OMB APPROVAL
OMB Number: 3235-0045 Estimated average burden hours per response.....38

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 21

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No.* SR - 2012 - * 23
Amendment No. (req. for Amendments *)

Proposed Rule Change by NYSE MKT LLC.

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial *	Amendment *	Withdrawal	Section 19(b)(2) *	Section 19(b)(3)(A) *	Section 19(b)(3)(B) *
☑	☐	☐	☑	☐	☐

Pilot	Extension of Time Period for Commission Action *	Date Expires *
☐	☐	

Rule

19b-4(f)(1)	19b-4(f)(2)	19b-4(f)(3)	19b-4(f)(4)	19b-4(f)(5)	19b-4(f)(6)
☐	☐	☐	☐	☐	☐

Exhibit 2 Sent As Paper Document ☐

Exhibit 3 Sent As Paper Document ☐

Description

Provide a brief description of the proposed rule change (limit 250 characters, required when Initial is checked *).

Proposes to amend the Members Schedule dated as of June 29, 2011 in order to reflect changes to the capital structure of the Company based on three transactions.

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 * Sudhir Last Name * Bhattacharyya

Title * Vice President

E-mail * sbhattacharyya@nyx.com

Telephone * (212) 656-2920 Fax (212) 656-8101

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 07/25/2012

By Janet McGinness (Name *)

Corporate Secretary (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.

NYX Janet McGinness,

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 Add Remove View 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 Add Remove View	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 MKT LLC (formerly known as NYSE Amex LLC) ("NYSE MKT" or the "Exchange") proposes to amend the Members' Schedule (as defined in the Limited Liability Company Agreement of NYSE Amex Options LLC (the "Company") dated as of June 29, 2011 (the "LLC Agreement")) in order to reflect changes to the capital structure of the Company based on three transactions (such amendment, the "Proposed Rule Change"). The first transaction involved the admission of NYSE Market, Inc. ("NYSE Market") as a Member (as defined below) of the Company on September 19, 2011 pursuant to Sections 10.4 and 11.1 of the LLC Agreement and Section 3.2 of that certain Members Agreement, dated as of June 29, 2011, by and among the Company, NYSE MKT, NYSE Euronext, Banc of America Strategic Investments Corporation ("BAML"), Barclays Electronic Commerce Holdings Inc. ("Barclays"), Citadel Securities LLC ("Citadel"), Citigroup Financial Strategies, Inc. ("Citigroup"), Goldman, Sachs & Co. ("Goldman Sachs"), Datek Online Management Corp. ("TD Ameritrade") and UBS Americas Inc. ("UBS") (collectively, excluding the Company, NYSE MKT and NYSE Euronext, the "Founding Firms") (the "Members Agreement"). The second transaction involved the issuance of Annual Incentive Shares (as defined in the Members Agreement) to the Founding Firms pursuant to Section 2.1 of the Members Agreement. The third transaction will involve the transfer of Interests (as defined below) by the Founding Firms to NYSE Market on or around September 25, 2012 pursuant to Article XI of the LLC Agreement and Section 3.1 of the Members Agreement.

(b) The Exchange does not believe that the Proposed Rule Change would 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

This Proposed Rule Change was approved by the board of directors of the Exchange on June 15, 2012. No further action is required under the Exchange's governing documents. Therefore, the Exchange's internal procedures with respect to this filing are complete.

The following persons on the staff of the Exchange are prepared to respond to questions and comments on this Proposed Rule Change:

Sudhir Bhattacharyya
Vice President
NYSE Euronext
(212) 656-2920

Janet McGinness
Executive Vice President
and Corporate Secretary
NYSE Euronext
(212) 656-2039

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

(a) Purpose

The Exchange proposes to amend the Members' Schedule as set forth herein. The amendment reflects changes to the capital structure of the Company due to (i) the admission of NYSE Market as a Member of the Company on September 19, 2011 pursuant to Sections 10.4 and 11.1 of the LLC Agreement and Section 3.2 of the Members Agreement, (ii) the issuance of Annual Incentive Shares to the Founding Firms on February 29, 2012 pursuant to Section 2.1 of the Members Agreement and (iii) the upcoming transfer of Interests by the Founding Firms to NYSE Market on or around September 25, 2012 pursuant to Article XI of the LLC Agreement and Section 3.1 of the Members Agreement.

Admission of NYSE Market

Pursuant to Section 3.2 of the Members Agreement, each Founding Firm has the right, subject to certain conditions and limitations, to cause NYSE MKT (or an affiliate thereof that NYSE MKT designates) to purchase a portion of such Founding Firm's equity interest in the Company (such right, the "Founding Firm Right"). On September 19, 2011, each of the Founding Firms exercised its Founding Firm Right and transferred Common Interests (as defined below) representing an aggregate equity interest of 5.28% in the Company to NYSE Market, an affiliate of NYSE MKT (the "Transaction"). NYSE Market, rather than NYSE MKT, acquired the Common Interests for non-substantive business reasons related to the corporate structure of NYSE MKT. As a result of the Transaction, pursuant to Sections 10.4 and 11.1 of the LLC Agreement, NYSE Market was admitted as a Member of the Company on September 19, 2011. Notwithstanding NYSE Market's acquisition of Common Interests, the governance structure of the Company following the Transaction did not change: the number of directors on the Company's board has not changed; NYSE MKT continues to appoint a majority (7 of 13) of these directors; and, NYSE Market does not have the right to appoint a separate director to the board.

Initially, the Exchange intended to file this amendment to the Members' Schedule as part of a longer, forthcoming technical filing. Due to the Founding Firm Transfer (as defined below), however, the Exchange deems it appropriate, at present, to amend the Members' Schedule in order to reflect NYSE Market's membership in the Company.

As a limited liability company, ownership of the Company is represented by limited liability company interests in the Company ("Interests"). The holders of Interests are referred to as the members of the Company (the "Members"). The LLC Agreement designates Members as either Class A Members or Class B Members. Currently, the Class A Members are NYSE MKT and NYSE Market, and the Class B Members are Citadel, Goldman Sachs, BAML, Citigroup, TD Ameritrade, UBS and Barclays. Generally, Class A Members and Class B Members are distinguishable in that Class A Members hold Class A Common Interests and Class B Members hold Class B Common Interests.[1] Although both classes of Common Interests entitle Members to some measure of voting and economic entitlements, the two classes of Common Interests are not fungible. In fact, a Member's voting and economic entitlements are determined by reference to both that Member's holdings of Common Interests and the aggregate economic and voting power of the Class A Members relative to the Class B Members. Prior to the Transaction, NYSE MKT owned an equity interest of 47.20% in the Company, while the Founding Firms collectively owned the remaining equity interest of 52.80%. Immediately following the Transaction, NYSE MKT owned an equity interest of 47.20% in the Company, NYSE Market owned an equity interest of 5.28%, and the Founding Firms collectively owned the remaining equity interest of 47.52%.

Because NYSE Market is an Affiliate of NYSE MKT, pursuant to Section 11.2(c) of the LLC Agreement, the Class B Common Interests transferred by the Founding Firms to NYSE Market automatically converted into Class A Common Interests upon their acquisition by NYSE Market. In connection with this transfer, NYSE Market became a Member of the Company holding Class A Common Interests representing an equity interest of 5.28% in the Company. As a Member, NYSE Market is bound by all of the provisions of the LLC Agreement (including Article XVI) and the Members Agreement. The Exchange proposes to amend the Members' Schedule as set forth in Exhibit 5-A attached hereto (marked against Schedule A to the LLC Agreement) to reflect NYSE Market's membership and the concomitant reduction in the Interests held by the Founding Firms.

Issuance of Annual Incentive Shares

Pursuant to Section 2.1 of the Members Agreement, each year (until 2015, unless extended by the Board) the Company must issue a number of Class B Common Interests equal to thirty percent (30%) of the then-outstanding Class B Common Interests as Annual Incentive Shares. These Annual Incentive Shares are allocated among the Class B Members based on each Class B Member's contribution to the volume of the Exchange relative to such Class B Member's Individual Target. The Annual Incentive Shares may change the relative economic and voting rights among the Class B Members but have no affect on the

[1] Common Interests consist of Class A Common Interests and Class B Common Interests.

relative economic and voting rights as between Class A Members and Class B Members.

On February 29, 2012, the Company issued 14.2560 Annual Incentive Shares in the aggregate to the Founding Firms (the "Issuance of Annual Incentive Shares"). Because each Founding Firm achieved or exceeded its Individual Target, the Issuance of Annual Incentive Shares did not result in any change to any Member's economic or voting interest in the Company. The Exchange proposes to amend the Members' Schedule as set forth in Exhibit 5-B attached hereto (marked against the Members' Schedule following the Transaction) to reflect the Issuance of Annual Incentive Shares.

Founding Firm Transfer

Pursuant to Article XI of the LLC Agreement and Section 3.1 of the Members Agreement, a Member may transfer Interests to a third party or to another Member in accordance with the conditions and limitations set forth therein. The Exchange is filing this amendment, in part, to provide notice that all of the Founding Firms collectively intend to transfer an aggregate equity interest of 5.28% in the Company to NYSE Market (the "Founding Firm Transfer"). Upon consummation of the Founding Firm Transfer and the acquisition by NYSE Market of the Class B Common Interests transferred by the Founding Firms, such Class B Common Interests will automatically convert into an appropriate number of Class A Common Interests.

Immediately following the Founding Firm Transfer, NYSE MKT will own an equity interest of 47.20% in the Company, NYSE Market will own an equity interest of 10.56%, and the Founding Firms, collectively, will own the remaining equity interest of 42.24%. The Exchange proposes, upon consummation of the Founding Firm Transfer, to amend the Members' Schedule as set forth in Exhibit 5-C attached hereto (marked against the Members' Schedule following the Issuance of Annual Incentive Shares) to reflect the Founding Firm Transfer.

(b) Statutory Basis

The Proposed Rule Change is consistent with Section 6(b)[2] of the Securities Exchange Act,[3] as amended (the "Act"), in general, and furthers the objectives of Section 6(b)(1)[4] of the Act, which requires a national securities exchange to be so organized and have the capacity to carry out the purposes of the Act and to comply, and to enforce compliance by its members and persons associated with its members, with the provisions of the Act, the rules and regulations promulgated thereunder and the rules of the Exchange. The Proposed Rule Change does not

[2] 15 U.S.C. 78f(b).

[3] 15 U.S.C. 78.

[4] 15 U.S.C. 78f(b)(1).

modify the Company's trading or compliance rules and preserves the existing mechanisms for ensuring the Exchange's and the Company's compliance with the Act, the rules and regulations promulgated thereunder and the rules of the Exchange. The proposed amendments do not change the structure of the joint venture which retains NYSE MKT's regulatory control over the Company or the provisions specifically designed to ensure the independence of its self-regulatory function and to ensure that any regulatory determinations by NYSE MKT, as the Company's SRO, are controlling with respect to the actions and decisions of the Company.

Additionally, the Proposed Rule Change continues to require the Company, its Members and its directors to comply with the federal securities laws and the rules and regulations promulgated thereunder and to engage in conduct that fosters and does not interfere with the Exchange's or the Company's ability to carry out its respective responsibilities under the Act.

The Proposed Rule Change is also consistent with, and furthers the objectives of Section 6(b)(5)[5] of the Act, in that it preserves all of NYSE MKT's existing rules and mechanisms 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 facilitating transactions in securities, to remove impediments to and perfect the mechanisms of a free and open market and a national market system and, in general, to protect investors and the public interest.

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

Written comments on the Proposed Rule Change were neither solicited nor received.

6. Extension of Time Period for Commission Action

The Exchange does not consent to an extension of the time period specified in Section 19(b)(2) of the Act.

---

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

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

Not applicable.

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 Federal Register
Exhibit 5A –	Members' Schedule Following the Transaction
Exhibit 5B –	Members' Schedule Following the Issuance of Annual Incentive Shares
Exhibit 5C –	Members' Schedule Following the Founding Firm Transfer

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NYSEMKT-2012-23)

[Date]

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing of Proposed Rule Change Amending the Members' Schedule of NYSE Amex Options LLC (the "Company") in Order to Reflect Changes to the Capital Structure of the Company.

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 July 25, 2012, NYSE MKT LLC (the "Exchange" or "NYSE MKT") 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 the Members' Schedule (as defined in the Limited Liability Company Agreement of NYSE Amex Options LLC (the "Company") dated as of June 29, 2011 (the "LLC Agreement")) in order to reflect changes to the capital structure of the Company based on three transactions (such amendment, the "Proposed Rule Change"). The first transaction involved the admission of NYSE Market, Inc. ("NYSE Market") as a Member (as defined below) of the Company on September 19, 2011 pursuant to Sections 10.4 and 11.1 of the LLC Agreement and

---

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

2 15 U.S.C. 78a.

3 17 CFR 240.19b-4.

Section 3.2 of that certain Members Agreement, dated as of June 29, 2011, by and among the Company, NYSE MKT, NYSE Euronext, Banc of America Strategic Investments Corporation ("BAML"), Barclays Electronic Commerce Holdings Inc. ("Barclays"), Citadel Securities LLC ("Citadel"), Citigroup Financial Strategies, Inc. ("Citigroup"), Goldman, Sachs & Co. ("Goldman Sachs"), Datek Online Management Corp. ("TD Ameritrade") and UBS Americas Inc. ("UBS") (collectively, excluding the Company, NYSE MKT and NYSE Euronext, the "Founding Firms") (the "Members Agreement"). The second transaction involved the issuance of Annual Incentive Shares (as defined in the Members Agreement) to the Founding Firms pursuant to Section 2.1 of the Members Agreement. The third transaction will involve the transfer of Interests (as defined below) by the Founding Firms to NYSE Market on or around September 25, 2012 pursuant to Article XI of the LLC Agreement and Section 3.1 of the Members Agreement. The text of the Proposed Rule Change is available on the Exchange's website at www.nyse.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 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 the Members' Schedule as set forth herein. The amendment reflects changes to the capital structure of the Company due to (i) the admission of NYSE Market as a Member of the Company on September 19, 2011 pursuant to Sections 10.4 and 11.1 of the LLC Agreement and Section 3.2 of the Members Agreement, (ii) the issuance of Annual Incentive Shares to the Founding Firms on February 29, 2012 pursuant to Section 2.1 of the Members Agreement and (iii) the upcoming transfer of Interests by the Founding Firms to NYSE Market on or around September 25, 2012 pursuant to Article XI of the LLC Agreement and Section 3.1 of the Members Agreement.

Admission of NYSE Market

Pursuant to Section 3.2 of the Members Agreement, each Founding Firm has the right, subject to certain conditions and limitations, to cause NYSE MKT (or an affiliate thereof that NYSE MKT designates) to purchase a portion of such Founding Firm's equity interest in the Company (such right, the "Founding Firm Right"). On September 19, 2011, each of the Founding Firms exercised its Founding Firm Right and transferred Common Interests (as defined below) representing an aggregate equity interest of 5.28% in the Company to NYSE Market, an affiliate of NYSE MKT (the "Transaction"). NYSE Market, rather than NYSE MKT, acquired the Common Interests for non-substantive business reasons related to the corporate structure of NYSE MKT. As a result of the Transaction, pursuant to Sections 10.4 and 11.1 of the LLC Agreement, NYSE Market was admitted as a Member of the Company on September 19, 2011. Notwithstanding

NYSE Market's acquisition of Common Interests, the governance structure of the Company following the Transaction did not change: the number of directors on the Company's board has not changed; NYSE MKT continues to appoint a majority (7 of 13) of these directors; and, NYSE Market does not have the right to appoint a separate director to the board.

Initially, the Exchange intended to file this amendment to the Members' Schedule as part of a longer, forthcoming technical filing. Due to the Founding Firm Transfer (as defined below), however, the Exchange deems it appropriate, at present, to amend the Members' Schedule in order to reflect NYSE Market's membership in the Company.

As a limited liability company, ownership of the Company is represented by limited liability company interests in the Company ("Interests"). The holders of Interests are referred to as the members of the Company (the "Members"). The LLC Agreement designates Members as either Class A Members or Class B Members. Currently, the Class A Members are NYSE MKT and NYSE Market, and the Class B Members are Citadel, Goldman Sachs, BAML, Citigroup, TD Ameritrade, UBS and Barclays. Generally, Class A Members and Class B Members are distinguishable in that Class A Members hold Class A Common Interests and Class B Members hold Class B Common Interests.[4] Although both classes of Common Interests entitle Members to some measure of voting and economic entitlements, the two classes of Common Interests are not fungible. In fact, a Member's voting and economic entitlements are determined by reference to both that Member's holdings of Common Interests and the aggregate economic and voting power of the Class A Members relative to the Class B Members.

---

[4] Common Interests consist of Class A Common Interests and Class B Common Interests.

Prior to the Transaction, NYSE MKT owned an equity interest of 47.20% in the Company, while the Founding Firms collectively owned the remaining equity interest of 52.80%. Immediately following the Transaction, NYSE MKT owned an equity interest of 47.20% in the Company, NYSE Market owned an equity interest of 5.28%, and the Founding Firms collectively owned the remaining equity interest of 47.52%.

Because NYSE Market is an Affiliate of NYSE MKT, pursuant to Section 11.2(c) of the LLC Agreement, the Class B Common Interests transferred by the Founding Firms to NYSE Market automatically converted into Class A Common Interests upon their acquisition by NYSE Market. In connection with this transfer, NYSE Market became a Member of the Company holding Class A Common Interests representing an equity interest of 5.28% in the Company. As a Member, NYSE Market is bound by all of the provisions of the LLC Agreement (including Article XVI) and the Members Agreement. The Exchange proposes to amend the Members' Schedule as set forth in Exhibit 5-A attached hereto (marked against Schedule A to the LLC Agreement) to reflect NYSE Market's membership and the concomitant reduction in the Interests held by the Founding Firms.

Issuance of Annual Incentive Shares

Pursuant to Section 2.1 of the Members Agreement, each year (until 2015, unless extended by the Board) the Company must issue a number of Class B Common Interests equal to thirty percent (30%) of the then-outstanding Class B Common Interests as Annual Incentive Shares. These Annual Incentive Shares are allocated among the Class B Members based on each Class B Member's contribution to the volume of the Exchange relative to such Class B Member's Individual Target. The Annual Incentive Shares may

change the relative economic and voting rights among the Class B Members but have no affect on the relative economic and voting rights as between Class A Members and Class B Members.

On February 29, 2012, the Company issued 14.2560 Annual Incentive Shares in the aggregate to the Founding Firms (the "Issuance of Annual Incentive Shares"). Because each Founding Firm achieved or exceeded its Individual Target, the Issuance of Annual Incentive Shares did not result in any change to any Member's economic or voting interest in the Company. The Exchange proposes to amend the Members' Schedule as set forth in Exhibit 5-B attached hereto (marked against the Members' Schedule following the Transaction) to reflect the Issuance of Annual Incentive Shares.

Founding Firm Transfer

Pursuant to Article XI of the LLC Agreement and Section 3.1 of the Members Agreement, a Member may transfer Interests to a third party or to another Member in accordance with the conditions and limitations set forth therein. The Exchange is filing this amendment, in part, to provide notice that all of the Founding Firms collectively intend to transfer an aggregate equity interest of 5.28% in the Company to NYSE Market (the "Founding Firm Transfer"). Upon consummation of the Founding Firm Transfer and the acquisition by NYSE Market of the Class B Common Interests transferred by the Founding Firms, such Class B Common Interests will automatically convert into an appropriate number of Class A Common Interests.

Immediately following the Founding Firm Transfer, NYSE MKT will own an equity interest of 47.20% in the Company, NYSE Market will own an equity interest of 10.56%, and the Founding Firms, collectively, will own the remaining equity interest of

42.24%. The Exchange proposes, upon consummation of the Founding Firm Transfer, to amend the Members' Schedule as set forth in Exhibit 5-C attached hereto (marked against the Members' Schedule following the Issuance of Annual Incentive Shares) to reflect the Founding Firm Transfer.

2. Statutory Basis

The Proposed Rule Change is consistent with Section 6(b)[5] of the Securities Exchange Act,[6] as amended (the "Act"), in general, and furthers the objectives of Section 6(b)(1)[7] of the Act, which requires a national securities exchange to be so organized and have the capacity to carry out the purposes of the Act and to comply, and to enforce compliance by its members and persons associated with its members, with the provisions of the Act, the rules and regulations promulgated thereunder and the rules of the Exchange. The Proposed Rule Change does not modify the Company's trading or compliance rules and preserves the existing mechanisms for ensuring the Exchange's and the Company's compliance with the Act, the rules and regulations promulgated thereunder and the rules of the Exchange. The proposed amendments do not change the structure of the joint venture which retains NYSE MKT's regulatory control over the Company or the provisions specifically designed to ensure the independence of its self-regulatory function and to ensure that any regulatory determinations by NYSE MKT, as the Company's SRO, are controlling with respect to the actions and decisions of the Company.

---

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

[6] 15 U.S.C. 78.

[7] 15 U.S.C. 78f(b)(1).

Additionally, the Proposed Rule Change continues to require the Company, its Members and its directors to comply with the federal securities laws and the rules and regulations promulgated thereunder and to engage in conduct that fosters and does not interfere with the Exchange's or the Company's ability to carry out its respective responsibilities under the Act.

The Proposed Rule Change is also consistent with, and furthers the objectives of Section 6(b)(5)[8] of the Act, in that it preserves all of NYSE MKT's existing rules and mechanisms 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 facilitating transactions in securities, to remove impediments to and perfect the mechanisms of a free and open market and a national market system and, in general, to protect investors and the public interest.

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

Within 45 days of the date of publication of this notice in the Federal Register, or within such longer period up to 90 days as the Commission may designate if it finds such

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

longer period to be appropriate and publishes its reasons for so finding or as to which the self-regulatory organization consents, the Commission will:

A. by order approve or disapprove such Proposed Rule Change; or

B. institute proceedings to determine whether the Proposed Rule Change should be 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 e-mail to rule-comments@sec.gov. Please include File Number SR-NYSEMKT-2012-23 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-NYSEMKT-2012-23. 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 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-NYSEMKT-2012-23 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.[9]

Kevin M. O'Neill
Deputy Secretary

---

[9] 17 CFR 200.30-3(a)(12).

Members' Schedule Following the Issuance of Annual Incentive Shares

Member's Name	Preferred Interests	Common Interests						
		Class A Common Interests			Class B Common Interests			
		Class A Common Interests	Class A Voting Allocation	Class A Economic Allocation	Class B Common Interests		Class B Voting Allocation	Class B Economic Allocation
					Voting	Non-Voting		
Class A Members								
NYSE Amex	100	47.2000	47.2000%	47.2000%	0	0	0	0
NYSE Market	0	5.2800	5.2800%	5.2800%	0	0	0	0
Aggregate Class A Allocation:			52.4800%	52.4800%				
Class B Members								
Citadel	0	N/A	N/A	N/A	[13.4550] 17.4915	0	13.4550%	13.4550%
Goldman Sachs	0	N/A	N/A	N/A	[13.4550] 17.4915	0	13.4550%	13.4550%
BAML	0	N/A	N/A	N/A	[4.5000] 5.8500	0	4.5000%	4.5000%
Citigroup	0	N/A	N/A	N/A	[4.5000] 5.8500	0	4.5000%	4.5000%
TD Ameritrade	0	N/A	N/A	N/A	[4.5000] 5.8500	0	4.5000%	4.5000%
UBS	0	N/A	N/A	N/A	[4.4100] 5.7330	0	4.4100%	4.4100%
Barclays	0	N/A	N/A	N/A	[2.7000] 3.5100	0	2.7000%	2.7000%
Aggregate Class B Allocation:							47.5200%	47.5200%

Members' Schedule Following the Transaction

Member's Name	Preferred Interests	Common Interests						
		Class A Common Interests			Class B Common Interests			
		Class A Common Interests	Class A Voting Allocation	Class A Economic Allocation	Class B Common Interests		Class B Voting Allocation	Class B Economic Allocation
					Voting	Non-Voting		
Class A Members								
NYSE Amex	100	[47.2] 47.2000	[47.2] 47.2000%	[47.2] 47.2000%	0	0	0	0
NYSE Market	0	5.28	5.2800%	5.2800%	0	0	0	0
Aggregate Class A Allocation:			[47.2] 52.4800%	[47.2] 52.4800%				
Class B Members								
Citadel	0	N/A	N/A	N/A	[14.95] 13.4550	0	[14.95] 13.4550%	[14.95] 13.4550%
Goldman Sachs	0	N/A	N/A	N/A	[14.95] 13.4550	0	[14.95] 13.4550%	[14.95] 13.4550%
BAML	0	N/A	N/A	N/A	[5.0] 4.5000	0	[5.0] 4.5000%	[5.0] 4.5000%
Citigroup	0	N/A	N/A	N/A	[5.0] 4.5000	0	[5.0] 4.5000%	[5.0] 4.5000%
TD Ameritrade	0	N/A	N/A	N/A	[5.0] 4.5000	0	[5.0] 4.5000%	[5.0] 4.5000%
UBS	0	N/A	N/A	N/A	[4.9] 4.4100	0	[4.9] 4.4100%	[4.9] 4.4100%
Barclays	0	N/A	N/A	N/A	[3.0] 2.7000	0	[3.0] 2.7000%	[3.0] 2.7000%
Aggregate Class B Allocation:							[52.8] 47.5200%	[52.8] 47.5200%

Members' Schedule Following the Founding Firm Transfer

Member's Name	Preferred Interests	Common Interests						
		Class A Common Interests			Class B Common Interests			
		Class A Common Interests	Class A Voting Allocation	Class A Economic Allocation	Class B Common Interests		Class B Voting Allocation	Class B Economic Allocation
					Voting	Non-Voting		
Class A Members								
NYSE Amex	100	47.2000	47.2000%	47.2000%	0	0	0	0
NYSE Market	0	[5.2800] 10.5600	[5.2800] 10.5600%	[5.2800] 10.5600%	0	0	0	0
Aggregate Class A Allocation:			[52.4800] 57.7600%	[52.4800] 57.7600%				
Class B Members								
Citadel	0	N/A	N/A	N/A	[17.4915] 15.5480	0	[13.4550] 11.9600%	[13.4550] 11.9600%
Goldman Sachs	0	N/A	N/A	N/A	[17.4915] 15.5480	0	[13.4550] 11.9600%	[13.4550] 11.9600%
BAML	0	N/A	N/A	N/A	[5.8500] 5.2000	0	[4.5000] 4.0000%	[4.5000] 4.0000%
Citigroup	0	N/A	N/A	N/A	[5.8500] 5.2000	0	[4.5000] 4.0000%	[4.5000] 4.0000%
TD Ameritrade	0	N/A	N/A	N/A	[5.8500] 5.2000	0	[4.5000] 4.0000%	[4.5000] 4.0000%
UBS	0	N/A	N/A	N/A	[5.7330] 5.0960	0	[4.4100] 3.9200%	[4.4100] 3.9200%
Barclays	0	N/A	N/A	N/A	[3.5100] 3.1200	0	[2.7000] 2.4000%	[2.7000] 2.4000%
Aggregate Class B Allocation:							[47.5200] 42.2400%	[47.5200] 42.2400%