

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="12"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2012"/> - * <input type="text" value="20"/> 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"/> <small>☐</small>			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 \*).

**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)**

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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)**

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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**

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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**

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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**

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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 Price List to raise the Supplemental Liquidity Provider (“SLP”) rebate and raise the NYSE Crossing Session II (“NYSE CSII”) rate and fee cap. The Exchange proposes to make the rule change operative on April 1, 2012. The amended section of the Price List is attached as Exhibit 5. A copy of this filing is available on the Exchange’s website at [www.nyse.com](http://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.

2. Procedures of the Self-Regulatory Organization

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.

The person on the Exchange staff prepared to respond to questions and comments on the proposed rule change is:

Martha M. Redding  
Chief Counsel  
NYSE Euronext  
(212) 656-2938

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 to raise the SLP rebate and raise the NYSE CSII rate and fee cap.

The Exchange proposes to raise the SLP rebate from \$0.0027 to \$0.0032 per share per transaction for SLPs that add liquidity to the Exchange in securities with a per share price of \$1.00 or more if the SLP meets the 5% average or more quoting requirement in an assigned security pursuant to NYSE Amex Equities Rule 107B.

The Exchange also proposes to raise the NYSE CSII rate from \$0.0001 to \$0.0002 per transaction and raise the fee cap from \$50,000 to \$100,000 per month per member organization for NYSE Amex Equities listed securities and, separately, NYSE Amex Equities traded securities.

The Exchange proposes to make the rule change operative on April 1, 2012.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Securities Exchange Act of 1934 (the “Act”),<sup>1</sup> in general, and Section 6(b)(4) of the Act,<sup>2</sup> 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 increased rebate for SLPs is reasonable because it will promote liquidity on the Exchange. The Exchange believes that the increased rebate for SLPs and the proposed fee and cap increase for NYSE CSII are an equitable allocation of fees because all similarly situated member organizations will be subject to the same fee structure and access to the Exchange’s market is offered on fair and non-discriminatory terms. In addition, the proposed increased NYSE CSII fee and fee cap are the same as the NYSE CSII fee and fee cap on the New York Stock Exchange (“NYSE”).<sup>3</sup> The Exchange also believes that increasing the fee for NYSE CSII transactions and the monthly cap that is currently applicable thereto is reasonable, equitable and not unfairly discriminatory because it would more closely align the NYSE CSII rate with the other rates within the Price List,<sup>4</sup> while maintaining a cap for member organizations that are particularly active during NYSE CSII.

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.

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<sup>1</sup> 15 U.S.C. 78f(b).

<sup>2</sup> 15 U.S.C. 78f(b)(4).

<sup>3</sup> See NYSE Price List 2012, dated March 1, 2012, available at [https://usequities.nyx.com/sites/usequities.nyx.com/files/nyse\\_price\\_list\\_03.01.12\\_mmr.pdf](https://usequities.nyx.com/sites/usequities.nyx.com/files/nyse_price_list_03.01.12_mmr.pdf).

<sup>4</sup> For example, except for transactions that are free, both the current and proposed NYSE CSII rate of \$0.0001 and \$0.0002, respectively, are substantially less than the next lowest fee within the Price List (i.e., the \$0.0005 rate for Discretionary e-Quotes and verbal agency interest by floor brokers).

6. Extension of Time Period for Commission Action

Not applicable.

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)(ii) of the Act<sup>5</sup> and subparagraph (f)(2) of Rule 19b-4<sup>6</sup> thereunder, because it establishes a due, fee, or other charge imposed 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 or of the Commission.

9. Exhibits

Exhibit 1 – Form of Notice of Proposed Rule Change for Publication in the Federal Register.

Exhibit 5 – Text of the Proposed Rule Change.

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<sup>5</sup> 15 U.S.C. 78s(b)(3)(A)(ii).

<sup>6</sup> 17 CFR 240.19b-4(f)(2).

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34- ; File No. SR-NYSEAmex-2012-20)

[Date]

Self-Regulatory Organizations; NYSE Amex LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Implementing Amendments to its Price List to Raise the Supplemental Liquidity Provider Rebate and Raise the NYSE Crossing Session II Rate and Fee Cap

Pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 (the “Act”)<sup>2</sup> and Rule 19b-4 thereunder,<sup>3</sup> notice is hereby given that, on March 29, 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 Price List to raise the Supplemental Liquidity Provider (“SLP”) rebate and raise the NYSE Crossing Session II (“NYSE CSII”) rate and fee cap. The text of the proposed rule change is available at the Exchange, the Commission’s Public Reference Room, and [www.nyse.com](http://www.nyse.com).

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<sup>1</sup> 15 U.S.C.78s(b)(1).

<sup>2</sup> 15 U.S.C. 78a.

<sup>3</sup> 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 to raise the SLP rebate and raise the NYSE CSII rate and fee cap.

The Exchange proposes to raise the SLP rebate from \$0.0027 to \$0.0032 per share per transaction for SLPs that add liquidity to the Exchange in securities with a per share price of \$1.00 or more if the SLP meets the 5% average or more quoting requirement in an assigned security pursuant to NYSE Amex Equities Rule 107B.

The Exchange also proposes to raise the NYSE CSII rate from \$0.0001 to \$0.0002 per transaction and raise the fee cap from \$50,000 to \$100,000 per month per member organization for NYSE Amex Equities listed securities and, separately, NYSE Amex Equities traded securities.

The Exchange proposes to make the rule change operative on April 1, 2012.

## 2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Securities Exchange Act of 1934 (the “Act”),<sup>4</sup> in general, and Section 6(b)(4) of the Act,<sup>5</sup> 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 increased rebate for SLPs is reasonable because it will promote liquidity on the Exchange. The Exchange believes that the increased rebate for SLPs and the proposed fee and cap increase for NYSE CSII are an equitable allocation of fees because all similarly situated member organizations will be subject to the same fee structure and access to the Exchange’s market is offered on fair and non-discriminatory terms. In addition, the proposed increased NYSE CSII fee and fee cap are the same as the NYSE CSII fee and fee cap on the New York Stock Exchange (“NYSE”).<sup>6</sup> The Exchange also believes that increasing the fee for NYSE CSII transactions and the monthly cap that is currently applicable thereto is reasonable, equitable and not unfairly discriminatory because it would more closely align the NYSE CSII rate with the other rates within the Price List,<sup>7</sup> while maintaining a cap for member organizations that are particularly active during NYSE CSII.

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<sup>4</sup> 15 U.S.C. 78f(b).

<sup>5</sup> 15 U.S.C. 78f(b)(4).

<sup>6</sup> See NYSE Price List 2012, dated March 1, 2012, *available at* [https://usequities.nyx.com/sites/usequities.nyx.com/files/nyse\\_price\\_list\\_03.01.12\\_mmr.pdf](https://usequities.nyx.com/sites/usequities.nyx.com/files/nyse_price_list_03.01.12_mmr.pdf).

<sup>7</sup> For example, except for transactions that are free, both the current and proposed NYSE CSII rate of \$0.0001 and \$0.0002, respectively, are substantially less than the next lowest fee within the Price List (i.e., the \$0.0005 rate for Discretionary e-Quotes and verbal agency interest by floor brokers).

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)<sup>8</sup> of the Act and subparagraph (f)(2) of Rule 19b-4<sup>9</sup> 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:

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<sup>8</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>9</sup> 17 CFR 240.19b-4(f)(2).

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](mailto:rule-comments@sec.gov). Please include File Number SR-NYSEAmex-2012-20 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-2012-20. This 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 website viewing and printing 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](http://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-2012-20 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.<sup>10</sup>

Kevin M. O'Neill  
Deputy Secretary

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<sup>10</sup> 17 CFR 200.30-3(a)(12).

**EXHIBIT 5**

New text is underscored;  
 Deleted text is in [brackets]

**NYSE Amex Equities**

**Price List 2012**

**Last Updated:** [March] April 1, 2012

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**Credits Applicable to Supplemental Liquidity Providers**

Credit per Share - per transaction - for Supplemental Liquidity Providers (“SLPs”) - when adding liquidity to the Exchange in securities with a per share price of \$1.00 or more, if the SLP does not meet the 5% average or more quoting requirement in an assigned security pursuant to Rule 107B... \$0.0016

Credit per Share - per transaction - for SLPs - when adding liquidity to the Exchange in securities with a per share price of \$1.00 or more, if the SLP meets the 5% average or more quoting requirement in an assigned security pursuant to Rule 107B..... \$0.00[27]32

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**Crossing Sessions for both NYSE Amex Equities listed and traded securities**

NYSE Crossing Session I (Single Stocks)..... No Charge

NYSE Crossing Session II (Portfolios) – Equity per Share Charge – per transaction (charged to both sides) – subject to a \$10[5]0,000 cap per month per member organization for (i) NYSE Amex Equities listed securities, and separately (ii) NYSE Amex traded securities..... \$0.000[1]2