

Required fields are shown with yellow backgrounds and asterisks.

Proposed Rule Change by NYSE MKT LLC.  
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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

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

**Description**

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

Proposal to amend the NYSE Amex Options LLC Limited Liability Company Agreement to eliminate certain restrictions relating to the qualification of Founding Firm Advisory Committee Members

**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.

|                                   |                            |
|-----------------------------------|----------------------------|
| <b>First Name *</b> Elad          | <b>Last Name *</b> Roisman |
| <b>Title *</b> Chief Counsel      |                            |
| <b>E-mail *</b> eroisman@nyx.com  |                            |
| <b>Telephone *</b> (212) 656-5658 | <b>Fax</b> (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.

|                           |                     |
|---------------------------|---------------------|
| <b>Date</b> 08/17/2012    |                     |
| <b>By</b> Janet McGinness | Corporate Secretary |
| (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 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 (“NYSE MKT” or “Exchange”) proposes to amend the NYSE Amex Options LLC (“NYSE Amex Options”) Limited Liability Company Agreement (“LLC Agreement”) to eliminate certain restrictions relating to the qualification of Founding Firm Advisory Committee Members. The text of the proposed rule change 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.
- (c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The board of directors of NYSE Amex Options (the “Board”) has approved the amendment to the LLC Agreement by supermajority vote. This action constitutes the requisite approval under Sections 8.1(i) and 16.10 of the LLC Agreement. Senior management has approved the proposed rule change pursuant to authority delegated to it by the board of directors 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:

Elad Roisman  
Chief Counsel  
Legal & Government Affairs  
NYSE Euronext  
(212) 656-5658

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 the LLC Agreement to eliminate certain restrictions relating to the qualification of Founding Firm<sup>1</sup> Advisory Committee

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<sup>1</sup> Founding Firm means each of the Initial Members (NYSE MKT, Goldman, Sachs & Co., Citadel Securities LLC, Banc of America Strategic Investments Corporation, Citigroup Financial Strategies, Inc., Datek Online Management

(“Advisory Committee”) Members. The LLC Agreement is the source of NYSE Amex Options’ governance and operating authority and, therefore, functions in a similar manner as articles of incorporation and by-laws function for a corporation.<sup>2</sup> The Founding Firm Advisory Committee is comprised of natural persons (each, an “Advisory Committee Member”) who provide advice to the Board.<sup>3</sup> The Board considers such advice but is not bound by it.<sup>4</sup>

Currently, Section 8.3(d) of the LLC Agreement provides that each Founding Firm, prior to designating an individual to the Advisory Committee, shall certify in writing to the Board that such individual is not then a director (or an alternate director or observer to the board or any committee of the board), officer, or employee of a Specified Entity;<sup>5</sup> in the event an individual designated to the

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Corp., UBS Americas Inc., and Barclays Electronic Commerce Holdings Inc.) other than NYSE MKT and any permitted transferee(s) of such Initial Member, (ii) any required transferee deemed to be a Founding Firm by the Board of NYSE Amex Options, and (iii) any other Member (a person who is a signatory to the LLC Agreement, other than NYSE Euronext, or who has been admitted to NYSE Amex Options as a Member in accordance with the LLC Agreement and has not ceased to be a Member in accordance with the LLC Agreement or for any other reason), other than NYSE MKT, deemed to be a Founding Firm by the Board of NYSE Amex Options. *See* LLC Agreement, Section 1.1.

<sup>2</sup> *See* Securities Exchange Act Release No. 64144 (March 29, 2011), 76 FR 18591 (April 4, 2011) (SR-NYSEAmex-2011-18) (approving the formation of a joint venture between the Exchange, its ultimate parent NYSE Euronext, and seven other entities to operate an electronic trading facility for options contracts).

<sup>3</sup> *See* LLC Agreement, Section 8.3(a).

<sup>4</sup> *Id.*

<sup>5</sup> Specified Entity means, as of any date, (i) any U.S. securities option exchange (or facility thereof) or U.S. alternative trading system on which securities option contracts are executed (other than NYSE Amex Options or any of its Affiliates) that lists for trading any option contract that competes with a product or a contract that is contemplated by the then-current business plan of NYSE Amex Options to be listed for trading by the Exchange within ninety (90) days of such date, (ii) any person that owns or controls a U.S. securities option exchange or U.S. alternative trading system described in clause (i), and (iii) any affiliate of a person described in clause (i) or (ii) above; provided that, in the event of a change in applicable law permitting the execution of transactions in exchange-listed securities options otherwise than on a national securities exchange or facility thereof (including, but not limited to, internalization of orders for exchange-listed securities options or the execution of such orders on an alternative trading system), (x) a system operated by or on behalf of a Founding Firm or its affiliates for purposes of the internalization or crossing of: (i) orders of customers of such Founding Firm or its affiliates, (ii) orders of such Founding Firm or its affiliates or (iii) orders routed from a retail broker-dealer or retail brokerage unit, shall not be considered a

Advisory Committee becomes a member of the board of directors or similar governing body of a Specified Entity, such individual shall immediately cease to be an Advisory Committee Member.

The Exchange proposes to amend the LLC Agreement to remove the restrictions that an individual who serves on the Advisory Committee cannot then be or later become a director (or alternate director or observer to the board or any committee of the board) of a Specified Entity.<sup>6</sup> The Exchange believes that the Advisory Committee should not exclude individuals with certain affiliations with Specified Entities because Advisory Committee Members have no formal authority over NYSE Amex Options and only provide non-binding advice to the Board. Moreover, the Board determines which matters are referred to the Advisory Committee and may choose, if necessary and in light of the affiliations of Advisory Committee Members, not to seek its advice on sensitive competitive issues.<sup>7</sup> As such, the Exchange believes that proposed rule change would not create a significant conflict of interest for Advisory Committee Members. In addition, the Exchange believes that the current restrictions unnecessarily limit the pool of qualified candidates, and the Exchange could benefit from the advice and industry knowledge provided by Advisory Committee Members that are affiliated with Specified Entities.

(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>8</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>9</sup> 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 regulating, clearing, settling, processing information with respect to,

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Specified Entity and (y) in addition to the matters covered in clause (x), NYSE Amex Options and the Founding Firms will negotiate in good faith the terms of an exception from the definition of Specified Entity for any alternative trading system owned solely by an individual Founding Firm or its affiliates that performs order crossing in a manner that does not substantially compete with the Exchange in terms of market share and other relevant factors. *See* LLC Agreement, Section 1.1.

<sup>6</sup> The restriction would continue to apply to officers and employees of Specified Entities.

<sup>7</sup> The Exchange does not propose to change the qualification for directors and alternates of the Board of NYSE Amex Options, which similarly restricts certain affiliations with Specified Entities. *See* LLC Agreement, Section 8.1(h).

<sup>8</sup> 15 U.S.C. 78f(b).

<sup>9</sup> 15 U.S.C. 78f(b)(5).

and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest.

Specifically, the Exchange believes the proposed rule change would expand the pool of candidates eligible for membership on the Advisory Committee and thereby increase the breadth of industry knowledge that will be available to it without creating any conflicts of interest that cannot be appropriately managed, which benefits the public interest. The increased representation of different constituencies on the Advisory Committee also would foster cooperation and coordination with persons engaged in facilitating transactions in securities, contribute to the identification of opportunities for innovation, and enhance competition.

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 Act<sup>10</sup> and Rule 19b-4(f)(6) thereunder.<sup>11</sup>

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 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

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<sup>10</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>11</sup> 17 CFR 240.19b-4(f)(6).

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 the proposed rule change would not significantly affect the protection of investors or the public interest because it is designed to reduce unnecessary restrictions relating to the qualification of Advisory Committee Members without reducing regulatory protections. In addition, Advisory Committee Members have no formal authority over NYSE Amex Options and only provide non-binding advice to the Board.

The Exchange further believes that the proposed rule change would not impose a burden on competition because the proposed rule change would expand the pool of candidates that could serve on the Advisory Committee to individuals affiliated with Specified Entities, which would enhance competition in the industry.

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.<sup>12</sup> 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.

9. Exhibits

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

Exhibit 5 – Text of Proposed Changes

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<sup>12</sup> 17 CFR 240.19b-4(f)(6).

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34- ; File No. SR-NYSEMKT-2012-43)

[Date]

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Amending the NYSE Amex Options LLC Limited Liability Company Agreement to Eliminate Certain Restrictions Relating to the Qualification of Founding Firm Advisory Committee Members

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 August 17, 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 NYSE Amex Options LLC (“NYSE Amex Options”) Limited Liability Company Agreement (“LLC Agreement”) to eliminate certain restrictions relating to the qualification of Founding Firm Advisory Committee Members. The text of the proposed rule change is available on the Exchange’s website at [www.nyse.com](http://www.nyse.com), at the principal office of the Exchange, and at the Commission’s Public Reference Room.

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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 the LLC Agreement to eliminate certain restrictions relating to the qualification of Founding Firm<sup>4</sup> Advisory Committee ("Advisory Committee") Members. The LLC Agreement is the source of NYSE Amex Options' governance and operating authority and, therefore, functions in a similar manner as articles of incorporation and by-laws function for a corporation.<sup>5</sup> The Founding Firm

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<sup>4</sup> Founding Firm means each of the Initial Members (NYSE MKT, Goldman, Sachs & Co., Citadel Securities LLC, Banc of America Strategic Investments Corporation, Citigroup Financial Strategies, Inc., Datek Online Management Corp., UBS Americas Inc., and Barclays Electronic Commerce Holdings Inc.) other than NYSE MKT and any permitted transferee(s) of such Initial Member, (ii) any required transferee deemed to be a Founding Firm by the Board of NYSE Amex Options, and (iii) any other Member (a person who is a signatory to the LLC Agreement, other than NYSE Euronext, or who has been admitted to NYSE Amex Options as a Member in accordance with the LLC Agreement and has not ceased to be a Member in accordance with the LLC Agreement or for any other reason), other than NYSE MKT, deemed to be a Founding Firm by the Board of NYSE Amex Options. *See* LLC Agreement, Section 1.1.

<sup>5</sup> *See* Securities Exchange Act Release No. 64144 (March 29, 2011), 76 FR 18591 (April 4, 2011) (SR-NYSEAmex-2011-18) (approving the formation of a joint venture between the Exchange, its ultimate parent NYSE Euronext, and seven

Advisory Committee is comprised of natural persons (each, an “Advisory Committee Member”) who provide advice to the Board.<sup>6</sup> The Board considers such advice but is not bound by it.<sup>7</sup>

Currently, Section 8.3(d) of the LLC Agreement provides that each Founding Firm, prior to designating an individual to the Advisory Committee, shall certify in writing to the Board that such individual is not then a director (or an alternate director or observer to the board or any committee of the board), officer, or employee of a Specified Entity;<sup>8</sup> in the event an individual designated to the Advisory Committee becomes a

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other entities to operate an electronic trading facility for options contracts).

<sup>6</sup> See LLC Agreement, Section 8.3(a).

<sup>7</sup> *Id.*

<sup>8</sup> Specified Entity means, as of any date, (i) any U.S. securities option exchange (or facility thereof) or U.S. alternative trading system on which securities option contracts are executed (other than NYSE Amex Options or any of its Affiliates) that lists for trading any option contract that competes with a product or a contract that is contemplated by the then-current business plan of NYSE Amex Options to be listed for trading by the Exchange within ninety (90) days of such date, (ii) any person that owns or controls a U.S. securities option exchange or U.S. alternative trading system described in clause (i), and (iii) any affiliate of a person described in clause (i) or (ii) above; provided that, in the event of a change in applicable law permitting the execution of transactions in exchange-listed securities options otherwise than on a national securities exchange or facility thereof (including, but not limited to, internalization of orders for exchange-listed securities options or the execution of such orders on an alternative trading system), (x) a system operated by or on behalf of a Founding Firm or its affiliates for purposes of the internalization or crossing of: (i) orders of customers of such Founding Firm or its affiliates, (ii) orders of such Founding Firm or its affiliates or (iii) orders routed from a retail broker-dealer or retail brokerage unit, shall not be considered a Specified Entity and (y) in addition to the matters covered in clause (x), NYSE Amex Options and the Founding Firms will negotiate in good faith the terms of an exception from the definition of Specified Entity for any alternative trading system owned solely by an individual Founding Firm or its affiliates that performs order crossing in a manner that does not substantially compete with the Exchange in terms of market share and other relevant factors. See LLC Agreement, Section 1.1.

member of the board of directors or similar governing body of a Specified Entity, such individual shall immediately cease to be an Advisory Committee Member.

The Exchange proposes to amend the LLC Agreement to remove the restrictions that an individual who serves on the Advisory Committee cannot then be or later become a director (or alternate director or observer to the board or any committee of the board) of a Specified Entity.<sup>9</sup> The Exchange believes that the Advisory Committee should not exclude individuals with certain affiliations with Specified Entities because Advisory Committee Members have no formal authority over NYSE Amex Options and only provide non-binding advice to the Board. Moreover, the Board determines which matters are referred to the Advisory Committee and may choose, if necessary and in light of the affiliations of Advisory Committee Members, not to seek its advice on sensitive competitive issues.<sup>10</sup> As such, the Exchange believes that proposed rule change would not create a significant conflict of interest for Advisory Committee Members. In addition, the Exchange believes that the current restrictions unnecessarily limit the pool of qualified candidates, and the Exchange could benefit from the advice and industry knowledge provided by Advisory Committee Members that are affiliated with Specified Entities.

## 2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section

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<sup>9</sup> The restriction would continue to apply to officers and employees of Specified Entities.

<sup>10</sup> The Exchange does not propose to change the qualification for directors and alternates of the Board of NYSE Amex Options, which similarly restricts certain affiliations with Specified Entities. *See* LLC Agreement, Section 8.1(h).

6(b) of the Securities Exchange Act of 1934 (the “Act”),<sup>11</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>12</sup> 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 regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest.

Specifically, the Exchange believes the proposed rule change would expand the pool of candidates eligible for membership on the Advisory Committee and thereby increase the breadth of industry knowledge that will be available to it without creating any conflicts of interest that cannot be appropriately managed, which benefits the public interest. The increased representation of different constituencies on the Advisory Committee also would foster cooperation and coordination with persons engaged in facilitating transactions in securities, contribute to the identification of opportunities for innovation, and enhance competition.

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.

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<sup>11</sup> 15 U.S.C. 78f(b).

<sup>12</sup> 15 U.S.C. 78f(b)(5).

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 Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>13</sup> and Rule 19b-4(f)(6) thereunder.<sup>14</sup> Because the proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative prior to 30 days from the date on which it was filed, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6)(iii) thereunder.

A proposed rule change filed under Rule 19b-4(f)(6)<sup>15</sup> normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),<sup>16</sup> the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest.

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

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<sup>13</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>14</sup> 17 CFR 240.19b-4(f)(6).

<sup>15</sup> 17 CFR 240.19b-4(f)(6).

<sup>16</sup> 17 CFR 240.19b-4(f)(6)(iii).

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](mailto:rule-comments@sec.gov). Please include File Number SR-NYSEMKT-2012-43 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-2012-43. 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-NYSEMKT-2012-43 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>17</sup>

Kevin M. O'Neill  
Deputy Secretary

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

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

**LIMITED LIABILITY COMPANY AGREEMENT**

**Of**

**NYSE AMEX OPTIONS LLC,**

**a Delaware limited liability company**

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**ARTICLE VIII  
MANAGEMENT OF THE COMPANY**

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8.3 Founding Firms Advisory Committee.

(a)-(c) No change.

(d) Qualification of Advisory Committee Members. Each individual designated to the Founding Firm Advisory Committee pursuant to Section 8.3(b), prior to serving on the Founding Firm Advisory Committee, shall certify in writing to the Company that he or she is not subject to a “statutory disqualification” within the meaning of Section 3(a)(39) of the Exchange Act. Each Founding Firm, prior to designating an individual to the Founding Firm Advisory Committee pursuant to Section 8.3(b) shall certify in writing to the Company that such individual is not then [a director (or an alternate director or observer to the board or any committee of the board),] an officer or employee of a Specified Entity. [In the event an individual designated to the Founding Firm Advisory Committee pursuant to Section 8.3(b) becomes a member of the board of directors or similar governing body of a Specified Entity, such individual shall immediately cease to be an Advisory Committee Member and the resulting vacancy shall be filled pursuant to Section 8.3(c).]

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