

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-102270; File No. SR-SAPPHIRE-2025-02)

January 23, 2025

Self-Regulatory Organizations; MIAX Sapphire, LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the By-Laws

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on January 10, 2025, MIAX Sapphire, LLC (“MIAX Sapphire” or the “Company”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Item I below, which Item has been substantially prepared by MIAX Sapphire. MIAX Sapphire has designated this proposal for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act³ and Rule 19b-4(f) thereunder.⁴ 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 Company proposes to amend the By-Laws to: (1) eliminate the requirement to maintain a Compensation Committee of the Board of Directors (“Board”)⁵ of MIAX Sapphire; (2) update the process by which the Regulatory Oversight Committee (“ROC”) determines the compensation of the Chief Regulatory Officer (“CRO”); (3) update the process by which the

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f). 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 will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

⁵ The terms “Board” or “Board of Directors” means the Board of Directors of the Company. See By-Laws, Article I, Definitions, subparagraph (c).

ROC determines personnel actions involving the CRO and senior regulatory personnel; (4) amend the requirement to maintain a Quality of Markets Committee of the Board so that the responsibilities of that committee pertain solely to the Trading Floor⁶ operations of MIAX Sapphire;⁷ (5) update the process by which the compensation of all officers, employees and agents of MIAX Sapphire is determined, with an exception for the compensation of the CRO; and (6) make a non-substantive clarifying change to delete the definition of “Effective Date” (collectively, the “By-Law Amendments”).

The By-Laws of the Company may be amended by written consent of the LLC Member⁸ or at any regular or special meeting of the Board of MIAX Sapphire by a resolution adopted by the Board.⁹

The proposed rule change, including MIAX Sapphire’s statement of the purpose of, and statutory basis for, the proposed rule change, is available on MIAX Sapphire’s website at <https://www.miaxglobal.com/markets/us-options/all-options-exchanges/rule-filings> and on the

⁶ The term “Trading Floor” or “Floor” means the physical trading floor of the Exchange located in Miami, Florida. The Trading Floor shall consist of one “Crowd Area” or “Pit” where Floor Participants will be located and option contracts will be traded. The Crowd Area or Pit shall be marked with specific visible boundaries on the Trading Floor, as determined by the Exchange. A Floor Broker must represent all orders in an “open outcry” fashion in the Crowd Area. See MIAX Sapphire Rule 100. The term “Exchange” means the national securities exchange operated by the Company. See By-Laws, Article I, Definitions, subparagraph (l).

⁷ The Company launched its electronic trading platform on August 12, 2024. See Press Release, Miami International Holdings Announces Successful Launch of MIAX Sapphire Options Exchange (dated August 13, 2024), available at https://www.miaxglobal.com/sites/default/files/alert-files/MIAX_Press_Release_08132024.pdf (last visited December 17, 2024). The Company expects to launch the MIAX Sapphire Trading Floor in Miami, Florida in June 2025. See Alert, MIAX Sapphire Options Exchange- Trading Floor Update: Notification of Important Dates and Access to Resources (dated December 6, 2024), available at <https://www.miaxglobal.com/alert/2024/12/06/miax-sapphire-options-exchange-trading-floor-update-notification-important> (last visited December 17, 2024).

⁸ The term “LLC Member” means any person who maintains a direct ownership interest in the Company. The sole LLC Member of the Company is Miami International Holdings, Inc. See By-Laws, Article I, Definitions, subparagraph (v).

⁹ See By-Laws, Article VIII, Section 8.1.

Commission's website at https://www.sec.gov/rules-regulations/self-regulatory-organization-rulemaking/national-securities-exchanges?file_number=SR-SAPPHIRE-2025-02.

II. 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.¹⁰

Comments may be submitted electronically by using the Commission's internet comment form (https://www.sec.gov/rules-regulations/self-regulatory-organization-rulemaking/national-securities-exchanges?file_number=SR-SAPPHIRE-2025-02) or by sending an email to rule-comments@sec.gov. Please include file number SR-SAPPHIRE-2025-02 on the subject line.

Alternatively, paper comments may be sent to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090. All submissions should refer to file number SR-SAPPHIRE-2025-02. 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-regulations/self-regulatory-organization-rulemaking/national-securities-exchanges?file_number=SR-SAPPHIRE-2025-02).

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.

¹⁰ 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 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of MIAX Sapphire.

All submissions should refer to file number SR-SAPPHIRE-2025-02 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.¹¹

Sherry R. Haywood,

Assistant Secretary.

¹¹ 17 CFR 200.30-3(a)(12).