

Firm Name:

Application Contact:

Title:

Telephone:

Email:

A firm applying for a change in membership on MIAX PEARL, LLC ("MIAX Pearl") individually or collectively referred to herein as the "Exchange" as applicable must complete this Amendment to Member Application form, including all supplemental materials requested herein.

Persons associated with the Applicant are subject to investigation by the Exchange and may be required to appear in person before the Exchange. The Exchange may also require any person associated with a Member who may possess information relevant to the Applicant's suitability to be a Member to provide information or testimony.

The Exchange will determine whether to approve an amended application. Written notice of the action of the Exchange, specifying in the case of disapproval of an application the grounds therefore, shall be provided to the Applicant.

** Every Equity Member shall at all times maintain membership in another registered exchange that is not registered solely under Section 6(g) of the Exchange Act or with the Financial Industry Regulatory Authority ("FINRA"). Equity Members that transact business with public customers shall at all times be members of FINRA. If such other registered exchange has not been designated by the Commission, pursuant to Rule 17d-1 under the Exchange Act, to examine Members for compliance with financial responsibility rules, then such Applicant must have and maintain a membership in FINRA.*

I. Firm Information

a.)

Address:

City/State/Zip Code:

Telephone:

Fax:

b.) Is Applicant affiliated with a MIAX Member Firm?

Yes

No

If yes, list Member Firm(s):

c.) Is Applicant affiliated with a MIAX Pearl Member Firm?

Yes

No

If yes, list Member Firm(s):

Encrypted electronic filings are advisable for secure personal or financial information.

- | | | |
|---|-----|----|
| d.) Is Applicant affiliated with a MIAX Emerald Member Firm? | Yes | No |
| If yes, list Member Firm(s): | | |
| | | |
| e.) Is Applicant affiliated with a MIAX Sapphire Member Firm? | Yes | No |
| If yes, list Member Firm(s): | | |
| | | |
| f.) Is Applicant requesting a reinstatement of its MIAX Pearl membership? | Yes | No |

II. Change of Membership Type *(indicate all that apply)*

MIAX Pearl Equities

Equities Market Maker

Equities Order Entry Firm

Clearing Firm

Sponsored User

Self-Clearing #(s):

Clearing Arrangement with #(s):

Trading Categories:

Proprietary Trading

Transact Business with the Public

Other:

Equities Market Maker Membership *(attach response statement(s) as needed)*

- a) List of other SROs at which firm is a Market Maker including:
 - Securities for each SRO and trading designation including dealer and/or specialist.
- b) List of Market Makers and CRD qualifying registrations
- c) List of Authorized Traders and CRD qualifying registrations
- d) MPID(s):
- e) Please provide: Error Account Information:
- f) Written supervisory procedures related to equity market making.

OTHER

Please describe (i.e. name or other non-substantive change)

The undersigned Member Firm affirms that such change as described above shall be made valid as if it was included in the original Application and binds all previously executed agreements with the Exchange to be in force and effect. No other terms or conditions of the original Application shall be negated or changed as a result of this stated change.

AFFIRMATION

There have been no other substantive or material changes to the Application previously filed with the Exchange unless as noted below.

Print Name:

Title:

Signature:

Date:

Primary Firm Contact(s)	No material change	As Noted
Regulatory	No material change	As Noted
Organizational Structure	No material change	As Noted
Business and Operating Information	No material change	As Noted
Financial Disclosure	No material change	As Noted

To the extent there have been substantive or material changes to the filings previously made by the Member Firm to the Exchange, please file supplemental documentation as needed.

III. Primary Firm Contact(s) *(attach additional name(s) as needed)*

Registrations Contact:

Name:		
Title:		Authorized Signer
Email:		
Telephone:		ORD #:

Billing Contact:

Name:		
Title:		Authorized Signer
Email:		
Telephone:		ORD #:

Please provide the following contact information if not previously provided on Pre-Application Survey Form:

Technical Contact:

Name:		
Title:		Authorized Signer
Email:		
Telephone:		ORD #:

Trading Contact:

Name:		
Title:		Authorized Signer
Email:		
Telephone:		ORD #:

Qualification and Registration of Members and Associated Persons

Each Member or Member organization **must register with the Exchange at least two individuals** acting in one or more of the capacities described in MIAX and MIAX Emerald Rule 1900 and MIAX Pearl Rule 3100. The Exchange may waive this requirement if a Member or Member organization demonstrates conclusively that only one individual acting in one or more of the heightened capacities described in MIAX and MIAX Emerald Rule 1900 and MIAX Pearl Rule 3100 should be required to register. A Member or Member organization that conducts proprietary trading only and has 25 or fewer registered persons may be required to have one officer or partner who is registered in this capacity.

Responsible Person:

Name:

Title:

Email:

Telephone:

Authorized Signer

ORD #:

#1) Registered Supervisor of Authorized Person(s) - Series 4, 24, S-14 or S9/10:

Name:

Title:

Email:

Telephone:

Authorized Signer

ORD #:

#2) Registered Supervisor of Authorized Person(s) - Series 4, 24, S-14 or S9/10:

Name:

Title:

Email:

Telephone:

Authorized Signer

ORD #:

Chief Compliance Officer:

Name:

Title:

Email:

Telephone:

Authorized Signer

ORD #:

Financial & Operations Principal (FINOP Series 27):

Name:

Title:

Email:

Telephone:

Authorized Signer

ORD #:

Pursuant to Exchange Rule 315(d) each Member is required to designate, and identify to the Exchange, a person or persons responsible for implementing and monitoring the day-to-day operations and internal controls of the Member's anti-money laundering program. A Member must provide prompt notice to the Exchange regarding any change in this designation. If applicant is a Member of FINRA, it is required to comply with FINRA Rule 3310. Notification of changes to this designation need not be filed with the Exchange if the Member complies with such FINRA rule.

AML Officer:

Name:

Title:

Authorized Signer

Email:

Telephone:

CRD #:

IV. Regulatory

- a) Form BD: current copy. SEC # 8-: Firm CRD: #
- b) A list of SROs of which Applicant is a member.
- c) Applicant's designated examining authority ("DEA").
- d) A statement indicating whether Applicant is currently, or has been in the last 10 years, the subject of any investigation or disciplinary proceeding conducted by any SRO, or by any federal or state securities or futures regulatory agency or commission, regarding Applicant's activities that are not disclosed on Applicant's Form BD.
 - If so, the statement must include all relevant details, including any sanctions imposed.
- e) A statement indicating whether any person listed on Schedule A of Applicant's Form BD is currently, or has been in the last 10 years, the subject of any investigation or disciplinary proceeding conducted by any SRO, or by any federal or state securities or futures regulatory agency or commission, regarding Applicant's activities that is not disclosed on a Form U-4 for such individuals.
 - If so, the statement must include all relevant details, including any sanctions imposed.
- f) Appropriate registration on Web CRD of individuals on Schedule A of Applicant's Form BD. If Applicant does not have access to Web CRD, provide a copy of Form U-4 for those individuals on Schedule A of Applicant's Form BD in those cases where such individuals are subject to Form U-4 reporting.
- g) Appropriate registration on Web CRD of duly qualified Registered Option Traders and Authorized Trader(s).
- h) Identify person(s) primarily responsible for supervising trading and/or market making activities, including CRD numbers.
- i) Associated Person registrant(s) [Exchange Rule 202, MIAX and MIAX Emerald Rule 1900 and MIAX Pearl Rule 3100]
- j) Sponsored User – Identify person or entity that has entered into an arrangement with the Applicant to provide access for order routing to the Exchange(s). *If applicable, copy of agreement and list of Authorized Traders.*
- k) **Procedures: current copy**
 - 1) **Exchange trading activities:** Date of Applicant's last examination and a copy of DEA disposition letter related to supervisory trading procedures provided.
 - 2) **Clearing:** For Applicants that propose to clear market maker transactions effected on the Exchange, a copy of Applicant's written procedures for assessing and monitoring potential risks to capital over a specified range of market movements of positions.
 - 3) **Information Barrier**
 - 4) **Business Continuity Planning**
- l) Date of Applicant's last examination during which supervisory procedures were reviewed. *Please provide copy of disposition findings.*
- m) For Market Maker Applicants: List identifying all accounts for stock, options, non-U.S. currency, non-U.S. currency options, futures or options on futures on such currency, or any other derivatives based on such currency, physical commodities, physical commodity options, commodity futures contracts, options on commodity futures contracts, any other derivatives based on such commodity and related securities trading in which the Market Maker may, directly or indirectly, engage in trading activities or over which it exercises investment discretion.

V. Organizational Structure

a) Type of Organization:

Corporation	Limited Liability Company
Partnership	Sole Proprietorship

b) State of Organization:

Federal Tax ID:

- c) A copy of Applicant's partnership agreement, LLC operating agreement, charter, by-laws or equivalent documents and copies of state filings.
- d) An organizational supervisory chart, including the names of Applicant's chief executive officer, chief financial officer, chief operating officer, and chief compliance officer.
- e) A listing of the office(s) from which Applicant will conduct its Exchange market making activity.

VI. Business and Operating Information

- a) A copy of any contract or agreement with another broker-dealer, a bank, a clearing entity, a service bureau or a similar entity to provide Applicant with services regarding the execution or clearance and settlement of transactions effected on the Exchange (*Ex.: OCC, [order routing] give-up clearing agreement, etc.*)
- b) The OCC member through which Applicant will clear transactions effected on the Exchange (if Applicant is self-clearing, so indicate).

Please provide:

• Error Account Information:

c) A brief description of:

- Applicant's **proposed trading activities** on the Exchange, such as whether it will act as a market-maker, enter customer or proprietary orders or conduct block trading activities, etc.
- The manner in which Applicant **receives and sends orders**, such as through electronic proprietary devices, internal order-processing systems or through third-party order routing services.
- If Applicant will be conducting "Other Business Activities", a statement describing such activities.
- If applicable, identify any new procedures that will be implemented for **new types of business** the firm plans to launch.

d) Brokers' Blanket Bond: *If applicable, copy of.*

e) Sharing of Offices & Wire Connections Arrangements: *If applicable, copy of agreement.*

f) Margin Requirements: Statement as to whether the firm is bound by margin rule of the Chicago Board of Options Exchange or the New York Stock Exchange, if either.

VII. Financial Disclosure *(attach response statement(s) as needed)*

- a) Copy of Applicant's most recent "FOCUS Report" (Form X-17A-5) filed with the SEC pursuant to Rule 17a-5 under the Exchange Act *(the most current Parts I, II, and IIA, as applicable)*.
- b) Applicant's financial Balance Sheet, *current copy*.
- c) A Financial Reporting Declaration Statement from Applicant's CFO regarding the content in (b) above.
- d) Name, address and contact information for Applicant's independent public accountant.
- e) If any other person will guarantee the transactions Applicant will effect on the Exchange, attach a statement indicating the name of the guarantor and the nature of the guarantee.
- f) Financial arrangement(s) disclosing the source and amount of Applicant's capital to support its trading and/or market making activities on the Exchange, and the source of any additional capital that may become necessary.
- g) If Applicant intends to raise additional capital to finance its business on the Exchange, attach a statement indicating the source and amount of such capital.
- h) Debt(s) to Exchanges and/or Exchange Members *(verbal and written)*.
- i) Does the organization owe any monies to the Exchange, another national securities exchange, a national securities association, a national futures association, or a commodities exchange that are overdue *(including but not limited to any overdue fees, charges, dues, assessments, fines or other amounts)*?

Yes

No

If yes, to whom:

Amount: \$

Describe: (Attach statement)

- j) Have satisfactory arrangements been made to repay this debt?

Yes

No

If yes, to whom:

Amount: \$

Describe: (Attach statement)

- k) Does the organization owe any monies to any Exchange Permit Holder, or any member of another national securities exchange, a national securities association, a national futures association, or a commodities exchange?

Yes

No

If yes, to whom:

Amount: \$

Describe: (Attach statement)

- l) Have satisfactory arrangements been made to repay this debt?

Yes

No

If yes, to whom:

Amount: \$

Describe: (Attach statement)