

December 5, 2016

Brent J. Fields
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: Trading Halt Amendments to the Plans

(Twenty-Seventh Substantive Amendment to the Second Restatement of the CTA Plan and Nineteenth Amendment to the Restated CQ Plan)

Dear Mr. Fields:

On behalf of the Participants in the Second Restatement of the CTA Plan (the “CTA Plan”) and the Restated CQ Plan (the “CQ Plan,” and collectively with the CTA Plan, the “Plans”), I am forwarding copies of the captioned amendments to the Plans. Enclosed is one counterpart of both amendments as executed by me in my capacity as the Chairman of the Plans’ Operating Committee.

Also enclosed for use by the Commission staff are one additional, unexecuted copy of each amendment and an additional copy of Exhibit 1 to each amendment, which is marked to show changes from the current text of the Plans.

The amendments propose to revise provisions governing regulatory and operational halts. In the following paragraphs, the Participants respond to those requirements of Rule 608(a) of Regulation NMS that apply to the amendments to both the Plans and those requirements of Rule 601(a) of Regulation NMS that apply to the amendments to the CTA Plan.

A. Rule 608(a)

1. Purpose of the Amendments

The purpose of the amendments is to incorporate into the Plans the same processes for Regulatory Halts that will be proposed by the equity exchanges. Consistent with the proposals from the equity exchanges, the Primary Listing Market may declare a Regulatory Halt¹ in trading

¹ Regulatory Halt is defined in Section XI(a)(i)(J) as “a halt declared by the Primary Listing Market in trading in one or more securities on all Trading Centers for regulatory purposes, including for the dissemination of material news, news pending, suspensions, or where otherwise necessary to maintain a fair and orderly market. A Regulatory Halt includes a trading pause triggered by Limit Up Limit Down, a halt based on Extraordinary Market Activity, a trading halt triggered by a Market-Wide Circuit Breaker, and a SIP Halt.”

for any security for which it is the Primary Listing Market.² The Primary Listing Market may declare a Regulatory Halt as provided for in the rules of the Primary Listing Market, if it determines that there is a SIP Outage, Material SIP Latency, Extraordinary Market Activity, or when otherwise necessary to maintain a fair and orderly market or in the public interest.³

Should the Primary Listing Market declare a Regulatory Halt, the Primary Listing Market will determine the SIP Halt Resume Time.⁴ In making such determination, the Primary Listing Market will consider the totality of information to determine whether resuming trading would promote a fair and orderly market. The Primary Listing Market retains discretion to delay the SIP Halt Resume Time if it believes trading will not resume in a fair and orderly manner. The Primary Listing Market has responsibility to notify all other Members of the initiation of the halt as well as the lifting of the halt. The notification process will be mutually agreed to by the Operating Committee and the Primary Listing Market.⁵

The amendments provide that the Processor shall disseminate to the Members notice of the Regulatory Halt as well as notice of the lifting of a Regulatory Halt through (i) the high speed line, and (ii) any other means the Processor considers appropriate.⁶

2. Governing or Constituent Documents

Not applicable.

3. Implementation of Amendments

Each of the Participants has approved the amendments in accordance with Section IV(b) of the CTA Plan and Section IV(c) of the CQ Plan, as applicable.

4. Development and Implementation Phases

The amendments proposed herein would be implemented to coincide with amendments filed by the equity exchanges and approved by the Commission.

5. Analysis of Impact on Competition

² The “Primary Listing Market” is defined in Section XI(a)(i)(H) as “the national securities exchange on which an Eligible Security is listed. If an Eligible Security is listed on more than one national securities exchange, Primary Listing Market means the exchange on which the security has been listed the longest.”

³ See Section XI(a)(iii). The definitions of SIP Outage, Material SIP Latency, and Extraordinary Market Activity appear in Section XI(a)(i).

⁴ SIP Halt Resume Time is defined in Section XI(a)(i)(L) as “the time that the Primary Listing Market determines as the end of a SIP Halt.”

⁵ See Section XI(a)(viii).

⁶ See Section XI(a)(viii).

The amendments proposed herein do not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Securities Exchange Act of 1934 (the “Act”) because the amendments simply incorporate into the Plans the processes for Regulatory Halts that will be proposed by the equity exchanges. The Participants do not believe that the proposed amendments introduce terms that are unreasonably discriminatory for the purposes of Section 11A(c)(1)(D) of the Act.

6. Written Understanding or Agreements relating to Interpretation of, or Participation in, Plans

Not applicable

7. Approval by Sponsors in Accordance with Plan

Section IV(c)(i) of the CQ Plan and Section IV(b)(i) of the CTA Plan require the Participants to unanimously approve the amendments proposed herein. They have so approved it.

8. Description of Operation of Facility Contemplated by the Proposed Amendment

Not applicable.

9. Terms and Conditions of Access

Not applicable.

10. Method of Determination and Imposition, and Amount of, Fees and Charges

Not applicable.

11. Method and Frequency of Processor Evaluation

Not applicable.

12. Dispute Resolution

B. Rule 601(a) (solely with respect to the amendments to the CTA Plan)

1. Reporting Requirements

Not applicable.

2. Manner of Collecting, Processing, Sequencing, Making Available and Disseminating Last Sale Information

Not applicable.

3. Manner of Consolidation

Not applicable.

4. Standards and Methods Ensuring Promptness, Accuracy and Completeness of Transaction Reports

Not applicable.

5. Rules and Procedures Addressed to Fraudulent or Manipulative Dissemination

Not applicable.

6. Terms of Access to Transaction Reports

Not applicable.

7. Identification of Marketplace of Execution

Not applicable.

Sincerely yours,



Emily Kasparov
Chairman

Cc: Kathy England (SEC)
CTA/CQ Plan Participants

EXECUTION FORM

AGREEMENT AMONG

PARTICIPANTS

AMENDING THE RESTATED CQ PLAN

(NINETEENTH SUBSTANTIVE AMENDMENT)

[REGULATORY AND OPERATIONAL HALTS]

AGREEMENT made as of the 21st day of November, 2016, among BATS Exchange, Inc., BATS Y-Exchange, Inc., Chicago Board Options Exchange, Inc., Chicago Stock Exchange, Inc., EDGA Exchange, Inc., EDGX Exchange, Inc., Financial Industry Regulatory Authority, Inc., International Securities Exchange LLC, Investors' Exchange LLC, NASDAQ OMX BX, Inc., NASDAQ OMX PHLX, Inc., Nasdaq Stock Market LLC, National Stock Exchange, New York Stock Exchange LLC, NYSE Arca, Inc., and NYSE MKT LLC, (collectively, the "Participants").

WHEREAS, the Participants are parties to the plan submitted to the Securities and Exchange Commission (the "Commission") for the purpose of jointly complying with Rule 602 of Regulation NMS (formerly designated as Rule 11Ac1-1) under the Securities Exchange Act of 1934, as amended (the "Original CQ Plan").

WHEREAS, the Original CQ Plan was approved on an interim basis and subsequently on a permanent basis, pursuant to Commission orders dated July 28, 1978, January 24, 1979, and January 22, 1980.

WHEREAS, the Original CQ Plan was restated and amended by an agreement dated December 22, 1995, and as so restated and amended (the “CQ Plan”) was approved by the Commission as evidenced by Release No. 34-37191 (May 9, 1996).

WHEREAS, the Participants wish to amend the CQ Plan to revise its provisions governing regulatory and operational halts by incorporating the provisions governing regulatory and operational halts that are set forth in the CTA Plan.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained in this Agreement, the Participants agree as follows:

1. The CQ Plan, as heretofore amended and restated, is hereby further amended to revise its provisions governing regulatory and operational halts by incorporating the provisions governing regulatory and operational halts that are set forth in the CTA Plan. It proposes to do so by replacing Section VIII(a) of the CQ Plan in its entirety with a new section VIII(a) to read in full as follows:

VIII. Operational Matters.

(a) Regulatory and Operational Halts. Section XI(a) of the CTA Plan (“Regulatory Halts and Operational Halts”) governs regulatory and operational halts. The provisions of Section XI(a) of the CTA Plan shall apply to the Participants under this CQ Plan in the same manner, and with the same force and effect, as it applies to the Participants under the CTA Plan.

2. As so amended, Article VIII(a) of the CQ Plan will read in full as set forth in Exhibit 1 to this Agreement (with new text underlined and deleted text ~~struck through~~ and [bracketed]).

3. The amendments set forth in this Agreement shall be effective when this Agreement has been executed on behalf of each Participant and the Commission has approved the amendment.


4. The Participants may execute this Agreement in any number of counterparts, no one of which need contain all signatures of all Participants. As many of the counterparts as shall together contain all such signatures shall constitute one and the same instrument.

5. In all other respects, the CQ Plan, as heretofore amended, is hereby ratified and confirmed.

IN WITNESS WHEREOF, the Participants have executed this amendment as of the date first above written.


BATS EXCHANGE, INC.

Dated: 11/30/2016

By 
Eric Swanson
EVP, General Counsel

BATS Y-EXCHANGE, INC.

Dated: 11/30/2016

By 
Eric Swanson
EVP, General Counsel

CHICAGO BOARD OPTIONS EXCHANGE, INC.

Dated: _____

By _____

CHICAGO STOCK EXCHANGE, INC.

Dated: _____

By _____

EDGA EXCHANGE, INC.

Dated: 11/30/2016

By  _____

Eric Swanson
EVP, General Counsel

EDGX EXCHANGE, INC.

Dated: 11/30/2016

By  _____

Eric Swanson
EVP, General Counsel

FINANCIAL INDUSTRY REGULATORY
AUTHORITY, INC.

Dated: _____

By _____

INTERNATIONAL SECURITIES EXCHANGE LLC

Dated: _____

By _____

INVESTORS' EXCHANGE LLC

Dated: _____

By _____

3. The amendments set forth in this Agreement shall be effective when this Agreement has been executed on behalf of each Participant and the Commission has approved the amendment.

4. The Participants may execute this Agreement in any number of counterparts, no one of which need contain all signatures of all Participants. As many of the counterparts as shall together contain all such signatures shall constitute one and the same instrument.

5. In all other respects, the CQ Plan, as heretofore amended, is hereby ratified and confirmed.

IN WITNESS WHEREOF, the Participants have executed this amendment as of the date first above written.

BATS EXCHANGE, INC.

Dated: _____

By _____

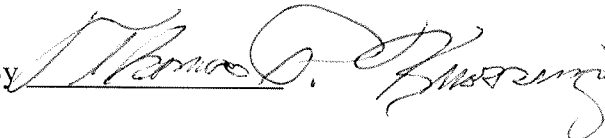
BATS Y-EXCHANGE, INC.

Dated: _____

By _____

CHICAGO BOARD OPTIONS EXCHANGE, INC.

Dated: 11-30-16

By 

CHICAGO STOCK EXCHANGE, INC.



Dated: December 1, 2016

By _____

EDGA EXCHANGE, INC.

Dated: _____

By _____

EDGX EXCHANGE, INC.

Dated: _____

By _____

FINANCIAL INDUSTRY REGULATORY
AUTHORITY, INC.

Dated: _____

By _____

INTERNATIONAL SECURITIES EXCHANGE LLC

Dated: _____

By _____

INVESTORS' EXCHANGE LLC

Dated: _____

By _____

NASDAQ OMX BX, INC.

Dated: _____

By _____

CHICAGO STOCK EXCHANGE, INC.

Dated: _____

By _____

EDGA EXCHANGE, INC.

Dated: _____

By _____


EDGX EXCHANGE, INC.

Dated: _____

By _____

FINANCIAL INDUSTRY REGULATORY
AUTHORITY, INC.

Dated: 11/30/16

By 

INTERNATIONAL SECURITIES EXCHANGE LLC

Dated: _____

By _____

INVESTORS' EXCHANGE LLC

Dated: _____

By _____

NASDAQ OMX BX, INC.

Dated: _____

By _____

CHICAGO STOCK EXCHANGE, INC.

Dated: _____

By _____

EDGA EXCHANGE, INC.

Dated: _____

By _____

EDGX EXCHANGE, INC.

Dated: _____

By _____

FINANCIAL INDUSTRY REGULATORY
AUTHORITY, INC.

Dated: _____

By _____

INTERNATIONAL SECURITIES EXCHANGE LLC

Dated: 11/30/16

By  _____

INVESTORS' EXCHANGE LLC

Dated: _____

By _____

NASDAQ OMX BX, INC.

Dated: 11/30/16

By  _____

NASDAQ OMX PHLX LLC

Dated: 11/30/16

By 

NASDAQ STOCK MARKET LLC

Dated: 11/30/16

By 

NATIONAL STOCK EXCHANGE, INC.

Dated: _____

By _____

NEW YORK STOCK EXCHANGE LLC

Dated: _____

By _____

NYSE ARCA, INC.

Dated: _____

By _____

NYSE MKT LLC

Dated: _____

By _____

CHICAGO STOCK EXCHANGE, INC.

Dated: _____

By _____

EDGA EXCHANGE, INC.

Dated: _____

By _____

EDGX EXCHANGE, INC.

Dated: _____

By _____

FINANCIAL INDUSTRY REGULATORY
AUTHORITY, INC.

Dated: _____

By _____

INTERNATIONAL SECURITIES EXCHANGE LLC

Dated: _____

By _____

INVESTORS' EXCHANGE LLC

Dated: _____

By  _____

NASDAQ OMX BX, INC.

Dated: _____

By _____

NASDAQ OMX PHLX LLC

Dated: _____

By _____

NASDAQ STOCK MARKET LLC

Dated: _____

By _____

NATIONAL STOCK EXCHANGE, INC.

Dated: 12-1-2016

By 

NEW YORK STOCK EXCHANGE LLC

Dated: _____

By _____

NYSE ARCA, INC.

Dated: _____

By _____

NYSE MKT LLC

Dated: _____

By _____

NASDAQ OMX PHLX LLC

Dated: _____

By _____

NASDAQ STOCK MARKET LLC

Dated: _____

By _____

NATIONAL STOCK EXCHANGE, INC.

Dated: _____

By _____

NEW YORK STOCK EXCHANGE LLC

Dated: 11/30/16

By:  E. Lafalza

NYSE ARCA, INC.

Dated: 11/30/16

By:  E. Lafalza

NYSE MKT LLC

Dated: 11/30/16


By:  E. Lafalza

EXHIBIT 1

to the Nineteenth Substantive Amendment
to the CQ Plan

(Additions are underscored; Deletions are
~~struck through~~ and [bracketed].)

VIII. Operational Matters.

(a) [~~Trading halt and suspension procedures~~] Regulatory and Operational Halts. Section XI(a) of the CTA Plan (“Regulatory Halts and Operational Halts”) governs regulatory and operational halts. The provisions of Section XI(a) of the CTA Plan shall apply to the Participants under this CQ Plan in the same manner, and with the same force and effect, as it applies to the Participants under the CTA Plan.

~~[Nothing herein shall be deemed to prevent any Participant that is an exchange from halting or suspending trading, or any Participant that is a national securities association from suspending the furnishing of quotation information, in any Eligible Security for any reason it deems adequate. Any Participant which does so halt or suspend trading or the furnishing of quotation information shall immediately advise the Processor of its actions and the reasons therefor, and also advise the Processor when such halt or suspension is terminated. Upon the receipt of either such advice, the Processor shall immediately give notice thereof to each of the persons identified in the second sentence of Section VI(e) hereof.]~~

EXECUTION FORM

AGREEMENT AMONG

PARTICIPANTS

AMENDING THE SECOND RESTATEMENT OF THE CTA PLAN

(TWENTY-SEVENTH SUBSTANTIVE AMENDMENT)

[REGULATORY AND OPERATIONAL HALTS]

AGREEMENT made as of the 21st day of November, 2016, among BATS Exchange, Inc., BATS Y-Exchange, Inc., Chicago Board Options Exchange, Inc., Chicago Stock Exchange, Inc., EDGA Exchange, Inc., EDGX Exchange, Inc., Financial Industry Regulatory Authority, Inc., International Securities Exchange LLC, Investors' Exchange LLC, NASDAQ OMX BX, Inc., NASDAQ OMX PHLX, Inc., Nasdaq Stock Market LLC, National Stock Exchange, New York Stock Exchange LLC, NYSE Arca, Inc., and NYSE MKT LLC, (collectively, the "Participants").

WHEREAS, the Participants are parties to the plan submitted to the Securities and Exchange Commission (the "Commission") pursuant to Rule 17a-15 (subsequently amended and redesignated, first as Rule 11Aa3-1 and later as Rule 601 of Regulation NMS) under the Securities Exchange Act of 1934, as amended (the "Original CTA Plan"), which plan was declared effective as of May 17, 1974.

WHEREAS, the Original CTA Plan was restated and amended by agreements made as of March 1, 1980, and December 22, 1995, and as so restated and amended (the "CTA Plan") was last approved by the Commission pursuant to Release No. 34-37191 (May 9, 1996).

WHEREAS, the Participants wish to amend the CTA Plan to revise its provisions governing regulatory and operational halts.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained in this Agreement, the Participants agree as follows:

1. The CTA Plan, as heretofore amended and restated, is hereby further amended to revise its provisions governing regulatory and operational halts by replacing Section XI(a) of the CTA Plan in its entirety with a new section XI(a) to read in full as follows:

XI. Operational Matters

(a) Regulatory and Operational Halts.

(i) Definitions for purposes of section XI(a).

(A) “Extraordinary Market Activity” means a disruption or malfunction of any electronic quotation, communication, reporting, or execution system operated by, or linked to, the Processor or a Trading Center or a member of such Trading Center that has a severe and continuing negative impact, either on a Market or market-wide, on quoting, order, or trading activity or on the availability of market information necessary to maintain a fair and orderly market. For purposes of this definition, a severe and continuing negative impact on quoting, order, or trading activity includes (i) a series of quotes, orders, or transactions at prices substantially unrelated to the current market for the security or securities; (ii) duplicative or erroneous quoting, order, trade reporting, or other related message traffic between one or more Trading Centers or their members; or (iii) the unavailability of quoting, order, or transaction information for a sustained period.

(B) “Limit Up Limit Down” means the Plan to Address Extraordinary Market Volatility pursuant to Rule 608 of Regulation NMS under the Act.

(C) “Market” means (i) in respect of FINRA, the facilities through which FINRA members display quotations and report transactions in Eligible Securities to FINRA and (ii) in respect of each Participant other than FINRA, the marketplace for Eligible Securities that the Participant operates.

(D) “Market-Wide Circuit Breaker” means a halt in trading in all stocks in all Markets under the rules of a Primary Listing Market.

(E) “Material SIP Latency” means a delay of quotation or last sale price information in one or more securities between the time data is received by the Processor and the time the Processor disseminates the data over the high speed line or over the “high speed line” under the CQ Plan, which delay the Primary Listing Market determines, in consultation with, and in accordance with, publicly disclosed guidelines established by the Operating Committee, to be (a) material and (b) unlikely to be resolved in the near future.

(F) “Member Firm” means a member as that term is defined in Section 3(a)(3) of the Act.

(G) “Operational Halt” means a halt in trading in one or more securities only on a Market declared by such Participant and is not a Regulatory Halt.

(H) “Primary Listing Market” means the national securities exchange on which an Eligible Security is listed. If an Eligible Security is listed on more than one national securities exchange, Primary Listing Market means the exchange on which the security has been listed the longest.

(I) “Regular Trading Hours” has the meaning provided in Rule 600(b)(64) of Regulation NMS. Regular Trading Hours can end earlier than 4:00 p.m. ET in the case of an early scheduled close.

(J) “Regulatory Halt” means a halt declared by the Primary Listing Market in trading in one or more securities on all Trading Centers for regulatory purposes, including for the dissemination of material news, news pending, suspensions, or where otherwise necessary to maintain a fair and orderly market. A Regulatory Halt includes a trading pause triggered by Limit Up Limit Down, a halt based on Extraordinary Market Activity, a trading halt triggered by a Market-Wide Circuit Breaker, and a SIP Halt.

(K) “SIP Halt” means a Regulatory Halt to trading in one or more securities that a Primary Listing Market declares in the event of a SIP Outage or Material SIP Latency.

(L) “SIP Halt Resume Time” means the time that the Primary Listing Market determines as the end of a SIP Halt.

(M) “SIP Outage” means a situation in which the Processor has ceased, or anticipates being unable, to provide updated and/or accurate quotation or last sale price information in one or more securities for a material period that exceeds the time thresholds for an orderly failover to backup facilities established by mutual agreement among the Processor, the Primary Listing Market for the affected securities, and the Operating Committee unless the Primary Listing Market, in consultation with the Processor and the Operating Committee, determines that resumption of accurate data is expected in the near future.

(N) “Trading Center” has the same meaning as that term is defined in Rule 600(b)(78) of Regulation NMS.

(ii) Operational Halts. A Participant shall notify the Processor if it has concerns about its ability to collect and transmit quotes, orders, or last sale prices, or where it has declared an Operational Halt or suspension of trading in one or more Eligible Securities, pursuant to the procedures adopted by the Operating Committee.

(iii) Regulatory Halts.

(A) The Primary Listing Market may declare a Regulatory Halt in trading for any security for which it is the Primary Listing Market:

- (1) as provided for in the rules of the Primary Listing Market;
- (2) if it determines there is a SIP Outage, Material SIP Latency, or Extraordinary Market Activity; or
- (3) when otherwise necessary to maintain a fair and orderly market or in the public interest.

(B) In making a determination to declare a SIP Halt or a Regulatory Halt based on Extraordinary Market Activity, the Primary Listing Market will consider the totality of information available concerning the severity of the issue, its likely duration, potential impact on Member Firms and the public interest. The Primary Listing Market will consult, if feasible, with the affected Trading Center(s), the Operating Committee, or the Processor, as applicable, regarding the scope of the issue and what steps are being taken to address the issue. Once a SIP Halt or Regulatory Halt based on Extraordinary Market Activity has been declared, the Primary Listing Market will

continue to evaluate the circumstances to determine when trading may resume in accordance with the rules of the Primary Listing Market.

(iv) Initiating a Regulatory Halt.

(A) The start time of a Regulatory Halt is when the Primary Listing Market declares the halt, regardless of whether an issue with communications impacts the dissemination of the notice.

(B) If the Processor is unable to disseminate notice of a Regulatory Halt or the Primary Listing Market is not open for trading, the Primary Listing Market will take reasonable steps to provide notice of a Regulatory Halt, which shall include both the type and start time of the Regulatory Halt, by dissemination through:

- (1) proprietary data feeds containing quotation and last sale price information that the Primary Listing Market also sends to the Processor;
- (2) posting on a publicly-available Participant website;
- or
- (3) system status messages.

(C) Except in exigent circumstances, the Primary Listing Market will not declare a Regulatory Halt retroactive to a time earlier than the notice of such halt.

(v) Resumption of Trading After Regulatory Halts Other Than SIP Halts.

(A) The Primary Listing Market will declare a resumption of trading when it determines that trading may resume in a fair and orderly manner and in accordance with its rules.

(B) For a Regulatory Halt that is initiated by another Participant that is a Primary Listing Market, a Participant may resume trading after the Participant receives notification from the Primary Listing Market that the Regulatory Halt has been terminated.

(vi) Resumption of Trading After SIP Halt.

(A) The Primary Listing Market will determine the SIP Halt Resume Time. In making such determination, the Primary Listing Market will consider the totality of information to determine whether resuming trading would promote a fair and orderly market, including input from the Processor, the Operating Committee, or the operator of the system in question (as well as any Trading Center(s) to which such system is linked), regarding operational readiness to resume trading. The Primary Listing Market retains discretion to delay the SIP Halt Resume Time if it believes trading will not resume in a fair and orderly manner.

(B) The Primary Listing Market will terminate a SIP Halt with a notification that specifies a SIP Halt Resume Time. The Primary Listing Market shall provide a minimum notice of a SIP Halt Resume Time, as specified by the rules of the Primary Listing Market, during which period market participants may enter quotes and orders in the affected securities. During Regular Trading Hours, the last SIP Halt Resume Time before the end of Regular Trading Hours shall be an amount of time as specified by the rules of the Primary Listing Market. The Primary Listing Market may

stagger the SIP Halt Resume Times for multiple symbols in order to reopen in a fair and orderly manner.

(C) During Regular Trading Hours, if the Primary Listing Market does not open a security within the amount of time as specified by the rules of the Primary Listing Market after the SIP Halt Resume Time, a Participant may resume trading in that security. Outside Regular Trading Hours, a Participant may resume trading after the SIP Halt Resume Time.

(vii) Participant to Halt Trading During Regulatory Halt. A Participant will halt trading for any security traded on its Market if the Primary Listing Market declares a Regulatory Halt for the security.

(viii) Communications. Whenever, in the exercise of its regulatory functions, the Primary Listing Market for an Eligible Security determines it is appropriate to initiate a Regulatory Halt, the Primary Listing Market will notify all other Participants and the Processor of such Regulatory Halt as well as provide notice that a Regulatory Halt has been lifted using such protocols and other emergency procedures as may be mutually agreed to between the Operating Committee and the Primary Listing Market. The Processor shall disseminate to Participants notice of the Regulatory Halt (as well as notice of the lifting of a Regulatory Halt) (i) through the high speed line or through the “high speed line” under the CQ Plan, and (ii) any other means the Processor, in its sole discretion, considers appropriate. Each Participant shall be required to continuously monitor these communication protocols established by the Operating Committee and the Processor during market hours, and the failure of a Participant to do so shall not prevent the Primary Listing Market from initiating a Regulatory Halt in accordance with the procedures specified herein.

2. As so amended, Section XI(a) of the CTA Plan will read in full as set forth in Exhibit 1 to this Agreement (with new text underlined and deleted text [~~struck through~~ and [bracketed]).

3. The amendment set forth in this Agreement shall be effective when this Agreement has been executed on behalf of each Participant and the Commission has approved the amendment.

4. The Participants may execute this Agreement in any number of counterparts, no one of which need contain all signatures of all Participants. As many of the counterparts as shall together contain all such signatures shall constitute one and the same instrument.

5. In all other respects, the CTA Plan, as heretofore amended, is hereby ratified and confirmed.

IN WITNESS WHEREOF, the Participants have executed this amendment as of the date first above written.

BATS EXCHANGE, INC.

Dated: 11/30/2016


By



Eric Swanson
EVP, General Counsel

BATS Y-EXCHANGE, INC.

Dated: 11/30/2016

By 
Eric Swanson
EVP, General Counsel

CHICAGO BOARD OPTIONS EXCHANGE, INC.

Dated: _____

By _____


CHICAGO STOCK EXCHANGE, INC.

Dated: _____

By _____


EDGA EXCHANGE, INC.

Dated: 11/30/2016

By 
Eric Swanson
EVP, General Counsel

EDGX EXCHANGE, INC.

Dated: 11/30/2016

By 
Eric Swanson
EVP, General Counsel

FINANCIAL INDUSTRY REGULATORY
AUTHORITY, INC.

Dated: _____

By _____

CHICAGO BOARD OPTIONS EXCHANGE, INC.

Dated: 11/30/16

By Thomas G. Anderson

CHICAGO STOCK EXCHANGE, INC.

Dated: _____

By _____

EDGA EXCHANGE, INC.

Dated: _____

By _____

EDGX EXCHANGE, INC.

Dated: _____

By _____

FINANCIAL INDUSTRY REGULATORY
AUTHORITY, INC.

Dated: _____

By _____

INTERNATIONAL SECURITIES EXCHANGE LLC

Dated: _____

By _____

INVESTORS' EXCHANGE LLC

Dated: _____

By _____


CHICAGO BOARD OPTIONS EXCHANGE, INC.

Dated: _____

By _____

CHICAGO STOCK EXCHANGE, INC.

Dated: December 1, 2016


By _____

EDGA EXCHANGE, INC.

Dated: _____

By _____

EDGX EXCHANGE, INC.

Dated: _____

By _____

FINANCIAL INDUSTRY REGULATORY
AUTHORITY, INC.

Dated: _____

By _____

INTERNATIONAL SECURITIES EXCHANGE LLC

Dated: _____

By _____

INVESTORS' EXCHANGE LLC

Dated: _____

By _____

CHICAGO BOARD OPTIONS EXCHANGE, INC.

Dated: _____

By _____

CHICAGO STOCK EXCHANGE, INC.

Dated: _____

By _____

EDGA EXCHANGE, INC.

Dated: _____

By _____

EDGX EXCHANGE, INC.

Dated: _____

By _____

FINANCIAL INDUSTRY REGULATORY
AUTHORITY, INC.

Dated: 11/30/16

By *Andrew H. Lee*

INTERNATIONAL SECURITIES EXCHANGE LLC

Dated: _____

By _____

INVESTORS' EXCHANGE LLC

Dated: _____

By _____

CHICAGO BOARD OPTIONS EXCHANGE, INC.

Dated: _____

By _____

CHICAGO STOCK EXCHANGE, INC.

Dated: _____

By _____

EDGA EXCHANGE, INC.

Dated: _____

By _____

EDGX EXCHANGE, INC.

Dated: _____

By _____

FINANCIAL INDUSTRY REGULATORY
AUTHORITY, INC.

Dated: _____

By _____

INTERNATIONAL SECURITIES EXCHANGE LLC

Dated: 11/30/16

By  _____

INVESTORS' EXCHANGE LLC

Dated: _____

By _____

NASDAQ OMX BX, INC.

Dated: 11/30/16

By 

NASDAQ OMX PHLX LLC

Dated: 11/30/14

By 

NASDAQ STOCK MARKET LLC

Dated: 11/30/14

By 

NATIONAL STOCK EXCHANGE, INC.

Dated: _____

By _____

NEW YORK STOCK EXCHANGE LLC

Dated: _____

By _____

NYSE ARCA, INC.

Dated: _____

By _____

NYSE MKT LLC

Dated: _____

By _____

CHICAGO BOARD OPTIONS EXCHANGE, INC.

Dated: _____

By _____

CHICAGO STOCK EXCHANGE, INC.

Dated: _____

By _____

EDGA EXCHANGE, INC.

Dated: _____

By _____

EDGX EXCHANGE, INC.

Dated: _____

By _____

FINANCIAL INDUSTRY REGULATORY
AUTHORITY, INC.

Dated: _____

By _____

INTERNATIONAL SECURITIES EXCHANGE LLC

Dated: _____

By _____

INVESTORS' EXCHANGE LLC

Dated: _____

By _____

A handwritten signature in black ink, appearing to be 'J. J. [unclear]', written over a horizontal line.

NASDAQ OMX BX, INC.

Dated: _____

By _____

NASDAQ OMX PHLX LLC

Dated: _____

By _____

NASDAQ STOCK MARKET LLC

Dated: _____

By _____

NATIONAL STOCK EXCHANGE, INC.

Dated: 12-1-2016

By 

NEW YORK STOCK EXCHANGE LLC

Dated: _____

By _____

NYSE ARCA, INC.

Dated: _____

By _____

NYSE MKT LLC

Dated: _____

By _____

NASDAQ OMX BX, INC.

Dated: _____

By _____

NASDAQ OMX PHLX LLC

Dated: _____

By _____

NASDAQ STOCK MARKET LLC

Dated: _____

By _____

NATIONAL STOCK EXCHANGE, INC.

Dated: _____

By _____

NEW YORK STOCK EXCHANGE LLC

Dated: 11/30/16

By: 

NYSE ARCA, INC.

Dated: 11/30/16

By: 

NYSE MKT LLC

Dated: 11/30/16

By: 

EXHIBIT 1

to the Twenty-Seventh Substantive Amendment
to the Second Restatement of the CTA Plan

PROPOSED CHANGES TO THE CTA PLAN

(Additions are underscored; Deletions are ~~struck through~~ and [bracketed].)

XI. Operational Matters

(a) [~~Trading halt and suspension procedures~~] Regulatory and Operational Halts.

(i) Definitions for purposes of section XI(a).

(A) “Extraordinary Market Activity” means a disruption or malfunction of any electronic quotation, communication, reporting, or execution system operated by, or linked to, the Processor or a Trading Center or a member of such Trading Center that has a severe and continuing negative impact, either on a Market or market-wide, on quoting, order, or trading activity or on the availability of market information necessary to maintain a fair and orderly market. For purposes of this definition, a severe and continuing negative impact on quoting, order, or trading activity includes (i) a series of quotes, orders, or transactions at prices substantially unrelated to the current market for the security or securities; (ii) duplicative or erroneous quoting, order, trade reporting, or other related message traffic between one or more Trading Centers or their members; or (iii) the unavailability of quoting, order, or transaction information for a sustained period.

(B) “Limit Up Limit Down” means the Plan to Address Extraordinary Market Volatility pursuant to Rule 608 of Regulation NMS under the Act.

(C) “Market” means (i) in respect of FINRA, the facilities through which FINRA members display quotations and report transactions in Eligible Securities to FINRA and (ii) in respect of each Participant other than FINRA, the marketplace for Eligible Securities that the Participant operates.

(D) “Market-Wide Circuit Breaker” means a halt in trading in all stocks in all Markets under the rules of a Primary Listing Market.

(E) “Material SIP Latency” means a delay of quotation or last sale price information in one or more securities between the time data is

received by the Processor and the time the Processor disseminates the data over the high speed line or over the “high speed line” under the CQ Plan, which delay the Primary Listing Market determines, in consultation with, and in accordance with, publicly disclosed guidelines established by the Operating Committee, to be (a) material and (b) unlikely to be resolved in the near future.

(F) “Member Firm” means a member as that term is defined in Section 3(a)(3) of the Act.

(G) “Operational Halt” means a halt in trading in one or more securities only on a Market declared by such Participant and is not a Regulatory Halt.

(H) “Primary Listing Market” means the national securities exchange on which an Eligible Security is listed. If an Eligible Security is listed on more than one national securities exchange, Primary Listing Market means the exchange on which the security has been listed the longest.

(I) “Regular Trading Hours” has the meaning provided in Rule 600(b)(64) of Regulation NMS. Regular Trading Hours can end earlier than 4:00 p.m. ET in the case of an early scheduled close.

(J) “Regulatory Halt” means a halt declared by the Primary Listing Market in trading in one or more securities on all Trading Centers for regulatory purposes, including for the dissemination of material news, news pending, suspensions, or where otherwise necessary to maintain a fair and orderly market. A Regulatory Halt includes a trading pause triggered by Limit Up Limit Down, a halt based on Extraordinary Market Activity, a trading halt triggered by a Market-Wide Circuit Breaker, and a SIP Halt.

(K) “SIP Halt” means a Regulatory Halt to trading in one or more securities that a Primary Listing Market declares in the event of a SIP Outage or Material SIP Latency.

(L) “SIP Halt Resume Time” means the time that the Primary Listing Market determines as the end of a SIP Halt.

(M) “SIP Outage” means a situation in which the Processor has ceased, or anticipates being unable, to provide updated and/or accurate quotation or last sale price information in one or more securities for a material period that exceeds the time thresholds for an orderly failover to backup facilities established by mutual agreement among the Processor, the Primary Listing Market for the affected securities, and the Operating Committee unless the Primary Listing Market, in consultation with the Processor and the Operating Committee, determines that resumption of accurate data is expected in the near future.

(N) “Trading Center” has the same meaning as that term is defined in Rule 600(b)(78) of Regulation NMS.

(ii) Operational Halts. A Participant shall notify the Processor if it has concerns about its ability to collect and transmit quotes, orders or last sale prices, or where it has declared an Operational Halt or suspension of trading in one or more Eligible Securities, pursuant to the procedures adopted by the Operating Committee.

(iii) Regulatory Halts.

(A) The Primary Listing Market may declare a Regulatory Halt in trading for any security for which it is the Primary Listing Market:

- (1) as provided for in the rules of the Primary Listing Market;
- (2) if it determines there is a SIP Outage, Material SIP Latency, or Extraordinary Market Activity; or
- (3) when otherwise necessary to maintain a fair and orderly market or in the public interest.

(B) In making a determination to declare a SIP Halt or a Regulatory Halt based on Extraordinary Market Activity, the Primary Listing Market will consider the totality of information available concerning the severity of the issue, its likely duration, potential impact on Member Firms and the public interest. The Primary Listing Market will consult, if feasible, with the affected Trading Center(s), the Operating Committee, or the Processor, as applicable, regarding the scope of the issue and what steps are being taken to address the issue. Once a SIP Halt or Regulatory Halt based on Extraordinary Market Activity has been declared, the Primary Listing Market will continue to evaluate the circumstances to determine when trading may resume in accordance with the rules of the Primary Listing Market.

(iv) Initiating a Regulatory Halt.

(A) The start time of a Regulatory Halt is when the Primary Listing Market declares the halt, regardless of whether an issue with communications impacts the dissemination of the notice.

(B) If the Processor is unable to disseminate notice of a Regulatory Halt or the Primary Listing Market is not open for trading, the Primary Listing Market will take reasonable steps to provide notice of a Regulatory Halt,

which shall include both the type and start time of the Regulatory Halt, by dissemination through:

(1) proprietary data feeds containing quotation and last sale price information that the Primary Listing Market also sends to the Processor;

(2) posting on a publicly-available Participant website; or

(3) system status messages.

(C) Except in exigent circumstances, the Primary Listing Market will not declare a Regulatory Halt retroactive to a time earlier than the notice of such halt.

(v) Resumption of Trading After Regulatory Halts Other Than SIP Halts.

(A) The Primary Listing Market will declare a resumption of trading when it determines that trading may resume in a fair and orderly manner and in accordance with its rules.

(B) For a Regulatory Halt that is initiated by another Participant that is a Primary Listing Market, a Participant may resume trading after the Participant receives notification from the Primary Listing Market that the Regulatory Halt has been terminated.

(vi) Resumption of Trading After SIP Halt.

(A) The Primary Listing Market will determine the SIP Halt Resume Time. In making such determination, the Primary Listing Market will consider the totality of information to determine whether resuming trading would promote a fair and orderly market, including input from the Processor, the Operating Committee, or the operator of the system in question (as well as any Trading Center(s) to which such system is linked), regarding operational readiness to resume trading. The Primary Listing Market retains discretion to delay the SIP Halt Resume Time if it believes trading will not resume in a fair and orderly manner.

(B) The Primary Listing Market will terminate a SIP Halt with a notification that specifies a SIP Halt Resume Time. The Primary Listing Market shall provide a minimum notice of a SIP Halt Resume Time, as specified by the rules of the Primary Listing Market, during which period market participants may enter quotes and orders in the affected securities. During

Regular Trading Hours, the last SIP Halt Resume Time before the end of Regular Trading Hours shall be an amount of time as specified by the rules of the Primary Listing Market. The Primary Listing Market may stagger the SIP Halt Resume Times for multiple symbols in order to reopen in a fair and orderly manner.

(C) During Regular Trading Hours, if the Primary Listing Market does not open a security within the amount of time as specified by the rules of the Primary Listing Market after the SIP Halt Resume Time, a Participant may resume trading in that security. Outside Regular Trading Hours, a Participant may resume trading after the SIP Halt Resume Time.

(vii) Participant to Halt Trading During Regulatory Halt. A Participant will halt trading for any security traded on its Market if the Primary Listing Market declares a Regulatory Halt for the security.

(viii) Communications. Whenever, in the exercise of its regulatory functions, the Primary Listing Market for an Eligible Security determines it is appropriate to initiate a Regulatory Halt, the Primary Listing Market will notify all other Participants and the Processor of such Regulatory Halt as well as provide notice that a Regulatory Halt has been lifted using such protocols and other emergency procedures as may be mutually agreed to between the Operating Committee and the Primary Listing Market. The Processor shall disseminate to Participants notice of the Regulatory Halt (as well as notice of the lifting of a Regulatory Halt) through the high speed line or through the “high speed line” under the CQ Plan, and (ii) any other means the Processor, in its sole discretion, considers appropriate. Each Participant shall be required to continuously monitor these communication protocols established by the Operating Committee and the Processor during market hours, and the failure of a Participant to do so shall not prevent the Primary Listing Market from initiating a Regulatory Halt in accordance with the procedures specified herein.

~~[Whenever the listing market for any Eligible Security, in the exercise of its regulatory functions, halts or suspends trading in such Security because such listing market has determined (i) that there are matters relating to such Security or the issuer thereof which have not been adequately disclosed to the public, or (ii) that there are regulatory problems relating to such Security which should be clarified before trading therein is permitted to continue, such listing market shall promptly notify each other Participant which conducts trading in such Security and the Processor, by wire or voice communication, of such halt or suspension and of the reasons therefor. (Any such halt or suspension is hereinafter in this Section XI referred to as a “Regulatory Halt”.) During the period of any Regulatory Halt in trading in any Eligible Security by the listing market therefor, the consolidated tape shall not include any reports of last sale prices in such Security but each Participant which continues to conduct trading in such security during the period of the Regulatory Halt shall continue to report to the Processor the last sale prices reflecting transactions in such Security occurring during such period for the purpose of maintaining a record thereof.]~~

~~Whenever the listing market determines that an adequate publication or disclosure of information has occurred so as to permit the termination of the Regulatory Halt then in effect as to a particular Eligible Security, the listing market shall promptly notify the Processor, who will promptly after such notification include on the consolidated tape any indication of interest, or other message, received by it from the listing market or any other Participant or other reporting party which is an exchange relating to the affected Eligible Security.~~

~~The Processor shall again commence to disseminate on a current and continuous basis the last sale price information received by it from any Participant or other reporting party in the affected Eligible Security in accordance with the re-opening procedures applicable to Regulatory Halts set forth in the rules of the Eligible Security's listing market. (See, for example, NYSE Rule 123D ("Openings and Halts in Trading") and AMEX Rule 119 ("Indications, Openings and Reopenings").~~

~~In addition to the foregoing, any Regulatory Halt may be terminated by the SEC whenever it determines that such Regulatory Halt is no longer necessary for the maintenance of fair and orderly markets, the public interest or the protection of investors and, upon being notified by the SEC of such determination, the listing market shall notify the Processor to commence disseminating on a current and continuous basis last sale price information received by it from any Participant or other reporting party after the termination of the Regulatory Halt by the SEC. Participants may communicate by telephone with appropriate staff members of the listing market during the course of a Regulatory Halt in order to determine the rationale for such halt, but all such communications shall be kept in strictest confidence by the parties thereto in light of the sensitive nature of the subject matter discussed.~~

~~After the close of the market or at some other appropriate time on the day the Regulatory Halt is initiated, on each day the Regulatory Halt is continued and on the day the Regulatory Halt is terminated, the Processor shall include on the consolidated tape the last sale prices (or a summary thereof) which were reported to it during such day with respect to the Eligible Security which is or was the subject of the Regulatory Halt and which have not been disseminated by the Processor. Such prices shall be preceded by an indication that a Regulatory Halt is, or was, in effect on the listing market and the reason for such halt.~~

~~Nothing herein shall be deemed to prevent any Participant which is not the listing market for any particular Eligible Security from halting or suspending trading in such Security for any reason deemed adequate by it and any such Participant which so halts or suspends trading shall promptly notify each other Participant which conducts trading in such Security, by wire or voice communication, of such halt or suspension and of the reasons therefor.~~

~~In addition, each Participant which is not the listing market in any particular Eligible Security shall use its best efforts to notify promptly the listing market for such Security whenever it has knowledge of any matter relating to such Security or~~

~~the issuer thereof which has not been adequately disclosed to the public or whenever it has knowledge of a regulatory problem relating to such Security which it believes should be brought to the attention of the listing market to assist in determining whether or not trading in such Security in the listing market should be halted or suspended.~~

~~Whenever any Participant halts or suspends trading in an Eligible Security traded through the facilities of such Participant because of current market conditions relating to the trading of such Security through the facilities of such Participant, it may notify the Processor and request the Processor to disseminate a message to that effect on the consolidated tape. In such case, the Participant requesting the dissemination of such message shall, if reasonably practicable, notify each of the other Participants which conduct trading in such Security, by wire or voice communication, of such trading halt or suspension and the reasons therefor. During such trading halt or suspension, the Processor shall continue to include any reports of last sale prices in such Security received from other Participants on the consolidated tape.~~

~~For the purposes of this Section XI, the “listing market” for any Eligible Security shall be that exchange Participant on which the Eligible Security is listed. If an Eligible Security is dually listed, “listing market” shall be that exchange Participant on which the Eligible Security was originally listed.]~~