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| Page 1 of * 23 | SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4 | File No.* SR - 2013 - * 20 | Amendment No. (req. for Amendments *) |
| Filing by Miami International Securities Exchange, LLC. Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934 | | | |
| Initial * <input checked="" type="checkbox"/> | Amendment * <input type="checkbox"/> | Withdrawal <input type="checkbox"/> | Section 19(b)(2) * <input type="checkbox"/> |
| | | | Section 19(b)(3)(A) * <input checked="" type="checkbox"/> |
| | | | Section 19(b)(3)(B) * <input type="checkbox"/> |
| Pilot <input type="checkbox"/> | Extension of Time Period for Commission Action * <input type="checkbox"/> | Date Expires * <input type="text"/> | Rule |
| | | | <input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(4) |
| | | | <input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(5) |
| | | | <input type="checkbox"/> 19b-4(f)(3) <input checked="" type="checkbox"/> 19b-4(f)(6) |
| Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 | | Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 | |
| Section 806(e)(1) <input type="checkbox"/> | Section 806(e)(2) <input type="checkbox"/> | Section 3C(b)(2) <input type="checkbox"/> | |
| Exhibit 2 Sent As Paper Document <input type="checkbox"/> | Exhibit 3 Sent As Paper Document <input type="checkbox"/> | | |
| Description Provide a brief description of the action (limit 250 characters, required when Initial is checked *). <div style="border: 1px solid black; padding: 5px; min-height: 40px;"> Proposed Rule Change to Allow All Lead Market Makers to Receive Directed Orders </div> | | | |
| Contact Information Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action. | | | |
| First Name * James C. | Last Name * Morgan | | |
| Title * Associate Counsel and Assistant Vice President | | | |
| E-mail * jmorgan@miami-holdings.com | | | |
| Telephone * (609) 897-1484 | Fax <input type="text"/> | | |
| Signature Pursuant to the requirements of the Securities Exchange Act of 1934, has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized. | | | |
| Date 05/01/2013 | Associate Counsel and Assistant Vice President (Title *) | | |
| By James C. Morgan | <div style="border: 1px solid black; padding: 5px; text-align: center;"> James Morgan, jmorgan@miami </div> (Name *) | | |
| NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed. | | | |

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information *

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

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

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies

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

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

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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

(a) Miami International Securities Exchange, LLC (“MIAX” or “Exchange”), pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² proposes to provide that an Electronic Exchange Member can designate a Lead Market Maker, regardless of appointment, on orders it enters into the System.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1, and the text of the proposed rule change is attached hereto as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Chief Executive Officer of the Exchange pursuant to authority delegated by the MIAX Board of Directors on December 5, 2012. Exchange staff will advise the Board of Directors of any action taken pursuant to delegated authority. No other action by the Exchange is necessary for the filing of the proposed rule change.

Questions and comments on the proposed rule change may be directed to James C. Morgan, Associate Counsel and Assistant Vice President, at (609) 897-1484.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

a. Purpose

The Exchange proposes to provide that an Electronic Exchange Member (“EEM”) can designate a Lead Market Maker (“LMM”), regardless of appointment, on orders it enters into the System. Currently, Rule 514(h) provides that a “Lead Market Maker must have an appointment in the relevant option class in order to receive a Directed Order in that option class.” The Exchange proposes modifying that sentence so that it would apply to eligibility for the Directed Lead Market Maker (“DLMM”) participation entitlement rather than the ability to be sent a Directed Order by an EEM. As proposed, the sentence would read: “[t]he Directed Lead Market Maker must have an appointment in the relevant option class at the time of receipt of the Directed Order to be eligible to receive the Directed Lead Market Maker participation entitlement.” The proposal would allow an EEM to send a Directed Order to any LMMs – which includes both (i) LMMs with an appointment in the relevant option class and (ii) LMMs without an appointment in the relevant option class. The first group, LMMs with an appointment, represents no change from the current rule. The second group, however, would be a new addition to the current rule. This modification would preserve the current structure of reserving the DLMM participation entitlement for DLMMs with an appointment in the relevant option class, yet would allow an EEM to send a Directed Order to any LMM as consistent with the proposed language of Rule 100, described below.

The Exchange believes that allowing EEMs to direct orders to LMMs regardless of appointment promotes increased order flow to the Exchange while maintaining the existing appropriate balance between benefits and obligations regarding the DLMM participation entitlement. Directed Orders serve as a tool for LMMs to attract order flow to the exchange. An

LMM without an appointment in an option class cannot quote in that option class and will therefore most likely never trade with a Directed Order sent to it in that option class. However, the LMM without an appointment can be incentivized to attract Directed Orders in such option classes through the collection of related marketing fees.³ The increased order flow provided by these Directed Orders benefits Exchange market participants, such as customers with resting orders on the System and LMMs with an appointment in the relevant option class that can quote in the option. However, LMMs without an appointment in the relevant option class cannot partake in the DLMM participation entitlement. Instead, this benefit is reserved for LMMs appointed in the relevant option class, who must meet various quoting and other obligations not applicable to LMMs without an appointment in the relevant option class.⁴ Additionally, pursuant to Rule 514(h)(1) the DLMM participation entitlement can only be earned, among other things, if the DLMM has a priority quote at the national best bid or offer.

The Exchange notes that several other options exchanges also have Directed Order programs.⁵ The Chicago Board of Options Exchange, LLC (“CBOE”), for instance, operates its “Preferred Market-Maker Program” where members can designate a specific Market-Maker (“Preferred Market-Maker” or “PMM”) on an order sent to CBOE.⁶ CBOE allows the PMM to

³ See Securities Exchange Act Release No. 68131 (November 1, 2012), 77 FR 67032 (November 8, 2012) (SR-CBOE-2012-101) in which CBOE amended its Fees Schedule to allow PMMs to access marketing fees generated from Preferred Orders (its equivalent of Directed Orders), regardless of whether the order is for a class in which the PMM has an appointment. The Exchange notes that this proposal is limited to changes to Rule 514 only and not the Exchange’s Fee Schedule, which will be addressed in a separate filing.

⁴ See Exchange Rule 603 (Obligations of Market Makers) and Rule 604 (Market Maker Quotations).

⁵ See Chicago Board of Options Exchange, LLC Rule 8.13; NASDAQ OMX Phlx, LLC Rule 1080(l); NYSE Amex Options Rule 964.1NY; International Securities Exchange, LLC Rule 811.

⁶ See CBOE Rule 8.13 (Preferred Market-Maker Program).

collect marketing fees, regardless of whether the PMM has an appointment in the relevant option class.⁷ Finally, CBOE reserves its participation entitlement for PMMs with an appointment in the relevant option class quoting at the best bid or offer on the CBOE.⁸ The Exchange believes that its proposal would allow the Exchange's Directed Order program to operate similar to and in a consistent manner as equivalent programs at the exchanges cited above.

The Exchange also proposes a technical change to relocate existing language found in 514(a) and (h) to the definition section in Rule 100. Specifically, the Exchange proposes adding "Directed Order" as a defined term in Rule 100. In Rule 100, "Directed Order" would be defined as "an order entered into the System by an Electronic Exchange Member with a designation for a Lead Market Maker (referred to as a "Directed Lead Market Maker"). Only Priority Customer Orders will be eligible to be entered into the System as a Directed Order by an Electronic Exchange Member." The Exchange proposes replacing the definition of "Directed Order" currently found in Rule 514(a) with a reference to the proposed Rule 100 definition. The language of the proposed Rule 100 definition contains a slight change from Rule 514(a) to reflect that an EEM technically "enters" a Directed Order into the Exchange System rather than "routes" such a Directed Order.

Because of the technology changes associated with this rule proposal, the Exchange will announce the implementation date of the proposal in a Regulatory Circular to be published no later than 30 days after the publication of the notice in the Federal Register. The implementation

⁷ See CBOE Fees Schedule, table entitled "Marketing Fee" and Footnote 6 for more details regarding the marketing fee. See also Securities Exchange Act Release No. 68131 (November 1, 2012), 77 FR 67032 (November 8, 2012) (SR-CBOE-2012-101) in which CBOE amended its Fees Schedule to allow PMMs to access marketing fees generated from Preferred Orders (which are similar to Directed Orders), regardless of whether the order is for a class in which the PMM has an appointment.

⁸ See CBOE Rule 8.13(b).

date will be no later than 30 days following publication of the Regulatory Circular announcing publication of the notice in the Federal Register.

b. Statutory Basis

The Exchange believes that its proposed rule change is consistent with Section 6(b) of the Act⁹ in general, and furthers the objectives of Section 6(b)(5) of the Act¹⁰ 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 mechanisms of a free and open market and a national market system and, in general, to protect investors and the public interest, and it is not designed to permit unfair discrimination among customers, issuers, brokers, or dealers.

The Exchange believes that this proposal removes a requirement that other exchanges do not share and perfects the mechanism for a free and open market and a national market system by allowing the Exchange's Directed Order program to operate in a manner similar to competing options exchanges.

The Exchange believes that allowing LMMs without an appointment in the relevant option class to be sent Directed Orders promotes just and equitable principles of trade because such LMMs have provided a valued service to the Exchange through their appointment in other options traded on the Exchange in a manner that protects investors and the public interest. In other options classes, these LMMs have met additional quoting and other regulatory obligations compared to other Exchange participants and have thus demonstrated a commitment to providing liquidity on the Exchange. The proposal preserves the benefit of the DLMM participation

⁹ 15 U.S.C. 78f(b).

¹⁰ 15 U.S.C. 78f(b)(5).

entitlement to LMMs who have an appointment in the relevant option class and must therefore satisfy additional quoting and other obligations not faced by Market Makers in the relevant class and LMMs without an appointment in the relevant class. The Exchange believes that satisfying such additional quoting and other obligations balances the benefit of the DLMM participation entitlement and justifies limiting the DLMM participation entitlement to LMMs with an appointment in the relevant option class.

Finally, the Exchange believes the proposal will encourage greater order flow to be sent to the Exchange through Directed Orders and that this increased order flow will benefit all market participants on the Exchange.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. The Exchange believes that allowing EEMs to be able to direct orders to all LMMs will increase order flow and liquidity for all market participants on the Exchange. The Exchange believes that limiting the class of market participants that can be directed orders to LMMs to be fair and reasonable because LMMs provided a valued service to the Exchange through their appointment in options traded on the Exchange. LMMs meet additional quoting and other regulatory obligations compared to other Exchange participants and have thus demonstrated a commitment to providing liquidity on the Exchange. The Exchange believes that limiting the benefit of the DLMM participation entitlement to DLMMs who have an appointment in the relevant option class to be fair and reasonable because these DLMMs satisfy additional quoting and other obligations in the specific option class not faced by either Market Makers in the relevant class or DLMMs without an appointment in the relevant class. The Exchange believes that satisfying

additional quoting and other obligations balances the benefit of the DLMM participation entitlement and justifies limiting it to DLMMs with an appointment in the relevant option class. The Exchange notes that such a limitation on the DLMM participation is not new to this proposal, but is a continuation of the current operation of Rule 514(h).

The Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues who offer similar functionality. Many competing venues offer similar functionality to market participants. To this end, the Exchange is proposing a market enhancement to encourage market participants to trade on the Exchange. The Exchange believes the proposed rule change is procompetitive because it would enable the Exchange to provide member organizations with functionality that is similar to that of other exchanges.

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

No written comments were either solicited or received.

6. **Extension of Time Period for Commission Action**

Not applicable.

7. **Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)**

Pursuant to Section 19(b)(3)(A) of the Act¹¹ and Rule 19b-4(f)(6)¹² thereunder, the Exchange has designated this proposal as one that effects a change that: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the

¹¹ 15 U.S.C. 78s(b)(3)(A).

¹² 17 CFR 240.19b-4(f)(6).

date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days 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. Furthermore, a proposed rule change filed pursuant to Rule 19b-4(f)(6) under the Act¹³ normally does not become operative for 30 days after the date of its filing. However, Rule 19b-4(f)(6)¹⁴ permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest.

The Exchange believes that this filing does not significantly affect the protection of investors or the public interest because the proposal raises no novel issues and is substantially similar in all material respects to existing rules of another options exchange.¹⁵ The Exchange further believes that this filing does not impose any significant burden on competition because market participants can readily direct order flow to competing venues who offer similar functionality. . Additionally, the proposal preserves the DLMM participation entitlement for DLMMs with an appointment in the relevant option class because those DLMM face increased regulatory obligations in that particular option class. DLMMs without an appointment in the relevant class have increased regulatory obligations in other option classes – which would justify DLMM status, but falls short of earning eligibility for the DLMM participation entitlement.

At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such

¹³ 17 CFR 240.19b-4(f)(6).

¹⁴ 17 CFR 240.19b-4(f)(6).

¹⁵ See CBOE Rule 8.13b.

action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

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

The proposed rule change is based on CBOE Rule 8.13. CBOE Rule 8.13, similar to the proposed MIAX language, distinguishes (i) the receipt of a Preferred Market-Maker order from (ii) the eligibility to receive the participation entitlement afforded to certain Preferred Market-Makers. Specifically, any Market-Maker on the CBOE can serve as a Preferred Market-Maker, but the participation entitlement is reserved for Preferred Market Makers that have an appointment in the relevant option class and are quoting at the best bid/offer on the Exchange.¹⁶ The proposed amendments to MIAX Rule 514 would allow Directed Orders and the DLMM participation entitlement to function similarly to CBOE's Preferred Market-Maker Program because the two programs both distinguish being sent an order from a member, which does not require the recipient to have an appointment in the relevant option, and being eligible for the participation entitlement, which does require such an appointment. However, the Exchange's Directed Order program is limited to LMMs, whereas CBOE's Preferred Market-Maker program is open to all classes of Market-Makers. The Exchange believes it to be an appropriate benefit-obligation balance to limit its Direct Order programs to LMMs because LMMs face increased quoting and other regulatory obligations compared to other MIAX market participants.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

¹⁶ See CBOE Rule 8.13(b).

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

1. Notice of proposed rule for publication in the Federal Register.

5. Text of proposed rule change.

EXHIBIT 1SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-MIAX-2013-20)

May __, 2013

Self-Regulatory Organizations: Notice of Filing and Immediate Effectiveness of a Proposed Rule Change by Miami International Securities Exchange LLC to Allow All Lead Market Makers to Receive Directed Orders

Pursuant to the provisions of 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 May 1, 2013, Miami International Securities Exchange LLC (“MIAX” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) a 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 is filing a proposal to provide that an Electronic Exchange Member can designate a Lead Market Maker, regardless of appointment, on orders it enters into the System.

The text of the proposed rule change is available on the Exchange’s website at http://www.miaxoptions.com/filter/wotitle/rule_filing, at MIAX’s principal office, and at the Commission’s Public Reference Room.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 provide that an Electronic Exchange Member (“EEM”) can designate a Lead Market Maker (“LMM”), regardless of appointment, on orders it enters into the System. Currently, Rule 514(h) provides that a “Lead Market Maker must have an appointment in the relevant option class in order to receive a Directed Order in that option class.” The Exchange proposes modifying that sentence so that it would apply to eligibility for the Directed Lead Market Maker (“DLMM”) participation entitlement rather than the ability to be sent a Directed Order by an EEM. As proposed, the sentence would read: “[t]he Directed Lead Market Maker must have an appointment in the relevant option class at the time of receipt of the Directed Order to be eligible to receive the Directed Lead Market Maker participation entitlement.” The proposal would allow an EEM to send a Directed Order to any LMMs – which includes both (i) LMMs with an appointment in the relevant option class and (ii) LMMs without an appointment in the relevant option class. The first group, LMMs with an appointment, represents no change from the current rule. The second group, however, would be a new addition to the current rule. This modification would preserve the current structure of reserving the DLMM participation entitlement for DLMMs with an appointment in the relevant option class, yet would allow an EEM to send a Directed Order to any LMM as consistent with the proposed language of Rule 100, described below.

The Exchange believes that allowing EEMs to direct orders to LMMs regardless of appointment promotes increased order flow to the Exchange while maintaining the existing

appropriate balance between benefits and obligations regarding the DLMM participation entitlement. Directed Orders serve as a tool for LMMs to attract order flow to the exchange. An LMM without an appointment in an option class cannot quote in that option class and will therefore most likely never trade with a Directed Order sent to it in that option class. However, the LMM without an appointment can be incentivized to attract Directed Orders in such option classes through the collection of related marketing fees.³ The increased order flow provided by these Directed Orders benefits Exchange market participants, such as customers with resting orders on the System and LMMs with an appointment in the relevant option class that can quote in the option. However, LMMs without an appointment in the relevant option class cannot partake in the DLMM participation entitlement. Instead, this benefit is reserved for LMMs appointed in the relevant option class, who must meet various quoting and other obligations not applicable to LMMs without an appointment in the relevant option class.⁴ Additionally, pursuant to Rule 514(h)(1) the DLMM participation entitlement can only be earned, among other things, if the DLMM has a priority quote at the national best bid or offer.

The Exchange notes that several other options exchanges also have Directed Order programs.⁵ The Chicago Board of Options Exchange, LLC (“CBOE”), for instance, operates its “Preferred Market-Maker Program” where members can designate a specific Market-Maker

³ See Securities Exchange Act Release No. 68131 (November 1, 2012), 77 FR 67032 (November 8, 2012) (SR-CBOE-2012-101) in which CBOE amended its Fees Schedule to allow PMMs to access marketing fees generated from Preferred Orders (its equivalent of Directed Orders), regardless of whether the order is for a class in which the PMM has an appointment. The Exchange notes that this proposal is limited to changes to Rule 514 only and not the Exchange’s Fee Schedule, which will be addressed in a separate filing.

⁴ See Exchange Rule 603 (Obligations of Market Makers) and Rule 604 (Market Maker Quotations).

⁵ See Chicago Board of Options Exchange, LLC Rule 8.13; NASDAQ OMX Phlx, LLC Rule 1080(l); NYSE Amex Options Rule 964.1NY; International Securities Exchange, LLC Rule 811.

(“Preferred Market-Maker” or “PMM”) on an order sent to CBOE.⁶ CBOE allows the PMM to collect marketing fees, regardless of whether the PMM has an appointment in the relevant option class.⁷ Finally, CBOE reserves its participation entitlement for PMMs with an appointment in the relevant option class quoting at the best bid or offer on the CBOE.⁸ The Exchange believes that its proposal would allow the Exchange’s Directed Order program to operate similar to and in a consistent manner as equivalent programs at the exchanges cited above.

The Exchange also proposes a technical change to relocate existing language found in 514(a) and (h) to the definition section in Rule 100. Specifically, the Exchange proposes adding “Directed Order” as a defined term in Rule 100. In Rule 100, “Directed Order” would be defined as “an order entered into the System by an Electronic Exchange Member with a designation for a Lead Market Maker (referred to as a “Directed Lead Market Maker”). Only Priority Customer Orders will be eligible to be entered into the System as a Directed Order by an Electronic Exchange Member.” The Exchange proposes replacing the definition of “Directed Order” currently found in Rule 514(a) with a reference to the proposed Rule 100 definition. The language of the proposed Rule 100 definition contains a slight change from Rule 514(a) to reflect that an EEM technically “enters” a Directed Order into the Exchange System rather than “routes” such a Directed Order.

Because of the technology changes associated with this rule proposal, the Exchange will announce the implementation date of the proposal in a Regulatory Circular to be published no

⁶ See CBOE Rule 8.13 (Preferred Market-Maker Program).

⁷ See CBOE Fees Schedule, table entitled “Marketing Fee” and Footnote 6 for more details regarding the marketing fee. See also Securities Exchange Act Release No. 68131 (November 1, 2012), 77 FR 67032 (November 8, 2012) (SR-CBOE-2012-101) in which CBOE amended its Fees Schedule to allow PMMs to access marketing fees generated from Preferred Orders (which are similar to Directed Orders), regardless of whether the order is for a class in which the PMM has an appointment.

⁸ See CBOE Rule 8.13(b).

later than 30 days after the publication of the notice in the Federal Register. The implementation date will be no later than 30 days following publication of the Regulatory Circular announcing publication of the notice in the Federal Register.

2. Statutory Basis

The Exchange believes that its proposed rule change is consistent with Section 6(b) of the Act⁹ in general, and furthers the objectives of Section 6(b)(5) of the Act¹⁰ 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 mechanisms of a free and open market and a national market system and, in general, to protect investors and the public interest, and it is not designed to permit unfair discrimination among customers, issuers, brokers, or dealers.

The Exchange believes that this proposal removes a requirement that other exchanges do not share and perfects the mechanism for a free and open market and a national market system by allowing the Exchange's Directed Order program to operate in a manner similar to competing options exchanges.

The Exchange believes that allowing LMMs without an appointment in the relevant option class to be sent Directed Orders promotes just and equitable principles of trade because such LMMs have provided a valued service to the Exchange through their appointment in other options traded on the Exchange in a manner that protects investors and the public interest. In other options classes, these LMMs have met additional quoting and other regulatory obligations compared to other Exchange participants and have thus demonstrated a commitment to providing

⁹ 15 U.S.C. 78f(b).

¹⁰ 15 U.S.C. 78f(b)(5).

liquidity on the Exchange. The proposal preserves the benefit of the DLMM participation entitlement to LMMs who have an appointment in the relevant option class and must therefore satisfy additional quoting and other obligations not faced by Market Makers in the relevant class and LMMs without an appointment in the relevant class. The Exchange believes that satisfying such additional quoting and other obligations balances the benefit of the DLMM participation entitlement and justifies limiting the DLMM participation entitlement to LMMs with an appointment in the relevant option class.

Finally, the Exchange believes the proposal will encourage greater order flow to be sent to the Exchange through Directed Orders and that this increased order flow will benefit all market participants on the Exchange.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. The Exchange believes that allowing EEMs to be able to direct orders to all LMMs will increase order flow and liquidity for all market participants on the Exchange. The Exchange believes that limiting the class of market participants that can be directed orders to LMMs to be fair and reasonable because LMMs provided a valued service to the Exchange through their appointment in options traded on the Exchange. LMMs meet additional quoting and other regulatory obligations compared to other Exchange participants and have thus demonstrated a commitment to providing liquidity on the Exchange. The Exchange believes that limiting the benefit of the DLMM participation entitlement to DLMMs who have an appointment in the relevant option class to be fair and reasonable because these DLMMs satisfy additional quoting and other obligations in the specific option class not faced by either Market Makers in the relevant class or DLMMs without an appointment in the relevant class. The Exchange believes that satisfying

additional quoting and other obligations balances the benefit of the DLMM participation entitlement and justifies limiting it to DLMMs with an appointment in the relevant option class. The Exchange notes that such a limitation on the DLMM participation is not new to this proposal, but is a continuation of the current operation of Rule 514(h).

The Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues who offer similar functionality. Many competing venues offer similar functionality to market participants. To this end, the Exchange is proposing a market enhancement to encourage market participants to trade on the Exchange. The Exchange believes the proposed rule change is procompetitive because it would enable the Exchange to provide member organizations with functionality that is similar to that of other exchanges.

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

Because the foregoing 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 after the date of the filing, or such shorter time as the Commission may designate, it has become effective pursuant to 19(b)(3)(A) of the Act¹¹ and Rule 19b-4(f)(6)¹² thereunder.

¹¹ 15 U.S.C. 78s(b)(3)(A).

¹² 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days 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.

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 (<http://www.sec.gov/rules/sro.shtml>);
- or
- Send an e-mail [to rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-MIAX-2013-20 on the subject line.

Paper comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-MIAX-2013-20. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>).

Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications

relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

All submissions should refer to File Number SR-MIAX-2013-20 and should be submitted on or before [insert date 21 days from publication in the Federal Register]. For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹³

Kevin M. O'Neill
Deputy Secretary

¹³ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

New text is underlined;
Deleted text is in [brackets]

MIAMI INTERNATIONAL SECURITIES EXCHANGE, LLC Rules

Rule 100. Definitions

Directed Order

A “Directed Order” is an order entered into the System by an Electronic Exchange Member with a designation for a Lead Market Maker (referred to as a “Directed Lead Market Maker”). Only Priority Customer Orders will be eligible to be entered into the System as a Directed Order by an Electronic Exchange Member

Rule 514. Priority of Quotes and Orders

(a) **Definitions.** As provided in Rule 100, a “bid” is a quotation or limit order to buy option contracts and an “offer” is a quotation or limit order to sell option contracts. “Quote”, “Quotation” and “eQuote” are defined and described in Rules 100 and 517, and may only be entered on the Exchange by Market Makers in the options classes to which they are appointed under Rule 602. The System may designate Market Maker quotes as either priority quotes or non-priority quotes in accordance with the provisions in Rule 517(b). Limit orders may be entered by Market Makers in certain circumstances as provided in the Rules and by Electronic Exchange Members (either as agent or as principal). “Priority Customer Orders” are defined in Rule 100. “Professional Interest” is defined in Rule 100 and includes, among others things, limit orders for the account of Electronic Exchange Members and Market Makers. A “Directed Order” is defined in Rule 100. [an order routed from an Electronic Exchange Member to a Lead Market Maker (referred to as a “Directed Lead Market Maker”) through the System.]

(b) – (g) No change.

(h) **Directed Lead Market Maker Participation Entitlements.** An Electronic Exchange Member may designate a Lead Market Maker (“Directed Lead Market Maker”) on orders it enters into the System (“Directed Orders”). The Directed Lead Market Maker must have an appointment in the relevant option class at the time of receipt of the Directed Order to be eligible [in order] to receive [a] the Directed Lead Market Maker participation entitlement [Order

in that option class]. Only Priority Customer Orders will be eligible to be directed by an Electronic Exchange Member. The Directed Lead Market Maker participation entitlement shall not be in effect unless the Priority Customer Overlay is in effect and the participation entitlement shall only apply to any remaining balance after Priority Customer orders have been satisfied. The Directed Lead Market Maker participation entitlements are as follows:

- (1) No change.
- (i) No change.
