

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="18"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2012"/> - * <input type="text" value="17"/> Amendment No. (req. for Amendments *) <input type="text"/>
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Proposed Rule Change by NYSE Amex LLC
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/> Extension of Time Period for Commission Action * <input type="text"/> Date Expires * <input type="text"/>			Rule <input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(4) <input checked="" type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(5) <input type="checkbox"/> 19b-4(f)(3) <input type="checkbox"/> 19b-4(f)(6)		

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description
Provide a brief description of the proposed rule change (limit 250 characters, required when Initial is checked *).

Proposal to amend NYSE Amex 2012 Price List for certain fees relating to trading securities listed on the Nasdaq Stock Market LLC pursuant to unlisted trading privileges

Contact Information
Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name * Last Name *
 Title *
 E-mail *
 Telephone * Fax

Signature
Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized officer.

Date
 By Vice President
 (Name *) (Title *)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information (required)

Add Remove View

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change (required)

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

Add Remove View

Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

Add Remove View

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

- (a) NYSE Amex LLC (“NYSE Amex” or the “Exchange”) proposes to amend its 2012 Price List (“Price List”) for certain fees relating to trading securities listed on the Nasdaq Stock Market LLC (“Nasdaq securities”) pursuant to unlisted trading privileges (“UTP”). The proposed amendment to the Exchange’s Price List for equities is attached hereto as Exhibit 5. A copy of this filing is available on the Exchange’s website at www.nyse.com, at the Exchange’s principal office, and at the Public Reference Room of the Securities and Exchange Commission (“Commission”).
- (b) The Exchange does not believe that the proposed rule change will have any direct effect, or any significant indirect effect, on any other Exchange rule in effect at the time of this filing.
- (c) Not applicable.

2. Procedures of the Self-Regulatory Organization

- (a) Senior management has approved the proposed rule change pursuant to authority delegated to it by the Board of the Exchange. No further action is required under the Exchange’s governing documents. Therefore, the Exchange’s internal procedures with respect to the proposed rule change are complete.
- (b) The person on the Exchange staff prepared to respond to questions and comments on the proposed rule change is:

Michael Cavalier
Chief Counsel
NYSE Euronext
(212) 656-2474

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

(a) Purpose

The Exchange proposes to amend its Price List for certain fees relating to trading Nasdaq securities pursuant to UTP. The amended pricing will become operative on March 1, 2012.

Currently, market participants and Designated Market Makers (“DMMs”) are charged a fee of \$0.0004 per share for orders in Nasdaq securities with a share

price of \$1 or more and a fee of 0.20% of total dollar value of the transaction for orders in Nasdaq securities with a share price below \$1 traded pursuant to UTP that take liquidity. Under the proposal, the fee will be \$0.0027 per share for orders with a share price of \$1 or more that take liquidity and 0.30% of total dollar value of the transaction for orders with a share price below \$1 that take liquidity.

Currently, market participants and DMMs are charged a fee of \$0.0025 per share for orders in Nasdaq securities with a share price of \$1 or more and a fee of 0.20% of total dollar value of the transaction for orders in Nasdaq securities with a share price below \$1 that route to other markets. Under the proposal, the fee will be \$0.0027 per share for such orders with a share price of \$1 or more and .30% of total dollar value of the transaction for such orders with a share price below \$1.

Market participants, other than DMMs and Supplemental Liquidity Providers (“SLPs”), that provide liquidity in Nasdaq securities with a share price of \$1 or more traded pursuant to UTP are currently paid a rebate of \$0.0010 per share. Under the proposal, such market participants will be paid a rebate of \$0.0030 per share.

Currently, for orders in Nasdaq securities with a share price of \$1 or more traded pursuant to UTP that provide liquidity, DMMs are paid a rebate of \$0.0020 per share, SLPs that meet their quoting requirements pursuant to NYSE Amex Rule 107B are paid a rebate of \$0.0011 per share, and SLPs that do not meet their quoting requirements are paid a rebate of \$0.0010 per share. Under the proposal, the rebate for such orders will be \$0.0031 per share for DMMs, \$0.0031 per share for SLPs that meet their quoting requirements, and \$0.0030 per share for SLPs that provide liquidity but do not meet their quoting requirements.¹

Currently, market participants and SLPs are paid a rebate of \$0.0020 per share for executions of displayed liquidity in Nasdaq securities with a share price of \$1 or more when they are adding liquidity in orders that originally display a minimum of 2,000 shares with a trading price of at least \$5.00 per share, as long as the order is not cancelled in an amount that would reduce the original displayed amount below 2,000 shares. Under the proposal, market participants and SLPs will be paid a rebate of \$0.0036 per share for executions of displayed liquidity in Nasdaq securities with a share price of \$1 or more when they are adding liquidity in orders that originally display a minimum of 2,000 shares with a trading price of at least \$5.00 per share, as long as the order is not cancelled in an amount that would reduce the original displayed amount below 2,000 shares.

¹ The Exchange notes that the proposed rebates will be the same as the rebates that were in place prior to September 1, 2011. *See* Securities Exchange Act Release No. 65283 (September 7, 2011), 76 FR 56850 (September 14, 2011) (SR-NYSEAmex-2011-67).

Currently, DMMs receive a rebate of \$0.0020 per share in Nasdaq securities with a share price of \$1 or more traded pursuant to UTP for executions of the displayed portions of s-Quotes that provide liquidity and display 2,000 shares or more at the time of execution with a trading price of at least \$5.00 per share. Under the proposal, DMMs will be paid a rebate of \$0.0036 per share for executions of the displayed portions of s-Quotes that provide liquidity and display 2,000 shares or more at the time of execution with a trading price of at least \$5.00 per share.

The Exchange also proposes a technical change to remove language in the Price List that references reduced fees for market participants that meet certain average daily executed volume requirements; those reduced fees were eliminated in September 2011 and this text was inadvertently not removed at that time.² The Exchange proposes to include a reference within the Price List to the last date on which the Price List was amended.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6(b) of the Securities Exchange Act of 1934 (the “Act”),³ in general, and Section 6(b)(4) of the Act,⁴ in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members and other persons using its facilities. The Exchange believes that the proposal does not constitute an inequitable allocation of fees, as all similarly situated market participants will be charged or credited the same amount and access to the Exchange’s market is offered on fair and non-discriminatory terms.

With respect to the increased credits for providing liquidity, the Exchange believes that the credits will attract more volume to the Exchange from participants that are seeking to lower their overall transaction costs and thereby will result in a more competitive market in the trading of Nasdaq securities pursuant to UTP. The Exchange further believes that the increases in the fees for DMMs, SLPs, and market participants for taking liquidity are appropriate in light of the increase in credits for providing liquidity. The Exchange also believes that it is reasonable not to increase the credits for providing liquidity in Nasdaq securities with a share price below \$1 because there are only a small number of issues that trade below \$1, these shares are thinly traded, and increased credits could have the potential of being greater than the spread, creating an inappropriate incentive to trade.

The Exchange believes that raising the fee for routing to other markets for orders

² *See id.*

³ 15 U.S.C. 78f(b).

⁴ 15 U.S.C. 78f(b)(4).

in Nasdaq securities with a share price of \$1 or more to \$0.0027 is reasonable because the fee is lower than the fee previously charged by the Exchange⁵ and lower than routing fees charged by other markets, including BATS BYX with its CYCLE routing fee of \$0.0028 per share.⁶ The Exchange believes that raising the fee for routing to other markets for orders in Nasdaq securities with a share price below \$1 to 0.30% of total dollar value of the transaction is reasonable because it will cover the costs associated with routing orders away from the Exchange.

With respect to the increase in rebates to DMMs, SLPs, and market participants for providing liquidity in 2,000 or more share orders for securities priced at \$5 or more, the Exchange believes that the proposed rebates are fair given that the Exchange is increasing the fee for taking liquidity. The Exchange believes the fee change will attract more displayed liquidity, lower transaction costs, and improve overall trading.

Finally, 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. In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges and with alternative trading systems that have been exempted from compliance with the statutory standards applicable to exchanges. The Exchange believes that the proposed rule change reflects this competitive environment because it will broaden the conditions under which customers may qualify for higher liquidity provider credits.

4. 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.

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

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

6. Extension of Time Period for Commission Action

The Exchange does not consent at this time to an extension of any time period for Commission action.

⁵ See *supra* note 1.

⁶ See BATS BYX Exchange Fee Schedule, available at http://batstrading.com/resources/regulation/rule_book/BYX_Fee_Schedule.pdf.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)⁷ of the Act and subparagraph (f)(2) of Rule 19b-4⁸ thereunder, because it establishes or changes a due, fee, or other charge imposed on its members by the Exchange. At any time within 60 days of the filing of such 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.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

The proposed rule change is not based on the rules of another self-regulatory organization.

9. Exhibits

Exhibit 1 – Form of Notice of Proposed Rule Change for Federal Register

Exhibit 5 – Text of Proposed Changes

⁷ 15 U.S.C. 78s(b)(3)(A).

⁸ 17 CFR 240.19b-4(f)(2).

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NYSEAMEX-2012-17)

[Date]

Self-Regulatory Organizations; NYSE Amex LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Implementing Fee Changes Relating to Trading Nasdaq Securities Pursuant to Unlisted Trading Privileges.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the “Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that, on March 1, 2012, NYSE Amex LLC (the “Exchange” or “NYSE Amex”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to amend its 2012 Price List (“Price List”) for certain fees relating to trading securities listed on the Nasdaq Stock Market LLC (“Nasdaq securities”) pursuant to unlisted trading privileges (“UTP”). The text of the proposed rule change is available at the Exchange, the Commission’s Public Reference Room, and www.nyse.com.

¹ 15 U.S.C.78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

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

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of those 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 parts of such statements.

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

1. Purpose

The Exchange proposes to amend its Price List for certain fees relating to trading Nasdaq securities pursuant to UTP. The amended pricing will become operative on March 1, 2012.

Currently, market participants and Designated Market Makers ("DMMs") are charged a fee of \$0.0004 per share for orders in Nasdaq securities with a share price of \$1 or more and a fee of 0.20% of total dollar value of the transaction for orders in Nasdaq securities with a share price below \$1 traded pursuant to UTP that take liquidity. Under the proposal, the fee will be \$0.0027 per share for orders with a share price of \$1 or more that take liquidity and 0.30% of total dollar value of the transaction for orders with a share price below \$1 that take liquidity.

Currently, market participants and DMMs are charged a fee of \$0.0025 per share for orders in Nasdaq securities with a share price of \$1 or more and a fee of 0.20% of total dollar value of the transaction for orders in Nasdaq securities with a share price below \$1 that route to other markets. Under the proposal, the fee will be \$0.0027 per

share for such orders with a share price of \$1 or more and .30% of total dollar value of the transaction for such orders with a share price below \$1.

Market participants, other than DMMs and Supplemental Liquidity Providers (“SLPs”), that provide liquidity in Nasdaq securities with a share price of \$1 or more traded pursuant to UTP are currently paid a rebate of \$0.0010 per share. Under the proposal, such market participants will be paid a rebate of \$0.0030 per share.

Currently, for orders in Nasdaq securities with a share price of \$1 or more traded pursuant to UTP that provide liquidity, DMMs are paid a rebate of \$0.0020 per share, SLPs that meet their quoting requirements pursuant to NYSE Amex Rule 107B are paid a rebate of \$0.0011 per share, and SLPs that do not meet their quoting requirements are paid a rebate of \$0.0010 per share. Under the proposal, the rebate for such orders will be \$0.0031 per share for DMMs, \$0.0031 per share for SLPs that meet their quoting requirements, and \$0.0030 per share for SLPs that provide liquidity but do not meet their quoting requirements.⁴

Currently, market participants and SLPs are paid a rebate of \$0.0020 per share for executions of displayed liquidity in Nasdaq securities with a share price of \$1 or more when they are adding liquidity in orders that originally display a minimum of 2,000 shares with a trading price of at least \$5.00 per share, as long as the order is not cancelled in an amount that would reduce the original displayed amount below 2,000 shares. Under the proposal, market participants and SLPs will be paid a rebate of \$0.0036 per share for executions of displayed liquidity in Nasdaq securities with a share price of \$1 or more

⁴ The Exchange notes that the proposed rebates will be the same as the rebates that were in place prior to September 1, 2011. *See* Securities Exchange Act Release No. 65283 (September 7, 2011), 76 FR 56850 (September 14, 2011) (SR-NYSEAmex-2011-67).

when they are adding liquidity in orders that originally display a minimum of 2,000 shares with a trading price of at least \$5.00 per share, as long as the order is not cancelled in an amount that would reduce the original displayed amount below 2,000 shares.

Currently, DMMs receive a rebate of \$0.0020 per share in Nasdaq securities with a share price of \$1 or more traded pursuant to UTP for executions of the displayed portions of s-Quotes that provide liquidity and display 2,000 shares or more at the time of execution with a trading price of at least \$5.00 per share. Under the proposal, DMMs will be paid a rebate of \$0.0036 per share for executions of the displayed portions of s-Quotes that provide liquidity and display 2,000 shares or more at the time of execution with a trading price of at least \$5.00 per share.

The Exchange also proposes a technical change to remove language in the Price List that references reduced fees for market participants that meet certain average daily executed volume requirements; those reduced fees were eliminated in September 2011 and this text was inadvertently not removed at that time.⁵ The Exchange proposes to include a reference within the Price List to the last date on which the Price List was amended.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6(b) of the Securities Exchange Act of 1934 (the “Act”),⁶ in general, and Section 6(b)(4) of the Act,⁷ in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members

⁵ *See id.*

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78f(b)(4).

and other persons using its facilities. The Exchange believes that the proposal does not constitute an inequitable allocation of fees, as all similarly situated market participants will be charged or credited the same amount and access to the Exchange's market is offered on fair and non-discriminatory terms.

With respect to the increased credits for providing liquidity, the Exchange believes that the credits will attract more volume to the Exchange from participants that are seeking to lower their overall transaction costs and thereby will result in a more competitive market in the trading of Nasdaq securities pursuant to UTP. The Exchange further believes that the increases in the fees for DMMs, SLPs, and market participants for taking liquidity are appropriate in light of the increase in credits for providing liquidity. The Exchange also believes that it is reasonable not to increase the credits for providing liquidity in Nasdaq securities with a share price below \$1 because there are only a small number of issues that trade below \$1, these shares are thinly traded, and increased credits could have the potential of being greater than the spread, creating an inappropriate incentive to trade.

The Exchange believes that raising the fee for routing to other markets for orders in Nasdaq securities with a share price of \$1 or more to \$0.0027 is reasonable because the fee is lower than the fee previously charged by the Exchange⁸ and lower than routing fees charged by other markets, including BATS BYX with its CYCLE routing fee of \$0.0028 per share.⁹ The Exchange believes that raising the fee for routing to other markets for orders in Nasdaq securities with a share price below \$1 to 0.30% of total dollar value of

⁸ See *supra* note 4.

⁹ See BATS BYX Exchange Fee Schedule, available at http://batstrading.com/resources/regulation/rule_book/BYX_Fee_Schedule.pdf.

the transaction is reasonable because it will cover the costs associated with routing orders away from the Exchange.

With respect to the increase in rebates to DMMs, SLPs, and market participants for providing liquidity in 2,000 or more share orders for securities priced at \$5 or more, the Exchange believes that the proposed rebates are fair given that the Exchange is increasing the fee for taking liquidity. The Exchange believes the fee change will attract more displayed liquidity, lower transaction costs, and improve overall trading.

Finally, 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. In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges and with alternative trading systems that have been exempted from compliance with the statutory standards applicable to exchanges. The Exchange believes that the proposed rule change reflects this competitive environment because it will broaden the conditions under which customers may qualify for higher liquidity provider credits.

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.

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

No written comments were solicited or received with respect to the proposed rule change.

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

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)¹⁰ of the Act and subparagraph (f)(2) of Rule 19b-4¹¹ thereunder, because it establishes a due, fee, or other charge imposed by the NYSE Amex.

At any time within 60 days of the filing of such 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.

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 e-mail to rule-comments@sec.gov. Please include File Number SR-NYSEAMEX-2012-17 on the subject line.

Paper comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR- NYSEAMEX-2012-17. This

¹⁰ 15 U.S.C. 78s(b)(3)(A).

¹¹ 17 CFR 240.19b-4(f)(2).

file number should be included on the subject line if e-mail 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 (<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 inspection and copying in the Commission's Public Reference Section, 100 F Street, NE, Washington, DC 20549-1090. Copies of the filing will also be available for inspection and copying at the NYSE's principal office and on its Internet website at www.nyse.com. 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-NYSEAMEX-2012-17 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

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

Florence E. Harmon
Deputy Secretary

¹² 17 CFR 200.30-3(a)(12).

Additions underlined
 Deletions [bracketed]

NYSE Amex Equities Price List 2012

Last Updated: March 1, 2012

Equity Transaction Fees and Credits for Listed Securities¹

Equity Transaction Fees and Credits For Nasdaq Securities Traded Pursuant to Unlisted Trading Privileges

Fees and Credits applicable to Market Participants for Transactions in Nasdaq Securities⁷

	Share Price \$1.00 or more	Share Price below \$1.00
Equity per Share Credit - per transaction - when adding liquidity, including displayed and non-displayed orders	\$0.00[10]30	No Charge
		0.10% of total dollar value of the transaction (Floor brokers only)
Agency cross trades (i.e., a trade where a Member Organization has customer orders to buy and sell an equivalent amount of the same security).....	No Charge	No Charge
Non-electronic agency transactions between floor brokers in the crowd.....	No Charge	No Charge
Equity per Share Charge ⁸ – per transaction – for all Discretionary e-Quotes and verbal agency interest by floor brokers.....	\$0.0005	0.20% of total dollar value of the transaction

⁷ Does not apply to transactions by a Designated Market Maker or Supplemental Liquidity Provider for its own account (see separate fee schedule herein).

⁸ Includes shares, rights, warrants and closed end funds.

Equity per Share Charge ⁸ for all other transactions (i.e., when taking liquidity from the Exchange) [except for taking liquidity from the Exchange when the volume requirements are met for the reduced charge immediately below - per transaction].....	\$0.00[04]27	0.[2]30% of total dollar value of the transaction
Routing Fee – per share ⁹	\$0.00[25]27	0.[29]30% of total dollar value of the transaction
Equity per Share Credit – per transaction for displayed liquidity – when adding liquidity in orders that originally display a minimum of 2,000 shares with a trading price of at least \$5.00 per share, for as long as the order is not cancelled in an amount that would reduce the original displayed amount below 2,000 shares.....	\$0.00[20]36	Not Applicable

Fees and Credits applicable to Designated Market Makers (DMMs) for Transactions in Nasdaq Securities

	Share Price \$1.00 or more	Share Price below \$1.00
Equity per Share Credit ¹⁰ - per transaction - when adding liquidity.....	\$0.00[20]31	0.20% of total dollar value of the transaction
Equity per Share Charge ⁸ for all other transactions (i.e., when taking liquidity from the Exchange).....	\$0.00[04]27	0.[2]30% of total dollar value of the transaction
Routing Fee – per share ⁹	\$0.00[25]27	0.[29]30% of

⁹ Applies to all orders routed from NYSE Amex and executed in another market. Routing Fees are in lieu of NYSE Amex transaction charges.

¹⁰ Rebates will be applied when (i) posting displayed and non-displayed orders on Display Book, including s-quote and s-quote reserve orders; (ii) when providing liquidity on non-displayed interest using the Capital Commitment Schedule; and (iii) when executing trades in the crowd.

		total dollar value of the transaction
Equity per Share Credit – per transaction for the displayed portion of s-Quotes – when adding liquidity in s-Quotes that display 2,000 shares or more at the time of execution with a trading price of at least \$5.00 per share.....	\$0.00[20]36	Not Applicable

**Fees and Credits applicable to Supplemental Liquidity Providers (SLPs)
for Transactions in Nasdaq Securities**

	Share Price \$1.00 or more	Share Price below \$1.00
Equity per Share Credit - per transaction - when adding liquidity, if SLP meets quoting requirement pursuant to Rule 107B.....	\$0.00[11]31	No Charge
Equity per Share Credit - per transaction - when adding liquidity, if SLP does not meet quoting requirement pursuant to Rule 107B.....	\$0.00[10]30	No Charge
Equity per Share Credit – per transaction for displayed liquidity – when adding liquidity in orders that originally display a minimum of 2,000 shares with a trading price of at least \$5.00 per share, for as long as the order is not cancelled in an amount that would reduce the original displayed amount below 2,000 shares.....	\$0.00[20]36	Not Applicable
