For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[17]

Sherry R. Haywood,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–103645; File No. SR–PEARL–2025–38]

Self-Regulatory Organizations; MIAX PEARL, LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the MIAX Pearl Equities Fee Schedule To Modify the Rebates for Executions of Orders in Securities Priced at or Above $1.00 per Share That Add Displayed Liquidity

August 6, 2025.

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 July 31, 2025, MIAX PEARL, LLC (''MIAX Pearl'' or ''Exchange'') filed with the Securities and Exchange Commission (''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.

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

The Exchange proposes to amend the fee schedule (the ''Fee Schedule'') applicable to MIAX Pearl Equities, an equities trading facility of the Exchange, to: (i) amend the standard rebate for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange and update the corresponding Liquidity Indicator Codes; and (ii) amend the NBBO Setter Plus Table (described below) to amend the standard and enhanced rebates for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange.

The text of the proposed rule change is available on the Exchange's website at *https://www.miaxglobal.com/markets/us-options/pearl-options/rule-filings* and at MIAX Pearl's principal office.

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 the Fee Schedule to: (i) amend the standard rebate [3] for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange (''Added Displayed Volume'') across all Tapes and update the corresponding Liquidity Indicator Codes; [4] and (ii) amend the NBBO Setter Plus Table [5] to amend the standard and enhanced rebates for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange. The proposed changes will apply to orders executed during the Early Trading Session,[6] Regular Trading Session,[7] and Late Trading Session.[8]

Proposal To Amend Standard Rebate for Added Displayed Volume

The Exchange proposes to amend Section 1)a) of the Fee Schedule to amend the standard rebate for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange across all Tapes in all trading sessions. Currently, the Exchange provides a standard rebate of ($0.0021) per share for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange across all Tapes in all trading sessions.[9] The Liquidity Indicator Codes applicable to this rebate are as follows: AA, EA, FA, AB, EB, FB, AC, EC, FC.[10]

The Exchange now proposes to reduce the standard rebate from ($0.0021) to ($0.0018) per share for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange across all Tapes in all trading sessions. The purpose of this proposed change is for business and competitive reasons. The Exchange notes that despite the change proposed herein, the Exchange's proposed standard rebate of ($0.0018) per share for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange remains competitive with the standard rebate for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume that is provided by other equity exchanges.[11]

Proposal To Make Corresponding Changes to Liquidity Indicator Codes

Next, the Exchange proposes to amend Section 1)b) of the Fee Schedule to make the corresponding changes to the Liquidity Indicator Codes that are impacted as a result of the Exchange's proposal to amend the standard rebate for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange across all Tapes in all trading sessions. In particular, the Exchange proposes to amend the table of Liquidity Indicator Codes and Associated Fees to update the rebate from ($0.0021) to ($0.0018) that is associated with Liquidity Indicator Codes AA, EA, FA, AB, EB, FB, AC, EC, FC. The purpose of amending these Liquidity Indicator Codes is to provide Equity Members [12] increased clarity as to the amended rebate that will be applied to these particular executions in light of the Exchange's proposed change the standard rebate described above.

[17] 17 CFR 200.30–3(a)(12).

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

[2] 17 CFR 240.19b–4.

[3] The Exchange notes that rebates are indicated by parentheses in the Fee Schedule. *See* the General Notes section of the Fee Schedule.

[4] *See, generally,* Fee Schedule, Section 1)b).

[5] *See, generally,* Fee Schedule, Section 1)c).

[6] The term ''Early Trading Session'' shall mean the time between 4:00 a.m. and 9:30 a.m. Eastern Time. *See* Exchange Rule 1901.

[7] The term ''Regular Trading Session'' shall mean the time between the completion of the Opening Process or Contingent Open as defined in Exchange Rule 2615 and 4:00 p.m. Eastern Time. *See* Exchange Rule 1901.

[8] The term ''Late Trading Session'' shall mean the time between 4:00 p.m. and 8:00 p.m. Eastern Time. *See* Exchange Rule 1901.

[9] *See* Fee Schedule, Section 1)a).

[10] *See* Fee Schedule, Section 1)a)–b).

[11] *See, e.g.,* MEMX LLC (''MEMX'') Equities Fee Schedule, Transaction Fees (providing standard rebate of $0.0015 per share for executions of orders in securities priced at or above $1.00 per share for added displayed volume); *and* Cboe EDGX Exchange, Inc. (''EDGX''), Equities Fee Schedule, Standard Rates (providing standard rebate of $0.0016 per share for executions of orders in securities priced at or above $1.00 per share that add liquidity).

[12] The term ''Equity Member'' is a Member authorized by the Exchange to transact business on MIAX Pearl Equities. *See* Exchange Rule 1901.

Proposal To Amend the NBBO Setter Plus Table

The NBBO Program was implemented beginning September 1, 2023 and subsequently amended several times.[13] In general, the NBBO Program provides enhanced rebates for Equity Members that add displayed liquidity in securities priced at or above $1.00 per share in all Tapes based on increasing volume thresholds and increasing market quality levels (described below).[14]

Pursuant to the NBBO Setter Plus Table in Section 1)c) of the Fee Schedule, the NBBO Program provides six volume tiers enhanced by three market quality levels to provide increasing rebates in this segment. The six volume tiers are achievable by greater volume from the best of four alternative methods. The three market quality levels are achievable by greater NBBO participation in a minimum number of specific securities (described below).

MIAX Pearl Equities first determines the applicable NBBO Program tier based on four different volume calculation methods. The four volume-based methods to determine the Equity Member's tier for purposes of the NBBO Program are calculated in parallel in each month, and each Equity Member receives the highest tier achieved from any of the four methods each month. All four volume calculation methods are based on an Equity Member's respective ADAV, NBBO Set Volume, or ADV, each as a percent of industry TCV as the denominator.[15]

Under volume calculation Method 1, the Exchange provides tiered rebates based on an Equity Member's ADAV as a percentage of TCV. An Equity Member qualifies for the base rebates in Tier 1 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.00% and less than 0.035% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 2 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.035% and less than 0.05% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 3 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.05% and less than 0.08% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 4 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.08% and less than 0.20% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 5 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.20% and less than 0.40% of TCV. Finally, an Equity Member qualifies for the enhanced rebates in Tier 6 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an ADAV of at least 0.40% of TCV.

Under volume calculation Method 2, the Exchange provides tiered rebates based on an Equity Member's NBBO Set Volume as a percentage of TCV. Under volume calculation Method 2, an Equity Member qualifies for the base rebates in Tier 1 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an NBBO Set Volume of at least 0.00% and less than 0.01% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 2 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an NBBO Set Volume of at least 0.01% and less than 0.015% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 3 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an NBBO Set Volume of at least 0.015% and less than 0.02% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 4 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an NBBO Set Volume of at least 0.02% and less than 0.03% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 5 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an NBBO Set Volume of at least 0.03% and less than 0.08% of TCV. Finally, an Equity Member qualifies for the enhanced rebates in Tier 6 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an NBBO Set Volume of at least 0.08% of TCV.

Under volume calculation Method 3, the Exchange provides tiered rebates based on an Equity Member's ADV as a percentage of TCV. An Equity Member qualifies for the base rebates in Tier 1 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an ADV of at least 0.00% and less than 0.15% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 2 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an ADV of at least 0.15% and less than 0.18% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 3 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an ADV of at least 0.18% and less than 0.20% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 4 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an ADV of at least 0.20% and less than 0.60% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 5 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an ADV of at least 0.60% and less than 1.00% of TCV. Finally, an Equity Member

[13] *See, e.g.,* Securities Exchange Act Release Nos. 98472 (September 21, 2023), 88 FR 66533 (September 27, 2023) (SR–PEARL–2023–45); 99318 (January 11, 2024), 89 FR 3488 (January 18, 2024) (SR–PEARL–2023–73); *and* 99695 (March 8, 2024), 89 FR 18694 (March 14, 2024) (SR–PEARL–2024–11).

[14] The NBBO Program provides the following additional incentives that Equity Members may achieve: (1) an NBBO Setter Additive Rebate; and (2) an NBBO First Joiner Additive Rebate. The Exchange does not propose to amend the NBBO Setter Additive Rebate, which is an additive rebate of ($0.0003) per share for executions of orders in securities priced at or above $1.00 per share that set the NBB or NBO on MIAX Pearl Equities with a minimum size of a round lot. Equity Members must also execute at least 0.015% of NBBO Set Volume as a percentage of TCV during the relevant month to qualify for this additive rebate. *See* Fee Schedule, Section 1)c). ''NBBO Set Volume'' means the ADAV in all securities of an Equity Member that sets the NBB or NBO on MIAX Pearl Equities. *See id.* ''TCV'' means total consolidated volume calculated as the volume in shares reported by all exchanges and reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply. *Id.* Likewise, the Exchange does not propose to amend the NBBO First Joiner Additive Rebate, which is an additive rebate of ($0.0001) per share for executions of orders in securities priced at or above $1.00 per share that bring MIAX Pearl Equities to the established NBB or NBO with a minimum size of a round lot. *See* Fee Schedule, Section 1)c). Equity Members must also execute at least 0.015% of NBBO Set Volume as a percentage of TCV during the relevant month to qualify for this additive rebate. *See id.*

[15] ''ADAV'' means average daily added volume calculated as the number of shares added per day and ''ADV'' means average daily volume calculated as the number of shares added or removed, combined, per day. ADAV and ADV are calculated on a monthly basis. *See* the Definitions Section of the Fee Schedule.

qualifies for the enhanced rebates in Tier 6 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes by achieving an ADV of at least 1.00% of TCV.

Under volume calculation Method 4, the Exchange provides tiered rebates based on an Equity Member's ADAV as a percentage of TCV, excluding sub-dollar volume in the calculation. An Equity Member qualifies for the base rebates in Tier 1 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.00% and less than 0.035% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 2 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.035% and less than 0.05% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 3 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.05% and less than 0.08% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 4 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.08% and less than 0.20% of TCV. An Equity Member qualifies for the enhanced rebates in Tier 5 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.20% and less than 0.40% of TCV. Finally, an Equity Member qualifies for the enhanced rebates in Tier 6 for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume (excluding sub-dollar securities) across all Tapes by achieving an ADAV of at least 0.40% of TCV.

After the volume calculation is performed to determine highest tier achieved by the Equity Member, the applicable rebate is calculated based on two different measurements based on the Equity Member's participation at the NBBO on the Exchange in certain securities (referenced below).

The Exchange provides one column of base rebates (referred to in the NBBO Setter Plus Table as ''Level A'') and two columns of enhanced rebates (referred to in the NBBO Setter Plus Table as ''Level B'' and ''Level C''),[16] depending on the Equity Member's Percent Time at NBBO on MIAX Pearl Equities in a certain amount of specified securities (''Market Quality Securities'' or ''MQ Securities'').[17] The NBBO Setter Plus Table specifies the percentage of time that the Equity Member must be at the NBB or NBO on MIAX Pearl Equities in at least 200 symbols out of the full list of 1,000 MQ Securities (which symbols may vary from time to time based on market conditions). The list of MQ Securities is generally based on the top multi-listed 1,000 symbols by ADV across all U.S. securities exchanges. The list of MQ Securities is updated monthly by the Exchange and published on the Exchange's website.[18]

The base rebates (''Level A'') are as follows: ($0.00210) per share in Tier 1; ($0.00280) per share in Tier 2; ($0.00290) per share in Tier 3; ($0.00300) per share in Tier 4; ($0.00325) per share in Tier 5; and ($0.00330) per share in Tier 6. Under Level B, the Exchange provides enhanced rebates for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes if the Equity Member's Percent Time at NBBO is at least 25% and less than 50% in at least 200 MQ Securities per trading day during the month. The Level B rebates are as follows: ($0.00215) per share in Tier 1; ($0.00285) per share in Tier 2; ($0.00295) per share in Tier 3; ($0.00305) per share in Tier 4; ($0.00330) per share in Tier 5; and ($0.00335) per share in Tier 6. Under Level C, the Exchange provides enhanced rebates for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes if the Equity Member's Percent Time at NBBO is at least 50% in at least 200 MQ Securities per trading day during the month. The Level C rebates are as follows: ($0.00220) per share in Tier 1; ($0.00290) per share in Tier 2; ($0.00300) per share in Tier 3; ($0.00310) per share in Tier 4; ($0.00335) per share in Tier 5;[19] and ($0.00340) per share in Tier 6.

The Exchange proposes to amend the NBBO Setter Plus Table in Section 1)c) of the Fee Schedule to decrease the rebates for all tiers for all rebate levels of the NBBO Program. With the proposed changes, the Level A rebates will be as follows: ($0.00180) per share in Tier 1; ($0.00275) per share in Tier 2; ($0.00285) per share in Tier 3; ($0.00295) per share in Tier 4; ($0.00320) per share in Tier 5; and ($0.00325) per share in Tier 6. The Level B rebates will be as follows: ($0.00210) per share in Tier 1; ($0.00280) per share in Tier 2; ($0.00290) per share in Tier 3; ($0.00300) per share in Tier 4; ($0.00325) per share in Tier 5; and ($0.00330) per share in Tier 6. The Level C rebates will be as follows: ($0.00215) per share in Tier 1; ($0.00285) per share in Tier 2; ($0.00295) per share in Tier 3; ($0.00305) per share in Tier 4; ($0.00330) per share in Tier 5; and ($0.00335) per share in Tier 6.

The Exchange does not propose to amend any of volume calculation methods used to determine the Equity Member's tier for purposes of the NBBO Program, which will continue to be calculated in parallel in each month, and each Equity Member will continue to receive the highest tier achieved from any of the four methods each month.[20] The Exchange also does not propose to amend the different measurements to calculate an Equity Member's participation at the NBBO on the Exchange in Market Quality Securities under the NBBO Program.

The purpose of reducing the standard and enhanced rebates for executions of Added Displayed Volume for all tiers and market quality levels of the NBBO Program is for business and competitive

[16] For the purpose of determining qualification for the rebates described in all Levels of the Market Quality Tier columns in the NBBO Setter Plus Table, the Exchange will exclude from its calculation: (1) any trading day that the Exchange's system experiences a disruption that lasts for more than 60 minutes during regular trading hours; (2) any day with a scheduled early market close; (3) the ''Russell Reconstitution Day'' (typically the last Friday in June); (4) any day that the MSCI Equities Indexes are rebalanced (*i.e.,* on a quarterly basis); and (5) any day that the S&P 400, S&P 500, and S&P 600 Indexes are rebalanced (*i.e.,* on a quarterly basis). *See* the General Notes section of the Fee Schedule.

[17] ''Market Quality Securities'' or ''MQ Securities'' shall mean a list of securities designated as such, that are used for the purposes of qualifying for the rebates described in Level B and Level C of the Market Quality Tier columns in the NBBO Setter Plus Program. The universe of these securities will be determined by the Exchange and published on the Exchange's website. *See id.*

[18] *See e.g,* MIAX Pearl Equities Exchange—Market Quality Securities (MQ Securities) List, *available at https://www.miaxglobal.com/markets/us-equities/pearl-equities/fees* (last visited July 28, 2025).

[19] The Exchange provides an alternative method for Equity Members to qualify for the enhanced rebate of Tier 5, Level C by satisfying the following three requirements in the relevant month: (1) Midpoint ADAV of at least 2,500,000 shares; (2) displayed ADAV of at least 10,000,000 shares; and (3) Percent Time at the NBBO of at least 50% in 200 or more symbols from the list of MQ Securities. *See* Fee Schedule, Section 1)c), note 3. The Exchange does not propose to amend these alternative requirements pursuant to this proposal.

[20] The Exchange does not propose to amend the alternative volume calculation method for Equity Members to quality for the Tier 5, Level C enhanced rebate, as proposed to be reduced.

reasons. The Exchange notes that even with the proposed decrease in the NBBO Program rebates, the base and enhanced rebates of the NBBO Program remain competitive with, or higher than, the rebates provided by other exchanges for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to those exchanges.[21]

Implementation

The proposed changes are effective beginning August 1, 2025.

2. Statutory Basis

The Exchange believes that its proposal to amend its Fee Schedule is consistent with Section 6(b) of the Act[22] in general, and furthers the objectives of Section 6(b)(4) of the Act[23] in particular, in that it is an equitable allocation of reasonable fees and other charges among its Equity Members and issuers and other persons using its facilities. The Exchange also believes that the proposal is consistent with the objectives of Section 6(b)(5)[24] requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, and to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and 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, and, particularly, is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange operates in a highly fragmented and competitive market in which market participants can readily direct their order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. More specifically, the Exchange is only one of seventeen registered equities exchanges, and there are a number of alternative trading systems and other off-exchange venues, to which market participants may direct their order flow. For the month of June 2025, based on publicly available information, no single registered equities exchange had more than approximately 13.39% of the total market share of executed volume of equities trading.[25] Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order flow. For the month of June 2025, the Exchange represented 1.04% of the total market share of executed volume of equities trading.[26] 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, 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.''[27]

The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow or discontinue to reduce use of certain categories of products, in response to new or different pricing structures being introduced into the market. Accordingly, competitive forces constrain the Exchange's transaction fees and rebates, and market participants can readily trade on competing venues if they deem pricing levels at those other venues to be more favorable. The Exchange believes the proposal reflects a reasonable and competitive pricing structure designed to continue to incentivize market participants to direct their order flow to the Exchange, which the Exchange believes would continue to enhance liquidity and market quality to the benefit of all Equity Members and market participants.

Proposal To Amend the Standard Rebate for Adding Displayed Liquidity

The proposal to reduce the rebate for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange is reasonable, equitably allocated, and not unfairly discriminatory because, even with the proposed decrease, the Exchange believes the proposed rebate of ($0.0018) per share will not discourage order flow. The Exchange notes that despite the change proposed herein, the Exchange's proposed standard rebate of ($0.0018) per share for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange remains competitive with the standard rebate for similar executions that is provided by other equity exchanges.[28] The Exchange believes that even with the proposed decrease, the Exchange's standard rebate will continue to encourage Equity Members to maintain their order flow directed to the Exchange. In turn, this should continue to contribute to a deep and liquid market to the benefit of all market participants and allow the Exchange to maintain its attractiveness as a trading venue. The Exchange further believes the proposed reduced standard rebate for executions of orders that add displayed liquidity is fair, equitable and not unfairly discriminatory because the standard rebate will apply to all Equity Members that add displayed liquidity in securities priced at or above $1.00 per share across all Tapes and trading sessions.

Proposal To Make Corresponding Changes to Liquidity Indicator Codes

The Exchange believes its proposal to amend the table of Liquidity Indicator Codes and Associated Fees to update the rebate from ($0.0021) to ($0.0018) that is associated with Liquidity Indicator Codes AA, EA, FA, AB, EB, FB, AC, EC, FC is reasonable, equitably allocated and not unfairly discriminatory. This is because the proposed changes will provide clarity and consistency in the Fee Schedule as to the amended rebate that will be applied to these executions in light of the Exchange's proposed change to reduce the standard rebate for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange across all Tapes and trading sessions. It is in the public interest for the Fee Schedule to be clear and concise.

Proposal To Amend the NBBO Program Rebates

The Exchange believes its proposal to reduce the standard and enhanced rebates for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume across all Tapes under the NBBO Program is reasonable because the

[21] *See* MEMX Equities Fee Schedule, Transaction Fees section (providing a highest enhanced rebate of $0.0033 per share for executions of orders in securities priced at or above $1.00 per share that meet certain volume requirements); *and* Cboe BZX Exchange, Inc. (''BZX''), Equities Fee Schedule, Add/Remove Volume Tiers (providing a highest enhanced rebate of $0.0032 per share for executions of orders in securities priced at or above $1.00 per share that meet certain volume requirements).

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

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

[24] 15 U.S.C. 78f(b)(5).

[25] *See* the ''Market Share'' section of the Exchange's website, *available at https://www.miaxglobal.com/* (last visited July 28, 2025).

[26] *Id.*

[27] *See* Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37499 (June 29, 2005).

[28] *See supra* note 11.

Exchange's standard rebate and enhanced rebates will remain competitive with, or higher than, the rebates provided by other exchanges for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to those exchanges.[29] The Exchange believes that the enhanced rebates under the NBBO Program, as modified by this proposal, continue to be equitable and not unfairly discriminatory because the NBBO Program is open to all Equity Members on an equal basis and provides enhanced rebates that are reasonably related to the value of the Exchange's market quality associated with greater order flow by Equity Members that set the NBB or NBO, and the introduction of higher volumes of orders into the price and volume discovery process. The Exchange believes the proposal is equitable and not unfairly discriminatory because the Exchange's pricing structure, as modified by this proposal, continues to be designed to incentivize the entry of aggressively priced displayed liquidity that may create tighter spreads, thereby promoting price discovery and market quality on the Exchange to the benefit of all Equity Members and public investors.

For the reasons discussed above, the Exchange submits that the proposal satisfies the requirements of Sections 6(b)(4) and 6(b)(5) of the Act in that it provides for the equitable allocation of reasonable dues, fees and other charges among its Equity Members and other persons using its facilities and is not designed to unfairly discriminate between customers, issuers, brokers, or dealers.

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

The Exchange does not believe that the proposed changes will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

Intramarket Competition

The Exchange does not believe that the proposal will impose any burden on intra-market competition not necessary or appropriate in furtherance of the purposes of the Act. The Exchange believes that its proposal to reduce the standard and enhanced rebates provided for in the NBBO Program that apply to executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume will not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because these changes are for business and competitive reasons. The Exchange notes that despite the modest reduction proposed herein to the standard and enhanced rebates for executions of orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange, the Exchange's rebates remain competitive with, or higher than, the standard and enhanced rebates provided by other exchanges for executions of orders in securities priced at or above $1.00 per share for Added Displayed Volume on those exchanges.[30]

The Exchange believes that even with the proposed decrease to the standard and enhanced Added Displayed Volume rebates, the Exchange's rebate structure for such orders will continue to incentivize market participants to direct order flow to the Exchange, thereby contributing to a deeper and more liquid market to the benefit of all market participants and enhancing the attractiveness of the Exchange as a trading venue. The Exchange believes that this, in turn, will continue to encourage market participants to direct additional orders in securities priced at or above $1.00 per share to the Exchange. Greater liquidity benefits all Equity Members by providing more trading opportunities and encourages Equity Members to send orders to the Exchange, thereby contributing to robust levels of liquidity, which benefits all market participants.

The Exchange does not believe its proposal to update the rebates associated with Liquidity Indicator Codes AA, EA, FA, AB, EB, FB, AC, EC, and FC due to the proposed change to reduce the standard rebate for executions of orders in securities that are priced at or above $1.00 per share for Added Displayed Volume will impose any burden on intramarket competition. The changes to these Liquidity Indicator Codes is to provide consistency throughout the Fee Schedule. Additionally, the proposed changes will provide specificity to the Fee Schedule so that Equity Members may connect an execution to the applicable rebate.

Intermarket Competition

The Exchange believes its proposal will benefit competition as the Exchange operates in a highly competitive market. Equity Members have numerous alternative venues they may participate on and direct their order flow to, including seventeen other equities exchanges and numerous alternative trading systems and other off-exchange venues. As noted above, no single registered equities exchange currently has more than approximately 13.39% of the total market share of executed equities volume. Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order flow. Moreover, the Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow in response to new or different pricing structures being introduced to the market. Accordingly, competitive forces constrain the Exchange's transaction fees and rebates generally, including with respect to executions of all orders in securities priced at or above $1.00 per share that add displayed liquidity to the Exchange. Market participants can readily choose to send their orders to other exchanges and off-exchange venues if they deem fee levels at those other venues to be more favorable.

Additionally, the Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS, 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.'' [31] The fact that this market is competitive has also long been recognized by the courts. In *NetCoalition* v. *Securities and Exchange Commission*, the DC circuit stated: ''[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 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 possess a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers'. . . .'' [32] Accordingly, the

[29] *See supra* note 21.

[30] *See supra* notes 11 and 21.

[31] *See* Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005).

[32] *See 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–NYSE–2006–21)).

Exchange does not believe its proposed pricing changes impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

Written comments were neither solicited nor 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,[33] and Rule 19b–4(f)(2)[34] thereunder. 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 (*https://www.sec.gov/rules/sro.shtml*); or

• Send an email to *rule-comments@sec.gov.* Please include file number SR–PEARL–2025–38 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–PEARL–2025–38. 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 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–PEARL–2025–38 and should be submitted on or before September 2, 2025.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[35]

Sherry R. Haywood,

Assistant Secretary.

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[33] 15 U.S.C. 78s(b)(3)(A)(ii).

[34] 17 CFR 240.19b–4(f)(2).

[35] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235–0564]

Agency Information Collection Activities; Proposed Collection; Comment Request; Extension: Rule 17a–6

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 *et seq.*), the Securities and Exchange Commission (the "Commission") is soliciting comments on the collections of information summarized below. The Commission plans to submit these existing collections of information to the Office of Management and Budget ("OMB") for extension and approval.

Section 17(a) of the Investment Company Act of 1940 (the "Act") generally prohibits affiliated persons of a registered investment company ("fund") from borrowing money or other property from, or selling or buying securities or other property to or from, the fund or any company that the fund controls. Rule 17a–6 (17 CFR 270.17a–6) permits a fund, or a company controlled by the fund, and a "portfolio affiliate" of the fund (a company that is an affiliated person of the fund because the fund controls the company, or holds five percent or more of the company's outstanding voting securities) to engage in principal transactions that would otherwise be prohibited under section 17(a) of the Act under certain conditions. A fund may not rely on the exemption in the rule to enter into a principal transaction with a portfolio affiliate if certain prohibited participants (*e.g.,* directors, officers, employees, or investment advisers of the fund) have a financial interest in a party to the transaction. Rule 17a–6 specifies certain interests that are not "financial interests," including any interest that the fund's board of directors (including a majority of the directors who are not interested persons of the fund) finds to be not material. A board making this finding is required to record the basis for the finding in its meeting minutes. This recordkeeping requirement is a collection of information under the Paperwork Reduction Act of 1995 ("PRA").

The rule is designed to permit transactions between funds and their portfolio affiliates in circumstances in which it is unlikely that the affiliate would be in a position to take advantage of the fund. In determining whether a financial interest is "material," the board of the fund should consider whether the nature and extent of the interest in the transaction is sufficiently small that a reasonable person would not believe that the interest affected the determination of whether to enter into the transaction or arrangement or the terms of the transaction or arrangement. The information collection requirements in rule 17a–6 are intended to ensure that Commission staff can review, in the course of its compliance and examination functions, the basis for a board of director's finding that the financial interest of an otherwise prohibited participant in a party to a transaction with a portfolio affiliate is not material.

Based on public filings made with the Commission, we estimate that annually 326 funds and their series (collectively, "funds") may rely on rule 17a–6 to engage in otherwise prohibited transactions under section 17(a) of the 1940 Act. This estimate is based on publicly available Form N–CEN filings. For the purposes of this PRA extension, we assume that each of these funds has engaged in one transaction per reporting period and that in thirty percent of those transactions a prohibited participant will have a financial interest in a party to the transaction that the board of directors of the affected investment company will consider for purposes of determining whether that financial interest is material. We therefor estimate that annually 98 funds made a board determination that resulted in a paperwork burden pursuant to rule 17a–6.