

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

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"/>			
			Rule					
Pilot <input type="checkbox"/>	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 checked="" 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 type="checkbox"/>

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

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

Proposal to amend the NYSE Amex Options LLC Fee Schedule to amend the fees for Specialists and eSpecialists relating to Qualified Contingent Cross orders

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 * Michael Last Name * Cavalier
 Title * Chief Counsel
 E-mail * mcavalier@nyx.com
 Telephone * (212) 656-2474 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 10/19/2012
 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.

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)

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

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

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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

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”), through NYSE Amex Options LLC (“NYSE Amex Options”), proposes to amend the NYSE Amex Options Fee Schedule (the “Fee Schedule”) to amend the fees for Specialists and eSpecialists relating to Qualified Contingent Cross (“QCC”) orders. The Exchange proposes to implement these changes on November 1, 2012. The amended section of the Fee Schedule is attached as Exhibit 5. A copy of this filing is available on the Exchange’s website at www.nyse.com, at the Exchange’s principal office and at the Public Reference Room of the Securities and Exchange Commission (“Commission”).
- (b) The Exchange does not believe that the proposed rule change will have any direct effect, or any significant indirect effect, on any other Exchange rule in effect at the time of this filing.
- (c) Not applicable.

2. Procedures of the Self-Regulatory Organization

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

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

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

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 amend the Fee Schedule to amend the fees for Specialists and eSpecialists relating to QCC orders.¹ The Exchange proposes to implement these changes on November 1, 2012.

¹ The QCC order permits an ATP Holder to effect a qualified contingent trade (“QCT”) in a Regulation NMS stock and cross the options leg of the trade on the Exchange immediately upon entry and without order exposure if the order is for at least 1,000 contracts, is part of a QCT, and is executed at a price at least equal to

Current Fees

Currently, the Exchange does not charge an order fee for Customer orders that comprise all or part of a QCC order. The Exchange charges \$0.20 per contract for non-Customer orders for all other participants.² If a Specialist, eSpecialist, Market Maker, or Firm has reached its respective fee cap of \$350,000 for the month and has executed volume in excess of \$3,500,000 for the month, then the Exchange charges an incremental service fee of \$0.05 per contract for a QCC order executed against a non-Customer and \$0.10 per contract for a QCC order executed against a Customer.

Proposed Fees

For a Specialist or eSpecialist executing a QCC order that has not reached its fee cap for the month under the Fee Schedule, the Exchange proposes to charge \$0.13 per contract if the Specialist or eSpecialist executes an average daily volume (“ADV”) of fewer than 50,000 contracts during the month, and \$0.10 per contract if the Specialist or eSpecialist executes an ADV of 50,000 or more contracts during the month. In calculating the threshold of 50,000 contracts, the Exchange will exclude both Strategy Trades³ and QCC trades. These are the same fees that the Exchange currently charges to Specialists and eSpecialists for non-QCC transactions.

The Exchange is proposing the fee reduction because Specialists and eSpecialists that are solicited to take part in a trade do not know, and have no control over, whether the trade is going to be executed as a QCC trade or through some other means.⁴ Therefore, if the trade is executed as a QCC trade, Specialists and

the national best bid and offer, as long as there are no Customer orders in the Exchange’s Consolidated Book at the same price.

² This includes Specialists, eSpecialists, NYSE Amex Options Market Makers, Non-NYSE Amex Options Market Makers, Broker Dealers, Professional Customers, and Firms.

³ Strategy Trades include reversals and conversions, dividend spreads, box spreads, short stock interest spreads, merger spreads, and jelly rolls.

⁴ The Exchange notes that, at the time it proposed the QCC fees prior to the implementation of the QCC order type, the Exchange believed that non-Customer participants would know in advance that they were being solicited to take part in a QCC order. See Securities Exchange Act Release No. 65472 (Oct. 3, 2011), 76 FR 62887 (Oct. 11, 2011) (SR-NYSEAmex-2011-72), at 62888. However, with the implementation of the QCC order type, the Exchange has determined that a participant that is solicited to take part in a trade will not necessarily know

eSpecialists may incur a transaction fee that is more per contract than they would pay if the trade were executed as a non-QCC trade. Currently, participants other than Specialists and eSpecialists may trade at a discount to their regular transaction fees when they execute a QCC trade. However, non-capped Specialists and eSpecialists pay a premium for QCC trades under the current Fee Schedule, which the Exchange does not believe is warranted.⁵ The proposed change is not otherwise intended to address any other problem, and the Exchange is not aware of any significant problem that the affected Specialists and eSpecialists would have in complying with the proposed change.

(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”),⁶ in general, and furthers the objectives of Section 6(b)(4) of the Act,⁷ in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

The Exchange believes that reducing the QCC non-Customer order fee for non-capped Specialists and eSpecialists is reasonable because Specialists and eSpecialists that are solicited to take part in a trade do not know in advance whether the trade is going to be executed as a QCC trade or through some other means and may incur a transaction fee that is more per contract than they would pay if the trade were executed as a non-QCC trade, which the Exchange does not believe is warranted. For these reasons, the Exchange believes that it is reasonable to charge Specialists and eSpecialists the same transaction fee for QCC or non-QCC transactions.

In addition, the Exchange believes that lowering the fee for Specialists and eSpecialists is equitable and not unfairly discriminatory because under the current Fee Schedule, other participants, including non-NYSE Amex Options Market Makers, Professional Customers, Broker Dealers, and Firms, may trade at a discount to their regular transaction fees when they execute QCC trades. As such, the proposed rule change would put Specialists and eSpecialists on more equal footing with other participants.

whether the trade is going to be executed as a QCC trade or through some other means.

⁵ For example, non-NYSE Amex Options Market Makers trading electronically are charged \$0.43 per contract for non-QCC trades and \$0.20 per contract for QCC trades.

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78f(b)(4).

However, the Exchange notes that non-Directed NYSE Amex Options Market Maker orders are currently charged \$0.20 per contract and \$0.17 per contract if the NYSE Amex Options Market Maker executes 50,000 or more contracts ADV each day in a month. Therefore, NYSE Amex Options Market Makers pay an amount equal to or greater than their regular transaction fee when they execute QCC trades.⁸ The Exchange believes that reducing the fee, as proposed, for Specialists and eSpecialists, but not reducing the fee for non-Directed NYSE Amex Options Market Makers, is equitable and not unfairly discriminatory because Specialists and eSpecialists are required to pay a monthly Rights Fee based on their prorated share of contract volume on the Exchange in each issue, unlike non-Directed NYSE Amex Options Market Makers, who do not pay any portion of the monthly Rights Fee.⁹ Any QCC volume executed by a Specialist or eSpecialist will proportionally increase the amount of the monthly Rights Fee that they pay, whereas any QCC volume executed by a non-Directed NYSE Amex Options Market Maker does not result in an additional charge in the form of the monthly Rights Fee. As such, the Exchange believes that it is equitable and not unfairly discriminatory to require non-Directed NYSE Amex Options Market Makers to pay an amount equal to or slightly more for a QCC trade than their regular transaction fee. In addition, NYSE Amex Options Market Makers continue to be eligible for the lower service fee for QCC trades if they exceed their monthly cap. The Exchange also notes that Specialists and eSpecialists have higher quoting obligations than NYSE Amex Options Market Makers, and in recognition of the additional liquidity and transparency they provide, the difference in treatment is warranted.

In addition, the Exchange believes that the proposed fee change is equitable and not unfairly discriminator because it would make Specialists and eSpecialists more likely to continue to respond to solicitations to trade, thereby attracting additional order flow to the Exchange, which can help price discovery, transparency, and liquidity, all of which are beneficial to Exchange participants.

For these reasons, the Exchange believes that the entire proposal is reasonable, equitable and not unfairly discriminatory. Finally, the Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive. In such an environment, the Exchange must continually review, and consider adjusting, its fees and credits to remain competitive with other exchanges. For the reasons described above, the Exchange believes that the proposed rule change reflects this competitive environment.

⁸ The Exchange notes that Directed NYSE Amex Options Market Maker orders do not apply to QCC trades.

⁹ See endnote 1 of the Fee Schedule.

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 foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)(ii) of the Act¹⁰ because it establishes a due, fee, or other charge imposed by NYSE Amex Options. At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

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

Not applicable.

9. Exhibits

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

Exhibit 5 – Text of the Proposed Rule Change

¹⁰ 15 U.S.C. 78s(b)(3)(A)(ii).

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NYSEMKT-2012-56)

[Date]

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend the NYSE Amex Options LLC Fee Schedule to Amend the Fees for Specialists and eSpecialists Relating to Qualified Contingent Cross Orders

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 October 19, 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 Fee Schedule (the “Fee Schedule”) to amend the fees for Specialists and eSpecialists relating to Qualified Contingent Cross (“QCC”) orders. 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 amend the Fee Schedule to amend the fees for Specialists and eSpecialists relating to QCC orders.⁴ The Exchange proposes to implement these changes on November 1, 2012.

Current Fees

Currently, the Exchange does not charge an order fee for Customer orders that comprise all or part of a QCC order. The Exchange charges \$0.20 per contract for non-Customer orders for all other participants.⁵ If a Specialist, eSpecialist, Market Maker, or Firm has reached its respective fee cap of \$350,000 for the month and has executed

⁴ The QCC order permits an ATP Holder to effect a qualified contingent trade ("QCT") in a Regulation NMS stock and cross the options leg of the trade on the Exchange immediately upon entry and without order exposure if the order is for at least 1,000 contracts, is part of a QCT, and is executed at a price at least equal to the national best bid and offer, as long as there are no Customer orders in the Exchange's Consolidated Book at the same price.

⁵ This includes Specialists, eSpecialists, NYSE Amex Options Market Makers, Non-NYSE Amex Options Market Makers, Broker Dealers, Professional Customers, and Firms.

volume in excess of \$3,500,000 for the month, then the Exchange charges an incremental service fee of \$0.05 per contract for a QCC order executed against a non-Customer and \$0.10 per contract for a QCC order executed against a Customer.

Proposed Fees

For a Specialist or eSpecialist executing a QCC order that has not reached its fee cap for the month under the Fee Schedule, the Exchange proposes to charge \$0.13 per contract if the Specialist or eSpecialist executes an average daily volume (“ADV”) of fewer than 50,000 contracts during the month, and \$0.10 per contract if the Specialist or eSpecialist executes an ADV of 50,000 or more contracts during the month. In calculating the threshold of 50,000 contracts, the Exchange will exclude both Strategy Trades⁶ and QCC trades. These are the same fees that the Exchange currently charges to Specialists and eSpecialists for non-QCC transactions.

The Exchange is proposing the fee reduction because Specialists and eSpecialists that are solicited to take part in a trade do not know, and have no control over, whether the trade is going to be executed as a QCC trade or through some other means.⁷ Therefore, if the trade is executed as a QCC trade, Specialists and eSpecialists may incur a transaction fee that is more per contract than they would pay if the trade were executed

⁶ Strategy Trades include reversals and conversions, dividend spreads, box spreads, short stock interest spreads, merger spreads, and jelly rolls.

⁷ The Exchange notes that, at the time it proposed the QCC fees prior to the implementation of the QCC order type, the Exchange believed that non-Customer participants would know in advance that they were being solicited to take part in a QCC order. See Securities Exchange Act Release No. 65472 (Oct. 3, 2011), 76 FR 62887 (Oct. 11, 2011) (SR-NYSEAmex-2011-72), at 62888. However, with the implementation of the QCC order type, the Exchange has determined that a participant that is solicited to take part in a trade will not necessarily know whether the trade is going to be executed as a QCC trade or through some other means.

as a non-QCC trade. Currently, participants other than Specialists and eSpecialists may trade at a discount to their regular transaction fees when they execute a QCC trade. However, non-capped Specialists and eSpecialists pay a premium for QCC trades under the current Fee Schedule, which the Exchange does not believe is warranted.⁸ The proposed change is not otherwise intended to address any other problem, and the Exchange is not aware of any significant problem that the affected Specialists and eSpecialists would have in complying with the proposed change.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Securities Exchange Act of 1934 (the “Act”),⁹ in general, and furthers the objectives of Section 6(b)(4) of the Act,¹⁰ in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

The Exchange believes that reducing the QCC non-Customer order fee for non-capped Specialists and eSpecialists is reasonable because Specialists and eSpecialists that are solicited to take part in a trade do not know in advance whether the trade is going to be executed as a QCC trade or through some other means and may incur a transaction fee that is more per contract than they would pay if the trade were executed as a non-QCC

⁸ For example, non-NYSE Amex Options Market Makers trading electronically are charged \$0.43 per contract for non-QCC trades and \$0.20 per contract for QCC trades.

⁹ 15 U.S.C. 78f(b).

¹⁰ 15 U.S.C. 78f(b)(4).

trade, which the Exchange does not believe is warranted. For these reasons, the Exchange believes that it is reasonable to charge Specialists and eSpecialists the same transaction fee for QCC or non-QCC transactions.

In addition, the Exchange believes that lowering the fee for Specialists and eSpecialists is equitable and not unfairly discriminatory because under the current Fee Schedule, other participants, including non-NYSE Amex Options Market Makers, Professional Customers, Broker Dealers, and Firms, may trade at a discount to their regular transaction fees when they execute QCC trades. As such, the proposed rule change would put Specialists and eSpecialists on more equal footing with other participants.

However, the Exchange notes that non-Directed NYSE Amex Options Market Maker orders are currently charged \$0.20 per contract and \$0.17 per contract if the NYSE Amex Options Market Maker executes 50,000 or more contracts ADV each day in a month. Therefore, NYSE Amex Options Market Makers pay an amount equal to or greater than their regular transaction fee when they execute QCC trades.¹¹ The Exchange believes that reducing the fee, as proposed, for Specialists and eSpecialists, but not reducing the fee for non-Directed NYSE Amex Options Market Makers, is equitable and not unfairly discriminatory because Specialists and eSpecialists are required to pay a monthly Rights Fee based on their prorated share of contract volume on the Exchange in each issue, unlike non-Directed NYSE Amex Options Market Makers, who do not pay any portion of the monthly Rights Fee.¹² Any QCC volume executed by a Specialist or

¹¹ The Exchange notes that Directed NYSE Amex Options Market Maker orders do not apply to QCC trades.

¹² See endnote 1 of the Fee Schedule.

eSpecialist will proportionally increase the amount of the monthly Rights Fee that they pay, whereas any QCC volume executed by a non-Directed NYSE Amex Options Market Maker does not result in an additional charge in the form of the monthly Rights Fee. As such, the Exchange believes that it is equitable and not unfairly discriminatory to require non-Directed NYSE Amex Options Market Makers to pay an amount equal to or slightly more for a QCC trade than their regular transaction fee. In addition, NYSE Amex Options Market Makers continue to be eligible for the lower service fee for QCC trades if they exceed their monthly cap. The Exchange also notes that Specialists and eSpecialists have higher quoting obligations than NYSE Amex Options Market Makers, and in recognition of the additional liquidity and transparency they provide, the difference in treatment is warranted.

In addition, the Exchange believes that the proposed fee change is equitable and not unfairly discriminator because it would make Specialists and eSpecialists more likely to continue to respond to solicitations to trade, thereby attracting additional order flow to the Exchange, which can help price discovery, transparency, and liquidity, all of which are beneficial to Exchange participants.

For these reasons, the Exchange believes that the entire proposal is reasonable, equitable and not unfairly discriminatory. Finally, the Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive. In such an environment, the Exchange must continually review, and consider adjusting, its fees and credits to remain competitive with other exchanges. For the reasons described above, the Exchange believes that the proposed rule change reflects this competitive environment.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

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

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

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)¹³ of the Act and subparagraph (f)(2) of Rule 19b-4¹⁴ thereunder, because it establishes a due, fee, or other charge imposed by the 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:

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f)(2).

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NYSEMKT-2012-56 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-2012-56. 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. 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-2012-55 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.¹⁵

Kevin M. O'Neill
Deputy Secretary

¹⁵ 17 CFR 200.30-3(a)(12).

EXHIBIT 5Additions underscored

Deletions [bracketed]

NYSE AMEX OPTIONS FEE SCHEDULE*

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

Last Updated: [October] November 1, 2012

NYSE AMEX OPTIONS: QUALIFIED CONTINGENT CROSS (“QCC”) FEES

Fee/Rebate	Rate Per Contract
Customer Order Fee	\$0.00
Non-Customer Order Fee	\$0.20
<u>Order Fee for Specialists and eSpecialists that execute fewer than 50,000 contracts ADV each day in a month⁵</u>	<u>\$0.13</u>
<u>Order Fee for Specialists and eSpecialists that execute 50,000 or more contracts ADV each day in a month⁵</u>	<u>\$0.10</u>

⁵ Specialist, eSpecialist, and Market Maker (both Directed and non-Directed) fees will be aggregated and capped at \$350,000 per month plus an incremental service fee of \$.01 per contract for all Specialist, eSpecialist and Market Maker volume executed in excess of 3,500,000 contracts per month, except for the execution of a QCC order against a non-Customer, in which case the incremental service fee is \$.05, or the execution of either a QCC order against a Customer or the execution of an Electronic Complex Order, in which case the incremental service fee is \$.10. Any fees or volume associated with a Strategy Trade (reversals and conversions, dividend spreads, box spreads, short stock interest spreads, merger spreads, and jelly rolls) will not be counted towards either the \$350,000 cap, or the volume threshold of 3,500,000 contracts. Royalty Fees will continue to be charged and do not count toward the \$350,000 fee cap. Specialist, eSpecialist, and Market Maker (both Directed and non-Directed) participants that execute 50,000 or more contracts ADV each day during the month will be eligible for the lower per contract rate described in the fee schedule under the section on “NYSE Amex Options: Trade-Related Charges.” In calculating this threshold of 50,000 or more contracts, the Exchange will exclude both Strategy Trades and QCC trades.

Last Updated: [October] November 1, 2012