after publication of this notice by July 20, 2026.

Dated: June 15, 2026.

J. Matthew DeLesDernier,

Deputy Secretary.

[FR Doc. 2026–12195 Filed 6–16–26; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235–0783]

Agency Information Collection Activities; Proposed Collection; Comment Request; Extension: Rule 31a–4

Upon Written Request, Copies Available From: Securities and Exchange Commission, Office of FOIA Services, 100 F Street NE, Washington, DC 20549–2736.

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501–3520), the Securities and Exchange Commission (''Commission'') is soliciting comments on the collections of information summarized below. The Commission plans to submit these existing collections of information to the Office of Management and Budget for extension.

Rule 2a–5 (17 CFR 270.2a–5) under the Investment Company Act (the ''Act'') provides the requirements for determining in good faith the fair value of the investments of a registered investment company or companies that have elected to be treated as business development companies under the Investment Company Act (''BDCs'' and, collectively, ''funds'') for purposes of section 2(a)(41) of the Investment Company Act and rule 2a–4 thereunder. Under rule 2a–5, fair value as determined in good faith requires assessing and managing material risks associated with fair value determinations; selecting, applying, and testing fair value methodologies; and overseeing and evaluating any pricing services used. Rule 2a–5 also permits a fund's board to designate a ''valuation designee'' to perform fair value determinations. The valuation designee can be the adviser of the fund or an officer of an internally managed fund.[1] When a board designates the performance of determinations of fair value to a valuation designee for some or all of the fund's investments under rule 2a–5, this rule requires the board to oversee the valuation designee's performance of fair value determinations. To facilitate such oversight, rule 2a–5 also includes certain reporting and other requirements.[2]

Rule 31a–4 (17 CFR 270.34a–1) contains the recordkeeping requirements associated with rule 2a–5. Specifically, registered investment companies and BDCs, or their advisers, are required to maintain appropriate documentation to support fair value determinations made pursuant to rule 2a–5.[3] Further, if the board of the fund designates performance of fair value determinations to a valuation designee under rule 2a–5, the fund or adviser needs to maintain certain additional records relating to that designation.[4]

Compliance with rule 31a–4 is mandatory for any fund that needs to determine fair value under the Act. To the extent that records that are required to be created and maintained under this rule are provided to the Commission in connection with examinations or investigations, such information will be kept confidential subject to the provisions of applicable law.

There are approximately 10,047 funds that are required to comply with rule 31a–4. It is estimated that rule 31a–4 imposes an annual time burden of approximately 36 hours with an annual time cost of $15,984 per fund, resulting in total annual time burden (across all 10,047 funds) of 361,692 hours at a cost of $160,591,348. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB Control Number.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB Control Number.

Written comments are invited on: (a) whether this proposed collection of information is necessary for the proper performance of the functions of the SEC, including whether the information will have practical utility; (b) the accuracy of the SEC's estimate of the burden imposed by the proposed collection of information, including the validity of the methodology and the assumptions used; (c) ways to enhance the quality, utility, and clarity of the information to be collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated, electronic collection techniques or other forms of information technology.

Please direct your written comments on this 60-Day Collection Notice to Austin Gerig, Director/Chief Data Officer, Securities and Exchange Commission, c/o Tanya Ruttenberg via email to *PaperworkReductionAct@sec.gov* by August 17, 2026. There will be a second opportunity to comment on this SEC request following the **Federal Register** publishing a 30-Day Submission Notice.

Dated: June 15, 2026.

Stephanie J. Fouse,

Assistant Secretary.

[FR Doc. 2026–12176 Filed 6–16–26; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–105680; File No. 4–757]

Joint Industry Plan; Notice of Filing of the Third Amendment to the Limited Liability Company Agreement of CT Plan LLC To Adopt Revenue Allocation Formula Revisions

June 12, 2026.

Pursuant to section 11A of the Securities Exchange Act of 1934 (''Exchange Act'')[1] and Rule 608 thereunder,[2] notice is hereby given that on June 2, 2026, the Operating Committee[3] of the Limited Liability Company Agreement of the CT Plan LLC (''CT Plan'') filed with the Securities and Exchange Commission (''SEC'' or ''Commission''), a proposal to amend the CT Plan.[4] The amendment represents the Third Amendment to the CT Plan (''Proposed Amendment''). Under the Proposed Amendment, the Operating Committee proposes revisions to the allocation of net revenues under the CT Plan among Members.[5]

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[1] Rule 2a–5(e)(4); *see generally* Good Faith Determinations of Fair Value, Investment Company Act Release No. 34128 (Dec. 7, 2020) (''Adopting Release'').

[2] Rule 2a–5(b).

[3] Rule 31a–4(a).

[4] Rule 31a–4(b).

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[1] 15 U.S.C. 78k–1(a)(3).

[2] 17 CFR 242.608.

[3] *See* Article IV, Sec. 4.1 of the CT Plan.

[4] *See* Letter from Jeff Kimsey, CT Plan Operating Committee Chair, to Vanessa Countryman, Secretary, Commission, dated June 1, 2026 (''CT Plan Letter''). Pursuant to Section 4.3(b) of the CT Plan, certain actions of the Operating Committee require an affirmative vote of not less than two-thirds of all votes eligible to vote on a matter. Long Term Stock Exchange, Inc. (''LTSE'') did not join in the submission of this amendment. *See* CT Plan Letter at n.1.

[5] The Members are: 24X National Exchange LLC, Cboe BYX Exchange, Inc., Cboe BZX Exchange, Inc., Cboe EDGA Exchange, Inc., Cboe EDGX Exchange, Inc., Cboe Exchange, Inc., Financial Industry Regulatory Authority, Inc., Investors Exchange LLC, LTSE, MEMX LLC, MIAX PEARL, LLC, Nasdaq BX, Inc., Nasdaq ISE, LLC, Nasdaq PHLX LLC, The Nasdaq Stock Market LLC, New York Stock Exchange LLC, NYSE American LLC, NYSE Arca, Inc., NYSE National, Inc., and NYSE Texas, Inc.

The Commission is publishing this notice to solicit comments on the Proposed Amendment from interested persons. Set forth in Sections I and II is the statement of the purpose and summary of the Proposed Amendment, along with the information required by Rules 608(a) and 601(a) under the Exchange Act, as prepared and submitted by the Operating Committee. Set forth in Section III is the text of the Proposed Amendment marked to show the proposed changes, prepared, and submitted by the Operating Committee as Addendum 1.

I. Rule 608(a)

1. Purpose of the Amendments

The purpose of the amendment is to revise provisions of the CT Plan that govern the allocation of net revenues received under the CT Plan among the Members. Specifically, the proposed amendment would impose a limit, or ''cap,'' on the ratio of revenue distributed to each individual Member that is attributable to its quoting activity compared to revenue such Member receives for trading activity under the revenue allocation formula.

Background

In recent years, the Members have observed a distinct pattern on some markets of quoting and trading activity, characterized by frequent or continuous quoting at the national best bid and offer—often in size and in high-priced securities—accompanied by relatively little increase in the level of trading activity on those venues. When this pattern has arisen, it has resulted in extreme distortions in how quote-based revenues are allocated among the Members, compared to trade-based revenues.

This phenomenon became particularly evident on the NYSE Chicago exchange (now NYSE Texas), beginning in 2021, and remained largely confined to NYSE Chicago until late 2024. Public data from 2021 to 2024 shows that NYSE Chicago exhibited quote-to-trade ratios on Tapes A and C significantly higher than any historical norm—often exceeding 20:1. Beginning in October 2024, a similar pattern began to be evidenced on the Long-Term Stock Exchange (''LTSE''), closely coinciding with a marked reduction in quoting activity on NYSE Chicago. As a result of this late-year change in quoting activity on LTSE, its quote-to-trade ratio *for all of 2024* was approximately 107:1 on Tape A, 70:1 on Tape B, and 88:1 on Tape C. By comparison, from 2018 through the present, Members typically have maintained quote-to-trade ratios substantially less than 5:1, and allocations in excess of that ratio have historically occurred only under exceptional circumstances, such as the temporary distortions in quoting and trading related to the entry of new exchanges with low absolute trading and quoting volume.

As of the date of this letter, the imbalance of quoting and trading observed on NYSE Chicago and LTSE has been substantially reduced. The same pattern has not reemerged elsewhere, but there is no guarantee that it will not, especially since it happened even though neither venue provided any incentives designed for the purpose of attracting a substantial increase in quotes that are infrequently accessed in practice. Furthermore, there is no guarantee that individual Members will not choose to offer such incentives in the future.

For the reasons detailed below, the Operating Committee believes the activity underlying these occurrences undermines the Securities and Exchange Commission's (the ''Commission'') stated objectives in adopting the current revenue allocation formula in Regulation NMS and warrants a targeted change to the formula to ensure those objectives are met.

High Quote-to-Trade Ratios Distort the Revenue Allocation Formula, Undermining the Goals of Regulation NMS

In adopting Regulation NMS, the Commission revised the revenue allocation formula to the current approach to address distortions caused by the previous model, which overly emphasized the number of trades reported by self-regulatory organizations (''SROs''), regardless of trade size. The updated formula aimed to allocate revenues more equitably by considering both the value of quotations and executed trades, rewarding SROs that ''contribute to public price discovery'' and ''reduc[ing] the economic and regulatory distortions'' observed under the prior formula.[6]

The Operating Committee believes that the behavior and pattern described above conflicts with the objectives of the Commission in adopting the revenue allocation proposal as part of Regulation NMS. As the Commission explained then, the previous formula allocated revenue only for trading activity and had led to certain distortions and abuses, including ''trade shredding'' practices, involving the splitting of larger trades into a number of smaller trades solely for the purpose of earning more data revenue.

In revising the formula, the Commission determined that it should provide some allocation of revenue for quotations that contribute meaningfully to the consolidated data stream.[7] It decided to allocate 50% of overall revenue to quotes based on its conclusion that trades and quotes are of approximately equal importance for price discovery.[8] At the same time, the Commission determined that not all quoting activity is equally useful to the data stream, and it sought to limit how credit is allocated to quotes to avoid the potential for ''abusive quoting behavior''.

As one such constraint, it approved a feature of the revenue allocation formula that was meant to preclude credit for ''flickering quotes'', *i.e.,* quotes that are ''flashed [sic] solely to earn market data revenues, but are not truly accessible and therefore do not add any value to the consolidated quote stream.'' [9] Separately, in approving the limitation of revenue for each security to an amount no greater than $4 for each qualified transaction report, the Commission explained that it was seeking to respond to concerns about the potential for abusive quoting behavior in extremely inactive stocks ''by anyone seeking to game the Quoting Share allocation.'' [10]

The Operating Committee believes that the historical pattern of high quoting activity, associated with little related trading, that occurred on particular markets, shows the need to modify the revenue allocation formula to reduce the potential for distortive quoting activity.

Quotes are useful for price discovery because they represent offers to trade at displayed prices. When quoting activity ceases to bear a meaningful relationship to trading, however, it becomes less useful for price discovery and more likely to be associated with activity that distorts market data in the manner the Commission sought to avoid when it adopted the current formula. Further, as noted above, the potential for recurrence of this activity is heightened by the fact that the exchanges where it has arisen have not sought to attract it.

[6] *See* generally Securities Exchange Act Release No. 51808, 70 FR 37496, 37561–37566 (June 29, 2005).

[7] 70 FR at 37562.

[8] Id. at 37568.

[9] Id. at 37564.

[10] Id. at 37566. It is worth noting that much of the quoting activity responsible for high quote-to-trade ratios has involved quoting in relatively inactively traded securities.

Description of Amendment

To address these concerns, the Operating Committee has developed a proposal to implement a ratio cap on the quote-to-trade revenue ratio. Specifically, the amendment would:

- Impose a maximum quote-to-trade revenue ratio cap of 5:1 for each Member;
- Apply the ratio cap only in circumstances where a Member's quote-related revenue exceeds five times its trade-related revenue over the quarterly period;
- Exclude FINRA from the ratio cap of 5:1, due to the unique nature of FINRA's facilities; and
- Include a de minimis exception for Members with very low total quoting and trading activity, recognizing that such entities may temporarily exceed the 5:1 ratio due to statistical volatility without materially affecting revenue distribution. The de minimis exception avoids applying the ratio cap where a Member's total payment for its Quoting Share does not exceed $50,000 during a calendar year.

The proposed amendment would apply the ratio cap to each periodic distribution of CT Plan revenue to Members. Under the CT Plan, distributions will be made on a quarterly basis with respect to each of the three tapes. Under the amendment, the amount of quote-related revenue received by a Member would be adjusted if, under the general allocation provisions of the CT Plan, such revenue would exceed its allocated trading revenue by a ratio of more than five to one. The amount of quoting revenue exceeding that ratio otherwise payable to the Member would then be redistributed to all other Members, including FINRA (to which the ratio cap does not apply). The allocation of the excess to such other Members would be based on each Member's share of distributable quote revenue in relation to all quote revenue distributable to all such other Members. Similarly, in a rare case where the redistribution of revenue would itself cause a Member to exceed the 5:1 ratio, the excess above that ratio would be further redistributed in the same way to other Members whose Quoting Share does not exceed the ratio cap.

2. Governing or Constituent Documents

Not applicable.

3. Implementation of Amendments

The amendment proposed herein would be implemented upon approval by the Commission and once revenue allocations begin under the CT Plan.

4. Development and Implementation Phases

See Item 3.

5. Analysis of Impact on Competition

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''). In adopting Regulation NMS, the Commission revised the revenue allocation formula to the current approach to address distortions caused by the previous model, which overly emphasized the number of trades reported by SROs, regardless of trade size. The updated formula aimed to allocate revenues more equitably by considering both the value of quotations and executed trades, rewarding SROs that ''contribute to public price discovery'' and ''reduc[ing] the economic and regulatory distortions'' observed under the prior formula.[11]

The Operating Committee believes that the behavior and pattern described above conflicts with the objectives of the Commission in adopting the revenue allocation proposal as part of Regulation NMS. The Operating Committee believes that the historical pattern of high quoting activity, associated with little related trading, that occurred on particular markets, shows the need to modify the revenue allocation formula to reduce the potential for distortive quoting activity. Quotes are useful for price discovery because they represent offers to trade at displayed prices. When quoting activity ceases to bear a meaningful relationship to trading, however, it becomes less useful for price discovery and more likely to be associated with gaming activity that distorts market data in the manner the Commission sought to avoid when it adopted the current formula. Further, as noted above, the potential for recurrence of this activity is heightened by the fact that the exchanges where it has arisen have not sought to attract it. As a result, even if the pattern described above is not currently occurring, the Operating Committee believes it is appropriate to implement the ratio cap to protect against recurrence.

The Operating Committee's selection of the 5:1 threshold reflects an analysis of historical data from 2018–2024, which is publicly available on the CTA and UTP Plan websites. Analysis of this data shows that during this period, virtually all Members' Quoting Shares remained within the ratio cap, other than during certain periods involving the two exchanges identified above and in other temporary circumstances involving new exchange entrants or those with very low levels of quote and trading activity. The amendment is designed to avoid applying the ratio cap in these circumstances by providing that no allocation adjustment will be required in any case in which a Member's total payment for its Quoting Share does not exceed $50,000 during a calendar year. The amount of the de minimis exception was selected based on reviewing revenue data for new exchanges and ensuring that those new exchanges would not be affected by the ratio cap during their launch.

A review of public historical data for the CTA and UTP Plans helps to demonstrate the relative infrequency of distributions that would have exceeded the proposed ratio cap and the concentration of these instances among exchange participants. Consider that from 2018 to 2024, there were 318 distributions of quote and trade revenue to the existing 16 participants, across each of the three data tapes. Of these 318 distributions, the proposed ratio cap would have been breached 25 times. Of these 25 instances, NYSE Chicago and LTSE would have accounted for 18 instances, and three other participants would have accounted for 7. In 3 of the 6 cases in which LTSE would have breached the limit, it received de minimis quote revenue and so those instances would have avoided reallocation under the proposed de minimis exception. Finally, for these 7 years, excluding the cases in which the ratio cap would have been breached, the average quote-to-trade ratio for all other distributions for each of the three tapes would have been as follows:

- Tape A: 1.79
- Tape B: 1.86
- Tape C: 1.82

Thus, the proposed CT Plan amendment is intended to set a reasonable outer boundary, based on historical evidence, that corresponds to a reasonable relationship between quoting and trading activity. The proposed ratio cap is meant to maintain the regulatory purpose of rewarding both quotes and trades, while avoiding potential abuses and distortions related to quoting activity not otherwise addressed by the existing formula. As noted, the proposal also includes a de minimis exception to prevent its unnecessary application in cases involving Members receiving very small amounts of revenue that would not warrant an adjustment. As a result, the Operating Committee believes that the amendment is in the public interest,

[11] *See* generally, Securities Exchange Act Release No. 51808, 70 FR 37496, 37561–37566 (June 29, 2005).

protects investors and maintains fair and orderly markets, and removes impediments to, and perfects the mechanisms of, a national market system.

6. Written Understanding or Agreements Relating to Interpretation of, or Participation in, Plan

No change as a result of amendment.

7. Approval by Sponsors in Accordance With Plan

Section 4.3(b) provides that ''[a]ll actions of the Operating Committee will require an affirmative vote of not less than (2/3rd) two-thirds of all votes allocated in the manner described in Section 4.3(a) to Voting Representatives who are eligible to vote on such action.''

The Members have executed this Amendment and represent not less than (2/3rd) two-thirds of all votes allocated in the manner described in Section 4.3(a) of the CT Plan to Voting Representatives who are eligible to vote on such action.

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

No change as a result of amendment.

9. Terms and Conditions of Access

No change as a result of amendment.

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

See Item 1 above.

11. Method and Frequency of Processor Evaluation

No change as a result of amendment.

12. Dispute Resolution

No change as a result of amendment.

II. Rule 601(a)

1. Equity Securities for Which Transaction Reports Shall be Required by the Plan

No change as a result of amendment.

2. Reporting Requirements

No change as a result of amendment.

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

No change as a result of amendment.

4. Manner of Consolidation

No change as a result of amendment.

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

No change as a result of amendment.

6. Rules and Procedures Addressed to Fraudulent or Manipulative Dissemination

No change as a result of amendment.

7. Terms of Access to Transaction Reports

No change as a result of amendment.

8. Identification of Marketplace of Execution

No change as a result of amendment.

III. Addendum 1 to the Amendment

Addendum 1—To the Third Amendment to the CT Plan

Proposed Changes to the CT Plan

(Additions are *italicized;* Deletions are [struck through and bracketed])

* * * * *

Exhibit D

Distributions

Cost Allocation and Revenue Sharing

(a) Payments.

(i) In accordance with Paragraph (l) of this Exhibit D, each Member will receive an annual payment (if any) for each calendar year that is equal to the sum of the Member's Trading Shares and Quoting Shares (each as defined below), in each Eligible Security for such calendar year. In the event that total Net Distributable Operating Income (as defined below) is negative for a given calendar year, each Member will receive an annual bill for such calendar year to be determined according to the same formula (described in this paragraph) for determining annual payments to the Members. Unless otherwise stated in this agreement, a year shall run from January 1st to December 31st and quarters shall end on March 31st, June 30th, September 30th, and December 31st. The Company shall cause the Administrator to provide the Members with written estimates of each Member's percentage of total volume within five business days of the end of each calendar month.

(ii) *In any period in which a Member is entitled to receive payment in accordance with Paragraph (l) of this Exhibit D in respect to its Quoting Share for all Eligible Securities, its payment shall be subject to adjustment in the event that such payment would exceed the amount of payment to the Member for its Trading Share in all Eligible Securities for the same period by a ratio of more than five to one. In that event, the payment to the Member for its Quoting Share shall be capped at the amount represented by such ratio, and the amount otherwise payable in excess of such ratio shall be distributed to all other Members, based on the proportion that each other Member's payment receivable for its Quoting Share during the period bears to all payments receivable for Quoting Shares by all such other Members. Notwithstanding the foregoing, if such redistribution would result in another Member receiving a payment for its Quoting Share exceeding the payment for its Trading Share by a ratio of more than five to one, such excess will be further redistributed to other Members whose payments are within the ratio cap based on their respective payments receivable for Quoting Shares compared to all payments receivable for Quoting Shares by all such other Members. Further, (i) no adjustment under this paragraph shall be required if a Member's total payment for its Quoting Shares does not exceed $50,000 during a calendar year and (ii) the adjustment under this paragraph shall not be applied to FINRA.*

(b)–(m) No change.

* * * * *

IV. Solicitation of Comments

The Commission seeks comment on the Proposed Amendment. Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the Proposed Amendment is consistent with the Exchange Act. The revenue allocation formula was adopted in 2005 and, in general, allocates among Members half of net market data revenues based on trading activity and half based on quoting activity.[12] The Commission recently proposed to rescind Rule 611 of Regulation NMS and stated in that release that ''[s]ome have criticized the formula's quoting component, which they argued has contributed to the creation of new exchanges and subsidizes exchanges that quote but rarely trade, thus providing minimal value to market participants.'' [13] In this regard, the Commission requested comment on whether, and to what extent, revisions should be made to the revenue allocation formula. The Commission requests comment on all aspects of the Proposed Amendment, including any other revisions that should be considered with regard to the revenue allocation formula. 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 email to *rule-comments@sec.gov.* Please include file number 4–757 (2026 Revenue Allocation Amendment) on the subject line.

Paper Comments

• Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549–1090.

All submissions should refer to file number 4–757 (2026 Revenue

[12] *See* Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37561 (June 29, 2005).

[13] *See* Securities Exchange Act Release No. 105655 (June 11, 2026), n. 74.

Allocation Amendment). This file number should be included on the subject line if email 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 filing will be available for inspection and copying at the principal offices of the Participants. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number 4–757 (2026 Revenue Allocation Amendment) and should be submitted on or before July 8, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[14]

Stephanie J. Fouse.

Assistant Secretary.

[FR Doc. 2026–12159 Filed 6–16–26; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–105677; File No. SR–PEARL–2026–25]

Self-Regulatory Organizations; MIAX PEARL, LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Certain Fees and Rebates Applicable to Transactions in Non-Penny Classes

June 12, 2026.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on June 1, 2026, MIAX PEARL, LLC (''MIAX Pearl'' or ''Exchange'') filed with the Securities and Exchange Commission (''Commission'') the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. 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 MIAX Pearl Options Exchange Fee Schedule (the ''Fee Schedule'') to amend certain fees and rebates applicable to transactions in non-Penny Classes (defined below) for all origins.

The text of the proposed rule change is available on the Exchange's website at *https://www.miaxglobal.com/markets/us-options/pearl-options/rule-filings* and at MIAX Pearl's principal office.

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 Exchange 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 these 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 aspects of such statements.

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

1. Purpose

The Exchange proposes to amend Section 1)a) of the Fee Schedule to: (1) amend the Priority Customer[3] origin table to increase Maker (described below) rebates[4] in all tiers in non-Penny Classes; (2) amend the MIAX Pearl Market Maker[5] origin table to increase Maker rebates in certain tiers in non-Penny Classes and increase Taker fees in all tiers in non-Penny Classes; and (3) amend the Non-Priority Customer, Firm, BD, and Non-MIAX Pearl Market Maker origin (collectively referred to herein as the ''Professional origin'')[6] table to increase certain Maker rebates in certain tiers in non-Penny Classes and increase Taker fees in all tiers in non-Penny Classes.

Background

The Exchange currently assesses transaction rebates and fees to all market participants which are based upon the total monthly volume executed by the Member[7] on MIAX Pearl in the relevant, respective origin type (not including Excluded Contracts)[8] (as the numerator) expressed as a percentage of (divided by) TCV[9] (as the denominator). In addition, the per contract transaction rebates and fees are applied retroactively to all eligible volume for that origin type once the respective threshold tier has been reached by the Member. The Exchange aggregates the volume of Members and their Affiliates.[10] Members that place resting

[14] 17 CFR 200.30–3(a)(85).

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

[2] 17 CFR 240.19b–4.

[3] The term ''Priority Customer'' means a person or entity that (i) is not a broker or dealer in securities, and (ii) does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial accounts(s). The number of orders shall be counted in accordance with Interpretation and Policy .01 of Exchange Rule 100. *See* the Definitions section of the Fee Schedule and Exchange Rule 100, including Interpretation and Policy .01.

[4] Rebates are denoted in parentheses in the Fee Schedule.

[5] The term ''Market Maker'' means a Member registered with the Exchange for the purpose of making markets in options contracts traded on the Exchange and that is vested with the rights and responsibilities specified in Chapter VI of Exchange Rules. *See* the Definitions section of the Fee Schedule and Exchange Rule 100.

[6] The Exchange notes that certain terms are not specifically defined in the Rulebook, including away Non-Priority Customer, Firm, BD, and Non-MIAX Pearl Market Make.

[7] The term ''Member'' means an individual or organization that is registered with the Exchange pursuant to Chapter II of Exchange Rules for purposes of trading on the Exchange as an ''Electronic Exchange Member'' or ''Market Maker.'' Members are deemed ''members'' under the Exchange Act. *See* the Definitions section of the Fee Schedule and Exchange Rule 100.

[8] The term ''Excluded Contracts'' means any contracts routed to an away market for execution. *See* the Definitions section of the Fee Schedule.

[9] The term ''TCV'' means total consolidated volume calculated as the total national volume in those classes listed on MIAX Pearl for the month for which the fees apply, excluding consolidated volume executed during the period time in which the Exchange experiences an ''Exchange System Disruption'' (solely in the option classes of the affected Matching Engine (as defined below)). *See* the Definitions section of the Fee Schedule. The term ''Exchange System Disruption'' means an outage of a Matching Engine or collective Matching Engines for a period of two consecutive hours or more, during trading hours. *Id.* A ''Matching Engine'' is a part of the MIAX Pearl electronic system that processes options orders and trades on a symbol-by-symbol basis. Some Matching Engines will process option classes with multiple root symbols, and other Matching Engines may be dedicated to one single option root symbol (for example, options on SPY may be processed by one single Matching Engine that is dedicated only to SPY). A particular root symbol may only be assigned to a single designated Matching Engine. A particular root symbol may not be assigned to multiple Matching Engines. *Id.* The Exchange believes that it is reasonable and appropriate to select two consecutive hours as the amount of time necessary to constitute an Exchange System Disruption, as two hours equates to approximately 1.4% of available trading time per month. The Exchange notes that the term ''Exchange System Disruption'' and its meaning have no applicability outside of the Fee Schedule, as it is used solely for purposes of calculating volume for the threshold tiers in the Fee Schedule.

[10] The term ''Affiliate'' means (i) an affiliate of a Member of at least 75% common ownership between the firms as reflected on each firm's Form BD, Schedule A, or (ii) the Appointed Market Maker of an Appointed EEM (or, conversely, the Appointed EEM of an Appointed Market Maker). An ''Appointed Market Maker'' is a MIAX Pearl Market Maker (who does not otherwise have a corporate affiliation based upon common ownership with an EEM) that has been appointed

Continued