have been given adequate notice of the implementation dates and that the Exchange will provide further notifications to members to ensure clarity about the delay of implementation of these functionalities.⁷³ The Commission believes that the proposed rule change helps ensure clarity about the delay of implementation of this functionality.

For these reasons, the Commission believes that the proposed rule change, as modified by Amendment Nos. 1 and 2, is consistent with the Act.

IV. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,⁷⁴ that the proposed rule change (SR-ISEGemini-2016-17), as modified by Amendment

Nos. 1 and 2, be, and hereby is, approved.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁷⁵

Eduardo A. Aleman,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-80021; File No. SR-NYSE-2016-87]

Self-Regulatory Organizations; New York Stock Exchange LLC; Order Granting Approval of a Proposed Rule Change To Conform to Proposed Amendment to Rule 15c6-1(a) Under the Securities Exchange Act of 1934 To Shorten the Standard Settlement Cycle for Most Broker-Dealer Transactions From Three Business Days After the Trade Date ("T+3") to Two Business Days After the Trade Date ("T+2")

February 10, 2017.

I. Introduction

On December 15, 2016, New York Stock Exchange LLC ("NYSE" or "Exchange") filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² a proposed rule change to conform its rules to an amendment proposed by the Commission to Rule 15c6-1(a) under the Act to shorten the standard settlement cycle for most broker-dealer transactions from three business days after the trade date ("T+3") to two business days after the trade date ("T+2").³ The proposed rule change was published for comment in the **Federal Register** on December 29, 2016.⁴ The Commission received two comments on the proposal, each of which supports the proposed rule change.⁵ This order approves the proposed rule change.

⁷⁵ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 78962 (Sept. 28, 2016), 81 FR 69240 (Oct. 5, 2016) (File No. S7-22-16) ("T+2 Proposing Release").

⁴ See Securities Exchange Act Release No. 79659 (Dec. 22, 2016), 81 FR 84635 (Dec. 29, 2016).

⁵ See Letters from Manisha Kimmel, Chief Regulatory Officer, Wealth Management, Thomson Reuters, dated January 19, 2017; and Thomas F. Price, Managing Director, Operations, Technology & BCP, Securities Industry and Financial Markets Association ("SIFMA"), dated January 19, 2017.

⁶² See *id.*

⁶³ See Phlx Rule 1080(p)(2).

⁶⁴ See Notice, *supra* note 3, at 96120.

⁶⁵ See Notice, *supra* note 3, at 96123.

⁶⁶ A Minimum Quantity Order is an order type that is available for partial execution only for a specified number of contracts or greater. A member may specify whether any subsequent executions of the order must also be for the specified number of contracts or greater, or if the balance may be executed as a regular order. If all executions are to be for a specified number of contracts or greater and the balance of the order after one or more partial execution(s) is less than the minimum, such balance is treated as all-or-none. See ISE Gemini Rule 715(q).

⁶⁷ See Notice, *supra* note 3, at 96120.

⁶⁸ See Notice, *supra* note 3, at 96123.

⁶⁹ See Notice, *supra* note 3, at 96120 n.35.

⁷⁰ See ISE Gemini Rule 811.

⁷¹ See ISE Gemini Rule 715(j).

⁷² See Notice, *supra* note 3, at 96123.

⁷³ See *id.*

⁷⁴ 15 U.S.C. 78s(b)(2).