

proposed rule change to January 11, 2024.⁵ On January 8, 2024, FINRA responded to the comment letters received in response to the Notice.⁶

On January 11, 2024, the Division of Trading and Markets (“Division”), pursuant to delegated authority,⁷ issued an order approving the proposed rule change.⁸ On January 19, 2024, the Deputy Secretary of the Commission notified FINRA that, pursuant to Commission Rule of Practice 431,⁹ the Commission would review the Division’s action pursuant to delegated authority and that the Division’s action pursuant to delegated authority was stayed until the Commission orders otherwise.¹⁰

Accordingly, *it is ordered*, pursuant to Commission Rule of Practice 431, that on or before May 8, 2024, any party or other person may file a statement in support of, or in opposition to, the action made pursuant to delegated authority.

It is further *ordered* that the order approving proposed rule change SR–FINRA–2023–013 shall remain stayed pending further order of the Commission.

By the Commission.

Sherry R. Haywood,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–99913; File No. SR–BX–2024–012]

Self-Regulatory Organizations; Nasdaq BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the Exchange’s Pricing Schedule at Options 7, Section 2(1)

April 5, 2024.

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 April 1, 2024, Nasdaq BX, Inc. (“BX” or “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change 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.

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

The Exchange proposes to amend the Exchange’s Pricing Schedule at Options 7, Section 2(1).

The text of the proposed rule change is available on the Exchange’s website at <https://listingcenter.nasdaq.com/>

rulebook/bx/rules, 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 Exchange proposes to amend its Pricing Schedule at Options 7, Section 2(1) to establish a number of incentives for Lead Market Makers (“LMMs”),³ Market Makers (“MMs”),⁴ and Customers.⁵

Today, the Exchange assesses the following fees and rebates in Penny and Non-Penny Symbols:

PENNY SYMBOLS

| Market participant | Maker rebate | Taker fee |
|-------------------------|--------------|-----------|
| Lead Market Maker | (\$0.24) | \$0.50 |
| Market Maker | (0.20) | 0.50 |
| Non-Customer | (0.12) | 0.50 |
| Firm | (0.12) | 0.50 |
| Customer | (0.30) | 0.40 |

NON-PENNY SYMBOLS

| Market participant | Maker rebate/fee | Taker fee |
|-------------------------|------------------|-----------|
| Lead Market Maker | (\$0.45) | \$1.25 |
| Market Maker | (0.40) | 1.25 |
| Non-Customer | 0.45 | 1.25 |
| Firm | 0.45 | 1.25 |

⁵ See letter from Kristine Vo, Assistant General Counsel, FINRA, to Lourdes Gonzalez, Assistant Chief Counsel, Division of Trading and Markets, Commission, dated Nov. 9, 2023, <https://www.finra.org/sites/default/files/2023-11/SR-FINRA-2023-013-ExtensionNo1.pdf>.

⁶ See letter from Kristine Vo, Assistant General Counsel, Office of General Counsel, FINRA, to Vanessa Countryman, Secretary, Commission, dated January 8, 2024, <https://www.sec.gov/comments/sr-finra-2023-013/srfinra2023013-366519-893662.pdf>.

⁷ See 17 CFR 200.30–3(a)(12).

⁸ See Exchange Act Release No. 99335 (Jan. 11, 2024), 89 FR 3481 (Jan. 18, 2024).

⁹ See 17 CFR 201.431.

¹⁰ See letter from J. Matthew DeLesDernier, Deputy Secretary, Commission, to Kristine Vo, Assistant General Counsel, FINRA, dated Jan. 19, 2024, <https://www.sec.gov/files/rules/sro/finra/2024/34-99335-letter.pdf>.

¹ 15 U.S.C. 78s(b)(1).

² CFR 240.19b–4.

³ The term “Lead Market Maker” or (“LMM”) applies to a registered BX Options Market Maker that is approved pursuant to Options 2, Section 3 to be the LMM in an options class (options classes).

⁴ The term “BX Options Market Maker” or (“M”) is a Participant that has registered as a Market

Maker on BX Options pursuant to Options 2, Section 1, and must also remain in good standing pursuant to Options 2, Section 9. In order to receive Market Maker pricing in all securities, the Participant must be registered as a BX Options Market Maker in at least one security.

⁵ The term “Customer” or (“C”) applies to any transaction that is identified by a Participant for clearing in the Customer range at The Options Clearing Corporation (“OCC”) which is not for the account of broker or dealer or for the account of a “Professional” (as that term is defined in Options 1, Section 1(a)(48)).

NON-PENNY SYMBOLS—Continued

| Market participant | Maker rebate/ fee | Taker fee |
|--------------------|----------------------|-----------|
| Customer | (1.10) | 0.79 |

Note 2 Incentive

The Exchange now proposes to establish new incentives in note 2, which is currently reserved, that would be in addition to the Penny and Non-Penny Symbol Maker Rebates currently provided to LMMs and MMs. Specifically, note 2 would provide:

Lead Market Makers and Market Makers that either (1) execute more than 0.45% Customer Total Consolidated Volume (“TCV”) per day which adds liquidity in a given month (excluding Lead Market Maker and Market Maker volume which adds liquidity in SPY), or (2) increase their combined Lead Market Maker and Market Maker volume which adds liquidity in a given month by at least 70% above their March 2024 volume as measured by a percentage of TCV (excluding Lead Market Maker and Market Maker volume which adds liquidity in SPY), will receive the following incentives: (i) an additional \$0.05 per contract Maker Rebate in Penny Symbols excluding SPY, (ii) an additional \$0.01 per contract Maker Rebate in SPY, and (iii) an additional \$0.24 per contract Maker Rebate in Non-Penny Symbols. Lead Market Makers and Market Makers with no volume in the add liquidity segment for the month of March 2024 may qualify for the additional Maker Rebates by having any new volume (excluding SPY volume) considered as added volume. This note 2 incentive will be available through September 30, 2024.

Proposed note 2 would provide LMMs and MMs two separate paths to receive the additional Maker Rebates described above. The first path would be based on liquidity adding volume on BX as a percentage of Customer Total Consolidated Volume, which will be defined as the total national volume cleared at The Options Clearing Corporation in the Customer range in equity and ETF options in that month.⁶ The Exchange is proposing to base the first path on a percentage of industry volume in recognition of the fact that the volume executed by a Member may rise or fall with industry volume.

The second path would be a growth incentive aimed at rewarding LMMs and MMs to grow the extent of their liquidity adding activity on the Exchange over time, relative to a

⁶ The Exchange will add this definition in Options 7, Section 1(a). The Exchange notes the proposed language is based on substantially similar definitions in the Pricing Schedules of its affiliates Nasdaq ISE (“ISE”) and Nasdaq MRX (“MRX”). See ISE Options 7, Section 1(c) and MRX Options 7, Section 1(c).

benchmark month. LMMs and MMs who did not have any combined Lead Market Maker and Market Maker add liquidity volume for the month of March 2024 (and therefore lack March 2024 baseline volume against which to measure subsequent growth) would meet the proposed growth requirement through whatever volume of LMM and MM add liquidity activity (excluding in SPY) during the first month of use.⁷ Growth incentives in general are designed to further encourage Members to increase their order flow to the Exchange, which contributes to a deeper, more liquid market and provides even more execution opportunities for market participants. Increased overall order flow benefits all market participants by contributing towards a robust and well-balanced market ecosystem. Other options exchanges have adopted substantially similar growth incentives.⁸

The Exchange notes that it will exclude LMM and MM liquidity adding volume in SPY from both paths because SPY is the most actively traded symbol on BX, and Exchange believes that LMMs and MMs will continue to be incentivized to bring SPY liquidity adding volume on BX despite the exclusion of SPY volume from the note 2 qualifications. Further, the Exchange is encouraging SPY liquidity adding volume separately through the proposed additional \$0.01 per contract Maker Rebate in SPY described above.

The proposed note 2 incentives will be available through September 30, 2024. The Exchange believes that this would ensure that the note 2 incentives—notably the growth incentive using the benchmark month

⁷ As discussed below, the Exchange will sunset the note 2 incentives (including the growth incentive) on September 30, 2024 and will use this time period to evaluate the proposed growth incentive criteria to determine whether the parameters are appropriately designed to incentivize LMMs and MMs in the intended manner.

⁸ See, e.g., Securities Exchange Act Release Nos. 97148 (March 15, 2023), 88 FR 17068 (March 21, 2023) (SR-MRX-2023-07) (establishing growth incentive for MRX Market Makers); and 97440 (May 5, 2023), 88 FR 30370 (May 11, 2023) (SR-MRX-2023-08) (adding an expiration date for the MRX growth incentive). MRX subsequently eliminated this growth incentive upon reaching the expiration date. See Securities Exchange Act Release No. 97800 (June 26, 2023), 88 FR 42409 (June 30, 2023) (SR-MRX-2023-11).

(i.e., March 2024) against which LMM and MM growth would be measured—are timely and meet the intended purpose of encouraging increased order flow and liquidity adding activity.

Note 4 Incentive

The Exchange also proposes to establish a growth incentive in new note 4 of Options 7, Section 2(1) that would have similar qualifications as the growth incentive proposed in new note 2 above in that Members would be measured relative to a benchmark month. Specifically, Members that increase their executed Customer volume which removes liquidity in a given month by at least 70% above their March 2024 volume as measured by a percentage of TCV will receive a Taker Fee discount of \$0.05 per contract in Penny Symbols excluding SPY, QQQ, and IWM. Accordingly, qualifying Members would pay a Customer Taker Fee of \$0.35 (instead of \$0.40) per contract in Penny Symbols. The Exchange is proposing to exclude SPY, QQQ, and IWM from the note 4 incentive because Members are already paying lower Customer Taker Fees of \$0.33 per contract for those symbols today.⁹

The proposed note 4 incentive is aimed at rewarding Members to grow the extent of their Customer liquidity removing activity on the Exchange over time, relative to a benchmark month. The Exchange also proposes to make clear that Members with no Customer volume in the remove liquidity segment for the month of March 2024 may qualify for the Taker Fee discount by having any new volume considered as added volume. Similar to the note 2 incentive proposed above, Members who did not have the requisite volume for the month of March 2024 (and therefore lack March 2024 baseline volume against which to measure subsequent growth) would meet the proposed growth requirement through whatever volume in the required segment during the first month of use. The Exchange believes that the proposed growth incentive in note 4 will encourage increased Customer order flow to the Exchange, which contributes to a deeper, more liquid market and provides even more

⁹ See Options 7, Section 2(1), note 1.

execution opportunities for market participants.

Similar to the proposed note 2 incentive above, the Exchange proposes to sunset the new note 4 incentive on September 30, 2024. The Exchange believes that this would ensure that the proposed growth incentive is timely and meets the intended purpose of encouraging increased order flow and Customer liquidity removing activity.

Technical Amendments

Lastly, the Exchange proposes a number of non-substantive, technical edits in Options 7. First, the Exchange proposes to title paragraph (a) in Options 7, Section 1 as “Definitions” to more clearly identify the applicable rules within this paragraph. Second, the Exchange proposes to amend Options 7, Section 2(1) to correct a formatting error by adding parentheses around the note 1 and note 3 references appended to the Customer Taker Fee in Penny Symbols and Customer Maker Rebate in Non-Penny Symbols, respectively.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,¹⁰ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,¹¹ 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, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange’s proposed changes to its schedule of credits are reasonable in several respects. As a threshold matter, the Exchange is subject to significant competitive forces in the market for options securities transaction services that constrain its pricing determinations in that market. The fact that this market is competitive has long been recognized by the courts. In *NetCoalition v.*

Securities and Exchange Commission, the D.C. Circuit stated as follows: “[n]o one disputes that competition for order flow is ‘fierce.’ . . . As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market share percentages for granted’ because ‘no exchange possesses a monopoly, regulatory or otherwise, in the execution

of order flow from broker dealers’”¹²

The Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, while adopting a series of steps to improve the current market model, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”¹³

Numerous indicia demonstrate the competitive nature of this market. For example, clear substitutes to the Exchange exist in the market for options security transaction services. The Exchange is only one of seventeen options exchanges to which market participants may direct their order flow. Within this environment, market participants can freely and often do shift their order flow among the Exchange and competing venues in response to changes in their respective pricing schedules. As such, the proposal represents a reasonable attempt by the Exchange to increase its liquidity and market share relative to its competitors.

Note 2 Incentive

The Exchange believes that the proposed note 2 incentives are reasonable for several reasons. As discussed above, note 2 would provide LMMs and MMs two separate paths to receive the proposed additional Maker Rebates of (i) \$0.05 per contract in Penny Symbols excluding SPY,¹⁴ (ii) \$0.01 per contract in SPY,¹⁵ and (iii) \$0.24 per contract in Non-Penny Symbols.¹⁶ The first path would be based on liquidity adding volume on BX as a percentage of Customer Total Consolidated Volume (*i.e.*, TCV).¹⁷ The

¹² *NetCoalition v. SEC*, 615 F.3d 525, 539 (D.C. Cir. 2010) (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782–83 (December 9, 2008) (SR–NYSEArca–2006–21)).

¹³ Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) (“Regulation NMS Adopting Release”).

¹⁴ Accordingly, qualifying LMMs and MMs would receive a total of \$0.29 per contract (LMMs) and \$0.25 per contract (MMs) in Penny Symbols excluding SPY.

¹⁵ Accordingly, qualifying LMMs and MMs would receive a total of \$0.25 per contract (LMMs) and \$0.21 per contract (MMs) in SPY.

¹⁶ Accordingly, qualifying LMMs and MMs would receive a total of \$0.69 per contract (LMMs) and \$0.64 per contract (MMs) in Non-Penny Symbols.

¹⁷ In particular, LMMs and MMs that execute more than 0.45% Customer Total Consolidated Volume (“TCV”) per day which adds liquidity in

Exchange believes that the total industry percentage threshold is reasonable in order to align with increasing LMM and MM activity on BX over time. The Exchange is proposing to base the first path on a percentage of industry volume in recognition of the fact that the volume executed by a Member may rise or fall with industry volume. A percentage of industry volume calculation allows the proposed qualifications in note 2 to be calibrated to current market volumes rather than requiring a static amount of volume regardless of market conditions. The proposed threshold of 0.45% Customer Total Consolidated Volume is generally intended to reward LMMs and MMs for executing more liquidity adding volume on BX. To the extent such activity is increased by this proposal, market participants may increasingly compete for the opportunity to trade on Exchange to the benefit of all market participants. As noted above, total industry percentage thresholds are established concepts within the Pricing Schedules of BX’s affiliates.¹⁸

As discussed above, the second path would be a growth incentive that would provide LMMs and MMs with the additional Maker Rebates outlined above if they increase their combined LMM and MM volume which adds liquidity in a given month by at least 70% above their March 2024 volume as measured by a percentage of TCV (excluding LMM and MM volume which adds liquidity in SPY). The Exchange believes that its proposal is reasonable because it will provide extra incentives to LMMs and MMs to engage in substantial amounts of liquidity adding activity on the Exchange, as well as to substantially grow the extent to which they do so relative to a recent benchmark month. The Exchange believes that if the proposed growth incentive is effective, any ensuing increase in liquidity adding activity on BX will improve the quality of the market overall, to the benefit of all market participants. The Exchange also believes that it is reasonable to consider any new add liquidity volume (excluding SPY volume) for LMMs and MMs with no such volume for the month of March 2024 in order for those market participants to receive the proposed additional Maker Rebates in note 2. The proposed growth incentive is designed to attract additional liquidity from new LMMs and MMs as well as existing LMMs and MMs who

a given month (excluding Lead Market Maker and Market Maker volume which adds liquidity in SPY) would receive the proposed note 2 incentives.

¹⁸ See *supra* note 6.

¹⁰ 15 U.S.C. 78f(b).

¹¹ 15 U.S.C. 78f(b)(4) and (5).

may not have a large footprint on BX today. To the extent this proposal attracts such LMM and MM add liquidity volume to BX, all market participants should benefit through more trading opportunities and tighter spreads. An overall increase in activity would deepen the Exchange's liquidity pool, support the quality of price discovery, promote market transparency and improve market quality for all investors. As discussed above, the Exchange intends for the proposed note 2 incentives, including the growth incentive, to sunset on September 30, 2024, and will use this time to evaluate suitable parameters for such market participants in the targeted segment. The Exchange believes that this will ensure that the proposed incentives are timely and meet the intended purpose of encouraging increased order flow and liquidity adding activity. As noted above, other options exchanges (including the Exchange's affiliate) have previously adopted substantially similar growth incentives.¹⁹

The Exchange further believes that it is reasonable to exclude LMM and MM liquidity adding volume in SPY from both paths because SPY is the most actively traded symbol on BX, and Exchange believes that LMMs and MMs will continue to be incentivized to bring SPY liquidity adding volume on BX despite the exclusion of SPY volume from the note 2 qualifications. Further, the Exchange is encouraging SPY liquidity adding volume separately through the proposed additional \$0.01 per contract Maker Rebate in SPY described above.

The Exchange believes that the proposed note 2 incentives are equitable and not unfairly discriminatory for the reasons that follow. As a general matter, the Exchange believes that it is equitable and not unfairly discriminatory to provide the note 2 incentives to only LMMs and MMs because these market participants have different requirements and additional obligations to the Exchange that other market participants do not (such as quoting requirements). As noted above, LMMs would ultimately receive higher Maker Rebates than MMs when combining the current base rebates with the proposed additional rebates.²⁰ Nevertheless, the Exchange continues to believe that it is equitable and not unfairly discriminatory to provide more favorable pricing to LMMs compared to MMs given that LMMs are subject to heightened quoting obligations

compared to Market Makers.²¹ The higher rebates therefore recognize the differing contributions made to the liquidity and trading environment on the Exchange by LMMs. Overall, the Exchange believes that incentivizing both LMMs and MMs to provide greater liquidity benefits all market participants through the quality of order interaction.

The Exchange also believes that it is equitable and not unfairly discriminatory to consider any new add liquidity volume (excluding SPY volume) for LMMs and MMs with no such volume in March 2024 in order for those market participants to receive the proposed additional Maker Rebates because this is designed to attract additional liquidity and order flow from new and existing LMMs and MMs to the Exchange, as discussed above. In turn, this additional liquidity should benefit all market participants through increased liquidity and order interaction. Furthermore, the proposed growth incentive will be temporary and sunset on September 30, 2024 to ensure that the incentive is timely and meets the intended purpose of encouraging increased order flow and liquidity adding activity.

Note 4 Incentive

The Exchange believes that the proposed growth incentive in new note 4 of Options 7, Section 2(1) is reasonable for the reasons that follow. As discussed above, Members that increase their executed Customer volume which removes liquidity in a given month by at least 70% above their March 2024 volume as measured by a percentage of TCV will receive a Taker Fee discount of \$0.05 per contract in Penny Symbols excluding SPY, QQQ, and IWM. Accordingly, qualifying Members would pay a Customer Taker Fee of \$0.35 (instead of \$0.40) per contract in Penny Symbols excluding SPY, QQQ, and IWM. The Exchange believes it is reasonable to exclude SPY, QQQ, and IWM from the note 4 incentive because Members are already paying lower Customer Taker Fees of \$0.33 per contract for those symbols today.²²

The Exchange believes that the proposed growth incentive is reasonable because it will provide extra incentives to Members to engage in substantial amounts of Customer liquidity removing activity on the Exchange, as well as to substantially grow the extent to which they do so relative to a recent

benchmark month. The Exchange believes that if the proposed growth incentive is effective, any ensuing increase in liquidity removing activity on BX will increase trading opportunities for all market participants. The Exchange also believes that it is reasonable to consider any new Customer remove liquidity volume for Members with no such volume for the month of March 2024 in order for those Members to receive the proposed Taker Fee discount in note 4. The proposed growth incentive is designed to attract additional Customer order flow from new Members as well as existing Members who may not have a large footprint on BX today. To the extent this proposal attracts such order flow to BX, all market participants should benefit through more trading opportunities. As discussed above, the Exchange intends for the proposed growth incentive in note 4 to sunset on September 30, 2024, and will use this time to evaluate suitable parameters for such market participants in the targeted segment. The Exchange believes that this will ensure that the proposed incentive is timely and meets the intended purpose of encouraging increased order flow and Customer liquidity removing activity. As noted above, other options exchanges (including the Exchange's affiliate) have previously adopted similar growth incentives.²³

Further, the Exchange believes that the proposed note 4 incentive is equitable and not unfairly discriminatory for the reasons that follow. As a general matter, the Exchange believes that it is equitable and not unfairly discriminatory to provide the note 4 incentive to only Customer orders because the proposed changes are intended to increase Customer order flow, particularly Customer remove liquidity order flow, to BX. An increase in Customer order flow enhances liquidity on the Exchange to the benefit of all market participants by providing more trading opportunities, which in turn attracts other market participants that may interact with this order flow.

The Exchange also believes that it is equitable and not unfairly discriminatory to consider any new Customer remove liquidity volume for Members with no such volume in March 2024 in order for those Members to receive the proposed Taker Fee discount because this is designed to attract additional liquidity and order flow from new and existing Members to the Exchange, as discussed above. In turn, this additional liquidity should benefit

²¹ See Options 2, Section 4(j) (setting forth the 90% or higher quoting obligations for LMMs) and Section 5(d) (setting forth the 60% or higher quoting obligations for MMs).

²² See Options 7, Section 2(1), note 1.

²³ See *supra* note 8.

¹⁹ See *supra* note 8.

²⁰ See *supra* notes 14–16.

all market participants through increased liquidity and order interaction. Furthermore, the proposed growth incentive will be temporary and sunset on September 30, 2024 to ensure that the incentive is timely and meets the intended purpose of encouraging increased Customer order flow and liquidity removing activity.

Technical Amendments

The Exchange believes that the non-substantive, technical edits in Options 7 are consistent with the Act because they will promote clarity so that market participants can more easily locate the relevant rules in the Pricing Schedule, and they are also intended to correct formatting errors in the Pricing Schedule.

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.

In terms of intra-market competition, the Exchange does not believe that its proposal will place any category of market participant at a competitive disadvantage. As it relates to the proposed note 2 incentives offered to LMMs and MMs, the Exchange believes that the additional Maker Rebates should encourage the provision of liquidity from both existing and new LMMs and MMs that enhances the quality of the Exchange's market and increases the number of trading opportunities on the Exchange for all market participants who will be able to compete for such opportunities. Similarly, for the proposed note 4 incentive offered to Customers, the Exchange likewise believes that the Taker Fee discount should encourage additional Customer order flow from both existing and new Members, which would enhance BX's market quality and increase trading opportunities to the benefit of all market participants.

In terms of inter-market competition, the Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees to remain competitive with other options exchanges. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, the Exchange

believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited. In sum, if the changes proposed herein are unattractive to market participants, it is likely that the Exchange will lose market share as a result. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of members or competing order execution venues to maintain their competitive standing in the financial markets.

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.²⁴

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: (i) necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) 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 (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-BX-2024-012 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-2024-012. This file 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 website (<https://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 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-BX-2024-012 and should be submitted on or before May 2, 2024.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²⁵

Sherry R. Haywood,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270-321, OMB Control No. 3235-0358]

**Submission for OMB Review;
Comment Request; Extension: Rule
11a-3**

Upon Written Request, Copies Available From: Securities and Exchange Commission, Office of FOIA Services, 100 F Street NE, Washington, DC 20549-2736.

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501-3520), the Securities and Exchange Commission (the "Commission") has submitted to the Office of Management and Budget a request for extension of the previously

²⁴ 15 U.S.C. 78s(b)(3)(A)(ii).

²⁵ 17 CFR 200.30-3(a)(12).