At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's internet comment form (*https://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include file number SR–NasdaqTX–2026–059 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 SR–NasdaqTX–2026–059. 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 (*https://www.sec.gov/rules/sro.shtml*). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. 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 SR–NasdaqTX–2026–059 and should be submitted on or before December 18, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[40]

Vanessa A. Countryman,

Secretary.

[FR Doc. 2026–24064 Filed 11–25–26; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106956; File No. SR–IEX–2026–48]

Self-Regulatory Organizations; Investors Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Supplementary Material .04 to IEX Rule 23.150(h) to Incrementally Optimize the Proprietary Mathematical Calculation Used To Make Quote Instability Determinations for Certain Market Maker Quotes

November 23, 2026.

Pursuant to Section 19(b)(1) [1] of the Securities Exchange Act of 1934 (''Act'') [2] and Rule 19b–4 thereunder,[3] notice is hereby given that, on November 17, 2026, the Investors Exchange LLC (''IEX'' or the ''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 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

Pursuant to the provisions of Section 19(b)(1) under the Act,[4] and Rule 19b–4 thereunder,[5] IEX is filing with the Commission a proposed rule change to amend Supplementary Material .04 to IEX Rule 23.150(h) to incrementally optimize the proprietary mathematical calculation used to make quote instability determinations for certain Market Maker quotes. The Exchange has designated this proposal as non-controversial and provided the Commission with the notice required by Rule 19b–4(f)(6)(iii) under the Act.[6]

The text of the proposed rule change is available at the Exchange's website at *https://www.iex.io/resources/regulation/rule-filings* and at the principal office of the Exchange.

II. Self-Regulatory Organization's Statement of the Purpose of, and the 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 these statements may be examined at the places specified in Item IV below. The self-regulatory organization 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 the Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of the proposed rule change is to amend Supplementary Material .04 to IEX Rule 23.150(h) to incrementally optimize the proprietary mathematical calculation used to make quote instability determinations for certain Market Maker quotes. The change is designed to more narrowly tailor the impact of the quote instability threshold calculation, which determines whether the Exchange's Options Risk Parameter (''ORP'') is triggered. Specifically, while keeping all other calculations the same, the Exchange proposes that the quote instability threshold be calculated based on the quoted spread of the options series rather than one side of that quoted spread.

Description of the Options Risk Parameter

Pursuant to IEX Rule 23.150(h), IEX Options offers Market Makers the ORP, which a Market Maker can elect to apply to a quotation that rests on the Order Book at the price designated by the Market Maker that entered the quotation.[7] When the ORP is triggered based on pre-defined criteria in IEX rules, the relevant quotation(s) is adjusted or canceled in the manner specified in IEX rules.[8]

prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

[40] 17 CFR 200.30–3(a)(12).

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

[2] 15 U.S.C. 78a.

[3] 17 CFR 240.19b–4.

[4] 15 U.S.C. 78s(b)(1).

[5] 17 CFR 240.19b–4.

[6] 17 CFR 240.19b–4(f)(6)(iii).

[7] The purpose and operation of the ORP is described in the Exchange's filing to adopt rules governing the trading of Options. *See* Securities Exchange Act Release No. 103290 (June 18, 2025), 90 FR 26865, 26878 (June 24, 2025) (SR–IEX–2025–02) (Notice of Filing of Amendment No. 3 to a Proposed Rule Change To Adopt Rules To Govern the Trading of Options on the Exchange for a New Facility Called IEX Options) (the ''Options Rule Filing'').

[8] *See* IEX Rule 23.150(h).

As described in the Options Rule Filing, the ORP leverages IEX's proprietary mathematical formula, which is a fixed formula specified transparently in IEX's rules, to assess whether there is a material dislocation between the current best Protected Bid [9] (''PBB'') or Protected Offer [10] (''PBO'') (and collectively the ''PBBO'') of the options Away Markets [11] and the price of the underlying security that is indicative that the option quotes' prices are likely stale and in the process of imminently transitioning to an adverse price (*i.e.,* the best Protected Offer of the Away Markets to a higher price or the best Protected Bid of the Away Markets to a lower price).[12]

As described in the Options Rule Filing, the ORP is designed to protect Market Makers from excessive risk due to execution of quotes at stale prices (*i.e.,* before the Market Maker can update them in response to changed market data) that can be exploited by latency arbitrage strategies. The ORP utilizes real time relative quoting activity of protected quotations from the Signal Exchanges (as defined in IEX Rule 11.190(g)) in securities underlying each listed options series and a proprietary mathematical calculation (the ''quote instability calculation''), as described in more detail in the Options Rule Filing and below, to assess the impact of a price change in the underlying on the price of a particular options series.[13] When the quote instability calculation identifies that a dislocation between options prices and the underlying security price is sufficiently material in a particular listed options series, it generates a quote instability determination.[14] If a Market Maker has elected that its quotations be subject to the ORP and its bid (offer) quote is above (below) the price level of the quote instability determination, the System will either cancel the quote or reprice it to the price level of the quote instability determination, as instructed by the Market Maker.[15]

Proposal

In the months leading to launch, after soliciting input from market participants of the predicted efficacy of ORP, the Exchange identified an area for optimization to more narrowly tailor when ORP makes a quote instability determination. Specifically, without modifying any other aspect of the ORP calculation, the Exchange proposes to contextualize the quote instability determination in relation to the difference between the PBO and PBB. The Exchange believes the proposed change will optimize the ORP to impact circumstances that are more impactful, particularly in options series with narrow spreads, which present relatively greater risk for adverse selection.[16] IEX believes that this proposed approach is a commonsense enhancement to the ORP because it would restrain ORP protection to tighter markets without unnecessarily acting on other Market Maker quotes in wider markets, which have less risk of adverse selection.

To effectuate this enhancement to the ORP, IEX proposes making the following changes to the ORP rules:

- In subparagraph (2)(c) of Supplementary Material .04 to Rule 23.150(h), which describes when the ORP will generate a quote instability determination that the price for an option is likely to imminently increase, modify the formula to replace ''quote_instability_factor_up [17]'', which compares the price change of the underlying to the PBO of the options series, with ''(delta_absolute_value [18] times the absolute value of underlying_change [19]) divided by (instrument_PBO_lagged—instrument_PBB_lagged [20])'' so that it now reads:
  - Model will generate a quote instability determination ''up'' at a price level equal to instrument_PBO_lagged * (1+quote_instability_factor_up), rounded to the nearest MPV, if (delta_absolute_value*|underlying_change|)/(instrument_PBO_lagged—instrument_PBB_lagged) > Quote Instability Threshold [21] and delta_absolute_value is within Delta Bound Band [22]
- In subparagraph (2)(d) of Supplementary Material .04 to Rule 23.150(h), which describes when the ORP will generate quote instability determinations that the price for an option is likely to imminently decrease, modify the formula to replace ''quote_instability_factor_down'' [23] with ''(delta_absolute_value times the absolute value of underlying_change) divided by (instrument_PBO_lagged—instrument_PBB_lagged)'' so that it now reads:
  - Model will generate a quote instability determination ''down'' at a price level equal to instrument_PBB_lagged * (1-quote_instability_factor_down), rounded to the nearest MPV, if (delta_absolute_value*|underlying_change|)/(instrument_PBO_lagged − instrument_PBB_lagged) > Quote Instability Threshold [24] and delta_absolute_value is within Delta Bound Band
- In subparagraph (2)(e) of Supplementary Material .04 to Rule 23.150(h), which defines the Quote Instability Threshold, change the reference to ''the then-current price'' to refer to the ''instrument_PBO_lagged − instrument_PBB_lagged'' so that it now reads:
  - Quote Instability Threshold: To be periodically determined by the Exchange within a range of 0%–100%, reflecting the difference between the quote instability

[9] *See* IEX Rule 28.100(a)(19).

[10] *See* IEX Rule 28.100(a)(19).

[11] *See* IEX Rule 22.160(a)(7).

[12] *See* IEX Rule 23.150(h).

[13] *See* Supplementary Material .04 to IEX Rule 23.150(h).

[14] *See* IEX Rule 23.150(h)(1)(A).

[15] *See* IEX Rule 23.150(h)(1)(C).

[16] The Exchange understands that the risks related to potential adverse selection to a Market Maker are generally heightened if the amount of the dislocation is a larger percentage of the options spread.

[17] ''quote_instability_factor_up'' is defined as: ''if contract = Call, delta_call * underlying_change_up/instrument_PBO_lagged, else, delta_put * underlying_change_down/instrument_PBO_lagged'' *See* subparagraph (2)(a) to Supplementary Material .04 to Rule 23.150(h).

[18] ''delta_absolute_value'' is defined as ''if contract = Call, delta_call, else |delta_put|.'' *See* subparagraph (1)(p) to Supplementary Material .04 to Rule 23.150(h).

[19] ''underlying_change'' is defined as the underlying_price—underlying_price_lagged. *See* subparagraph (1)(e) to Supplementary Material .04 to Rule 23.150(h). ''Underlying_price'' is defined as the midpoint of the best Protected Bid and best Protected Offer of the Signal Exchanges for the underlying security, and ''underlying_price_lagged'' is defined as the midpoint of the best Protected Bid and best Protected Offer of the Signal Exchanges for the underlying security U_TIME_WINDOW milliseconds prior OR U_UPDATE_WINDOW updates ago, whichever is more recent. *See* subparagraphs (1)(a) and (1)(b), respectively, to Supplementary Material .04 to Rule 23.150(h). The U_TIME_WINDOW and U_UPDATE_WINDOW are variables that are used to measure the lookback period for assessing changes to the underlying price, which have fixed defined values. *See* subparagraphs (1)(c) and 1(d) to Supplementary Material .04 to Rule 23.150(h).

[20] ''instrument_PBB_lagged'' and ''instrument_PBO_lagged'' are defined as the value of the PBB or PBO, respectively, for the instrument U_TIME_WINDOW milliseconds prior or U_UPDATE_WINDOW updates ago, whichever is more recent. *See* subparagraph (1)(r) to Supplementary Material .04 to Rule 23.150(h). Thus, instrument_PBO_lagged—instrument_PBB_lagged represents the spread of the option prior to the price change of the underlying.

[21] As described, *infra,* the Quote Instability Threshold is defined in subparagraph (2)(e) to Supplementary Material .04 to Rule 23.150(h) and is one of three aspects of the ORP IEX proposes to modify in this rule change proposal.

[22] Delta Bound Band is a range specified in subparagraph (1)(q) to Supplementary Material .04 to Rule 23.150.

[23] ''quote_instability_factor_down'' if contract = Call, −1*delta_call * underlying_change_down/instrument_PBB_lagged, else, −1*delta_put * underlying_change_up/instrument_PBB_lagged *See* subparagraph (2)(b) to Supplementary Material .04 to Rule 23.150(h).

[24] As described, *infra,* the Quote Instability Threshold is defined in subparagraph (2)(e) to Supplementary Material .04 to Rule 23.150(h) and is one of three aspects of the ORP IEX proposes to modify in this rule change proposal.

determination price level and the then-current price of the option as a percent of the instrument_PBO_lagged − instrument_PBB_lagged of the option. The current Quote Instability Threshold is 0.5%. If the Exchange determines to change the Quote Instability Threshold, based on its assessment of relevant factors that would optimize application of the ORP, it will submit a rule filing pursuant to Rule 19b–4(f) under the Exchange Act specifying a new Quote Instability Threshold.

Under the current formula, the ORP assesses the materiality of the predicted move only through the value of the PBB or the PBO (depending on the direction of the underlying move). [25] Under the proposed formula, the ORP would assess the materiality of the predicted move through the width of the PBBO. The following examples demonstrate the manner in which these proposed changes will affect the ORP. For each example, assume a call option has a 0.50 delta.[26] Assume that the ORP detects a price move up of the midpoint of the underlying security by $0.10. Accordingly, any offer in a call option would be predicted to move up by $0.05.

EXAMPLE 1

Option PBBO	Spread	Current value $0.05 ÷ PBO (%)	Proposed value $0.05 ÷ spread (%)
$1.00–$2.00	$1.00	2.50	5.00
$15.00–$15.10	0.10	0.33	50.00

The current method assigns the larger ratio to the lower-priced option, even though its spread is ten times wider. The proposed method reverses that ranking: the predicted move is 5% of the wide spread and 50% of the narrow spread. The narrower market would therefore be more sensitive to an ORP trigger for a given underlying move.

EXAMPLE 2

Option PBBO	Spread	Current value $0.05 ÷ PBO (%)	Proposed value $0.05 ÷ spread (%)
$1.00–$1.10	$0.10	4.55	50.00
$15.00–$15.10	0.10	0.33	50.00

The disparity in protection is greater illustrated when options series have the same spread widths. The current method gives the same predicted price increase less weight at the higher option price. However, the proposed method assigns both cases the same 50% ratio. Thus, with the remaining conditions held equal, both series would have the same sensitivity to an up determination, making protection consistent across option series when the spread and predicted change are the same.

IEX understands that Market Makers generally assess their risks related to a potential latency arbitrage ''pick off'' (*i.e.,* when another market participants executes against its quote before the Market Maker has adjusted its quote) based on the degree to which a pick off would exhaust its quoted spread up to its midpoint. IEX thus believes that the ORP's protections are making evaluations based upon a reference that is suboptimal in determining materiality.

EXAMPLE 3

Option PBBO	Spread	Current value $0.05 ÷ PBB	Current value $0.05 ÷ PBO	Proposed value $0.05 ÷ spread
$8.00–$12.10	$4.10	0.63%	0.41%	1.22%

This more extreme example provides an opportunity to see how ORP currently provides uneven results by basing materiality on price of the PBB or PBO. The above example provides a market that is $4.10 wide. However, ORP impact will be different when it detects a $0.10 price move of the midpoint of the underlying security depending on whether that move is up or down. Even though it is the same PBBO and same delta and even though there is the same amount of expected price change ($0.05), currently ORP will trigger a price instability determination for the bid (in a down move) but not for the offer (in a comparable up move). The proposed change would maintain the same treatment for the bid and the offer based on comparable moves.[27]

IEX is not proposing any changes to the other values, reference prices, or inputs to the ORP. The rest of the mathematical calculations relating to existing ORP rules will continue to operate in the same manner as currently specified.

[25] The Exchange notes that a determination as to whether action is taken by the ORP is in relation to the Quote Instability Threshold, which can be set from 0% to 100% as determined by the Exchange. While the current Quote Instability Threshold is set at 0.5%, the Exchange anticipates making a filing pursuant to Rule 19b–4(f) under the Exchange Act to change the Quote Instability Threshold prior to implementation of this proposed rule change. For purposes of evaluating the examples set forth herein, the Exchange anticipates setting the Quote Instability Threshold to 30%.

[26] ''Delta'' is a measure of the sensitivity of the theoretical price of an option to changes in the price of the underlying security, holding other factors constant.

[27] For the purposes of this example and as set forth in footnote 22, with the anticipated Quote Instability Threshold set at 30%, ORP would not impact either the bid or offer given the wide market.

Implementation

The Exchange will announce the implementation date of the proposed rule change by Trading Alert at least ten days in advance of such implementation date and within 90 days of effectiveness of this proposed rule change.

2. Statutory Basis

IEX believes that the proposed rule change is consistent with Section 6(b) [28] of the Act in general, and furthers the objectives of Section 6(b)(5) of the Act,[29] in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, to protect investors and the public interest. As discussed in the Purpose section, the proposed change is designed to incrementally enhance the effectiveness of the ORP in providing narrowly-tailored protection from adverse selection associated with latency arbitrage during periods of quote instability.

Further, as noted in the Purpose section, IEX believes this is a commonsense enhancement and expects that it will further constrain the times that ORP seeks to impact a resting Market Maker quote. Thus, the Exchange believes that the proposed change is consistent with the Act because it narrowly tailors and targets ORP to tightly quoted markets where protection from adverse selection associated with latency arbitrage is most applicable.

Additionally, the Exchange believes that the proposed rule change may result in more, larger sized, and tighter Market Maker quotes being entered on IEX as a result of the more targeted operation of ORP. To the extent quotes are entered, the increased liquidity would benefit all IEX members and their customers. Moreover, price discovery and price formation will be enhanced on IEX and in the market generally to the benefit of all IEX Members and market participants. Thus, the Exchange believes that application of the rule change is equitable and not unfairly discriminatory.

In addition, the Exchange believes that the conforming edit to the description of the Quote Instability Threshold in subparagraph (2)(e) of Supplementary Material .04 to Rule 23.150(h) to reflect the proposed change to the quote instability determination is consistent with the Act because it will assure that the description is accurate.

Further, the Exchange notes that the ORP is a narrowly-tailored fixed formula specified transparently in IEX rules, that was previously approved by the Commission.[30] The Exchange is not proposing to add any new functionality, but merely to enhance the SEC approved quote instability calculation in a manner designed to reduce the frequency of its impact on Market Maker quotations in circumstances where the Exchange believes that protection from latency arbitrage is less relevant, as described in the Purpose Section. And as proposed, the ORP will continue to be a narrowly-tailored fixed formula specified transparently in IEX's rules. Thus, IEX does not believe that the proposal raises any new or novel issues that have not already been considered by the Commission.

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

IEX does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. To the contrary, as discussed in the Statutory Basis section, the proposal is designed to enhance competition by incentivizing additional liquidity on IEX Options.

With regard to intra-market competition, the proposed changes to the reference data used by the ORP would apply equally to all Market Makers on a fair, impartial and nondiscriminatory basis without imposing any new burdens because ORP enablement is an optional risk mitigation mechanism available for Market Makers to use at their discretion. With respect to market participants seeking to execute against an IEX Market Maker quotation, the proposed change will apply on a fair, impartial and nondiscriminatory basis without imposing any new burdens because the proposed change is designed to more narrowly tailor the circumstances where ORP acts on a Market Maker quotation. The Exchange further believes that the proposed rule change is consistent with the Commission's approval of the ORP which found that ''the [ORP] is reasonably designed to target firms engaged in latency arbitrage . . . will not be overbroad in its application and . . . generally should not affect market participants not engaged in latency arbitrage or adversely affect the functioning of the options market but rather will remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest.'' [31] As discussed in the Purpose and Statutory Basis sections, the proposed rule change is designed to merely provide a narrowly-tailored enhancement to the ORP; therefore, no new burdens are being proposed.

With regard to inter-market competition, other exchanges are free to adopt similar quote instability calculations subject to the SEC rule filing process.

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

Written comments were neither solicited nor received.

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

The Exchange has designated this rule filing as non-controversial under Section 19(b)(3)(A) [32] of the Act and Rule 19b–4(f)(6) [33] thereunder. Because the proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b–4(f)(6) thereunder.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B) [34] of the Act to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and

[28] 15 U.S.C. 78f(b).

[29] 15 U.S.C. 78f(b)(5).

[30] *See* Securities Exchange Act Release No. 103998 (September 18, 2025), 90 FR 45861 (September 23, 2025) (SR–IEX–2025–02) (SEC Approval Order).

[31] *See supra* note 24 at 45872.

[32] 15 U.S.C. 78s(b)(3)(A).

[33] 17 CFR 240.19b–4(f)(6).

[34] 15 U.S.C. 78s(b)(2)(B).

arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's internet comment form (*https://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include file number SR–IEX–2026–48 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 SR–IEX–2026–48. 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 (*https://www.sec.gov/rules/sro.shtml*). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. 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 SR–IEX–2026–48 and should be submitted on or before December 18, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[35]

Vanessa A. Countryman,

Secretary.

[FR Doc. 2026–24056 Filed 11–25–26; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106976; File No. SR–NASDAQ–2026–100]

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Rule 4120 Regarding Regulatory Halts Associated With Corporate Actions

November 23, 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 November 16, 2026, The Nasdaq Stock Market LLC (''Nasdaq'' or ''Exchange'') filed with the Securities and Exchange Commission (the ''Commission'') the proposed rule change as described in Items I and II below, which Items have been substantially 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 Equity 4, Rule 4120 (Limit Up-Limit Down Plan and Trading Halts) to integrate into Rule 4120(b)(1)(C)(vi) the corporate action regulatory halt provisions previously filed by the Exchange in SR–NASDAQ–2026–057, and to make related conforming and clarifying changes. This proposal supersedes and replaces the rule text in SR–NASDAQ–2026–057 in its entirety, and this proposal, rather than SR–NASDAQ–2026–057, will become operative on December 6, 2026, as described below.

The text of the proposed rule change is available on the Exchange's website at *https://listingcenter.nasdaq.com/rulebook/nasdaq/rulefilings,* and at the principal office of the Exchange.

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 Equity 4, Rule 4120 (Limit Up-Limit Down Plan and Trading Halts) to incorporate into current Rule 4120(b)(1)(C)(vi) the mandatory Regulatory Halt provisions for corporate actions and other issuer-related events previously filed in SR–NASDAQ–2026–057[3] (''Corporate Actions Proposal'') so that current Rule 4120 will reflect those provisions when they become operative in connection with trading 23 hours a day, 5 days a week (''23/5 Trading'') on December 6, 2026.[4] This proposal supersedes and replaces the rule text in SR–NASDAQ–2026–057 in its entirety. Although this proposed rule change is effective upon filing pursuant to Section 19(b)(3)(A)(iii) of the Act and Rule 19b–4(f)(6) thereunder, the Exchange has designated it to become operative on December 6, 2026, in place of SR–NASDAQ–2026–057, which would otherwise have become operative on that date at the commencement of 23/5 Trading.

The Exchange is also proposing certain conforming and clarifying changes, as described below.

Background

In the Corporate Actions Proposal, the Exchange amended then-current Rule 4120(a)(15) to extend its existing mandatory regulatory halt framework for reverse stock splits to additional categories of issuer-related corporate actions, in conjunction with its plans for 23/5 Trading.[5] As amended by the Corporate Actions Proposal, that provision requires the Exchange to declare a Regulatory Halt[6] in a security for which Nasdaq is the Primary Listing Market[7] that is the subject of an enumerated issuer corporate action or other issuer-related event after the end of Post-Market Hours and before 9 p.m. ET on the day immediately preceding the market effective date of the corporate action or issuer-related event, and provides that trading in the security will resume through the Nasdaq Halt Cross[8] at 8:00 a.m. ET on the market effective date.[9] The Corporate Actions Proposal enumerates nine categories of

[35] 17 CFR 200.30–3(a)(12).

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

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 105860 (July 8, 2026), 91 FR 42990 (July 13, 2026) (SR–NASDAQ–2026–057) (''Corporate Actions Proposal'').

[4] *See* Securities Exchange Act Release No. 105199 (April 10, 2026), 91 FR 20222 (April 15, 2026) (SR–NASDAQ–2025–109) (''23/5 Approval Order'').

[5] *See* Corporate Actions Proposal, *supra* note 3, 91 FR at 42990–42992.

[6] The term ''Regulatory Halt'' has the same meaning as in the Nasdaq UTP Plan. *See* Equity 4, Rule 4120(a)(11).

[7] The term ''Primary Listing Market'' has the same meaning as in the Nasdaq UTP Plan. *See* Equity 4, Rule 4120(a)(9).

[8] The ''Nasdaq Halt Cross'' is the process for determining the price at which Eligible Interest shall be executed at the open of trading for a halted security and for executing that Eligible Interest. *See* Rule 4753(a)(4).

[9] *See* Corporate Actions Proposal, *supra* note 3, 91 FR at 42992 & n.14.