

Required fields are shown with yellow backgrounds and asterisks.

| | | |
|----------------|----------------------------------------------------------------------------|---------------------------------------------------------------------|
| Page 1 of * 16 | SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4 | File No.* SR - 2012 - * 24 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 * <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"/> | | | Rule | | | | | |
| Extension of Time Period for Commission Action * <input type="checkbox"/> | | Date Expires * <input type="text"/> | 19b-4(f)(1) <input type="checkbox"/> | 19b-4(f)(2) <input type="checkbox"/> | 19b-4(f)(3) <input type="checkbox"/> | 19b-4(f)(4) <input type="checkbox"/> | 19b-4(f)(5) <input type="checkbox"/> | 19b-4(f)(6) <input checked="" type="checkbox"/> |

| | |
|--------------------------------------------------------------|--------------------------------------------------------------|
| Exhibit 2 Sent As Paper Document <input type="checkbox"/> | Exhibit 3 Sent As Paper Document <input type="checkbox"/> |
|--------------------------------------------------------------|--------------------------------------------------------------|

Description
Provide a brief description of the proposed rule change (limit 250 characters, required when Initial is checked *).
Proposal to delete existing rule text found in Rule 923NY d 1 to 4 concerning the number of ATPs required by an NYSE Amex Options Market Maker to quote on the Exchange and move it to the Fee Schedule

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 * Clare Last Name * Saperstein
Title * Vice President NYSE Regulation Inc
E-mail * csaperstein@nyx.com
Telephone * (212) 656-2355 Fax (212) 656-2223

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 07/12/2012
By Sudhir Bhattacharyya 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.

NYX Sudhir Bhattacharyya,

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 (“NYSE MKT” or the “Exchange”), on behalf of NYSE Amex Options LLC (“NYSE Amex Options”), proposes to delete existing rule text found in Rule 923NY(d)(1) to (4) concerning the number of ATP’s required by an NYSE Amex Options Market Maker to quote on the Exchange and move it to the Fee Schedule. The text of the proposed rule change is attached as Exhibit 5 and is available on the Exchange’s website at www.nyse.com, at the Exchange’s principal office, and in the Public Reference Room of the Securities and Exchange Commission (the “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

Senior management has approved the proposed rule change pursuant to authority delegated to it by the Board of the Exchange. No further action by the Board of Directors or the membership of the Exchange is required. Therefore, the Exchange’s internal procedures with respect to the proposed rule change are complete.

The persons on the Exchange staff prepared to respond to questions and comments on the proposed rule change are:

Clare F. Saperstein
Vice President
NYSE Regulation, Inc.
(212) 656-2355

Michael Babel
Managing Director
NYSE Euronext
(212) 656-4744

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

(a) Purpose

The Exchange proposes to delete Rule 923NY(d)(1) to (4) and insert language referencing the Exchange’s Fee Schedule. The Exchange further proposes to move the content of Rule 923NY(d)(1) to (4) to the Fee Schedule, without any substantive changes.

With one exception, the Fee Schedule sets forth the fees and charges that participants on the Exchange can be expected to pay. However, even though it

implicates a fee issue, ATP Holders acting as NYSE Amex Options Market Makers need to refer to Rule 923NY(d)(1) to (4) to ascertain the number of ATP's they are required to have based on the number of option products that they have in their assignment. The Exchange believes that this information more appropriately belongs in the Fee Schedule so that all participants can have the same source to understand the basis for fees.¹ In particular, because the Exchange charges a fee for each ATP assigned to an ATP Holder, the rule text identifies the fee structure by setting forth the number of trading permits that are required according to the number of options issues including in their appointment.

Rule 923NY(d)(1) to (4) sets forth the trading appointments of participants acting as Market Makers on the Exchange. They are as follows:

- (1) Market Makers with 1 ATP may have up to 100 option issues included in their appointment.
- (2) Market Makers with 2 ATPs may have up to 250 option issues included in their electronic appointment.
- (3) Market Makers with 3 ATPs may have up to 750 option issues included in their appointment.
- (4) Market Makers with 4 ATPs may have all option issues traded on the Exchange included in their appointment.

The Exchange proposes to delete the text found in bullets 1 to 4 above, replace the rule text in 1 and re-number 5 to number 2. The proposed language for 1 is, "Market Makers shall have the number of ATP's required under the Fee Schedule in order to have a trading appointment on the Exchange."

Concurrent with this change, the Exchange proposes to add a section to the Fee Schedule under the section entitled, "NYSE AMEX OPTIONS GENERAL OPTIONS and TRADING PERMIT (ATP) FEES", that will replicate the rule text deleted in Rules 923NY(d)(1) to (4). No change in the number of ATPs required by Market Makers is being made at this time.

The Exchange proposes to make a non-substantive change when moving the rule text to the Fee Schedule by clarifying in the introduction text that all appointments are electronic appointments, and delete the term "electronic" in

¹ See NASDAQ OMX PHLX fees charged to Streaming Quote Traders and Remote Streaming Quote traders in Section VI "Membership Fees" in their fee schedule found here:

<http://nasdaqomxphlx.cchwallstreet.com/NASDAQOMXPHLXTools/PlatformViewer.asp?selectednode=chp%5F1%5F4%5F1&manual=%2Fnasdaqomxphlx%2Fphlx%2Fphlx%2Drulesbrd%2F>

connection with the entry for Market Makers with 2 ATPs.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6(b)² of the Securities Exchange Act of 1934 (the “Act”), in general, and Section 6(b)(5)³ of the Act, in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, and to remove impediments to and perfect the mechanism of a free and open market and a national market system. The Exchange believes that relocating the number of permits required of ATP Holders acting as Market Makers on the Exchange from within the rule text of Rules 923NY(d)(1) through (4) to the Fee Schedule, the Exchange is making it easier and more transparent for participants to understand the basis for fees.

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

Not applicable.

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

The proposed rule change is effective upon filing pursuant to Section 19(b)(3)(A) of the Act⁴ and Rule 19b-4(f)(6) thereunder.⁵

The Exchange asserts that the proposed rule change (i) will not significantly affect the protection of investors or the public interest, (ii) will not impose any

² 15 U.S.C. 78f(b).

³ 15 U.S.C. 78f(b)(4).

⁴ 15 U.S.C. 78s(b)(3)(A).

⁵ 17 CFR 240.19b-4(f)(6).

significant burden on competition, and (iii) by its terms, will not become operative for 30 days after the date of this filing, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public interest. Additionally, the Exchange provided the Commission with written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of the filing, or such shorter time as designated by the Commission.

The Exchange believes that its proposal would not significantly affect the protection of investors or the public interest because the proposal simply moves text from Rule 923NY to the Exchange's Fee Schedule, without any substantive changes. As such, there is no change in how many ATPs a NYSE Amex Options market maker must hold as related to number of issues assigned to that market maker.

The Exchange respectfully requests waiver of the 30-day operative delay so that the proposed rule change may be effective immediately upon filing and operative on July 16, 2012. The Exchange believes that waiver of the operative delay is appropriate for this proposal because the proposal is administrative in nature and simply moves fee-related text from the rules to the Fee Schedule. In addition, the Exchange notes that moving the rule text of Rules 923NY(d)(1) through (4) to the Fee Schedule will make it easier and more transparent for participants to understand the basis for fees and therefore waiver of the operative delay will enable the Exchange to publish a more transparent Fee Schedule on an expedited basis.

For the foregoing reasons, this rule filing qualifies for immediate effectiveness as a "non-controversial" rule change under paragraph (f)(6) of Rule 19b-4.⁶ At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

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

Not applicable.

⁶ 17 CFR 240.19b-4(f)(6).

9. Exhibits

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

Exhibit 5 – Text of Proposed Rule Change

SECURITIES AND EXCHANGE COMMISSION
 (Release No. 34- ; File No. SR-NYSEMKT-2012-24)

[Date]

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Deleting Existing Rule Text Found in Rule 923NY(d)(1) to (4) Concerning the Number of ATP's Required by An NYSE Amex Options Market Maker to Quote on the Exchange and Move It to The Fee Schedule

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 12, 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 delete existing rule text found in Rule 923NY(d)(1) to (4) concerning the number of ATP's required by an NYSE Amex Options Market Maker to quote on the Exchange and move it to the Fee Schedule. 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.

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 delete Rule 923NY(d)(1) to (4) and insert language referencing the Exchange’s Fee Schedule. The Exchange further proposes to move the content of Rule 923NY(d)(1) to (4) to the Fee Schedule, without any substantive changes.

With one exception, the Fee Schedule sets forth the fees and charges that participants on the Exchange can be expected to pay. However, even though it implicates a fee issue, ATP Holders acting as NYSE Amex Options Market Makers need to refer to Rule 923NY(d)(1) to (4) to ascertain the number of ATP’s they are required to have based on the number of option products that they have in their assignment. The Exchange believes that this information more appropriately belongs in the Fee Schedule so that all participants can have the same source to understand the basis for fees.⁴ In

⁴ See NASDAQ OMX PHLX fees charged to Streaming Quote Traders and Remote Streaming Quote traders in Section VI “Membership Fees” in their fee schedule found here: <http://nasdaqomxphlx.cchwallstreet.com/NASDAQOMXPHLXTools/PlatformVi>

particular, because the Exchange charges a fee for each ATP assigned to an ATP Holder, the rule text identifies the fee structure by setting forth the number of trading permits that are required according to the number of options issues including in their appointment.

Rule 923NY(d)(1) to (4) sets forth the trading appointments of participants acting as Market Makers on the Exchange. They are as follows:

- (1) Market Makers with 1 ATP may have up to 100 option issues included in their appointment.
- (2) Market Makers with 2 ATPs may have up to 250 option issues included in their electronic appointment.
- (3) Market Makers with 3 ATPs may have up to 750 option issues included in their appointment.
- (4) Market Makers with 4 ATPs may have all option issues traded on the Exchange included in their appointment.

The Exchange proposes to delete the text found in bullets 1 to 4 above, replace the rule text in 1 and re-number 5 to number 2. The proposed language for 1 is, “Market Makers shall have the number of ATP’s required under the Fee Schedule in order to have a trading appointment on the Exchange.”

Concurrent with this change, the Exchange proposes to add a section to the Fee Schedule under the section entitled, “NYSE AMEX OPTIONS GENERAL OPTIONS and TRADING PERMIT (ATP) FEES”, that will replicate the rule text deleted in Rules 923NY(d)(1) to (4). No change in the number of ATPs required by Market Makers is being made at this time.

The Exchange proposes to make a non-substantive change when moving the rule text to the Fee Schedule by clarifying in the introduction text that all appointments are

electronic appointments, and delete the term “electronic” in connection with the entry for Market Makers with 2 ATPs.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6(b)⁵ of the Securities Exchange Act of 1934 (the “Act”), in general, and Section 6(b)(5)⁶ of the Act, in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, and to remove impediments to and perfect the mechanism of a free and open market and a national market system. The Exchange believes that relocating the number of permits required of ATP Holders acting as Market Makers on the Exchange from within the rule text of Rules 923NY(d)(1) through (4) to the Fee Schedule, the Exchange is making it easier and more transparent for participants to understand the basis for fees.

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.

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(4).

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)⁷ of the Act and subparagraph (f)(2) of Rule 19b-4⁸ thereunder, because it establishes a due, fee, or other charge imposed by NYSE MKT.

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-NYSEMKT-2012-24 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-2012-24. This file

⁷ 15 U.S.C. 78s(b)(3)(A).

⁸ 17 CFR 240.19b-4(f)(2).

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. 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-2012-24 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).

Additions underlined.
Deletions [bracketed].

Rule 923NY. Appointment of Market Makers

- (a) No change.
- (b) No change.
- (c) No change.
- (d) The following rules apply to the appointment of Market Makers:
 - (1) Market Makers shall have the number of ATP's required under the Fee Schedule in order to have a trading appointment on the Exchange. [with 1 ATP may have up to 100 option issues included in their appointment.]
 - (2) [Market Makers with 2 ATPs may have up to 250 option issues included in their electronic appointment.
 - (3) Market Makers with 3 ATPs may have up to 750 option issues included in their appointment.
 - (4) Market Makers with 4 ATPs may have all option issues traded on the Exchange included in their appointment.
 - (5)] Floor Market Makers must also apply for appointment to a Trading Zone on the floor, subject to approval by the Exchange. Specialists shall be appointed to the Trading Zone designated for their issues.
- (e) No change.
- (f) No change.
- (g) No change.
- (h) No change.
- (i) No change.
- (j) No change.

NYSE AMEX OPTIONS FEE SCHEDULE*

*NYSE Amex Options is the options trading facility of NYSE MKT LLC

Last Updated: July 16, 2012

NYSE AMEX OPTIONS GENERAL OPTIONS and TRADING PERMIT (ATP) FEES

ATP TRADING PARTICIPANT RIGHTS

| | |
|---------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| NYSE Amex Options Market Makers | <p>\$5,000 per month per ATP (based on the maximum number of ATPs held by an ATP Holder during a calendar month). <u>Each ATP conveys the right to a certain number of issues permitted in a Market Makers electronic appointment as detailed below:</u></p> <p><u>(1) Market Makers with 1 ATP may have up to 100 option issues included in their appointment.</u></p> <p><u>(2) Market Makers with 2 ATPs may have up to 250 option issues included in their appointment.</u></p> <p><u>(3) Market Makers with 3 ATPs may have up to 750 option issues included in their appointment.</u></p> <p><u>(4) Market Makers with 4 ATPs may have all option issues traded on the Exchange included in their appointment.</u></p> |
|---------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Last Updated: July 16, 2012