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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No. * SR 2026 - * 07

Amendment No. (req. for Amendments *)

Filing by MIAX PEARL, 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"/>
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Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>
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Rule

<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)
<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)
<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Section 806(e)(1) *

☐

Section 806(e)(2) *

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Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 3C(b)(2) *

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Exhibit 2 Sent As Paper Document

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Exhibit 3 Sent As Paper Document

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Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Proposal to amend the Pearl Equities Fee Schedule to amend one of the quoting requirements for the Market Quoting Program.

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 * Tao Last Name * Pan

Title * AVP, Associate Counsel

E-mail * tpan@miaxglobal.com

Telephone * (609) 619-7942 Fax

Signature

Pursuant to the requirements of the Securities Exchange of 1934, MIAX PEARL, LLC has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 01/30/2026

(Title *)

By Tao Pan

AVP, Associate Counsel

(Name *)

NOTE: Clicking the signature block at right will initiate digitally signing the form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

Tao Pan Date: 2026.01.30 12:36:51 -05'00'

Required fields are shown with yellow backgrounds and astericks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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SR-PEARL-2026-07 - 19b4.docx

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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SR-PEARL-2026-07 - Exhibit 1.docx

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 Advanced 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 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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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.

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Exhibit Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

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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.

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Exhibit Sent As Paper Document

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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SR-PEARL-2026-07 - Exhibit 5.docx

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) MIAX PEARL, LLC (“MIAX Pearl” or “Exchange”), pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act” or “Exchange Act”)¹ and Rule 19b-4 thereunder,² proposes to amend the fee schedule (the “Fee Schedule”) applicable to MIAX Pearl Equities, an equities trading facility of the Exchange, to amend one of the quoting requirements for the Market Quoting Program (described below).

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1, and a copy of the applicable section of the Fee Schedule is attached hereto as Exhibit 5.

(b) Inapplicable.

(c) Inapplicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Chief Executive Officer of the Exchange or his designee pursuant to authority delegated by the Exchange Board of Directors on February 27, 2025. 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 changes may be directed to Tao Pan, AVP and Associate Counsel, at (609) 619-7942.

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

a. Purpose

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

The Exchange proposes to amend Section 1)d) of the Fee Schedule to amend one of the quoting requirements for the Market Quoting Program.

In January 2026, the Exchange adopted the Market Quoting Program to provide an enhanced rebate for executions of orders in securities priced at or above \$1.00 per share during the Early,³ Regular,⁴ and Late Trading Sessions⁵ (together “all trading sessions”) that add displayed liquidity to the Exchange across all Tapes and where the Equity Member⁶ meets certain market quality measures in a certain number of securities.⁷

Currently, under the Market Quoting Program, the Exchange provides an enhanced rebate of (\$0.0026)⁸ per share for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to the Exchange across all Tapes in all trading sessions for an Equity Member that achieves a “Percent Time at NBBO”⁹ of at least 50% in at least 750 securities that are multi-listed securities on the Exchange during the relevant month. The Liquidity Indicator Codes applicable to this rebate are as follows: AA, EA, FA, AB, EB, FB, AC, EC, and FC.¹⁰ Equity Members who achieve and receive this rebate will not be eligible for the NBBO Setter

³ The term “Early Trading Session” shall mean the time between 4:00 a.m. and 9:30 a.m. Eastern Time. See Exchange Rule 1901.

⁴ The term “Regular Trading Session” shall mean the time between the completion of the Opening Process or Contingent Open as defined in Exchange Rule 2615 and 4:00 p.m. Eastern Time. See Exchange Rule 1901.

⁵ The term “Late Trading Session” shall mean the time between 4:00 p.m. and 8:00 p.m. Eastern Time. See Exchange Rule 1901.

⁶ The term “Equity Member” is a Member authorized by the Exchange to transact business on MIAX Pearl Equities. See Exchange Rule 1901.

⁷ See Securities Exchange Act Release No. 104583 (January 13, 2026) 91 FR 2223 (January 16, 2026) (SR-PEARL-2025-53).

⁸ Rebates are indicated by parentheses. See the General Notes section of the Fee Schedule.

⁹ “Percent Time at NBBO” means the aggregate of the percentage of time during regular trading hours where a Member has a displayed order of at least one round lot at the national best bid (“NBB”) or national best offer (“NBO”). For the avoidance of doubt, only orders that are at the NBB or NBO during the Regular Trading Session count towards the Percent Time at NBBO calculation. See Fee Schedule, Definitions.

¹⁰ See Fee Schedule, Sections 1)a)-b).

Additive Rebate¹¹ or NBBO First Joiner Additive Rebate¹². Equity Members will receive the higher rebate of either the tiered rebates set forth in the NBBO Setter Plus Table under the NBBO Setter Plus Program¹³ or the enhanced rebate provided by the Market Quoting Program. The Exchange notes that the enhanced rebate provided under the Market Quoting Program does not apply to executions of orders in securities priced below \$1.00 per share across all Tapes.

The Exchange now proposes to amend one of the quoting requirements for the Market Quoting Program. Specifically, the Exchange proposes to amend the minimum number of the securities in which the Equity Member needs to achieve a Percent Time at NBBO of at least 50% that are multi-listed securities on the Exchange during the relevant month, from 750 to 900, in order to qualify for the Market Quoting Program.

The proposed change is to incentivize Equity Members to promote price discovery and market quality by quoting at the NBBO for a significant portion of each month in a larger number of securities across all Tapes, thereby benefitting investors by providing improved trading conditions for all market participants through narrower bid-ask spreads and increased

¹¹ The NBBO Setter Additive Rebate is an additive rebate of (\$0.00035) per share for executions of orders in securities priced at or above \$1.00 per share that set the NBB or NBO on MIAX Pearl Equities with a minimum size of a round lot. Equity Members must execute at least 0.015% of NBBO Set Volume as a percentage of TCV during the relevant month to qualify for this rebate. See Fee Schedule, Section 1)c). “NBBO Set Volume” means the ADAV in all securities of an Equity Member that sets the NBB or NBO on MIAX Pearl Equities. See id. “TCV” means total consolidated volume calculated as the volume in shares reported by all exchanges and reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply. Id.

¹² The NBBO First Joiner Additive Rebate is an additive rebate of (\$0.0001) per share for executions of orders in securities priced at or above \$1.00 per share that bring MIAX Pearl Equities to the established NBB or NBO with a minimum size of a round lot. Equity Members must execute at least 0.015% of NBBO Set Volume as a percentage of TCV during the relevant month to qualify for this rebate. See Id.

¹³ In general, the NBBO Setter Plus Program provides enhanced rebates for Equity Members that add displayed liquidity in securities priced at or above \$1.00 per share in all Tapes based on increasing volume thresholds and increasing market quality levels. See Fee Schedule, Section 1)c), NBBO Setter Plus Table. The Exchange will continue calculating the rebates for Equity Members who qualify for the enhanced rebates set forth in the NBBO Setter Plus Program under Section 1)c) of the Fee Schedule. Equity Members will not need to opt in any of the rebate programs offered by the Exchange.

depth of liquidity available at the NBBO in these securities. The Exchange notes that the amended Market Quoting Program would be comparable to other quoting-based incentives offered by other exchanges, which offer pricing incentives applicable to a specific set of securities based on a member's market quality measurement over a specified period of time.¹⁴

Implementation

The proposed change is effective beginning February 1, 2026.¹⁵

b. Statutory Basis

The Exchange believes that its proposal to amend its Fee Schedule is consistent with Section 6(b) of the Act¹⁶ in general, and furthers the objectives of Section 6(b)(4) of the Act¹⁷ in particular, in that the proposed changes are an equitable allocation of reasonable fees and other charges among the Exchange's Equity Members and issuers and other persons using its facilities.

The Exchange also believes that the proposal is consistent with the objectives of Section

¹⁴ See MEMX LLC ("MEMX") Equities Fee Schedule, Additive Rebates section, [available at https://info.memxtrading.com/equities-trading-resources/us-equities-fee-schedule/](https://info.memxtrading.com/equities-trading-resources/us-equities-fee-schedule/) (providing additive rebate of \$0.0002 per share for a member that has an NBBO time of at least 50% in an average of at least 500 Tape C securities per trading day during the month); see also, e.g., Securities Exchange Act Release Nos. 102789 (April 8, 2025) 90 FR 15600 (April 14, 2025) (SR-MEMX-2025-09) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the Exchange's Equities Fee Schedule Concerning Additive Rebates); see also 77846 (May 17, 2016) 81 FR 32356 (May 23, 2016) (SR-BatsBZX-2016-18) (Notice of filing and immediate effectiveness of a proposed rule change to Rules 15.1(a) and (c) in order to implement a Tape B Quoting Tier).

¹⁵ On September 18, 2024, the Securities and Exchange Commission ("Commission") adopted several amendments to Regulation NMS in order to increase the transparency of exchange fees and rebates. See Securities Exchange Act Release No. 101070 (Sept. 18, 2024), 89 FR 81620 (Oct. 8, 2024) (File No. S7-30-22) (Regulation NMS: Minimum Pricing increments, Access Fees, and Transparency of Better Priced Orders.) ("Rule 610(d) Adopting Release"). New Regulation NMS Rule 610(d) provides that "[a] national securities exchange shall not impose, nor permit to be imposed, any fee or fees, or provide, or permit to be provided, any rebate or other remuneration, for the execution of an order in an NMS stock that cannot be determined at the time of execution." See 17 CFR 242.610(d). While this proposal to amend one of the quoting requirements for the Market Quoting Program is effective beginning February 1, 2026, Equities Members who meet the new qualification criteria in February 2026 would not receive the enhanced rebate of (\$0.0026) per share for qualifying executions (described above) until March 1, 2026.

¹⁶ 15 U.S.C. 78f(b).

¹⁷ 15 U.S.C. 78f(b)(4).

6(b)(5)¹⁸ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, and to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and 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, and, particularly, is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange operates in a highly fragmented and competitive market in which market participants can readily direct their order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. More specifically, the Exchange is only one of seventeen registered equities exchanges, and there are a number of alternative trading systems and other off-exchange venues, to which market participants may direct their order flow. For the month of December 2025, based on publicly available information, no single registered equities exchange had more than approximately 14.63% of the total market share of executed volume of equities trading.¹⁹ Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order flow. For the month of December 2025, the Exchange represented 0.75% of the total market share of executed volume of equities trading.²⁰ The Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, the Commission

¹⁸ 15 U.S.C 78f(b)(5).

¹⁹ See the “Market Share” section of the Exchange’s website, available at <https://www.miaxglobal.com/> (last visited January 28, 2026).

²⁰ Id.

highlighted the importance of market forces in determining prices and SRO revenues and also recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”²¹

The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow or discontinue to reduce use of certain categories of products, in response to new or different pricing structures being introduced into the market. Accordingly, competitive forces constrain the Exchange’s transaction fees and rebates, and market participants can readily trade on competing venues if they deem pricing levels at those other venues to be more favorable. The Exchange believes the proposal reflects a reasonable and competitive pricing structure designed to continue to incentivize market participants to increase their quoting at the NBBO (or better) on the Exchange, which will enhance market quality in both a broad manner and in a targeted manner with respect to the Market Quoting Program, which the Exchange believes would promote price discovery and enhance liquidity and market quality on the Exchange to the benefit of all Equity Members and market participants.

The Exchange believes that the proposed change to amend Market Quoting Program to modify the minimum number of the securities in which the Equity Member needs to achieve a Percent Time at NBBO of at least 50% that are multi-listed securities on the Exchange during the relevant month, from 750 to 900, is reasonable because, as described above, such change is designed to encourage Equity Members to increase their order flow, including in the form of displayed, NBBO-setting orders under the proposed required criteria, as applicable, to the

²¹ See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37499 (June 29, 2005).

Exchange. The Exchange believes, in turn, this will promote price discovery, enhance liquidity and market quality, and contribute to a more robust and well-balanced market ecosystem on the Exchange to the benefit of all Equity Members and market participants. In addition, the Exchange believes its proposal is reasonable and consistent with an equitable allocation of fees to pay a higher rebate than the base rebate for executions of orders in securities priced at or above \$1.00 per share during all trading sessions that add displayed liquidity to the Exchange across all Tapes to Equity Members that qualify for the Market Quoting Program because of the additional commitment to market quality reflected in the proposed quoting requirements.

The Exchange notes that volume and quoting-based incentives have been widely adopted by exchanges, including the Exchange, and are reasonable, equitable and not unfairly discriminatory because they are open to all Equity Members on an equal basis and provide additional benefits that are reasonably related to the value to an exchange's market quality associated with higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns, and the introduction of higher volumes of orders into the price and volume discovery process. Furthermore, as noted above, the Market Quoting Program is similar in structure and purpose to pricing programs in place at other exchanges that are designed to enhance market quality.²² The Market Quoting Program provides a higher rebate for executions of displayed orders at or above \$1.00 per share where the Equity Member achieves minimum quoting standards, including minimum quoting at the NBBO in the proposed larger number of securities.

For the reasons discussed above, the Exchange submits that the proposal satisfies the requirements of Sections 6(b)(4) and 6(b)(5) of the Act in that it provides for the equitable

²² See supra note 14.

allocation of reasonable dues, fees and other charges among its Equity Members and other persons using its facilities and is not designed to unfairly discriminate between customers, issuers, brokers, or dealers. As described more fully below in the Exchange's statement regarding the burden on competition, the Exchange believes that its transaction pricing is subject to significant competitive forces, and that the Market Quoting Program is appropriate to address such forces.

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

The Exchange does not believe that the proposed change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. Instead, as discussed above, the proposal is intended to enhance market quality on the Exchange in a larger number of securities and to incentivize market participants to direct additional order flow to the Exchange, thereby enhancing liquidity and market quality on the Exchange to the benefit of all Equity Members and market participants. As a result, the Exchange believes the proposal would enhance its competitiveness as a market that attracts actionable orders, thereby making it a more desirable destination venue for its customers. For these reasons, the Exchange believes that the proposal furthers the Commission's goal in adopting Regulation NMS of fostering competition among orders, which promotes "more efficient pricing of individual stocks for all types of orders, large and small."²³

Intramarket Competition

The Exchange does not believe that the proposal will impose any burden on intra-market competition not necessary or appropriate in furtherance of the purposes of the Act. As discussed above, the Exchange believes that the proposal would incentivize Equity Members to promote

²³ See supra note 21.

price discovery and market quality by quoting at the NBBO for a significant portion of each month in a larger number of securities across all Tapes, thereby contributing to a deeper and more liquid market to the benefit of all market participants and enhancing the attractiveness of the Exchange as a trading venue. The Exchange, in turn, believes this will continue to encourage market participants to direct additional order flow to the Exchange. The opportunity to qualify for the Market Quoting Program and thus receive the corresponding enhanced rebate for executions of orders in securities priced at or above \$1.00 per share during all trading sessions that add displayed liquidity to the Exchange across all Tapes would be available to all Equity Members that meet the proposed criteria for the Market Quoting Program in any month. As such, the Exchange believes the proposed change would not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act.

Intermarket Competition

The Exchange believes its proposal will benefit competition as the Exchange operates in a highly competitive market. Equity Members have numerous alternative venues they may participate on and direct their order flow to, including seventeen other equities exchanges and numerous alternative trading systems and other off-exchange venues. As noted above, no single registered equities exchange currently has more than approximately 14.63% of the total market share of executed equities volume. Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order flow. Moreover, the Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow in response to new or different pricing structures being introduced to the market. Accordingly, competitive forces constrain the Exchange's transaction fees and rebates generally, including with respect to

executions of all orders in securities priced at or above \$1.00 per share during all trading sessions that add displayed or non-displayed liquidity to the Exchange across all Tapes. Market participants can readily choose to send their orders to other exchanges and off-exchange venues if they deem fee levels at those other venues to be more favorable. As described above, the proposed change is to encourage additional order flow and quoting activity on the Exchange and to promote market quality through pricing incentives that are comparable to incentives in place at other exchanges.²⁴ Accordingly, the Exchange believes the proposal would not burden, but rather promote intermarket competition by enabling it to better compete with other exchanges that offer similar incentives to market participants that enhance market quality and/or achieve certain quoting requirements.

Additionally, the Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”²⁵ The fact that this market is competitive has also long been recognized by the courts. In NetCoalition v. Securities and Exchange Commission, the D.C. circuit stated: “[n]o one disputes that competition for order flow is ‘fierce.’ . . . As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their routing agents, have a wide range of choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market

²⁴ See supra note 14.

²⁵ See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005).

share percentages for granted’ because ‘no exchange possess a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers’”²⁶ Accordingly, the Exchange does not believe that this proposal would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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)(ii) of the Act,²⁷ and Rule 19b-4(f)(2) thereunder²⁸ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge imposed on any person, whether or not the person is a member of the self-regulatory organization, which renders the proposed rule change effective upon filing.

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

Not applicable.

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

Not applicable.

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

²⁶ See *NetCoalition v. SEC*, 615 F.3d 525, 539 (D.C. Cir. 2010) (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSE-2006-21)).

²⁷ 15 U.S.C. 78s(b)(3)(A)(ii).

²⁸ 17 CFR 240.19b-4.

Not applicable.

11. Exhibits

1. Completed notice of proposed rule change for publication in the Federal Register.
5. Copy of the applicable section of the Fee Schedule.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-PEARL-2026-07

January____, 2026

Self-Regulatory Organizations: Notice of Filing and Immediate Effectiveness of a Proposed Rule Change by MIAX PEARL, LLC to Amend the MIAX Pearl Equities Fee Schedule

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 January____, 2026, MIAX PEARL, LLC (“MIAX Pearl” 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 proposes to amend the fee schedule (the “Fee Schedule”) applicable to MIAX Pearl Equities, an equities trading facility of the Exchange, to amend one of the quoting requirements for the Market Quoting Program (described below).

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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)d) of the Fee Schedule to amend one of the quoting requirements for the Market Quoting Program.

In January 2026, the Exchange adopted the Market Quoting Program to provide an enhanced rebate for executions of orders in securities priced at or above \$1.00 per share during the Early,³ Regular,⁴ and Late Trading Sessions⁵ (together “all trading sessions”) that add displayed liquidity to the Exchange across all Tapes and where the Equity Member⁶ meets certain market quality measures in a certain number of securities.⁷

Currently, under the Market Quoting Program, the Exchange provides an enhanced rebate of (\$0.0026)⁸ per share for executions of orders in securities priced at or above \$1.00 per share that add displayed liquidity to the Exchange across all Tapes in all trading sessions for an Equity Member that achieves a “Percent Time at NBBO”⁹ of at least 50% in at least 750 securities that

³ The term “Early Trading Session” shall mean the time between 4:00 a.m. and 9:30 a.m. Eastern Time. See Exchange Rule 1901.

⁴ The term “Regular Trading Session” shall mean the time between the completion of the Opening Process or Contingent Open as defined in Exchange Rule 2615 and 4:00 p.m. Eastern Time. See Exchange Rule 1901.

⁵ The term “Late Trading Session” shall mean the time between 4:00 p.m. and 8:00 p.m. Eastern Time. See Exchange Rule 1901.

⁶ The term “Equity Member” is a Member authorized by the Exchange to transact business on MIAX Pearl Equities. See Exchange Rule 1901.

⁷ See Securities Exchange Act Release No. 104583 (January 13, 2026) 91 FR 2223 (January 16, 2026) (SR-PEARL-2025-53).

⁸ Rebates are indicated by parentheses. See the General Notes section of the Fee Schedule.

⁹ “Percent Time at NBBO” means the aggregate of the percentage of time during regular trading hours where a Member has a displayed order of at least one round lot at the national best bid (“NBB”) or national best

are multi-listed securities on the Exchange during the relevant month. The Liquidity Indicator Codes applicable to this rebate are as follows: AA, EA, FA, AB, EB, FB, AC, EC, and FC.¹⁰ Equity Members who achieve and receive this rebate will not be eligible for the NBBO Setter Additive Rebate¹¹ or NBBO First Joiner Additive Rebate¹². Equity Members will receive the higher rebate of either the tiered rebates set forth in the NBBO Setter Plus Table under the NBBO Setter Plus Program¹³ or the enhanced rebate provided by the Market Quoting Program. The Exchange notes that the enhanced rebate provided under the Market Quoting Program does not apply to executions of orders in securities priced below \$1.00 per share across all Tapes.

The Exchange now proposes to amend one of the quoting requirements for the Market Quoting Program. Specifically, the Exchange proposes to amend the minimum number of the securities in which the Equity Member needs to achieve a Percent Time at NBBO of at least 50% that are multi-listed securities on the Exchange during the relevant month, from 750 to 900, in order to qualify for the Market Quoting Program.

offer (“NBO”). For the avoidance of doubt, only orders that are at the NBB or NBO during the Regular Trading Session count towards the Percent Time at NBBO calculation. See Fee Schedule, Definitions.

¹⁰ See Fee Schedule, Sections 1)a)-b).

¹¹ The NBBO Setter Additive Rebate is an additive rebate of (\$0.00035) per share for executions of orders in securities priced at or above \$1.00 per share that set the NBB or NBO on MIAX Pearl Equities with a minimum size of a round lot. Equity Members must execute at least 0.015% of NBBO Set Volume as a percentage of TCV during the relevant month to qualify for this rebate. See Fee Schedule, Section 1)c). “NBBO Set Volume” means the ADAV in all securities of an Equity Member that sets the NBB or NBO on MIAX Pearl Equities. See id. “TCV” means total consolidated volume calculated as the volume in shares reported by all exchanges and reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply. Id.

¹² The NBBO First Joiner Additive Rebate is an additive rebate of (\$0.0001) per share for executions of orders in securities priced at or above \$1.00 per share that bring MIAX Pearl Equities to the established NBB or NBO with a minimum size of a round lot. Equity Members must execute at least 0.015% of NBBO Set Volume as a percentage of TCV during the relevant month to qualify for this rebate. See Id.

¹³ In general, the NBBO Setter Plus Program provides enhanced rebates for Equity Members that add displayed liquidity in securities priced at or above \$1.00 per share in all Tapes based on increasing volume thresholds and increasing market quality levels. See Fee Schedule, Section 1)c), NBBO Setter Plus Table. The Exchange will continue calculating the rebates for Equity Members who qualify for the enhanced rebates set forth in the NBBO Setter Plus Program under Section 1)c) of the Fee Schedule. Equity Members will not need to opt in any of the rebate programs offered by the Exchange.

The proposed change is to incentivize Equity Members to promote price discovery and market quality by quoting at the NBBO for a significant portion of each month in a larger number of securities across all Tapes, thereby benefitting investors by providing improved trading conditions for all market participants through narrower bid-ask spreads and increased depth of liquidity available at the NBBO in these securities. The Exchange notes that the amended Market Quoting Program would be comparable to other quoting-based incentives offered by other exchanges, which offer pricing incentives applicable to a specific set of securities based on a member's market quality measurement over a specified period of time.¹⁴

Implementation

The proposed change is effective beginning February 1, 2026.¹⁵

2. Statutory Basis

The Exchange believes that its proposal to amend its Fee Schedule is consistent with Section 6(b) of the Act¹⁶ in general, and furthers the objectives of Section 6(b)(4) of the Act¹⁷ in

¹⁴ See MEMX LLC ("MEMX") Equities Fee Schedule, Additive Rebates section, [available at https://info.memxtrading.com/equities-trading-resources/us-equities-fee-schedule/](https://info.memxtrading.com/equities-trading-resources/us-equities-fee-schedule/) (providing additive rebate of \$0.0002 per share for a member that has an NBBO time of at least 50% in an average of at least 500 Tape C securities per trading day during the month); see also, e.g., Securities Exchange Act Release Nos. 102789 (April 8, 2025) 90 FR 15600 (April 14, 2025) (SR-MEMX-2025-09) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the Exchange's Equities Fee Schedule Concerning Additive Rebates); see also 77846 (May 17, 2016) 81 FR 32356 (May 23, 2016) (SR-BatsBZX-2016-18) (Notice of filing and immediate effectiveness of a proposed rule change to Rules 15.1(a) and (c) in order to implement a Tape B Quoting Tier).

¹⁵ On September 18, 2024, the Securities and Exchange Commission ("Commission") adopted several amendments to Regulation NMS in order to increase the transparency of exchange fees and rebates. See Securities Exchange Act Release No. 101070 (Sept. 18, 2024), 89 FR 81620 (Oct. 8, 2024) (File No. S7-30-22) (Regulation NMS: Minimum Pricing increments, Access Fees, and Transparency of Better Priced Orders.) ("Rule 610(d) Adopting Release"). New Regulation NMS Rule 610(d) provides that "[a] national securities exchange shall not impose, nor permit to be imposed, any fee or fees, or provide, or permit to be provided, any rebate or other remuneration, for the execution of an order in an NMS stock that cannot be determined at the time of execution." See 17 CFR 242.610(d). While this proposal to amend one of the quoting requirements for the Market Quoting Program is effective beginning February 1, 2026, Equities Members who meet the new qualification criteria in February 2026 would not receive the enhanced rebate of (\$0.0026) per share for qualifying executions (described above) until March 1, 2026.

¹⁶ 15 U.S.C. 78f(b).

¹⁷ 15 U.S.C. 78f(b)(4).

particular, in that the proposed changes are an equitable allocation of reasonable fees and other charges among the Exchange's Equity Members and issuers and other persons using its facilities. The Exchange also believes that the proposal is consistent with the objectives of Section 6(b)(5)¹⁸ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, and to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and 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, and, particularly, is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange operates in a highly fragmented and competitive market in which market participants can readily direct their order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. More specifically, the Exchange is only one of seventeen registered equities exchanges, and there are a number of alternative trading systems and other off-exchange venues, to which market participants may direct their order flow. For the month of December 2025, based on publicly available information, no single registered equities exchange had more than approximately 14.63% of the total market share of executed volume of equities trading.¹⁹ Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order flow. For the month of December 2025, the Exchange represented 0.75% of the total market share of executed volume of equities trading.²⁰ The Commission and the courts have repeatedly

¹⁸ 15 U.S.C 78f(b)(5).

¹⁹ See the "Market Share" section of the Exchange's website, available at <https://www.miaxglobal.com/> (last visited January 28, 2026).

²⁰ Id.

expressed their preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and also recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”²¹

The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow or discontinue to reduce use of certain categories of products, in response to new or different pricing structures being introduced into the market. Accordingly, competitive forces constrain the Exchange’s transaction fees and rebates, and market participants can readily trade on competing venues if they deem pricing levels at those other venues to be more favorable. The Exchange believes the proposal reflects a reasonable and competitive pricing structure designed to continue to incentivize market participants to increase their quoting at the NBBO (or better) on the Exchange, which will enhance market quality in both a broad manner and in a targeted manner with respect to the Market Quoting Program, which the Exchange believes would promote price discovery and enhance liquidity and market quality on the Exchange to the benefit of all Equity Members and market participants.

The Exchange believes that the proposed change to amend Market Quoting Program to modify the minimum number of the securities in which the Equity Member needs to achieve a Percent Time at NBBO of at least 50% that are multi-listed securities on the Exchange during the relevant month, from 750 to 900, is reasonable because, as described above, such change is

²¹ See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37499 (June 29, 2005).

designed to encourage Equity Members to increase their order flow, including in the form of displayed, NBBO-setting orders under the proposed required criteria, as applicable, to the Exchange. The Exchange believes, in turn, this will promote price discovery, enhance liquidity and market quality, and contribute to a more robust and well-balanced market ecosystem on the Exchange to the benefit of all Equity Members and market participants. In addition, the Exchange believes its proposal is reasonable and consistent with an equitable allocation of fees to pay a higher rebate than the base rebate for executions of orders in securities priced at or above \$1.00 per share during all trading sessions that add displayed liquidity to the Exchange across all Tapes to Equity Members that qualify for the Market Quoting Program because of the additional commitment to market quality reflected in the proposed quoting requirements.

The Exchange notes that volume and quoting-based incentives have been widely adopted by exchanges, including the Exchange, and are reasonable, equitable and not unfairly discriminatory because they are open to all Equity Members on an equal basis and provide additional benefits that are reasonably related to the value to an exchange's market quality associated with higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns, and the introduction of higher volumes of orders into the price and volume discovery process. Furthermore, as noted above, the Market Quoting Program is similar in structure and purpose to pricing programs in place at other exchanges that are designed to enhance market quality.²² The Market Quoting Program provides a higher rebate for executions of displayed orders at or above \$1.00 per share where the Equity Member achieves minimum quoting standards, including minimum quoting at the NBBO in the proposed larger number of securities.

²² See supra note 14.

For the reasons discussed above, the Exchange submits that the proposal satisfies the requirements of Sections 6(b)(4) and 6(b)(5) of the Act in that it provides for the equitable allocation of reasonable dues, fees and other charges among its Equity Members and other persons using its facilities and is not designed to unfairly discriminate between customers, issuers, brokers, or dealers. As described more fully below in the Exchange's statement regarding the burden on competition, the Exchange believes that its transaction pricing is subject to significant competitive forces, and that the Market Quoting Program is appropriate to address such forces.

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

The Exchange does not believe that the proposed change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. Instead, as discussed above, the proposal is intended to enhance market quality on the Exchange in a larger number of securities and to incentivize market participants to direct additional order flow to the Exchange, thereby enhancing liquidity and market quality on the Exchange to the benefit of all Equity Members and market participants. As a result, the Exchange believes the proposal would enhance its competitiveness as a market that attracts actionable orders, thereby making it a more desirable destination venue for its customers. For these reasons, the Exchange believes that the proposal furthers the Commission's goal in adopting Regulation NMS of fostering competition among orders, which promotes "more efficient pricing of individual stocks for all types of orders, large and small."²³

Intramarket Competition

²³

See supra note 21.

The Exchange does not believe that the proposal will impose any burden on intra-market competition not necessary or appropriate in furtherance of the purposes of the Act. As discussed above, the Exchange believes that the proposal would incentivize Equity Members to promote price discovery and market quality by quoting at the NBBO for a significant portion of each month in a larger number of securities across all Tapes, thereby contributing to a deeper and more liquid market to the benefit of all market participants and enhancing the attractiveness of the Exchange as a trading venue. The Exchange, in turn, believes this will continue to encourage market participants to direct additional order flow to the Exchange. The opportunity to qualify for the Market Quoting Program and thus receive the corresponding enhanced rebate for executions of orders in securities priced at or above \$1.00 per share during all trading sessions that add displayed liquidity to the Exchange across all Tapes would be available to all Equity Members that meet the proposed criteria for the Market Quoting Program in any month. As such, the Exchange believes the proposed change would not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act.

Intermarket Competition

The Exchange believes its proposal will benefit competition as the Exchange operates in a highly competitive market. Equity Members have numerous alternative venues they may participate on and direct their order flow to, including seventeen other equities exchanges and numerous alternative trading systems and other off-exchange venues. As noted above, no single registered equities exchange currently has more than approximately 14.63% of the total market share of executed equities volume. Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order flow. Moreover, the Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow in response to

new or different pricing structures being introduced to the market. Accordingly, competitive forces constrain the Exchange's transaction fees and rebates generally, including with respect to executions of all orders in securities priced at or above \$1.00 per share during all trading sessions that add displayed or non-displayed liquidity to the Exchange across all Tapes. Market participants can readily choose to send their orders to other exchanges and off-exchange venues if they deem fee levels at those other venues to be more favorable. As described above, the proposed change is to encourage additional order flow and quoting activity on the Exchange and to promote market quality through pricing incentives that are comparable to incentives in place at other exchanges.²⁴ Accordingly, the Exchange believes the proposal would not burden, but rather promote intermarket competition by enabling it to better compete with other exchanges that offer similar incentives to market participants that enhance market quality and/or achieve certain quoting requirements.

Additionally, the Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system "has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies."²⁵ The fact that this market is competitive has also long been recognized by the courts. In NetCoalition v. Securities and Exchange Commission, the D.C. circuit stated: "[n]o one disputes that competition for order flow is 'fierce.' . . . As the SEC explained, '[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their routing agents, have a wide range of

²⁴ See supra note 14.

²⁵ See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005).

choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market share percentages for granted’ because ‘no exchange possess a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers’”²⁶ Accordingly, the Exchange does not believe that this proposal would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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 foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act,²⁷ and Rule 19b-4(f)(2)²⁸ 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 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:

²⁶ See NetCoalition v. SEC, 615 F.3d 525, 539 (D.C. Cir. 2010) (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSE-2006-21)).

²⁷ 15 U.S.C. 78s(b)(3)(A)(ii).

²⁸ 17 CFR 240.19b-4(f)(2).

- 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-PEARL-2026-07 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-PEARL-2026-07. 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-PEARL-2026-07 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²⁹

Sherry R. Haywood,

Assistant Secretary.

²⁹ 17 CFR 200.30-3(a)(12).

Exhibit 5

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

MIAX Pearl Equities Exchange Fee Schedule

* * * * *

1) Transaction Rebates/Fees

a) – c) No change.

d) Market Quoting Program

Market Quoting Program rebate: (\$0.0026) per share. Equity Members may qualify for the Market Quoting Program rebate for executions of orders in securities priced at or above \$1.00 per share during the Early, Regular, and Late Trading Sessions that add displayed liquidity to the Exchange across all Tapes so long as the Equity Member achieves a Percent Time at NBBO of at least 50% in at least [750]900 securities that are multi-listed securities on the Exchange during the relevant month. The Market Quoting Program rebate is applicable to the following Liquidity Indicator Codes: AA, EA, FA, AB, EB, FB, AC, EC, and FC. Equity Members who achieve and receive this rebate will not be eligible for the NBBO Setter Additive Rebate or NBBO First Joiner Additive Rebate. Equity Members will receive the higher rebate of either the tiered rebates set forth in the NBBO Setter Plus Table under the NBBO Setter Plus Program or the Market Quoting Program.

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