6(b)(5)[8] requirements that the rules of an 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 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. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)[9] requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, the Web-based delivery method for continuing education is in the interest of investors and free and open markets. In general, Web-based delivery will remove time parameters that exist with respect to taking continuing education at testing centers. Having additional time to take continuing education may result in better learning outcomes, which should enhance investor protection. In addition, the option to have Web-based delivery of the Regulatory Element of the S106, S201, and S901 Continuing Education Programs at a reduced cost lowers barriers to entry and removes impediments to a free and open market and national market system by making it easier and less costly for Trading Permit Holders to participate in the market. Accordingly, the Exchange believes that Web-based delivery of the Regulatory Element of the S106, S201, and S901 Continuing Education Programs and reducing the costs of continuing education in general are goals that are consistent with the Act.

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 that is not necessary or appropriate in furtherance of the purposes of the Act. As FINRA has stated, the proposed rule change is specifically intended to reduce the burdens of continuing education on market participants while preserving the integrity of the S106, S201, and S901 Continuing Education Programs. In general, reduction in cost and removal of barriers to entry encourages competition among market participants, particularly in situations where such rules are employed universally across the markets. By bringing the Exchange's fees structure in line with that of FINRA, the Exchange believes it is removing impediments to free and open markets and encouraging competition between the Exchange and other markets that use the S106, S201, and S901 Continuing Education Programs. Accordingly, the Exchange further believes that the proposed rule change will relieve burdens on, and otherwise promote competition.

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

The Exchange neither solicited nor received written comments on the proposed rule change.

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) of the Act[10] and paragraph (f) of Rule 19b–4[11] 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 will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

• Use the Commission's Internet comment form (*http://www.sec.gov/rules/sro.shtml*); or

• Send an email to *rule-comments@sec.gov.* Please include File Number SR–CBOE–2015–093 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–CBOE–2015–093. 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 Web site (*http://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for Web site viewing and printing in the Commission's Public Reference Room, 100 F Street NE., Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal offices of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–CBOE–2015–093, and should be submitted on or before December 1, 2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[12]

Brent J. Fields,

Secretary.

[FR Doc. 2015–28515 Filed 11–9–15; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–76340; File No. SR–NASDAQ–2015–135]

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Modify the LIST Routing Option

November 4, 2015.

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 November 2, 2015, The NASDAQ Stock Market LLC ("Nasdaq" or "Exchange") filed with the Securities and Exchange

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[8] 15 U.S.C. 78f(b)(5).

[9] *Id.*

[10] 15 U.S.C. 78s(b)(3)(A).

[11] 17 CFR 240.19b–4(f).

[12] 17 CFR 200.30–3(a)(12).

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

[2] 17 CFR 240.19b–4.

Commission (''SEC'' or ''Commission'') the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to modify Rule 4758(a)(1)(A)(x), concerning LIST Orders.

The text of the proposed rule change is available on the Exchange's Web site at *http://nasdaq.cchwallstreet.com,* at the principal office of the Exchange, and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

Background

Nasdaq is proposing to amend Rule 4758(a)(1)(A)(x) to allow an Order [3] with a LIST routing option [4] (''LIST Order'') to be designated with a Time-in-Force [5] (''TIF'') of MGTC [6] or SGTC.[7] The LIST routing option allows a Participant [8] to participate in the opening and closing processes of the primary listing market of the particular security, while also taking advantage of the Exchange's liquidity during the remainder of the trading day.[9] Under LIST, the Order will sent [*sic*] by Nasdaq to participate in the primary listing market's opening process.[10] Where Nasdaq is the primary listing market for a LIST Order security, rather than route out for the opening process, the Order will first participate in Nasdaq's Opening Cross, then it will post on the Nasdaq book if it is not executed in full.[11]

When Nasdaq determines that the primary market is ''open'',[12] any unexecuted shares that are returned to Nasdaq will execute against interest on the Nasdaq book if marketable, and remaining shares that do not execute on Nasdaq are routed to Regulation NMS protected market centers in accordance with the LIST System routing table.[13] After routing to such destinations, any remaining unexecuted shares are returned to Nasdaq and posted on the Nasdaq book.[14] Similarly, LIST Orders entered after the primary listing market's opening process but prior to two minutes prior to market close [15] will check the Nasdaq book, route in accordance with the LIST System routing table, and then post to the Nasdaq book if there are shares remaining. Should a primary listing market initiate a stock halt during system hours and that market continues to accept orders, the Exchange will send all open LIST Orders on the book to the primary listing market, and upon the conclusion of the primary listing market halt resumption process any remaining unexecuted shares that return to Nasdaq will execute against interest on the Nasdaq book if marketable, with remaining shares routing to Regulation NMS protected market centers in accordance with the LIST System routing table. After routing to such destinations, any remaining unexecuted shares are returned to Nasdaq and posted on the Nasdaq book.

Two minutes prior to market close, any LIST Orders on the Nasdaq book are sent to their respective primary listing markets to post on those markets' books until market close or the Order's cancellation, whichever is earlier. LIST Orders entered at or after two minutes prior to the end of regular market hours, but before the conclusion of regular market hours trading, are also sent to the primary listing market for

[3] As defined by Rule 4701(e).

[4] The System provides a variety of routing options. Generally, routing options may be combined with all available Order Types and Times-in-Force, with the exception of LIST Orders with a Time-in-Force of GTC and Order Types and Times-in-Force whose terms are inconsistent with the terms of a particular routing option. As discussed below, although not inconsistent, providing Participants the option to designate a LIST Orders [*sic*] with a GTC Time-in-Force has been unavailable due to a technological limitation. With respect to LIST Orders, there are no Times-in-Force that are inconsistent with its terms. Certain attributes that are inconsistent are also mutually exclusive and thus are never received. For example, a LIST order cannot also be submitted as a SCAN order. There are other instances where the attributes on a LIST order will not result in the order exercising the LIST functionality that sends an order to the primary listing exchange. For example, a LIST order with a TIF of IOC received during regular market hours, would check the system for available shares and route as per the LIST routing strategy, but would not be sent to the primary listing exchange because of the order's immediacy. After attempting to execute within its limit price at destinations in the System Routing Table, the order will expire as per the IOC TIF and be returned to the customer.

[5] The Time-in-Force assigned to an Order means the period of time that the Nasdaq Market Center will hold the Order for potential execution. Participants specify an Order's Time-in-Force by designating a time at which the Order will become active and a time at which the Order will cease to be active. *See* Rule 4703(a).

[6] An Order that is designated to deactivate one year after entry may be referred to as a ''Good-till-Cancelled'' or ''GTC'' Order. If a GTC Order is designated as eligible for execution during Market Hours only, it may be referred to as having a Time in Force of ''Market Hours Good-till-Cancelled'' or ''MGTC''. If a GTC is designated as eligible for execution during System Hours, it may be referred to as having a Time in Force of ''System Hours Good-till-Cancelled'' or ''SGTC''. *See* Rule 4703(a)(3).

[7] *Id.*

[8] As defined by Rule 4701(c).

[9] If a member firm designates a LIST Order as only eligible to participate in the opening or closing processes of the primary listing market, then Nasdaq will route it immediately to that exchange if it is accepting Orders. The Exchange notes that such an Order cannot have a GTC TIF. Orders designated for participation in the opening process only expire after completion thereof if not fully executed and thus cannot be GTC. An Order's designation as eligible to participate in the opening process only is mutually exclusive of the GTC TIF. Likewise, an Order designated for participation in the closing process only may not have a GTC TIF, since the Order is designated to expire after completion thereof. Accordingly, designation of an Order as eligible to participate in the closing process only is mutually exclusive of the GTC TIF.

[10] The Exchange notes that other primary listing exchanges do not all open at the same time as Nasdaq. Therefore, the Exchange system will hold orders that would otherwise be sent to an away exchange until that exchange begins accepting orders. Prior to being sent to the away exchange, the orders are not available for execution. For example, Nasdaq holds LIST Orders in NYSE-listed securities until NYSE begins to accept them starting at 7:45 a.m. ET, at which time Nasdaq sends all such held Orders to NYSE. By contrast, for NYSEArca-listed securities, starting at 4 a.m. ET Nasdaq sends LIST Orders to NYSEArca when received.

[11] *See* Rule 4752.

[12] Nasdaq currently uses various triggers to determine that the primary listing market opening process has completed, including its posting of a firm quote, a regular way order print, Nasdaq receives open-eligible orders back from the primary listing market, or if none of the prior conditions occur then at 9:45 a.m. ET.

[13] As provided, in Rule 4758(a)(1)(A), the term ''System routing table'' refers to the proprietary process for determining the specific trading venues to which the System routes Orders and the order in which it routes them. Nasdaq reserves the right to maintain a different System routing table for different routing options and to modify the System routing table at any time without notice.

[14] Pursuant to Rule 4758(a)(1)(B), if a routed Order is returned, in whole or in part, that Order will receive a new time stamp reflecting the time of its return to the System.

[15] This period begins at 3:58 p.m. ET, unless the primary market closes earlier.

participation in the closing process,[16] after first checking the Nasdaq book for potential execution against interest on the Nasdaq book if marketable and then routing in accordance with the LIST System routing table.[17] Shares unexecuted in the closing process or that are received after the primary listing market's close with a valid TIF for after hours trading [18] will be posted to the Nasdaq book. Where Nasdaq is the primary listing market for a LIST Order security, rather than route out for the closing process, the Order will remain posted on the Nasdaq book [19] and be eligible for the Nasdaq Closing Cross. Thereafter, the Order will stay on the book to the extent it has a TIF that allows it to do so.[20]

Proposal

The Exchange is proposing to allow the use of Good-til-Canceled TIF with a LIST routing option.[21] A Participant must designate a time at which a given Order will become active and a time at which the Order will cease to be active, which is the Order's TIF. The following times are available to Nasdaq Participants for deactivating an Order: Immediate (*i.e.,* immediately after determining whether the Order is marketable); the end of Market Hours; the end of System Hours; one year after entry; [22] or a specific time identified by the Participant, provided, however, that an Order specifying an expire time beyond the current trading day will be canceled at the end of the current trading day.[23] The ''Good-til-Canceled'' or ''GTC'' TIF will cause an Order to deactivate one year after entry if it is not canceled or executed in full. If a GTC Order is designated as eligible for execution during Market Hours only, it may be referred to as having a TIF of ''Market Hours Good-till-Canceled'' or ''MGTC''. If a Participant designates a GTC Order as eligible for execution during System Hours, it may be referred to as having a TIF of ''System Hours Good-till-Canceled'' or ''SGTC''.

Nasdaq does not currently make MGTC or SGTC available to Participants entering LIST orders because it has not programmed the System to accept such Orders due to technological challenges. Consequently, under the current functionality if the LIST Order is not executed in full then it will be canceled when it expires based on the TIF assigned to the Order, which could be immediately (after determining whether the Order is marketable) or up to the end of the current trading day at which time the LIST Order would be canceled. The Exchange is now technologically able to allow a LIST Order to have a TIF of MGTC or SGTC, so it is proposing to eliminate the current limitation and allow Participants to designate a LIST Order with a GTC attribute. Nasdaq notes that the operation of the LIST Order will remain unchanged, with only the time that the Order remains active affected. For example, a Participant entering a LIST Order that would only be available for execution during Market Hours would, under the current rules, designate the Order with a TIF of MDAY.[24] If such a LIST Order is not executed in full at the end of Market Hours, the Order would be canceled and thereafter the Participant would need to enter a new LIST Order with a TIF of MDAY for potential execution the following day. Nasdaq is proposing to allow a Participant to instead apply a TIF of MGTC or SGTC, which would allow the Order to remain active up to a year after entry, unless canceled or executed in full. Accordingly, Nasdaq is providing Participants with additional flexibility and control over the execution of their LIST Orders, which is currently available for other Order types on Nasdaq, and is providing efficiency and reducing cost and message traffic for Participants that currently replicate the proposed functionality using other TIFs.

By way of example, at 6 a.m. a Participant enters a LIST MGTC order to buy 1,000 shares of IBM, a NYSE-listed security. The Order is held by Nasdaq until 7:45 a.m. and then sent by the System to NYSE to participate in the NYSE opening. In the NYSE opening process 500 shares of the Order are executed. The remaining 500 shares of the Order are sent back to Nasdaq, where it checks the Nasdaq book and receives an execution of 100 shares against a resting sell Order. The remaining 400 shares of the Order are then routed to away markets, where the Order receives an execution on ARCA of 100 shares. The remaining 300 shares are then posted to the Nasdaq book. At 2 p.m., a market participant enters a sell Order that executes against the resting Order for 100 shares. At 3:58 p.m. the remaining 200 shares are sent to NYSE to participate in the NYSE closing process. In the NYSE closing process, 100 shares are executed with the remaining 100 returning to Nasdaq to be held until 7:45 a.m. the next day,[25] at which time the Order [26] is again sent away to NYSE and would follow the process described above.

The scenario described above would be slightly different if the Order was received for a security listed on Nasdaq. For example, at 6 a.m. a Participant enters a LIST MGTC order to buy 1,000 shares of AAPL, a Nasdaq-listed security. The Order is placed into the Nasdaq opening and in the Nasdaq opening process 500 shares of the Order are executed. The remaining 500 shares would then be transferred to the Nasdaq continuous book. At 2 p.m., a market participant enters a sell Order that executes against the resting Order for 100 shares, leaving 400 shares resting on the continuous book. At 3:58 p.m. the remaining 400 shares would continue to rest on the Nasdaq continuous book until the closing cross. When the closing cross occurs, 100 shares are executed in the cross. The remaining 300 shares would be held by Nasdaq until the next day, at which time the Order would participate in the Nasdaq opening process.

2. Statutory Basis

Nasdaq believes that the proposed rule change is consistent with the

[16] As noted in the rule, if a LIST order in a NYSE or NYSE MKT security has been designated to participate in the closing only and is entered at 3:45 p.m. ET or later (or in the case of an early closing, is entered 15 minutes prior to the close or later), the order will be rejected.

[17] Due to the possibility that Orders received very near the 4:00 p.m. ET deadline (*e.g.,* 3:59:59:999 p.m. ET) will be routed to the primary listing market but arrive after the security has closed, customers are encouraged to submit their LIST Orders prior to 3:58 p.m. ET.

[18] Specifically, System Hours and System Hours Expire Time TIFs.

[19] Such an Order may execute at any time prior to the completion of the Closing Cross should it become marketable. If an Order in a non-Nasdaq security that is sent to participate in the primary listing market's closing process subsequently becomes marketable on Nasdaq, the Order will nonetheless remain at the primary listing market. Nonetheless, it may become marketable at the away exchange and execute prior to the exchange's closing process.

[20] *See* Rule 4754. Because regular trading hours have concluded, the trade-through protections of Regulation NMS Rule 611 do not apply. Nasdaq, nonetheless, routes to venues displaying the best price in an effort to gain the best execution of a member firm's Order.

[21] The Exchange notes that the current functionality of LIST will not change other than with respect to timing of the expiration of an order designated as MGTC or SGTC.

[22] An Order that may be active up to one year after entry may nonetheless be returned to the customer in certain circumstances, such as excessive messaging, corporate actions, or because it is canceled by the participant.

[23] *See* Rule 4703(a).

[24] *See* Rule 4703(a)(5).

[25] By contrast, if the LIST Order was entered with a TIF of SGTC, instead of being held upon arrival at NASDAQ (because Market Hours have concluded), the Order would be posted on the NASDAQ book until 8 p.m. and thereafter held until 7:45 a.m. the next day.

[26] The Order retains all of its original attributes, including information concerning the Order as it was initially entered by the Participant.

provisions of Section 6 of the Act,[27] in general, and with Section 6(b)(5) of the Act,[28] in particular, because it is 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 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 is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The Exchange believes that the change Nasdaq is making to Rule 4758(a)(1)(A)(x) will provide Participants with additional flexibility and control over the execution of their Orders. Specifically, the Exchange is providing Participants with the option to designate a LIST Order to remain active for up to one year, unless canceled or executed in full. The Exchange notes that other Order routing options offered by the Exchange allow TIFs of MGTC and SGTC.[29] Moreover, Participants are currently able to achieve the same outcome as a TIF of MGTC or SGTC with their LIST Orders by entering such orders with a TIF of MDAY or SDAY, respectively, for every trading day. As such, the proposed change will make this process more efficient and less costly to Participants by eliminating the need to reenter the Order for every trading day. Lastly, the Exchange is now technologically able to process LIST Orders with TIFs of MGTC and SGTC, and believes that allowing Participants to apply these TIFs to LIST Orders will benefit Participants by providing additional flexibility and control over their executions, in the same way that Participants have with other Order routing options. For these reasons, the Exchange believes that the proposed change further perfects the market and raises no investor protection concerns.

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

Nasdaq does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended.[30] The Exchange notes that the proposed two optional LIST TIFs will benefit Nasdaq Participants by providing them with greater flexibility and control over their LIST Orders, and will save Participants time and reduce their costs to the extent they replicate the proposed functionality using MDAY and SDAY TIFs. As such, the proposed change may make Nasdaq a more attractive venue to market participants. If the proposed change does make Nasdaq a more attractive venue, it will likely promote competition among exchanges and other market venues to the benefit of all market participants.

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

No written comments were either solicited or received.

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

Because the foregoing proposed rule change does not: (i) Significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act[31] and subparagraph (f)(6) of Rule 19b–4 thereunder.[32] 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 (*http://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include File Number SR–NASDAQ–2015–135 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–NASDAQ–2015–135. 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 Web site (*http://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for Web site viewing and printing in the Commission's Public Reference Room, 100 F Street NE., Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–NASDAQ–2015–135, and should be submitted on or before December 1, 2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[33]

Brent J. Fields,

Secretary.

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[27] 15 U.S.C. 78f.

[28] 15 U.S.C. 78f(b)(5).

[29] *See, e.g.,* STGY and SCAN routing options under Rules 4758(a)(1)(A)(iii) and (iv), respectively.

[30] 15 U.S.C. 78f(b)(8).

[31] 15 U.S.C. 78s(b)(3)(a)(iii).

[32] 17 CFR 240.19b–4(f)(6). In addition, Rule 19b–4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change, along with a brief description and the text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

[33] 17 CFR 200.30–3(a)(12).