

Required fields are shown with yellow backgrounds and asterisks.

Filing by Investors' Exchange LLC
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial *	Amendment *	Withdrawal	Section 19(b)(2) *	Section 19(b)(3)(A) *	Section 19(b)(3)(B) *
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
			Rule		
Pilot	Extension of Time Period for Commission Action *	Date Expires *	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<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) *	Section 806(e)(2) *
<input type="checkbox"/>	<input type="checkbox"/>
	Section 3C(b)(2) *
	<input type="checkbox"/>

Exhibit 2 Sent As Paper Document	Exhibit 3 Sent As Paper Document
<input type="checkbox"/>	<input type="checkbox"/>

Description

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

Proposed rule change related to continued listing standards for exchange traded products.

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 *	Claudia	Last Name *	Crowley
Title *	Chief Regulatory Officer		
E-mail *	claudia.crowley@iextrading.com		
Telephone *	(646) 343-2041	Fax	

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.

(Title *)

Date	06/05/2017	Chief Regulatory Officer
By	Claudia Crowley	
	(Name *)	

claudia.crowley@iextrading.com

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.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF 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

Add Remove View

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 Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² Investors Exchange LLC (“IEX” or “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to amend Chapter 16 of IEX Rules to add additional continued listing requirements for exchange traded products (“ETP”) listed under those rules, as well as a related amendment to IEX Rule 14.501 (Notification of Deficiency by IEX Regulation), and several clarifying and conforming changes to IEX Rules 14.101, 14.500, 14.501 and 14.505. The Exchange is also proposing various housekeeping changes throughout Chapter 16 for improved clarity. In addition, the Exchange is proposing to revise certain of the initial and continued listing standards applicable to Linked Securities and Index-Linked Exchangeable Notes in Rules 16.110 and 16.111 respectively. The Exchange has designated this proposal as non-controversial and provided the Commission with the notice required by Rule 19b-4(f)(6)(iii) under the Act.³

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

5.

(b) The Exchange does not believe that the proposed rule change will have any direct effect, or any significant indirect effect, on any other Exchange rule in effect at the time of this filing.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.19b-4(f)(6)(iii).

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

Senior management has approved the proposed rule change pursuant to authority delegated to it by the Board of the Exchange. No further action is required under the Exchange's governing documents. Therefore, the Exchange's internal procedures with respect to the proposed rule change are complete.

The persons on the Exchange staff prepared to respond to questions and comments on the proposed rule change are:

Claudia Crowley
Chief Regulatory Officer
Investors Exchange LLC
646-343-2041

Sophia Lee
General Counsel
Investors Exchange LLC
646-343-2040

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

a. Purpose

The Exchange proposes to amend Chapter 16 of IEX Rules to add additional continued listing standards for products listed under those rules (i.e., ETPs), as well as a related amendment to IEX Rule 14.501 (Notification of Deficiency by IEX Regulation), and several clarifying and conforming changes to IEX Rules 14.101, 14.500, 14.501 and 14.505. The Exchange is also proposing various housekeeping changes throughout Chapter 16 (e.g., punctuation, formatting, capitalization and renumbering) for improved clarity.

The Exchange does not currently list any ETPs.⁴ The proposed rule changes are based on substantially identical Nasdaq Stock Market (“Nasdaq”) rule changes that were recently approved by the Commission, or that have become effective.⁵ The listing rules, as amended by this proposed rule change, will become operative no later than October 1, 2017.⁶

In Nasdaq’s recent Commission approved rule filing amending its ETP listing standards, Nasdaq noted that staff of the Commission’s Division of Trading and Markets (“DTM”) requested that Nasdaq adopt certain additional continued listing standards for ETPs, citing their concern for potential manipulation of ETPs.⁷ As a result, the Nasdaq rule change, as well as the Exchange’s rule changes proposed in this filing, reflect guidance provided by DTM that most initial listing standards, as well as certain representations included in Exchange rule filings under SEC Rule 19b-4⁸ to list an ETP (“Exchange Rule Filing”), are also considered continued listing standards. The Exchange Rule Filing representations that will also be required to be maintained on a continuous

⁴ In connection with IEX’s Form 1 application for registration as a national securities exchange, the Commission approved rules applicable to the listing of ETPs on IEX. See Securities Exchange Act Release No. 78101 (June 17, 2016), 81 FR 41141 (June 23, 2016). These IEX rules are modelled on Nasdaq’s rules applicable to the listing of ETPs on Nasdaq, except that IEX rules do not provide for the listing of currency warrants, alpha index securities and NextShares. Additionally, the continued listing requirements applicable to Managed Fund Shares under IEX Rule 16.135 are included in SR-IEX-2017-03 (See, Securities Exchange Act Release No. 80545 (April 27, 2017), 82 FR 20648 (May 3, 2017)).

⁵ See, Securities Exchange Act Release No. 79784 (Jan. 12, 2017), 82 FR 6664 (January 19, 2017) (SR-NASDAQ-2016-135). See also, Securities Exchange Act Release No. 80210 (March 10, 2017), 82 FR 14094 (March 16, 2017) (SR-NASDAQ-2017-023). See also, SR-NASDAQ-2017-040 filed with the Commission on May 3, 2017 for effectiveness pursuant to Section 19b(3)(A)(iii) of the Act and Rule 19b-4(f)(6) thereunder.

⁶ The Exchange does not intend to list ETPs at this time or in the near future, but this date ensures the Exchange has sufficient time to meet its compliance obligations.

⁷ See, Securities Exchange Act Release No. 79784 (Jan. 12, 2017), 82 FR 6664 (January 19, 2017) (SR-NASDAQ-2016-135).

⁸ 17 CFR 240.19b-4.

basis include: (a) the description of the fund; (b) the fund's investment restrictions; and (c) the applicability of IEX listing rules specified in an Exchange Rule filing.

The proposed rule changes would require that ETPs listed by the Exchange without an Exchange Rule Filing maintain the initial index or reference asset criteria on a continued basis. For example, in the case of a domestic equity index, these criteria generally include: (a) stocks with 90% of the weight of the index must have a minimum market value of at least \$75 million; (b) stocks with 70% of the weight of the index must have a minimum monthly trading volume of at least 250,000 shares; (c) the most heavily weighted component cannot exceed 30% of the index, and the five most heavily weighted stocks cannot exceed 65%; (d) there must be at least 13 stocks in the index; and (e) all securities in the index must be listed in the U.S. There are similar criteria for international indexes, fixed-income indexes and indexes with a combination of components.

If an Exchange Rule Filing is made to list a specific ETP, the proposed rule change would require that the issuer of the security comply on a continuing basis with any statements or representations contained in the applicable rule proposal, including: (a) the description of the portfolio; (b) limitations on portfolio holdings or reference assets; and (c) the applicability of IEX listing rules specified in such Exchange Rule Filing.

As proposed, the Exchange would initiate delisting proceedings for a product listed under Chapter 16 if any of its continued listing requirements (including those set forth in an IEX rule and those set forth in an Exchange Rule Filing) are not continuously

maintained.⁹

The continued listing rules are also proposed to be amended to modify ETP compliance with the minimum 50 beneficial holder requirement for continued listing (the “ETP Beneficial Holder Rule”). Specifically, the portion of the ETP Beneficial Holder Rule regarding when IEX would consider the suspension of trading following the initial twelve month period beginning upon the commencement of trading will be amended to delete the “30 or more consecutive trading days” requirement. IEX’s other shareholder tests in the listing rules do not prescribe minimum time frames for compliance and the Exchange believes that more frequent review is not necessary to provide meaningful assurances of liquidity or trading interest. This modification will conform the ETP Beneficial Holder Rule to the other shareholder tests in the listing rules and remove references to a requirement that necessitates daily monitoring of shareholders.

The IEX listing rules would also be modified to require that issuers of securities listed under Chapter 16 must notify the Exchange regarding instances of non-compliance. In addition, while any listed ETPs would be subject to the delisting process specified in IEX Rule Series 14.500, the rules would be clarified to make this explicit.¹⁰ Specifically, the Exchange proposes to make conforming and technical changes to Rules 14.500(a), 14.501(a) and (d), Supplementary Material .01 to Rule 14.501, and 14.505 to specify that the provisions therein relate to securities listed under Chapter 16 as well as Chapter 14,

⁹ Unlike failures to comply with other continued listing requirements, if there is an interruption to the dissemination of the reference asset, index, or intraday indicative values for a listed product, the Exchange would initiate delisting proceedings under the IEX Rule Series 14.500 only if the interruption persists past the trading day in which it occurred. See, e.g., proposed changes to Rules 16.105(a)(9)(B)(i)(d)–(e) and 16.105(b)(9)(B)(i)(d)–(e).

¹⁰ ETPs would also be subject to IEX Rule 11.280, which governs trading halts.

and to make several technical and conforming changes.

The Rule Series 14.500 would also be clarified to make explicit that in cases where IEX Regulation has notified an ETP that it is deficient under one or more listing standards, the ETP may submit a plan to regain compliance as set forth under the Exchange's listing rules. In this regard, consistent with deficiencies from most other rules that allow issuers to submit a plan to regain compliance,¹¹ IEX proposes to allow issuers of ETPs 45 calendar days to submit such a plan. IEX staff will review the plan and may grant a limited period of time for the ETP to regain compliance as permitted under the listing rules. If IEX staff does not accept the plan, IEX staff would issue a Delisting Determination, which the company could appeal to the Listings Review Committee pursuant to Rule 14.502.

In addition, proposed amendments to Rule 14.101 would specify that the Exchange's broad discretionary authority over the initial and continued listing of securities on the Exchange also applies to securities listed under Chapter 16 as well as under Chapter 14.

Additionally, the Exchange proposes to make conforming and technical changes throughout Chapter 16 to maintain consistency in its rules. For example, the Exchange proposes to consistently use the language "initiate delisting proceedings under the IEX

¹¹ Pursuant to Rule 14.501, a company is provided 45 days to submit a plan to regain compliance with Rules 14.408(c) (Quorum), 14.411 (Review of Related Party Transactions), 14.412 (Shareholder Approval), 14.207(c)(3) (Auditor Registration), 14.208(a) (Direct Registration Program), 14.406 (Code of Conduct), 14.407(a)(4)(E) (Quorum of Limited Partnerships), 14.407(a)(4)(G) (Related Party Transactions of Limited Partnerships), 14.413 (Voting Rights), or 14.414 (Internal Audit Function). A company is generally provided 60 days to submit a plan to regain compliance with the requirement to timely file reports contained in Rule 14.207(c)(1) or (2).

Rule Series 14.500” when describing the delisting process for a product that fails to meet continued listing requirements;¹² consistently state in the Portfolio Depository Receipts and Index Fund Shares rules that, if the index that underlies a series of Portfolio Depository Receipts or Index Fund Shares is maintained by a broker-dealer or fund advisor, the index shall be calculated by a third party who is not a broker-dealer or fund advisor;¹³ and consistently reflect that delisting “following the initial 12-month period following commencement of trading on IEX only applies to the record/ beneficial holder, number of shares issued and outstanding, and the market value of shares issued and outstanding requirements.¹⁴

Further, references in the Chapter 16 continued listing standards that state that if the requirements set forth in that particular section are not continuously maintained constitute a reason for IEX to consider the suspension of trading, covers only listing criteria that are explicitly considered continued listing standards for that rule.

Finally, the Exchange is proposing to revise certain of the initial and continued listing standards applicable to Linked Securities and Index-Linked Exchangeable Notes in Rules 16.110 and 16.111 respectively to conform to provisions in comparable Nasdaq rules.

¹² See, e.g., proposed changes to Rules 16.105(a)(9)(B)(i) and 16.105(b)(9)(B)(i).

¹³ See proposed changes to Rules 16.105(a)(4)(B)(i), 16.105(a)(5)(A)(i), 16.105(b)(4)(B)(i), and 16.105(b)(5)(A)(i); see also Rule 16.105(a)(3)(B)(i) (currently stating that, for certain Portfolio Depository Receipts, “[i]f the index is maintained by a broker-dealer or fund advisor . . . the index shall be calculated by a third party who is not a broker-dealer or fund advisor”) and 16.105(b)(3)(B)(i) (currently stating that, for certain Index Fund Shares, “[i]f the index is maintained by a broker-dealer or fund advisor . . . the index shall be calculated by a third party who is not a broker-dealer or fund advisor”).

¹⁴ See, e.g., proposed changes to Rule 16.111(d)(6)(B); see also, e.g., Rule 16.111(h)(4)(B)(i) (currently applying the 12-month threshold only to the record/beneficial holder, number of units issued and outstanding, and market value of units issued and outstanding requirements for Partnership Units).

Specifically, the Exchange proposes to amend paragraph (e) of Rule 16.110 (Securities Linked to the Performance of Indexes and Commodities (Including Currencies)), which allows the listing of Linked Securities. In addition to providing that the relevant provisions are considered continued as well as initial listing standards (as discussed above generally) the proposed rule change will modify the specific provisions of Rule 16.110(e) to reflect a substantially identical change previously made by Nasdaq to Nasdaq Rule 5710(e).¹⁵ Rule 16.110 states that for the listing of a Linked Security, the issuer will be expected to have a minimum tangible net worth in excess of \$250 million and income from continuing operations before income taxes of at least \$1,200,000 in the most recently completed fiscal year or in two of the three most recently completed fiscal years. As proposed, the income from continuing operations requirement would be deleted, and a parenthetical will be added following the existing minimum tangible net worth requirement to state that if the Linked Securities are fully and unconditionally guaranteed by an affiliate of the Company, IEX will rely on such affiliate's tangible net worth for purposes of this requirement. In addition, the Exchange proposes to add the following provisions that are substantively identical to provisions in Nasdaq Rule 5710(e). First, with respect to the alternative listing requirement, the original issue price of the Linked Securities, combined with all of the company's other Linked Securities listed on a national securities exchange or otherwise publicly traded in the United States, must not be greater than 25 percent of the company's tangible net worth at the time of issuance. Second, a parenthetical will be added following this provision to state that if

¹⁵ See Securities Exchange Act Release No. 80348 (March 30, 2017), 82 FR 16651 (April 5, 2017) (SR-NASDAQ-2017-032).

the Linked Securities are fully and unconditionally guaranteed by an affiliate of the Company, IEX will apply the provisions of this paragraph to such affiliate instead of the Company and will include in its calculation all Linked Securities that are fully and unconditionally guaranteed by such affiliate. Third, as with the Nasdaq provision, a sentence at the end of this listing standard will state that Government issuers and supranational entities will be evaluated on a case-by-case basis.

With respect to Rule 16.111(a)(3) relating to the initial and continued listing standards applicable to Index-Linked Exchangeable Notes, the Exchange proposes to amend the rule to conform to current provisions of Nasdaq Rule 5711(a)(iii), as well as to provide that the relevant provisions are considered continued as well as initial listing standards (as discussed above generally). Currently, Rule 16.111(a)(3) provides for two alternative listing standards for Index-Linked Exchangeable Notes. Each alternative includes a requirement that the issuer of the Index-Linked Exchangeable Notes have annual income from continuing operations before income taxes of at least \$1,200,000 in the most recently completed fiscal year or in two of the three most recently completed fiscal years. The Exchange proposes to replace each such requirement with a requirement that the issuer of the Index-Linked Exchangeable Notes have income from continuing operations before income taxes substantially exceeding \$1,000,000 in the most recently completed fiscal year or in two of the three most recently completed fiscal years. As proposed, this provision is substantially identical to corresponding provisions in Nasdaq Rule 5711(a)(iii).¹⁶

¹⁶ In relevant part, Nasdaq Rule 5711(a)(iii) provides that the issuer will be expected to “substantially exceed the earnings requirements set forth in Nasdaq Rule 5405(b), which requires

b. Statutory Basis

IEX believes that the proposed rule change is consistent with Section 6(b)¹⁷ of the Act in general, and furthers the objectives of Section 6(b)(5) of the Act,¹⁸ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, to protect investors and the public interest. The Exchange notes that the changes proposed herein are substantially similar to Nasdaq rule changes approved by the Commission or that have become effective. IEX's listing rules for ETPs are also substantially similar to Nasdaq's listing rules for ETPs. Accordingly, the Exchange does not believe that the proposed rule change raises any new or novel issues and is consistent with the requirements of Section 6(b)(5) of the Act.

Specifically, the Exchange believes that the proposed rule changes accomplish these objectives by enhancing the current continued listing standards, as well as by clarifying that most initial listing standards, as well as certain representations included in Exchange Rule Filings to list an ETP, would be considered continued listing standards. In approving comparable Nasdaq changes to its continued listing standards for ETPs, the Commission found that the proposal is consistent with the Act, noting the importance of continued listing criteria to the maintenance of fair and orderly markets. Specifically, the

“[a]nnual income from continuing operations before income taxes of at least \$1,000,000 in the most recently completed fiscal year or in two of the three most recently completed fiscal years.”

¹⁷ 15 U.S.C. 78f.

¹⁸ 15 U.S.C. 78f(b)(5).

Commission stated that the proposal is designed to ensure that stocks with substantial market capitalization and trading volume account for a substantial portion of the weight of an index or portfolio underlying a listed ETP, provide transparency regarding the components of an index or portfolio underlying a listed ETP, ensure that there is adequate liquidity in a listed ETP itself, and provide timely and fair disclosure of useful information that may be necessary to price the listed ETP. Further, the Commission stated that the Nasdaq proposal would increase transparency regarding the process Nasdaq will follow if a listed product fails to meet its continued listing requirements. The Commission also stated that it does not believe Nasdaq's proposal raises any unique or novel regulatory issues.¹⁹ The Exchange believes that the same considerations support that the proposed rule change is consistent with the Act.

The continued listing rules will be amended to modify ETP compliance with the ETP Beneficial Holder Rule regarding when IEX would consider the suspension of trading following the initial twelve month period beginning upon commencement of trading by deleting the "30 or more consecutive trading days" requirement. The Exchange believes that this change serves 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 since it will conform the ETP Beneficial Holder Rule with the other shareholder tests in the listing rules and the Exchange believes that more frequent review is not necessary to provide meaningful assurances of liquidity or trading interest.

¹⁹ See generally, Securities Exchange Act Release No. 79784 (Jan. 12, 2017), 82 FR 6664 (January 19, 2017) (SR-NASDAQ-2016-135).

Additionally, IEX listing rules will be modified to require that issuers of any securities to be listed under Chapter 16 must notify the Exchange regarding instances of non-compliance and to clarify that deficiencies will be subject to potential trade halts and the delisting process in the IEX Rule Series 14.500. The Exchange believes that these amendments will enhance IEX listing rules, thereby serving to improve the national market system and protect investors and the public interest.

Further, IEX listing rules will be amended to clarify the applicability of the Exchange's broad discretionary authority over the initial and continued listing of securities on the Exchange to securities listed under Chapter 16 as well as under Chapter 14. The Exchange believes that these amendments will enhance IEX listing rules by clarifying the Exchange authority to make listing decisions consistent with the protection of investors and the public interest.

In addition, the Exchange believes that the conforming, technical and housekeeping changes are designed to further the goals of the listing standards by providing clarity and consistency in the Exchange's rules.

Finally, the Exchange believes that the changes to Rules 16.110 and 16.111 to conform to substantially identical Nasdaq rules are consistent with the protection of investors and the public interest since the applicable listing standards as revised will continue to provide a strong indication of the issuer's ability to make necessary payments on Linked Securities and Index-Linked Exchangeable Notes. Moreover, the conforming changes are substantially identical to Nasdaq rules that were approved by the Commission or that have become effective and therefore the Exchange does not believe that the proposed changes raise any new or novel issues not previously considered by the

Commission.

For these reasons, IEX believes that the proposed rule change is consistent with the requirements of Section 6(b)(5) of the Act.

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

IEX does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

The proposed rule change is based on substantially identical Nasdaq rules and is comparable to NYSE Arca rules, in each case based on DTM Staff guidance.

Consequently, the Exchange believes the proposed rule changes will have no negative effect on competition.

5. 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.

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)

The Exchange has designated this rule filing as non-controversial under Section 19(b)(3)(A) of the Act²⁰ and paragraph (f)(6) of Rule 19b-4 thereunder.²¹ The Exchange asserts that the proposed rule change: (1) will not significantly affect the protection of investors or the public interest, (2) will not impose any significant burden on competition, (3) and will not become operative for 30 days from the date on which it was filed, or such

²⁰ 15 U.S.C. 78s(b)(3)(A).

²¹ 17 CFR 240.19b-4(f)(6).

shorter time as the Commission may designate if consistent with the protection of investors and the public interest. In addition, the Exchange provided the Commission with written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing.²²

The Exchange believes that the proposed rule change meets the criteria of subparagraph (f)(6) of Rule 19b-4²³ because each aspect is substantially identical to rules recently approved by the Commission, or that have become effective, for Nasdaq, as described herein, and thus raises no regulatory or investor protection issues not considered in connection with the approval of those rule changes.

Accordingly, the Exchange believes that the proposed rule change is noncontroversial and satisfies the requirements of Rule 19b-4(f)(6).²⁴

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

This proposal is substantially similar to approved or effective Nasdaq rules.²⁵

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

Not applicable.

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

Not applicable.

11. Exhibits

²² 17 CFR 240.19b-4(f)(6)(iii).

²³ 17 CFR 240.19b-4(f)(6).

²⁴ 17 CFR 240.19b-4(f)(6).

²⁵ See supra note 5.

Exhibit 1 – Form of Notice of the Proposed Rule Change for Publication in the
Federal Register.

Exhibit 5 – Text of Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34 -); File No. SR-IEX-2017-14)

Self-Regulatory Organizations: Investors Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Related to Continued Listing Standards for Exchange Traded Products.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the “Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that, on (date), the Investors Exchange LLC (“IEX” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (“Act”), and Rule 19b-4 thereunder, Investors Exchange LLC (“IEX” or “Exchange”) is filing with the Commission a proposed rule change to amend Chapter 16 of IEX Rules to add additional continued listing requirements for exchange traded products (“ETP”) listed under those rules, as well as a related amendment to IEX Rule 14.501 (Notification of Deficiency by IEX Regulation), and several clarifying and conforming changes to IEX Rules 14.101, 14.500, 14.501 and 14.505. The Exchange is

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

also proposing various housekeeping changes throughout Chapter 16 for improved clarity. In addition, the Exchange is proposing to revise certain of the initial and continued listing standards applicable to Linked Securities and Index-Linked Exchangeable Notes in Rules 16.110 and 16.111 respectively. The Exchange has designated this proposal as non-controversial and provided the Commission with the notice required by Rule 19b-4(f)(6)(iii) under the Act. The text of the proposed rule change is available at the Exchange's website at www.iextrading.com, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statement may be examined at the places specified in Item IV below. The self-regulatory organization has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

The Exchange proposes to amend Chapter 16 of IEX Rules to add additional continued listing standards for products listed under those rules (i.e., ETPs), as well as a related amendment to IEX Rule 14.501 (Notification of Deficiency by IEX Regulation), and several clarifying and conforming changes to IEX Rules 14.101, 14.500, 14.501 and 14.505. The Exchange is also proposing various housekeeping changes throughout

Chapter 16 (e.g., punctuation, formatting, capitalization and renumbering) for improved clarity.

The Exchange does not currently list any ETPs.⁴ The proposed rule changes are based on substantially identical Nasdaq Stock Market (“Nasdaq”) rule changes that were recently approved by the Commission, or that have become effective.⁵ The listing rules, as amended by this proposed rule change, will become operative no later than October 1, 2017.⁶

In Nasdaq’s recent Commission approved rule filing amending its ETP listing standards, Nasdaq noted that staff of the Commission’s Division of Trading and Markets (“DTM”) requested that Nasdaq adopt certain additional continued listing standards for ETPs, citing their concern for potential manipulation of ETPs.⁷ As a result, the Nasdaq rule change, as well as the Exchange’s rule changes proposed in this filing, reflect guidance provided by DTM that most initial listing standards, as well as certain representations included in Exchange rule filings under SEC Rule 19b-4⁸ to list an ETP (“Exchange Rule Filing”), are also considered continued listing standards. The Exchange

⁴ In connection with IEX’s Form 1 application for registration as a national securities exchange, the Commission approved rules applicable to the listing of ETPs on IEX. See Securities Exchange Act Release No. 78101 (June 17, 2016), 81 FR 41141 (June 23, 2016). These IEX rules are modelled on Nasdaq’s rules applicable to the listing of ETPs on Nasdaq, except that IEX rules do not provide for the listing of currency warrants, alpha index securities and NextShares. Additionally, the continued listing requirements applicable to Managed Fund Shares under IEX Rule 16.135 are included in SR-IEX-2017-03 (See, Securities Exchange Act Release No. 80545 (April 27, 2017), 82 FR 20648 (May 3, 2017)).

⁵ See, Securities Exchange Act Release No. 79784 (Jan. 12, 2017), 82 FR 6664 (January 19, 2017) (SR-NASDAQ-2016-135). See also, Securities Exchange Act Release No. 80210 (March 10, 2017), 82 FR 14094 (March 16, 2017) (SR-NASDAQ-2017-023). See also, SR-NASDAQ-2017-040 filed with the Commission on May 3, 2017 for effectiveness pursuant to Section 19b(3)(A)(iii) of the Act and Rule 19b-4(f)(6) thereunder.

⁶ The Exchange does not intend to list ETPs at this time or in the near future, but this date ensures the Exchange has sufficient time to meet its compliance obligations.

⁷ See, Securities Exchange Act Release No. 79784 (Jan. 12, 2017), 82 FR 6664 (January 19, 2017) (SR-NASDAQ-2016-135).

⁸ 17 CFR 240.19b-4.

Rule Filing representations that will also be required to be maintained on a continuous basis include: (a) the description of the fund; (b) the fund's investment restrictions; and (c) the applicability of IEX listing rules specified in an Exchange Rule filing.

The proposed rule changes would require that ETPs listed by the Exchange without an Exchange Rule Filing maintain the initial index or reference asset criteria on a continued basis. For example, in the case of a domestic equity index, these criteria generally include: (a) stocks with 90% of the weight of the index must have a minimum market value of at least \$75 million; (b) stocks with 70% of the weight of the index must have a minimum monthly trading volume of at least 250,000 shares; (c) the most heavily weighted component cannot exceed 30% of the index, and the five most heavily weighted stocks cannot exceed 65%; (d) there must be at least 13 stocks in the index; and (e) all securities in the index must be listed in the U.S. There are similar criteria for international indexes, fixed-income indexes and indexes with a combination of components.

If an Exchange Rule Filing is made to list a specific ETP, the proposed rule change would require that the issuer of the security comply on a continuing basis with any statements or representations contained in the applicable rule proposal, including: (a) the description of the portfolio; (b) limitations on portfolio holdings or reference assets; and (c) the applicability of IEX listing rules specified in such Exchange Rule Filing.

As proposed, the Exchange would initiate delisting proceedings for a product listed under Chapter 16 if any of its continued listing requirements (including those set forth in an IEX rule and those set forth in an Exchange Rule Filing) are not continuously

maintained.⁹

The continued listing rules are also proposed to be amended to modify ETP compliance with the minimum 50 beneficial holder requirement for continued listing (the “ETP Beneficial Holder Rule”). Specifically, the portion of the ETP Beneficial Holder Rule regarding when IEX would consider the suspension of trading following the initial twelve month period beginning upon the commencement of trading will be amended to delete the “30 or more consecutive trading days” requirement. IEX’s other shareholder tests in the listing rules do not prescribe minimum time frames for compliance and the Exchange believes that more frequent review is not necessary to provide meaningful assurances of liquidity or trading interest. This modification will conform the ETP Beneficial Holder Rule to the other shareholder tests in the listing rules and remove references to a requirement that necessitates daily monitoring of shareholders.

The IEX listing rules would also be modified to require that issuers of securities listed under Chapter 16 must notify the Exchange regarding instances of non-compliance. In addition, while any listed ETPs would be subject to the delisting process specified in IEX Rule Series 14.500, the rules would be clarified to make this explicit.¹⁰ Specifically, the Exchange proposes to make conforming and technical changes to Rules 14.500(a), 14.501(a) and (d), Supplementary Material .01 to Rule 14.501, and 14.505 to specify that the provisions therein relate to securities listed under Chapter 16 as well as Chapter 14, and to make several technical and conforming changes.

⁹ Unlike failures to comply with other continued listing requirements, if there is an interruption to the dissemination of the reference asset, index, or intraday indicative values for a listed product, the Exchange would initiate delisting proceedings under the IEX Rule Series 14.500 only if the interruption persists past the trading day in which it occurred. See, e.g., proposed changes to Rules 16.105(a)(9)(B)(i)(d)–(e) and 16.105(b)(9)(B)(i)(d)–(e).

¹⁰ ETPs would also be subject to IEX Rule 11.280, which governs trading halts.

The Rule Series 14.500 would also be clarified to make explicit that in cases where IEX Regulation has notified an ETP that it is deficient under one or more listing standards, the ETP may submit a plan to regain compliance as set forth under the Exchange's listing rules. In this regard, consistent with deficiencies from most other rules that allow issuers to submit a plan to regain compliance,¹¹ IEX proposes to allow issuers of ETPs 45 calendar days to submit such a plan. IEX staff will review the plan and may grant a limited period of time for the ETP to regain compliance as permitted under the listing rules. If IEX staff does not accept the plan, IEX staff would issue a Delisting Determination, which the company could appeal to the Listings Review Committee pursuant to Rule 14.502.

In addition, proposed amendments to Rule 14.101 would specify that the Exchange's broad discretionary authority over the initial and continued listing of securities on the Exchange also applies to securities listed under Chapter 16 as well as under Chapter 14.

Additionally, the Exchange proposes to make conforming and technical changes throughout Chapter 16 to maintain consistency in its rules. For example, the Exchange proposes to consistently use the language "initiate delisting proceedings under the IEX Rule Series 14.500" when describing the delisting process for a product that fails to meet

¹¹ Pursuant to Rule 14.501, a company is provided 45 days to submit a plan to regain compliance with Rules 14.408(c) (Quorum), 14.411 (Review of Related Party Transactions), 14.412 (Shareholder Approval), 14.207(c)(3) (Auditor Registration), 14.208(a) (Direct Registration Program), 14.406 (Code of Conduct), 14.407(a)(4)(E) (Quorum of Limited Partnerships), 14.407(a)(4)(G) (Related Party Transactions of Limited Partnerships), 14.413 (Voting Rights), or 14.414 (Internal Audit Function). A company is generally provided 60 days to submit a plan to regain compliance with the requirement to timely file reports contained in Rule 14.207(c)(1) or (2).

continued listing requirements;¹² consistently state in the Portfolio Depository Receipts and Index Fund Shares rules that, if the index that underlies a series of Portfolio Depository Receipts or Index Fund Shares is maintained by a broker-dealer or fund advisor, the index shall be calculated by a third party who is not a broker-dealer or fund advisor;¹³ and consistently reflect that delisting “following the initial 12-month period following commencement of trading on IEX only applies to the record/ beneficial holder, number of shares issued and outstanding, and the market value of shares issued and outstanding requirements.”¹⁴

Further, references in the Chapter 16 continued listing standards that state that if the requirements set forth in that particular section are not continuously maintained constitute a reason for IEX to consider the suspension of trading, covers only listing criteria that are explicitly considered continued listing standards for that rule.

Finally, the Exchange is proposing to revise certain of the initial and continued listing standards applicable to Linked Securities and Index-Linked Exchangeable Notes in Rules 16.110 and 16.111 respectively to conform to provisions in comparable Nasdaq rules.

Specifically, the Exchange proposes to amend paragraph (e) of Rule 16.110

¹² See, e.g., proposed changes to Rules 16.105(a)(9)(B)(i) and 16.105(b)(9)(B)(i).

¹³ See proposed changes to Rules 16.105(a)(4)(B)(i), 16.105(a)(5)(A)(i), 16.105(b)(4)(B)(i), and 16.105(b)(5)(A)(i); see also Rule 16.105(a)(3)(B)(i) (currently stating that, for certain Portfolio Depository Receipts, “[i]f the index is maintained by a broker-dealer or fund advisor . . . the index shall be calculated by a third party who is not a broker-dealer or fund advisor”) and 16.105(b)(3)(B)(i) (currently stating that, for certain Index Fund Shares, “[i]f the index is maintained by a broker-dealer or fund advisor . . . the index shall be calculated by a third party who is not a broker-dealer or fund advisor”).

¹⁴ See, e.g., proposed changes to Rule 16.111(d)(6)(B); see also, e.g., Rule 16.111(h)(4)(B)(i) (currently applying the 12-month threshold only to the record/beneficial holder, number of units issued and outstanding, and market value of units issued and outstanding requirements for Partnership Units).

(Securities Linked to the Performance of Indexes and Commodities (Including Currencies)), which allows the listing of Linked Securities. In addition to providing that the relevant provisions are considered continued as well as initial listing standards (as discussed above generally) the proposed rule change will modify the specific provisions of Rule 16.110(e) to reflect a substantially identical change previously made by Nasdaq to Nasdaq Rule 5710(e).¹⁵ Rule 16.110 states that for the listing of a Linked Security, the issuer will be expected to have a minimum tangible net worth in excess of \$250 million and income from continuing operations before income taxes of at least \$1,200,000 in the most recently completed fiscal year or in two of the three most recently completed fiscal years. As proposed, the income from continuing operations requirement would be deleted, and a parenthetical will be added following the existing minimum tangible net worth requirement to state that if the Linked Securities are fully and unconditionally guaranteed by an affiliate of the Company, IEX will rely on such affiliate's tangible net worth for purposes of this requirement. In addition, the Exchange proposes to add the following provisions that are substantively identical to provisions in Nasdaq Rule 5710(e). First, with respect to the alternative listing requirement, the original issue price of the Linked Securities, combined with all of the company's other Linked Securities listed on a national securities exchange or otherwise publicly traded in the United States, must not be greater than 25 percent of the company's tangible net worth at the time of issuance. Second, a parenthetical will be added following this provision to state that if the Linked Securities are fully and unconditionally guaranteed by an affiliate of the Company, IEX will apply the provisions of this paragraph to such affiliate instead of the

¹⁵ See Securities Exchange Act Release No. 80348 (March 30, 2017), 82 FR 16651 (April 5, 2017) (SR-NASDAQ-2017-032).

Company and will include in its calculation all Linked Securities that are fully and unconditionally guaranteed by such affiliate. Third, as with the Nasdaq provision, a sentence at the end of this listing standard will state that Government issuers and supranational entities will be evaluated on a case-by-case basis.

With respect to Rule 16.111(a)(3) relating to the initial and continued listing standards applicable to Index-Linked Exchangeable Notes, the Exchange proposes to amend the rule to conform to current provisions of Nasdaq Rule 5711(a)(iii), as well as to provide that the relevant provisions are considered continued as well as initial listing standards (as discussed above generally). Currently, Rule 16.111(a)(3) provides for two alternative listing standards for Index-Linked Exchangeable Notes. Each alternative includes a requirement that the issuer of the Index-Linked Exchangeable Notes have annual income from continuing operations before income taxes of at least \$1,200,000 in the most recently completed fiscal year or in two of the three most recently completed fiscal years. The Exchange proposes to replace each such requirement with a requirement that the issuer of the Index-Linked Exchangeable Notes have income from continuing operations before income taxes substantially exceeding \$1,000,000 in the most recently completed fiscal year or in two of the three most recently completed fiscal years. As proposed, this provision is substantially identical to corresponding provisions in Nasdaq Rule 5711(a)(iii).¹⁶

2. Statutory Basis

¹⁶ In relevant part, Nasdaq Rule 5711(a)(iii) provides that the issuer will be expected to “substantially exceed the earnings requirements set forth in Nasdaq Rule 5405(b), which requires “[a]nnual income from continuing operations before income taxes of at least \$1,000,000 in the most recently completed fiscal year or in two of the three most recently completed fiscal years.”

IEX believes that the proposed rule change is consistent with Section 6(b)¹⁷ of the Act in general, and furthers the objectives of Section 6(b)(5) of the Act,¹⁸ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, to protect investors and the public interest. The Exchange notes that the changes proposed herein are substantially similar to Nasdaq rule changes approved by the Commission or that have become effective. IEX's listing rules for ETPs are also substantially similar to Nasdaq's listing rules for ETPs. Accordingly, the Exchange does not believe that the proposed rule change raises any new or novel issues and is consistent with the requirements of Section 6(b)(5) of the Act.

Specifically, the Exchange believes that the proposed rule changes accomplish these objectives by enhancing the current continued listing standards, as well as by clarifying that most initial listing standards, as well as certain representations included in Exchange Rule Filings to list an ETP, would be considered continued listing standards. In approving comparable Nasdaq changes to its continued listing standards for ETPs, the Commission found that the proposal is consistent with the Act, noting the importance of continued listing criteria to the maintenance of fair and orderly markets. Specifically, the Commission stated that the proposal is designed to ensure that stocks with substantial market capitalization and trading volume account for a substantial portion of the weight of an index or portfolio underlying a listed ETP, provide transparency regarding the

¹⁷ 15 U.S.C. 78f.

¹⁸ 15 U.S.C. 78f(b)(5).

components of an index or portfolio underlying a listed ETP, ensure that there is adequate liquidity in a listed ETP itself, and provide timely and fair disclosure of useful information that may be necessary to price the listed ETP. Further, the Commission stated that the Nasdaq proposal would increase transparency regarding the process Nasdaq will follow if a listed product fails to meet its continued listing requirements. The Commission also stated that it does not believe Nasdaq's proposal raises any unique or novel regulatory issues.¹⁹ The Exchange believes that the same considerations support that the proposed rule change is consistent with the Act.

The continued listing rules will be amended to modify ETP compliance with the ETP Beneficial Holder Rule regarding when IEX would consider the suspension of trading following the initial twelve month period beginning upon commencement of trading by deleting the "30 or more consecutive trading days" requirement. The Exchange believes that this change serves 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 since it will conform the ETP Beneficial Holder Rule with the other shareholder tests in the listing rules and the Exchange believes that more frequent review is not necessary to provide meaningful assurances of liquidity or trading interest.

Additionally, IEX listing rules will be modified to require that issuers of any securities to be listed under Chapter 16 must notify the Exchange regarding instances of non-compliance and to clarify that deficiencies will be subject to potential trade halts and the delisting process in the IEX Rule Series 14.500. The Exchange believes that these

¹⁹ See generally, Securities Exchange Act Release No. 79784 (Jan. 12, 2017), 82 FR 6664 (January 19, 2017) (SR-NASDAQ-2016-135).

amendments will enhance IEX listing rules, thereby serving to improve the national market system and protect investors and the public interest.

Further, IEX listing rules will be amended to clarify the applicability of the Exchange's broad discretionary authority over the initial and continued listing of securities on the Exchange to securities listed under Chapter 16 as well as under Chapter 14. The Exchange believes that these amendments will enhance IEX listing rules by clarifying the Exchange authority to make listing decisions consistent with the protection of investors and the public interest.

In addition, the Exchange believes that the conforming, technical and housekeeping changes are designed to further the goals of the listing standards by providing clarity and consistency in the Exchange's rules.

Finally, the Exchange believes that the changes to Rules 16.110 and 16.111 to conform to substantially identical Nasdaq rules are consistent with the protection of investors and the public interest since the applicable listing standards as revised will continue to provide a strong indication of the issuer's ability to make necessary payments on Linked Securities and Index-Linked Exchangeable Notes. Moreover, the conforming changes are substantially identical to Nasdaq rules that were approved by the Commission or that have become effective and therefore the Exchange does not believe that the proposed changes raise any new or novel issues not previously considered by the Commission.

For these reasons, IEX believes that the proposed rule change is consistent with the requirements of Section 6(b)(5) of the Act.

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

IEX does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change is based on substantially identical Nasdaq rules and is comparable to NYSE Arca rules, in each case based on DTM Staff guidance. Consequently, the Exchange believes the proposed rule changes will have no negative effect on competition.

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

Written comments were neither solicited nor received.

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

The Exchange has designated this rule filing as non-controversial under Section 19(b)(3)(A)²⁰ of the Act and Rule 19b-4(f)(6)²¹ thereunder. Because the proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6) thereunder.

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

²⁰ 15 U.S.C. 78s(b)(3)(A).

²¹ 17 CFR 240.19b-4(f)(6).

19(b)(2)(B)²² of the Act to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and 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 email to rule-comments@sec.gov. Please include File Number SR-IEX-2017-14 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-IEX-2017-14. This file number should be included in 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 (<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

²² 15 U.S.C. 78s(b)(2)(B).

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 Section, 100 F Street, NE, Washington, DC 20549-1090. Copies of the filing will also be available for inspection and copying at the IEX's principal office and on its Internet website at www.iextrading.com. 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-IEX-2017-14 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.²³

²³ 17 CFR 200.30-3(a)(12).

Exhibit 5 – Text of Proposed Rule Change

Proposed new language is underlined; proposed deletions are in brackets.

Rule 14.101. IEX's Regulatory Authority

The Exchange is entrusted with the authority to preserve and strengthen the quality of and public confidence in its market. The Exchange stands for integrity and ethical business practices in order to enhance investor confidence, thereby contributing to the financial health of the economy and supporting the capital formation process. Exchange Companies, from new public Companies to Companies of international stature, are publicly recognized as sharing these important objectives.

The Exchange, therefore, in addition to applying the enumerated criteria set forth in Chapters 14 and 16, has broad discretionary authority over the initial and continued listing of securities on the Exchange in order to maintain the quality, transparency and integrity of and public confidence in its market; to prevent fraudulent and manipulative acts and practices; to promote just and equitable principles of trade; to protect investors and the public interest; and to protect the safety and security of the Exchange and its employees. The Exchange may use such discretion to deny initial listing, apply additional or more stringent criteria for the initial or continued listing of particular securities, or suspend or delist particular securities based on any event, condition, or circumstance that exists or occurs that makes initial or continued listing of the securities on the Exchange inadvisable or unwarranted in the opinion of the Exchange, even though the securities meet all enumerated criteria for initial or continued listing on the Exchange. In the event that the Exchange Staff makes a determination to suspend or deny continued listing pursuant to its discretionary authority, the Company may seek review of that determination through the procedures set forth in the IEX Rule Series 14.500.

Rule 14.500. Failure to Meet Listing Standards

- (a) Securities of a Company that does not meet the listing standards set forth in Chapters 14 and 16 are subject to delisting from the Exchange. This Section sets forth procedures for

the independent review, suspension, and delisting of Companies that fail to satisfy one or more standards for continued listing and thus are “deficient” with respect to the listing standards.

IEX Regulation is responsible for identifying deficiencies that may lead to delisting; notifying the Company of the deficiency; and issuing Staff Delisting Determinations and Public Reprimand Letters. Rule 14.501 contains provisions regarding IEX Regulation’s process for notifying Companies of different types of deficiencies and their corresponding consequences.

The Listings Review Committee, upon timely request by a Company, will review a Staff Delisting Determination or Public Reprimand Letter at an oral or written hearing, and issue a Decision that may, among other things, grant an “exception” to the Exchange’s listing standards or affirm a delisting. Rule 14.502 contains provisions relating to the hearings process.

Procedures related to SEC notification of the Exchange’s final Delisting Determinations are discussed in IEX Rule 14.503. Rules applicable to the Listings Review Committee and Advisors are provided in IEX Rule 14.504 and general information relating to the adjudicatory process is provided in IEX Rule 14.505.

A Company’s failure to maintain compliance with the applicable provisions of Chapters 14 or 16 will result in the termination of the listing unless an exception is granted to the Company, as described below. The termination of the Company’s listing will become effective in accordance with the procedures set forth herein, including IEX Rule 14.503.

(b) No change.

Rule 14.501. Notification of Deficiency by IEX Regulation

- (a) When IEX Regulation determines that a Company does not meet a listing standard set forth in Chapters 14 or 16, it will immediately notify the Company of the deficiency. As explained in more detail below, deficiency notifications are of four types:
- (1) Staff Delisting Determinations, which are notifications of deficiencies that, unless appealed, subject the Company to immediate suspension and delisting;
 - (2) notifications of deficiencies for which a Company may submit a plan of compliance

- for staff review;
- (3) notifications of deficiencies for which a Company is entitled to an automatic cure or compliance period; and
 - (4) Public Reprimand Letters.

Notifications of deficiencies that allow for submission of a compliance plan or an automatic cure or compliance period may result, after review of the compliance plan or expiration of the cure or compliance period, in issuance of a Staff Delisting Determination or a Public Reprimand Letter.

(b) – (c) No Change.

••• *Supplementary Material* •••

.01 Disclosure of Written Notice of Staff Determination

IEX Rule 14.501(c) requires that a Company make a public announcement by filing a Form 8-K, where required by SEC rules, or by issuing a press release disclosing the receipt of (i) a notice that the Company does not meet a listing standard set forth in Chapter 14 or 16, (ii) a Staff Delisting Determination to limit or prohibit continued listing of the Company's securities under IEX Rule 14.501 as a result of the Company's failure to comply with the continued listing requirements, or (iii) a Public Reprimand Letter; provided, however, that if the notification relates to a failure to meet the requirements of IEX Rules 14.207(c)(1) or (2), the Company must make the public announcement by issuing a press release. Such public announcement shall be made as promptly as possible, but not more than four business days following the receipt of the notification, Staff Delisting Determination, or Public Reprimand Letter, as applicable. In addition to containing all disclosure required by Form 8-K, if applicable, the public announcement must describe each specific basis and concern identified by IEX Regulation in its determination that the Company does not meet the listing standard and identify the Rules upon which the deficiency is based. For example, if the IEX Regulation determines to delist a Company based on its discretionary authority under IEX Rule 14.101, the Company must include in its public announcement the specific concerns cited in the Staff Delisting Determination. In addition, a Company may provide its own analysis of the issues raised in the Staff Delisting Determination.

If the public announcement is not made by the Company within the time allotted or does not

include all of the required information, trading of its securities shall be halted (if not already halted), even if the Company appeals the Staff Delisting Determination or Public Reprimand Letter as set forth in IEX Rule 14.502, and IEX Regulation may make a public announcement with the required information. If the company's failure to make this public announcement is the only basis for a trading halt, IEX would ordinarily resume trading if IEX Regulation makes the public announcement. If the Company fails to make the public announcement by the time that the Hearings Panel issues its Decision, that Decision will also determine whether to delist the Company's securities for failure to make the public announcement.

IEX Rule 14.501(c) does not relieve a Company of its disclosure obligation under the federal securities laws, nor should it be construed as providing a safe harbor under the federal securities laws. It is suggested that the Company consult with corporate/securities counsel in assessing its disclosure obligations under the federal securities laws.

(d) Types of Deficiencies and Notifications

The type of deficiency at issue determines whether the Company will be immediately suspended and delisted, or whether it may submit a compliance plan for review or is entitled to an automatic cure or compliance period before a Staff Delisting Determination is issued. In the case of a deficiency not specified below, Staff will issue the Company a Staff Delisting Determination or a Public Reprimand Letter.

- (1) No change.
- (2) Deficiencies for which a Company may Submit a Plan of Compliance for Staff Review.
 - (A) Submission of Plan of Compliance. Unless the Company is currently under review by the Listings Review Committee for a Staff Delisting Determination, IEX Regulation may accept and review a plan to regain compliance when a Company is deficient with respect to one of the standards listed in subsections (i) through [(v)](vi) below. In accordance with Rule 14.501(d)(2)(C), plans provided pursuant to subsections (i) through (iv) and (vi) below must be provided generally within 45 calendar days, and in accordance with Rule 14.501(d)(2)(F), plans provided pursuant to subsection (v) must be provided generally within 60 calendar days.

(i) - (iii) No change.

(iv) failure to make the disclosure required by IEX Rule 14.207(b)(3); [or]

(v) failure to file periodic reports as required by IEX Rule 14.207(c)(1) or (2)[.];
or

(vi) failure to meet a continued listing requirement contained in Chapter 16.

Rule 14.505 Adjudicatory Process: General Information

(a) Record on Review

At each proceeding under this Section, the written record may consist of the following items, as applicable: correspondence between the Exchange and the Company; the Company's public filings; information released to the public by the Company; written submissions, exhibits, or requests submitted by either the Company or IEX Regulation and responses thereto; and any additional information considered by the Listings Review Committee as part of the review process. The written record will be supplemented by the transcript of any hearings held during the review process and all Decisions issued.

At each review under this Section, the Company will be informed of the contents of the written record. The Company will be provided a copy of any documents in the record that were not provided by the Company or are not publicly available, at least three calendar days before the deadline for Company submissions, unless the Company waives this production.

If additional issues arising under Chapter 14 or 16 are considered, as permitted by IEX Rule 14.500, the notice of such consideration and any response to such notice shall be made a part of the record.

(b) – (l) No Change.

Rule 16.101 Preamble to the Listing Requirements for Other Securities

(a) – (c) No Change.

(d) A Company with securities listed under Chapter 16 must provide IEX with prompt notification after the Company becomes aware of any noncompliance by the Company with the requirements of Chapter 16.

Rule 16.105. Exchange Traded Funds: Portfolio Depository Receipts and Index Fund Shares

(a) Portfolio Depository Receipts

(1) – (2) No Change.

(3) Equity. IEX may approve a series of Portfolio Depository Receipts for listing and trading pursuant to Rule 19b-4(e) under the Act, provided each of the following criteria is satisfied:

(A) Eligibility Criteria for Index Components.

(i) U.S. Index or Portfolio. [Upon the initial listing of a series of Portfolio Depository Receipts pursuant to Rule 19b-4(e) under the Act, the component] Component stocks of an index or portfolio of U.S. Component Stocks underlying such series of Portfolio Depository Receipts listed pursuant to Rule 19b-4(e) under the Act shall meet the following criteria on an initial and continued listing basis:

(a) – (e) No Change.

(ii) International or global index or portfolio. [Upon the initial listing of a series of Portfolio Depository Receipts pursuant to Rule 19b-4(e) under the Act, the components] Components of an index or portfolio underlying a series of Portfolio Depository Receipts listed pursuant to Rule 19b-4(e) under the Act that consist of either only Non-U.S. Component Stocks or both U.S. Component Stocks and Non-U.S. Component Stocks shall meet the following criteria on an initial and continued listing basis:

(a) – (e) No Change.

(iii) Index or portfolio approved in connection with derivative securities. [Upon] For the initial and continued listing of a series of Portfolio

Depository Receipts pursuant to Rule 19b-4(e) under the Act, the index or portfolio underlying a series of Portfolio Depository Receipts shall have been reviewed and approved for trading of options, Portfolio Depository Receipts, Index Fund Shares, index-linked exchangeable notes, or index-linked securities by the Commission under Section 19(b)[(2)] of the Act and rules thereunder, and the conditions set forth in the Commission's approval order, including comprehensive surveillance sharing agreements with respect to Non-U.S. Component Stocks and the requirements regarding dissemination of information, must continue to be satisfied. On an initial and continued listing basis, e[E]ach component stock of the index or portfolio shall be either

- (a) a U.S. Component Stock that is listed on a national securities exchange and is an NMS Stock as defined in Rule 600 of Regulation NMS under the Act; or
- (b) a Non-U.S. Component Stock that is listed and traded on an exchange that has last-sale reporting.

(B) Index Methodology and Calculation. All requirements set forth in this paragraph must be satisfied on both an initial and continued listing basis.

- (i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor shall erect and maintain a "fire wall" around the personnel who have access to information concerning changes and adjustments to the index and the index shall be calculated by a third party who is not a broker-dealer or fund advisor;

(ii) – (iii) No Change.

(C) Disseminated Information. The Reporting Authority will disseminate for each series of Portfolio Depository Receipts an estimate, updated at least every 15 seconds, of the value of a share of each series (the "Intraday Indicative Value") during the Regular Market Session. The Intraday Indicative Value may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value will be updated at least

every 15 seconds during the Regular Market Session to reflect changes in the exchange rate between the U.S. dollar and the currency in which any component stock is denominated. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on IEX, then the last official calculated Intraday Indicative Value must remain available throughout IEX's S[*s*]ystem H[*h*]ours. All requirements set forth in this paragraph must be satisfied on both an initial and continued listing basis.

- (D) No Change.
- (E) Surveillance Procedures. FINRA will implement and maintain written surveillance procedures for Portfolio Depository Receipts.
- (F) No Change.
- (4) Fixed Income. Fixed Income Securities are debt securities that are notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities ("Treasury Securities"), government-sponsored entity securities ("GSE Securities"), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or subdivision thereof. IEX may approve a series of Portfolio Depository Receipts based on Fixed Income Securities for listing and trading pursuant to Rule 19b-4(e) under the Act provided such portfolio or index: (i) has been reviewed and approved for the trading of options, Portfolio Depository Receipts, Index Fund Shares, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b)[(2)] of the Act and the rules thereunder and the conditions set forth in the Commission's approval order continue to be satisfied; or (ii) the following criteria are satisfied:
- (A) Eligibility Criteria for Index Components. [Upon the initial listing of a series of Portfolio Depository Receipts pursuant to Rule 19b-4(e) under the Act, each component]Components of an index or portfolio that underlies a series of Portfolio Depository Receipts listed pursuant to Rule 19b-4(e) under the Act shall meet the following criteria on an initial and continued listing basis:
- (i) No Change.
- (ii) C[*c*]omponents that in the aggregate account for at least 75% of the weight

of the index or portfolio must have a minimum original principal amount outstanding of \$100 million or more;

(iii) – (vi) No Change.

(B) Index Methodology and Calculation. All requirements set forth in this paragraph must be satisfied on both an initial and continued listing basis.

(i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor shall erect and maintain a "fire wall" around the personnel who have access to information concerning changes and adjustments to the index and the index shall be calculated by a third party who is not a broker-dealer or fund advisor;

(ii) – (iii) No Change.

(5) IEX may approve a series of Portfolio Depository Receipts based on a combination of indexes or an index or portfolio of component securities representing the U.S. equity market, the international equity market, and the fixed income market for listing and trading pursuant to Rule 19b-4(e) under the Act provided: (i) each index has been reviewed and approved for the trading of options, Portfolio Depository Receipts, Index Fund Shares, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b)[(2)] of the Act and rules thereunder and the conditions set forth in the Commission's approval order continue to be satisfied; or (ii) each index or portfolio of equity and fixed income component securities separately meets either the criteria set forth in IEX Rule 16.105(a)(3) or (4) above. After IEX approves a series for listing and trading pursuant to this paragraph (5), such series of Portfolio Depository Receipts shall continue to meet the requirements of sections (i) and (ii) in this paragraph (5), as applicable, on a continued listing basis.

(A) Index Methodology and Calculation. All requirements set forth in this paragraph must be satisfied on both an initial and continued listing basis.

(i) If an index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor shall erect and maintain a "fire wall" around the personnel who have access to information concerning changes and adjustments to the index and the index shall be calculated by a third party

who is not a broker-dealer or fund advisor;

(ii) - (iii) No Change.

- (6) The following provisions shall apply to all series of Portfolio Depositary Receipts listed pursuant to IEX Rules 16.105(a)(4) and (5) above:

~~(B)~~A Disseminated Information. The Reporting Authority will disseminate for each series of Portfolio Depositary Receipts an estimate, updated at least every 15 seconds, of the value of a share of each series (the "Intraday Indicative Value"). The Intraday Indicative Value may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value may be calculated by IEX or by an independent third party throughout the day using prices obtained from independent market data providers or other independent pricing sources such as a broker-dealer or price evaluation services. All requirements set forth in this paragraph must be satisfied on both an initial and continued listing basis.

~~(C)~~B Initial Shares Outstanding. A minimum of 100,000 shares of a series of Portfolio Depositary Receipts is required to be outstanding at start-up of trading.

~~(D)~~C Surveillance Procedures. FINRA will implement and maintain written surveillance procedures for Portfolio Depositary Receipts.

(7) – (8) No Change.

- (9) A Trust upon which a series of Portfolio Depositary Receipts is based will be listed and traded on IEX subject to application of the following criteria:

(A) Initial Listing.

- (i) for each Trust, IEX will establish a minimum number of Portfolio Depositary Receipts required to be outstanding at the time of commencement of trading on IEX.
- (ii) IEX will obtain a representation from the issuer of each series of Portfolio Depositary Receipts that the net asset value per share for the series will be

calculated daily and will be made available to all market participants at the same time.

(B) Continued Listing.

(i) IEX will consider the suspension of trading in, [or removal from listing] and will initiate delisting proceedings under the IEX Rule Series 14.500, of a Trust upon which a series of Portfolio Depository Receipts is based under any of the following circumstances:

(a) if any of the requirements set forth in this rule are not continuously maintained; or

(b) if IEX files separate proposals under Section 19(b) of the Act, any of the statements or representations regarding the index composition, the description of the portfolio, limitations on portfolio holdings or reference assets, dissemination and availability of the index or intraday indicative values, or the applicability of IEX listing rules specified in such proposals, are not continuously maintained as referenced in subsection 10 of this rule:

([a]c) if, following the initial twelve month period after the formation of a Trust and commencement of trading on IEX, the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Portfolio Depository Receipts[for 30 or more consecutive trading days];

([b]d) if the value of the index or portfolio of securities on which the Trust is based is no longer calculated or available or an interruption to the dissemination of the value of the index or portfolio of securities persists past the trading day in which it occurred or the index or portfolio on which the Trust is based is replaced with a new index or portfolio, unless the new index or portfolio meets the requirements of this IEX Rule 16.105(a) for listing either pursuant to Rule 19b-4(e) under the Act (including the filing of a Form 19b-4(e) with the Commission) or by Commission approval of a filing pursuant to Section 19(b)[(2)] of the Act; [or]

(e) if the Intraday Indicative Value is no longer disseminated at least every 15 seconds during IEX Regular Market Session and the interruption to the dissemination persists past the trading day in which it occurred; or

([c]f) if such other event shall occur or condition exists which in the opinion of IEX, makes further dealings on IEX inadvisable.

Upon termination of a Trust, IEX requires that Portfolio Depository Receipts issued in connection with such Trust be removed from listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of securities in the Trust falls below a specified amount.

(C) – (D) No Change.

(10) IEX may submit a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of Portfolio Depository Receipts that do not otherwise meet the standards set forth in this rule. Any of the statements or representations regarding the index composition, the description of the portfolio, limitations on portfolio holdings or reference assets, dissemination and availability of the index or intraday indicative values, or the applicability of IEX listing rules specified in such proposals, constitute continued listing standards.

([10]11) Neither IEX, the Reporting Authority nor any agent of IEX shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current index or portfolio value, the current value of the portfolio of securities required to be deposited to the Trust; the amount of any dividend equivalent payment or cash distribution to holders of Portfolio Depository Receipts; net asset value; or other information relating to the creation, redemption or trading of Portfolio Depository Receipts, resulting from any negligent act or omission by IEX, the Reporting Authority, or any agent of IEX or any act, condition or cause beyond the reasonable control of IEX, its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error,

omission or delay in the reports of transactions in one or more underlying securities.

(b) Index Fund Shares

(1) – (2) No Change.

(3) Equity. IEX may approve a series of Index Fund Shares for listing and trading pursuant to Rule 19b-4(e) under the Act provided each of the following criteria is satisfied, on an initial and, except for paragraph (D) below, continued listing basis:

(A) Eligibility Criteria for Index Components.

(i) U.S. Index or Portfolio. [Upon the initial listing of a series of Index Fund Shares pursuant to 19b-4(e) under the Act, the component] Component stocks of an index or portfolio of U.S. Component Stocks underlying a series of Index Fund Shares listed pursuant to Rule 19b-4(e) under the Act shall meet the following criteria on an initial and continued listing basis:

[[b]a) Component stocks (excluding "Derivative Securities Products" as defined in this subsection a.) that in the aggregate account for at least 90% of the weight of the index or portfolio (excluding Derivative Securities Products) each shall have a minimum market value of at least \$75 million;

"Derivative Securities Products" include the following: Exchange Traded Funds consisting of Portfolio Depository Receipts and Index Fund Shares (IEX Rule 16.105); Trust Issued Receipts (IEX Rule 16.120); Commodity-Based Trust Shares, Currency Trust Shares, Commodity Index Trust Shares, Commodity Futures Trust Shares, Partnership Units, Trust Units, Managed Trust Shares, (IEX Rule 16.111); and Managed Fund Shares (IEX Rule 16.135).

[[c]b) Component stocks (excluding Derivative Securities Products) that in the aggregate account for at least 70% of the weight of the index or portfolio (excluding Derivative Securities Products) each shall have a minimum monthly trading volume of 250,000 shares or minimum notional volume traded per month of \$25,000,000, averaged over the last six months;

([d]c) The most heavily weighted component stock (excluding Derivative Securities Products) shall not exceed 30% of the weight of the index or portfolio, and, to the extent applicable, the five most heavily weighted component stocks (excluding Derivative Securities Products) shall not exceed 65% of the weight of the index or portfolio;

([e]d) The index or portfolio shall include a minimum of 13 component stocks; provided, however, that there shall be no minimum number of component stocks if either one or more series of Index Fund Shares or Portfolio Depositary Receipts constitute, at least in part, components underlying a series of Index Fund Shares, or one or more series of Derivative Securities Products account for 100% of the weight of the index or portfolio; and

([f]e) All securities in the index or portfolio shall be U.S. Component Stocks listed on IEX or another national securities exchange and shall be NMS Stocks as defined in Rule 600 of Regulation NMS under the Act.

(ii) International or global index or portfolio. [Upon the initial listing of a series of Index Fund Shares pursuant to Rule 19b-4(e) under the Act, the components] Components of an index or portfolio underlying a series of Index Fund Shares listed pursuant to Rule 19b-4(e) that consist of either only Non-U.S. Component Stocks or both[.] U.S. Component Stocks and Non-U.S. Component Stocks shall meet the following criteria on an initial and continued listing basis:

(a) – (e) No Change.

(iii) Index or portfolio approved in connection with derivative securities. [Upon] For the initial and continued listing of a series of Index Fund Shares pursuant to Rule 19b-4(e) under the Act, the index or portfolio underlying a series of Index Fund Shares shall have been reviewed and approved for trading of options, Portfolio Depositary Receipts, Index Fund Shares, index-linked exchangeable notes, or index-linked securities by the Commission under Section 19(b)[(2)] of the Act and rules thereunder, and the conditions set forth in the Commission's approval order, including

comprehensive surveillance sharing agreements with respect to Non-U.S. Component Stocks and the requirements regarding dissemination of information, must continue to be satisfied. On an initial and continued listing basis, [E]each component stock of the index or portfolio shall be either

- (a) a U.S. Component Stock that is listed on a national securities exchange and is an NMS Stock as defined in Rule 600 of Regulation NMS under the Act, or
- (b) a Non-U.S. Component Stock that is listed and traded on an exchange that has last-sale reporting.

(B) Index Methodology and Calculation. All requirements set forth in this paragraph must be satisfied on both an initial and continued listing basis.

- (i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor shall erect and maintain a "fire wall" around the personnel who have access to information concerning changes and adjustments to the index and the index shall be calculated by a third party who is not a broker-dealer or fund advisor;
- (ii) – (iii) No Change.

(C) Disseminated Information. The Reporting Authority will disseminate for each series of Index Fund Shares an estimate, updated at least every 15 seconds, of the value of a share of each series (the "Intraday Indicative Value") during the Regular Market Session. The Intraday Indicative Value may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value will be updated at least every 15 seconds during the Regular Market Session to reflect changes in the exchange rate between the U.S. dollar and the currency in which any component stock is denominated. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on IEX, then the last official calculated Intraday Indicative Value must remain available throughout IEX's S[s]ystem H[h]ours. All requirements set forth in this paragraph must be satisfied on an initial and continued listing basis.

- (D) No Change.
- (E) Surveillance Procedures. FINRA will implement and maintain written surveillance procedures for Index Fund Shares.
- (F) No Change.
- (4) Fixed Income. Fixed Income Securities are debt securities that are notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities ("Treasury Securities"), government-sponsored entity securities ("GSE Securities"), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or subdivision thereof. IEX may approve a series of Index Fund Shares based on Fixed Income Securities for listing and trading pursuant to Rule 19b-4(e) under the Act provided such portfolio or index:
- (i) has been reviewed and approved for the trading of options, Portfolio Depository Receipts, Index Fund Shares, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b)[(2)] of the Act and the rules thereunder and the conditions set forth in the Commission's approval order continue to be satisfied; or
 - (ii) the following criteria are satisfied:
 - (A) Eligibility Criteria for Index Components. [Upon the initial listing of Index Fund Shares pursuant to Rule 19b-4(e) under the Act, each component] Components of an index or portfolio that underlies a series of Index Fund Shares listed pursuant to Rule 19b-4(e) under the Act shall meet the following criteria on an initial and continued listing basis:
 - (i) No Change.
 - (ii) Components that in the aggregate account for at least 75% of the weight of the index or portfolio must have a minimum original principal amount outstanding of \$100 million or more;
 - (iii) – (vi) No Change.
 - (B) Index Methodology and Calculation. All requirements set forth in this paragraph must be satisfied on both an initial and continued listing basis.
 - (i) If the index is maintained by a broker-dealer or fund advisor, the broker-

dealer or fund advisor shall erect and maintain a "fire wall" around the personnel who have access to information concerning changes and adjustments to the index and the index shall be calculated by a third party who is not a broker-dealer or fund advisor;

(ii) – (iii) No Change.

- (5) IEX may approve a series of Index Fund Shares based on a combination of indexes or an index or portfolio of component securities representing the U.S. equity market, the international equity market, and the fixed income market for listing and trading pursuant to Rule 19b-4(e) under the Act provided: (i) such portfolio or combination of indexes has been reviewed and approved for the trading of options, Portfolio Depository Receipts, Index Fund Shares, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b)[(2)] of the Act and rules thereunder and the conditions set forth in the Commission's approval order continue to be satisfied; or (ii) each index or portfolio of equity and fixed income component securities separately meets either the criteria set forth in IEX Rule 16.105(b)(3) or (4) above. After IEX approves a series for listing and trading pursuant to this paragraph (5), such series of Index Fund Shares shall continue to meet the requirements of sections (i) and (ii) in this paragraph (5), as applicable, on a continued listing basis.

(A) Index Methodology and Calculation. All requirements set forth in this paragraph must be satisfied on both an initial and continued listing basis.

- (i) If an index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor shall erect and maintain a "fire wall" around the personnel who have access to information concerning changes and adjustments to the index and the index shall be calculated by a third party who is not a broker-dealer or fund advisor;

(ii) – (iii) No Change.

- (6) The following provisions shall apply to all series of Index Fund Shares listed pursuant IEX Rules 16.105(b)(4) and (5) above on an initial and, except for paragraph (B) below, continued listing basis:

(A) Disseminated Information. The Reporting Authority will disseminate for each

series of Index Fund Shares an estimate, updated at least every 15 seconds, of the value of a share of each series (the "Intraday Indicative Value"). The Intraday Indicative Value may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value may be calculated by IEX or by an independent third party throughout the day using prices obtained from independent market data providers or other independent pricing sources such as a broker-dealer or price evaluation services.

- (B) Initial Shares Outstanding. A minimum of 100,000 shares of a series of Index Fund Shares is required to be outstanding at start-up of trading.
 - (C) Surveillance Procedures. FINRA will implement and maintain written surveillance procedures for Index Fund Shares.
- (7) – (8) No Change.
- (9) Each series of Index Fund Shares will be listed and traded on IEX subject to application of the following criteria:
- (A) Initial Listing.
 - (i) for each series, IEX will establish a minimum number of Index Fund Shares required to be outstanding at the time of commencement of trading on IEX.
 - (ii) IEX will obtain a representation from the issuer of each series of Index Fund Shares that the net asset value per share for the series will be calculated daily and will be made available to all market participants at the same time.
 - (B) Continued Listing.
 - (i) IEX will consider the suspension of trading in₂ [or removal from listing] and will initiate delisting proceedings under IEX Rule Series 14.500 of₂ a series of Index Fund Shares under any of the following circumstances:
 - (a) if any of the requirements set forth in this rule are not continuously

maintained:

(b) if IEX files separate proposals under Section 19(b) of the Act, any of the statements or representations regarding (a) the index composition, (b) the description of the portfolio, (c) limitations on portfolio holdings or reference assets, (d) dissemination and availability of the index or intraday indicative values, or (e) the applicability of IEX listing rules specified in such proposals, are not continuously maintained as referenced in subsection 10 of this rule:

[[a]c] if, following the initial twelve month period after commencement of trading on IEX of a series of Index Fund Shares, there are fewer than 50 beneficial holders of the series of Index Fund Shares[for 30 or more consecutive trading days];

[[b]d) if the value of the index or portfolio of securities on which the series of Index Fund Shares is based is no longer calculated or available or an interruption to the dissemination persists past the trading day in which it occurred or the index or portfolio on which the series of Index Fund Shares is based is replaced with a new index or portfolio, unless the new index or portfolio meets the requirements of this IEX Rule 16.105(b) for listing either pursuant to Rule 19b-4(e) under the Act (including the filing of a Form 19b-4(e) with the Commission) or by Commission approval of a filing pursuant to Section 19(b)[(2)] of the Act; [or]

(e) if the Intraday Indicative Value is no longer disseminated at least every 15 seconds during IEX's Regular Market Session and the interruption to the dissemination persists past the trading day in which it occurred; or

[[c]f) if such other event shall occur or condition exists which in the opinion of IEX, makes further dealings on IEX inadvisable.

Upon termination of an open-end management investment company, IEX requires that Index Fund Shares issued in connection with such entity be removed from listing.

(C) No Change.

(10) IEX may submit a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of Index Fund Shares that do not otherwise meet the standards set forth in this rule. Any of the statements or representations regarding (a) the index composition, (b) the description of the portfolio, (c) limitations on portfolio holdings or reference assets, (d) dissemination and availability of the index or intraday indicative values, or (e) the applicability of IEX listing rules specified in such proposals, constitute continued listing standards.

([10]11) Neither IEX, the Reporting Authority, nor any agent of IEX shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current index or portfolio value, the current value of the portfolio of securities required to be deposited to the open-end management investment company in connection with issuance of Index Fund Shares; the amount of any dividend equivalent payment or cash distribution to holders of Index Fund Shares; net asset value; or other information relating to the purchase, redemption or trading of Index Fund Shares, resulting from any negligent act or omission by IEX, the Reporting Authority or any agent of IEX, or any act, condition or cause beyond the reasonable control of IEX, its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in one or more underlying securities.

Rule 16.110. Securities Linked to the Performance of Indexes and Commodities (Including Currencies)

Linked Securities may or may not provide for the repayment of the original principal investment amount. [IEX may submit a rule filing pursuant to Section 19(b)(2) of the Act to permit the listing and trading of Linked Securities that do not otherwise meet the standards set forth below in paragraphs (a) through (k).]IEX will consider Linked Securities for listing and trading pursuant to Rule 19b-4(e) under the Act, provided:

(a) Both the issue and the issuer of such security initially meet and continuously maintain the

criteria for other securities set forth in IEX Rule 16.130(a), except that if the security is traded in \$1,000 denominations or is redeemable at the option of holders thereof on at least a weekly basis, then no minimum number of holders and no minimum public distribution of trading units shall be required.

(b) The issue has a term of not less than one (1) year and not greater than thirty (30) years.

(c) The issue must, on an initial and continued listing basis, be the non-convertible debt of the Company.

(d) On an initial and continued listing basis, t[T]he payment at maturity may or may not provide for a multiple of the direct or inverse performance of an underlying index, indexes or Reference Asset; however, in no event will a loss (negative payment) at maturity be accelerated by a multiple that exceeds three times the performance of an underlying index, indexes or Reference Asset.

(e) On an initial and continued listing basis, t[T]he Company will be expected to have a minimum tangible net worth in excess of \$250,000,000 [and income from continuing operations before income taxes of at least \$1,200,000 in the most recently completed fiscal year or in two of the three most recently completed fiscal years] (if the Linked Securities are fully and unconditionally guaranteed by an affiliate of the Company, IEX will rely on such affiliate's tangible net worth for purposes of this requirement). In the alternative, the Company will be expected[: (i)] to have a minimum tangible net worth of \$150,000,000 and [income from continuing operations before income taxes of at least \$1,200,000 in the most recently completed fiscal year or in two of the three most recently completed fiscal years, and (ii) not to have issued securities where the original issue price of all the Company's other index-linked note offerings (combined with index-linked note offerings of the Company's affiliates) listed on a national securities exchange exceeds 25% of the Company's net worth] the original issue price of the Linked Securities, combined with all of the Company's other Linked Securities listed on a national securities exchange or otherwise publicly traded in the United States, must not be greater than 25 percent of the Company's tangible net worth at the time of issuance (if the Linked Securities are fully and unconditionally guaranteed by an affiliate of the Company, IEX will apply the provisions of this paragraph to such affiliate instead of the Company and will include in its calculation all Linked Securities that are fully and unconditionally guaranteed by such affiliate). Government issuers and supranational entities will be evaluated on a case-by-case basis.

(f) On an initial and continued listing basis, [The] the Company is in compliance with Rule 10A-3 under the Act.

(g) Maintenance and Dissemination—(i) If the index is maintained by a broker-dealer, the broker-dealer shall erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the index and the index shall be calculated by a third party who is not a broker-dealer. (ii) Unless the Commission order applicable under paragraph (k) or (l) hereof provides otherwise, the current value of the index or the Reference Asset (as applicable) will be widely disseminated at least every 15 seconds during the Regular Market Session, except as provided in the next clause (iii). (iii) The values of the following indexes need not be calculated and widely disseminated at least every 15 seconds if, after the close of trading, the indicative value of the Equity Index-Linked Security based on one or more of such indexes is calculated and disseminated to provide an updated value: CBOE S&P 500 BuyWrite Index(sm), CBOE DJIA Buy Write Index(sm), CBOE NASDAQ-100 BuyWrite Index(sm). (iv) If the value of a Linked Security is based on more than one index, then the dissemination requirement of this paragraph (g) applies to the composite value of such indexes. (v) In the case of a Commodity-Linked Security that is periodically redeemable, the indicative value of the subject Commodity-Linked Security must be calculated and widely disseminated by one or more major market data vendors on at least a 15-second basis during the Regular Market Session. The provisions of sections (ii), (iii) and (v) of this paragraph shall be satisfied on an initial and continued listing basis.

(h) No Change.

(i) Surveillance Procedures. FINRA will implement and maintain on behalf of IEX written surveillance procedures for Linked Securities. IEX will enter into adequate comprehensive surveillance sharing agreements for non-U.S. securities, as applicable.

(j) No Change.

(k) Linked Securities

(1) Equity Index-Linked Securities Criteria

(A) No Change.

(B) Continued Listing Criteria

(i) – (ii) No Change.

(iii) IEX will [commence delisting or removal proceedings] consider the suspension of trading in, and will initiate delisting proceedings under IEX Rule Series 14.500 (unless the Commission has approved the continued trading of the subject Equity Index-Linked Security), under any of the following circumstances:

(a) if the aggregate market value or the principal amount of the Equity Index-Linked Securities publicly held is less than \$400,000;

(b) if an interruption to the dissemination of the value of the index or composite value of the indexes persists past the trading day in which it occurred or is no longer calculated or widely disseminated on at least a 15-second basis with respect to indexes containing only securities listed on a national securities exchange, or on at least a 60- second basis with respect to indexes containing foreign country securities, provided, however, that, if the official index value does not change during some or all of the period when trading is occurring on IEX (for example, for indexes of foreign country securities, because of time zone differences or holidays in the countries where such indexes' component stocks trade) then the last calculated official index value must remain available throughout IEX S[s]ystem H[h]ours; or

(c) No Change.

(iv) No Change.

(2) Reference Asset Criteria for Commodity-Linked Securities

(A) No Change.

(B) The issue must meet the following continued listing criteria:

(i) No Change.

(ii) IEX will [also commence delisting or removal proceedings] consider the suspension of trading in, and will initiate delisting proceedings under IEX Rule Series 14.500, under any of the following circumstances:

(a) If the aggregate market value or the principal amount of the Commodity-Linked Securities publicly held is less than \$400,000;

(b) An interruption to the dissemination of [T]the value of the Commodity Reference Asset persists past the trading day in which it occurred or is no longer calculated or available and a new Commodity Reference Asset is substituted, unless the new Commodity Reference Asset meets the requirements of this IEX Rule; or

(c) If such other event shall occur or condition exists which in the opinion of IEX makes further dealings on IEX inadvisable.

(3) Fixed Income Index-Linked Securities Listing Standards

(A) – (B) No Change.

(C) The issue must meet the following continued listing criteria:

(i) No Change.

(ii) IEX will [also commence delisting or removal proceedings] consider the suspension of trading in, and will initiate delisting proceedings under the IEX Rule Series 14.500, under any of the following circumstances:

(a) if the aggregate market value or the principal amount of the Fixed Income Index-Linked Securities publicly held is less than \$400,000;

(b) an interruption to the dissemination of the value of the Fixed Income Reference Asset persists past the trading day in which it occurred or is no longer calculated or available and a new Fixed Income Reference Asset is substituted, unless the new Fixed Income Reference Asset meets the requirements of this IEX Rule 16.110(k); or

(c) if such other event shall occur or condition exists which in the opinion of IEX makes further dealings inadvisable.

(4) Futures-Linked Securities Listing Standards

(A) - (B) No Change

(C) The issue must meet the following continued listing criteria:

(i) No Change.

(ii) IEX will [also commence delisting or removal proceedings] consider the suspension of trading in, and will initiate delisting proceedings under the IEX Rule Series 14.500, under any of the following circumstances:

(a) if the aggregate market value or the principal amount of the Futures-Linked Securities publicly held is less than \$400,000;

(b) an interruption to the dissemination of [if] the value of the Futures Reference Asset persists past the trading day in which it occurred or is no longer calculated or available and a new Futures Reference Asset is substituted, unless the new Futures Reference Asset meets the requirements of this IEX Rule 16.110(k); or

(c) if such other event shall occur or condition exists which in the opinion of IEX makes further dealings on IEX inadvisable.

(5) Multifactor Index-Linked Securities Listing Standards

(A) – (B) No Change.

(C) IEX will [commence delisting or removal proceedings] consider the suspension of trading in, and will initiate delisting proceedings under the IEX Rule Series 14.500:

(i) - (ii) No Change

(iii) an interruption to the dissemination of [if] the value of the Multifactor Reference Asset persists past the trading day in which it occurred or is no longer calculated or available and a new Multifactor Reference Asset is substituted, unless the new Multifactor Reference Asset meets the requirements of this IEX Rule 16.110(k); or

(iv) No Change.

(l) IEX may submit a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of Linked Securities that do not otherwise meet the standards set forth in this rule. Any of the statements or representations regarding (a) the index composition or reference asset description and limitations, (b) dissemination and availability of the index, reference asset, or intraday indicative values, or (c) the applicability of IEX listing rules specified in such proposals, constitute continued listing standards. If a series of Linked Securities does not satisfy these requirements, IEX may halt trading in the securities and will initiate delisting proceedings pursuant to IEX Rule Series 14.500.

••• *Supplementary Material* •••

No Change.

Rule 16.111. Trading of Certain Derivative Securities

(a) Index-Linked Exchangeable Notes

Index-Linked Exchangeable Notes which are exchangeable debt securities that are exchangeable at the option of the holder (subject to the requirement that the holder in most circumstances exchange a specified minimum amount of notes), on call by the issuer or at maturity for a cash amount (the "Cash Value Amount") based on the reported market prices of the underlying stocks of an underlying index will be considered for listing and trading by IEX pursuant to Rule 19b-4(e) under the Act, provided:

- (1) Both the issue and the issuer of such security initially meet and continuously maintain the requirements of IEX Rule 16.130, Listing Requirements for Securities Not Specified Above (Other Securities), except that the minimum public distribution shall be 150,000 notes with a minimum of 400 public note-holders, except, if traded in thousand dollar denominations or redeemable at the option of the holders thereof on at least a weekly basis, then no minimum public distribution and no minimum number of holders.
- (2) The issue has a minimum term of one year.
- (3) On an initial and continued listing basis, [T]the issuer will be expected to have a minimum tangible net worth in excess of \$250,000,000 and annual income from continuing operations before income taxes substantially exceeding \$1,000,000 [of at

- least \$1,200,000] in the most recently completed fiscal year or in two of the three most recently completed fiscal years. In the alternative, the issuer will be expected: (A) to have a minimum tangible net worth of \$150,000,000 and annual income from continuing operations before income taxes substantially exceeding \$1,000,000 [of at least \$1,200,000] in the most recently completed fiscal year or in two of the three most recently completed fiscal years; and (B) not to have issued Index-Linked Exchangeable Notes where the original issue price of all the issuer's other index-linked exchangeable note offerings (combined with other index-linked exchangeable note offerings of the issuer's affiliates) listed on a national securities exchange exceeds 25% of the issuer's net worth.
- (4) The index to which an exchangeable-note is linked shall either be (A) indices that have been created by a third party and been reviewed and have been approved for the trading of options or other derivatives securities (each, a "Third-Party Index") either by the Commission under Section 19(b)[(2)] of the Act and rules thereunder or by IEX under rules adopted pursuant to Rule 19b-4(e); or (B) indices which the issuer has created and for which IEX will have obtained approval from either the Commission pursuant to Section 19(b)[(2)] and rules thereunder or from IEX under IEX Rules adopted pursuant to Rule 19b-4(e) (each an "Issuer Index"). The Issuer Indices and their underlying securities must meet one of the following on an initial and continued listing basis:
- (A) the procedures and criteria set forth in NASDAQ Options Market ("NOM") Rules, Chapter XIV, Section 6(b) and (c), or
- (B) the criteria set forth in IEX Rules 16.115(b)(3) and (4), the index concentration limits set forth in NOM Rule Chapter XIV, Section 6, and NOM Rule Chapter XIV, Section 6(b)(12) insofar as it relates to NOM Rule Chapter XIV, Section 6(b)(6).
- (5) No change.
- (6) This section contains the continued listing requirements for Index-Linked Exchangeable Notes. If a series of Index-Linked Exchangeable Notes does not satisfy these requirements, IEX may halt trading in the securities and will initiate delisting proceedings pursuant to IEX Rule Series 14.500.

- (a) The Intraday Indicative Value of the subject Index-Linked Exchangeable Notes must be calculated and widely disseminated by IEX or one or more major market data vendors on at least a 15- second basis during the Regular Market Session (as defined in IEX Rule [11.110]1.160(gg)). For purposes of this IEX Rule, the term "Intraday Indicative Value" means an estimate of the value of a note or a share of the series of Index-Linked Exchangeable Notes. If an interruption to the dissemination persists past the trading day in which it occurred, IEX may halt trading in the securities and will initiate delisting proceedings pursuant to the Rule Series 14.500.
- ([7]b) The value of the underlying index must be publicly available to investors, on a real time basis, every 15 seconds. If an interruption to the dissemination persists past the trading day in which it occurred, IEX may halt trading in the securities and will initiate delisting proceedings pursuant to the Rule Series 14.500.
- ([8]c) Beginning twelve months after the initial issuance of a series of index-linked exchangeable notes, IEX will consider the suspension of trading in, [or removal from listing]and will initiate delisting proceedings under IEX Rule Series 14.500 of, that series of Index-Linked Exchangeable Notes under any of the following circumstances:
- (A) if the series has fewer than 50,000 notes issued and outstanding;
 - (B) if the market value of all Index-Linked Exchangeable Notes of that series issued and outstanding is less than \$1,000,000; [or]
- (d) If IEX submits a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of Index-Linked Exchangeable Notes that do not otherwise meet the standards set forth in this rule and any of the statements or representations regarding (a) the index composition, (b) the index or intraday indicative values, or (c) the applicability of IEX listing rules specified in such proposals are not continuously maintained;
- (e) if any of the requirements set forth in this rule are not continuously maintained;
or
- ([C]f) if such other event shall occur or such other condition exists which in the

opinion of IEX makes further dealings [of] on IEX inadvisable.

(b) Equity Gold Shares

(1) – (3) No Change.

(c) Trust Certificates

IEX will consider for trading, whether by listing or pursuant to unlisted trading privileges, certificates ("Trust Certificates") representing an interest in a special purpose trust (the "Trust") created pursuant to a trust agreement. The Trust will only issue Trust Certificates. Trust Certificates may or may not provide for the repayment of the original principal investment amount.

(1) No Change.

(2) IEX will file separate proposals under Section 19(b) of the Act before listing and trading[, either by listing or pursuant to unlisted trading privileges,] Trust Certificates. Any of the statements or representations regarding (a) the description of the index, reference assets, or trust holdings; (b) limitations on index composition, reference assets, or trust holdings; (c) dissemination and availability of the index, reference asset, or intraday indicative values, or (d) the applicability of IEX listing rules specified in such proposals shall constitute continued listing standards.

••• *Supplementary Material* •••

.01 Continued Listing.

IEX will commence delisting [or removal] proceedings under the IEX Rule Series 14.500 with respect to an issue of Trust Certificates (unless the Commission has approved the continued trading of such issue), under any of the following circumstances:

(a) if the aggregate market value or the principal amount of the securities publicly held is less than \$400,000;

(b) if an interruption to the dissemination of the value of the index or composite value of the indexes persists past the trading day in which it occurred or is no longer calculated or widely disseminated on at least a 15-second basis with respect to indexes containing only

securities listed on a national securities exchange, or on at least a 60-second basis with respect to indexes containing foreign country securities, provided, however, that, if the official index value does not change during some or all of the period when trading is occurring on IEX (for example, for indexes of foreign country securities, because of time zone differences or holidays in the countries where such indexes' component stocks trade) then the last calculated official index value must remain available throughout IEX S[s]ystem H[h]ours; [or]

(c) if the series of Trust Certificates is not in compliance with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the index, reference assets, or trust holdings; (b) limitations on index composition, reference assets, or trust holdings; (c) dissemination and availability of the index, reference asset, or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals;

(d) if any of the requirements set forth in this rule are not continuously maintained; or

[(c)](e) if such other event shall occur or condition exists which in the opinion of IEX makes further dealings on IEX inadvisable.

.02 No change.

.03 Trustee.

The following requirements apply on an initial and continued listing basis:

(a) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(b) No change is to be made in the trustee of a listed issue without prior notice to and approval of IEX.

.04 No Change.

.05 Surveillance Procedures

IEX will implement and maintain written surveillance procedures for Trust Certificates.

.06 - .11 No change.

(d) Commodity-Based Trust Shares

(1) – (2) No Change.

(3) IEX will file separate proposals under Section 19(b) of the Act before listing Commodity-Based Trust Shares. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets or trust holdings; (b) limitations on the reference assets or trust holdings; (c) dissemination and availability of the reference asset or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals shall constitute continued listing standards.

~~[(3)]~~(4) Definitions. The following terms as used in the Rules shall, unless the context otherwise requires, have the meaning herein specified:

(A) Commodity-Based Trust Shares. The term "Commodity-Based Trust Shares" means a security (1) that is issued by a trust ("Trust") that holds a specified commodity deposited with the Trust; (2) that is issued by such Trust in a specified aggregate minimum number in return for a deposit of a quantity of the underlying commodity; and (3) that, when aggregated in the same specified minimum number, may be redeemed at a holder's request by such Trust which will deliver to the redeeming holder the quantity of the underlying commodity.

(B) Commodity. The term "commodity" is defined in Section 1(a)(4) of the Commodity Exchange Act.

~~[(4)]~~(5) Designation of an Underlying Commodity. IEX may trade, either by listing or pursuant to unlisted trading privileges, Commodity-Based Trust Shares based on an underlying commodity. Each issue of a Commodity-Based Trust Share shall be designated as a separate series and shall be identified by a unique symbol.

~~[(5)]~~(6) Initial and Continued Listing. Commodity-Based Trust Shares will be listed and traded on IEX subject to application of the following criteria:

- (A) Initial Listing—IEX will establish a minimum number of Commodity-Based Trust Shares required to be outstanding at the time of commencement of trading on IEX.
- (B) Continued Listing—[following the initial 12 month period following commencement of trading on IEX of Commodity-Based Trust Shares,] IEX will consider the suspension of trading in, [or removal from listing] and will initiate delisting proceedings under IEX Rule Series 14.500 of, such series under any of the following circumstances:
- (i) if following the initial 12 month period following commencement of trading on IEX:
- (a) the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Commodity-Based Trust Shares[for 30 or more consecutive trading days]; [or]
- [(ii)](b) [if]the Trust has fewer than 50,000 receipts issued and outstanding; or
- [(iii)](c) [if]the market value of all receipts issued and outstanding is less than \$1,000,000; [or]
- [(iv)](ii) if an interruption to the dissemination of the value of the underlying commodity persists past the trading day in which it occurred or is no longer calculated or available on at least a 15-second delayed basis [from a source unaffiliated with the sponsor, Trust, custodian or IEX or IEX stops providing a hyperlink on its Web site to any such unaffiliated commodity value;] by IEX or one or more major market data vendors during the Regular Market Session (as defined in IEX Rule 1.160(gg)).
- [(v)](iii) if an interruption to the dissemination of the Intraday Indicative Value persists past the trading day in which it occurred or is no longer made available on at least a 15-second delayed basis; or
- (iv) if a series of Commodity-Based Trust Shares is not in compliance with any

statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets or trust holdings; (b) limitations on reference assets or trust holdings; (c) dissemination and availability of the reference asset or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals;

(v) if any requirements set forth in this rule are not continuously maintained; or

(vi) if such other event shall occur or condition exists which in the opinion of IEX makes further dealings on IEX inadvisable.

Upon termination of a Trust, IEX requires that Commodity-Based Trust Shares issued in connection with such entity Trust be removed from IEX listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

(C) No Change.

(D) Trustee - The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of IEX.

(E) No Change.

[(6)](7) Limitation of IEX Liability. Neither IEX nor any agent of IEX shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying commodity value, the current value of the underlying commodity required to be deposited to the Trust in

connection with issuance of Commodity-Based Trust Shares; resulting from any negligent act or omission by IEX, or any agent of IEX, or any act, condition or cause beyond the reasonable control of IEX, its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an underlying commodity.

[(7)](8) Market Maker Accounts. A registered Market Maker in Commodity- Based Trust Shares must file with IEX in a manner prescribed by IEX and keep current a list identifying all accounts for trading in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, which the registered Market Maker may have or over which it may exercise investment discretion. No registered Market Maker shall trade in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, in an account in which a registered Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to IEX as required by this IEX Rule.

[(8)] In addition to the existing obligations under IEX rules regarding the production of books and records (see, e.g., IEX Rule 4.550), the registered Market Maker in Commodity-Based Trust Shares shall make available to IEX such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the underlying physical commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, as may be requested by IEX.

••• *Supplementary Material* •••

.01 - .03 No Change.

[.04 IEX will file separate proposals under Section 19(b) of the Act before trading, either by listing or pursuant to unlisted trading privileges, Commodity-Based Trust Shares.]

(e) Currency Trust Shares

- (1) IEX will consider for listing and trading[, whether by listing or pursuant to unlisted trading privileges,] Currency Trust Shares that meet the criteria of this IEX Rule.
- (2) **Applicability.** This IEX Rule is applicable only to Currency Trust Shares. Except to the extent inconsistent with this IEX Rule, or unless the context otherwise requires, the provisions of the trust issued receipts rules, Operating Agreement, and all other rules and procedures of the Board of Directors shall be applicable to the trading on IEX of such securities. Currency Trust Shares are included within the definition of "security" or "securities" as such terms are used in the Operating Agreement and Rules of IEX.
- (3) **Currency Trust Shares.** The term "Currency Trust Shares" as used in these Rules shall, unless the context otherwise requires, mean a security that (A) is issued by a trust ("Trust") that holds a specified non-U.S. currency or currencies deposited with the Trust; (B) when aggregated in some specified minimum number may be surrendered to the Trust by an Authorized Participant (as defined in the Trust's prospectus) to receive the specified non-U.S. currency or currencies; and (C) pays beneficial owners interest and other distributions on the deposited non-U.S. currency or currencies, if any, declared and paid by the Trust.
- (4) **Designation of Non-U.S. Currency.** IEX may trade, either by listing or pursuant to unlisted trading privileges, Currency Trust Shares that hold a specified non-U.S. currency or currencies. Each issue of Currency Trust Shares shall be designated as a separate series and shall be identified by a unique symbol.
- (5) IEX may submit a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of Currency Trust Shares that do not otherwise meet the standards set forth below. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets or trust holdings; (b) limitations on the reference assets or trust holdings; (c) dissemination and availability of the reference asset or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals shall constitute continued listing standards.

[(5)][(6) Initial and Continued Listing. Currency Trust Shares will be listed and traded on IEX subject to application of the following criteria:

- (A) Initial Listing. IEX will establish a minimum number of Currency Trust Shares required to be outstanding at the time of commencement of trading on IEX.
- (B) Continued Listing. [Following the initial 12 month period following commencement of trading on IEX of Currency Trust Shares,] IEX will consider the suspension of trading in[or removal from listing] and will initiate delisting proceedings under the IEX Rule Series 14.500 of such series under any of the following circumstances:
- (i) if following the initial 12 month period following commencement of trading on IEX:
- [(i)](a) [if]the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Currency Trust Shares[for 30 or more consecutive trading days];
- [(ii)](b) [if]the Trust has fewer than 50,000 Currency Trust Shares issued and outstanding; or
- [(iii)](c) [if]the market value of all Currency Trust Shares issued and outstanding is less than \$1,000,000;
- [(iv)](ii) if an interruption to the dissemination of the value of the applicable non-U.S. currency persists past the trading day in which it occurred or is no longer calculated or available on at least a 15-second delayed basis [from a source unaffiliated with the sponsor, Trust, custodian or IEX or IEX stops providing a hyperlink on its Web site to any such unaffiliated applicable non-U.S. currency value;] by IEX or one or more major market data vendors during the Regular Market Session (as defined in IEX Rule 1.160(gg));
- [(v)](iii) if an interruption to the dissemination of the Intraday Indicative Value persists past the trading day in which it occurred or is no longer made available on at least a 15-second delayed basis;[or]
- (iv) if IEX files separate proposals under Section 19(b) of the Act, any statements or representations included in the applicable rule proposal

under Section 19(b) regarding: (a) the description of reference assets or trust holdings; (b) limitations on reference assets or trust holdings; (c) dissemination and availability of the reference asset or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals are not satisfied on a continued listing basis;

(v) if any of the requirements set forth in this rule are not continuously maintained; or

(vi) if such other event shall occur or condition exists which in the opinion of IEX makes further dealings on IEX inadvisable.

Upon termination of a Trust, IEX requires that Currency Trust Shares issued in connection with such entity Trust be removed from IEX listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

(C) Term. The stated term of the Trust shall be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

(D) Trustee. The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of IEX.

(E) No change.

[(6)] (7) Limitation of IEX Liability. Neither IEX nor any agent of IEX shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any applicable non-U.S. currency value; the current value of

the applicable non-U.S. currency required to be deposited to the Trust in connection with issuance of Currency Trust Shares; net asset value; or any other information relating to the purchase, redemption, or trading of the Currency Trust Shares, resulting from any negligent act or omission by IEX, or any agent of IEX, or any act, condition or cause beyond the reasonable control of IEX, its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an applicable non-U.S. currency.

[(7)](8) Market Maker Accounts. A registered Market Maker in Currency Trust Shares must file with IEX, in a manner prescribed by IEX, and keep current a list identifying all accounts for trading in the applicable non-U.S. currency, options, futures or options on futures on such currency, or any other derivatives based on such currency, which the registered Market Maker may have or over which it may exercise investment discretion. No registered Market Maker shall trade in the applicable non-U.S. currency, options, futures or options on futures on such currency, or any other derivatives based on such currency, in an account in which a registered Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to IEX as required by this IEX Rule.

In addition to the existing obligations under IEX rules regarding the production of books and records (see e.g., IEX Rule 4.550), a registered Market Maker in Currency Trust Shares shall make available to IEX such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the applicable non-U.S. currency, options, futures or options on futures on such currency, or any other derivatives based on such currency, as may be requested by IEX.

[(8) IEX may submit a rule filing pursuant to Section 19(b)(2) of the Act to permit the listing and trading of Currency Trust Shares that do not otherwise meet the standards set forth in Supplementary Material .04, below.]

••• *Supplementary Material* •••

.01 - .03 *No Change.*

.04 *IEX may approve an issue of Currency Trust Shares for listing and/or trading [(including*

pursuant to unlisted trading privileges)] pursuant to Rule 19b-4(e) under the Act. Such issue shall satisfy the criteria set forth in this IEX Rule on an initial [and below] and, except for paragraph (a) below, continued listing basis, provided that, for issues approved for trading pursuant to unlisted trading privileges, only paragraphs (b), (c) and (d) below are required to be satisfied[:]. If an interruption to the dissemination required by paragraphs (b) or (c) persists past the trading day in which it occurred or paragraph (d) is not maintained, IEX may halt trading in the securities and will initiate delisting proceedings pursuant to IEX Rule Series 14.500.

(a) a minimum of 100,000 shares of a series of Currency Trust Shares is required to be outstanding at commencement of trading;

(b) the value of the applicable non-U.S. currency, currencies or currency index must be disseminated by one or more major market data vendors on at least a 15-second delayed basis;

(c) the Intraday Indicative Value must be calculated and widely disseminated by IEX or one or more major market data vendors on at least a 15-second basis during the Regular Market Session; and

(d) IEX will implement and maintain written surveillance procedures applicable to Currency Trust Shares.

.05 Currency Trust Share Supplemental.

If the value of a Currency Trust Share is based in whole or in part on an index that is maintained by a broker-dealer, the broker-dealer shall erect and maintain a "firewall" around the personnel responsible for the maintenance of such index or who have access to information concerning changes and adjustments to the index, and the index shall be calculated by a third party who is not a broker-dealer.

Any advisory committee, supervisory board or similar entity that advises an index licensor or administrator or that makes decisions regarding the index or portfolio composition, methodology and related matters must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material, nonpublic information regarding the applicable index or portfolio.

.06 - .07 No change.

(f) Commodity Index Trust Shares

(1) – (2) No Change.

(3) IEX will file separate proposals under Section 19(b) of the Act before listing and trading Commodity Index Trust Shares. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the index, reference assets, or trust holdings; (b) limitations on index composition, reference assets, or trust holdings; (c) dissemination and availability of the reference asset, index, or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals shall constitute continued listing standards.

~~[3]~~(4) Commodity Index Trust Shares. The term "Commodity Index Trust Shares" as used in the Rules shall, unless the context otherwise requires, mean a security that: (A) is issued by a trust ("Trust") that: (1) is a commodity pool as defined in the Commodity Exchange Act and regulations thereunder, and that is managed by a commodity pool operator registered with the Commodity Futures Trading Commission, and (2) that holds long positions in futures contracts on a specified commodity index, or interests in a commodity pool which, in turn, holds such long positions; and (B) when aggregated in some specified minimum number may be surrendered to the Trust by the beneficial owner to receive positions in futures contracts on a specified index and cash or short term securities. The term "futures contract" is commonly known as a "contract of sale of a commodity for future delivery" set forth in Section 2(a) of the Commodity Exchange Act.

~~[(4)]~~(5) Designation. IEX may trade, either by listing or pursuant to unlisted trading privileges, Commodity Index Trust Shares based on one or more securities. The Commodity Index Trust Shares based on particular securities shall be designated as a separate series and shall be identified by a unique symbol.

~~[(5)]~~(6) Initial and Continued Listing. Commodity Index Trust Shares will be listed and traded on IEX subject to application of the following criteria:

(A) Initial Listing. IEX will establish a minimum number of Commodity Index Trust Shares required to be outstanding at the time of commencement of trading

on IEX.

(B) Continued Listing. IEX will consider the suspension of trading in₂ [or removal from listing] and will initiate delisting proceedings under the IEX Rule Series 14.500 of₂ a series of Commodity Index Trust Shares under any of the following circumstances:

- (i) following the initial twelve-month period beginning upon the commencement of trading of the Commodity Index Trust Shares, there are fewer than 50 record and/or beneficial holders of Commodity Index Trust Shares [for 30 or more consecutive trading days];
- (ii) if an interruption to the dissemination of the value of the applicable underlying index persists past the trading day in which it occurred or is no longer calculated or available on at least a 15-second delayed basis from a source unaffiliated with the sponsor, the Trust or the trustee of the Trust;
- (iii) if the net asset value for the trust is no longer disseminated to all market participants at the same time;
- (iv) if an interruption to the dissemination of the Intraday Indicative Value persists past the trading day in which it occurred or is no longer made available on at least a 15-second delayed basis; [or]
- (v) if the Commodity Index Trust Shares do not comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the index, reference assets, or trust holdings; (b) limitations on index composition, reference assets, or trust holdings; (c) dissemination and availability of the reference asset, index, or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals;
- (vi) if any of the requirements set forth in this rule are not continuously maintained; or

~~[(v)]~~(vii) if such other event shall occur or condition exists which in the opinion of IEX makes further dealings on IEX inadvisable.

Upon termination of a Trust, IEX requires that Commodity Index Trust Shares issued in connection with such entity Trust be removed from IEX listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

(C) No Change.

(D) Trustee. The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of IEX.

(E) No Change.

~~[(6)]~~[(7)] Limitation of IEX Liability. Neither IEX nor any agent of IEX shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any applicable underlying index value; the current value of the applicable positions or interests required to be deposited to the Trust in connection with issuance of Commodity Index Trust Shares; net asset value; or any other information relating to the purchase, redemption, or trading of the Commodity Index Trust Shares, resulting from any negligent act or omission by IEX, or any agent of IEX, or any act, condition or cause beyond the reasonable control of IEX or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in the applicable positions or interests.

~~[(7)]~~[(8)] Market Maker Accounts. A registered Market Maker in Commodity Index Trust Shares must file with IEX in a manner prescribed by IEX and keep current a list

identifying all accounts for trading in the applicable physical commodities included in, or options, futures or options on futures on, an index underlying an issue of Commodity Index Trust Shares or any other derivatives based on such index or based on any commodity included in such index, which the registered Market Maker may have or over which it may exercise investment discretion. No registered Market Maker shall trade in the applicable physical commodities included in, or options, futures or options on futures on, an index underlying an issue of Commodity Index Trust Shares or any other derivatives based on such index or based on any commodity included in such index, in an account in which a registered Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to IEX as required by this IEX Rule.

In addition to the existing obligations under IEX rules regarding the production of books and records, (see, e.g., IEX Rule 4.550), a registered Market Maker in Commodity Index Trust Shares shall make available to IEX such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the applicable physical commodities included in, or options, futures or options on futures on, an index underlying an issue of Commodity Index Trust Shares or any other derivatives based on such index or based on any commodity included in such index, as may be requested by IEX.

••• *Supplementary Material* •••

.01 - .03 No change.

[.04 IEX will file separate proposals under Section 19(b) of the Act before trading, either by listing or pursuant to unlisted trading privileges, Commodity Index Trust Shares.]

(g) Commodity Futures Trust Shares

(1) – (4) No Change.

(5) IEX will file separate proposals under Section 19(b) of the Act before listing and trading separate and distinct Commodity Futures Trust Shares designated on different underlying futures contracts. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the

reference assets or trust holdings; (b) limitations on reference assets or trust holdings; (c) dissemination and availability of the reference asset or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals shall constitute continued listing standards.

[(5)](6) Initial and Continued Listing. Commodity Futures Trust Shares will be listed and traded on IEX subject to application of the following criteria:

- (A) Initial Listing. IEX will establish a minimum number of Commodity Futures Trust Shares required to be outstanding at the time of commencement of trading on IEX.
- (B) Continued Listing. IEX will consider the suspension of trading, [in or removal from listing]and will initiate delisting proceedings under the IEX Rule Series 14.500 of, a series of Commodity Futures Trust Shares under any of the following circumstances:
 - (i) if, following the initial twelve-month period beginning upon the commencement of trading of the Commodity Futures Trust Shares: (a) the Trust has fewer than 50,000 Commodity Futures Trust Shares issued and outstanding; or (b) the market value of all Commodity Futures Trust Shares issued and outstanding is less than \$1,000,000; or (c) there are fewer than 50 record and/or beneficial holders of Commodity Futures Trust Shares [for 30 consecutive trading days];
 - (ii) if an interruption to the dissemination of the value of the underlying futures contracts persists past the trading day in which it occurred or is no longer calculated or available on at least a 15-second delayed basis during the Regular Market Session from a source unaffiliated with the sponsor, the Trust or the trustee of the Trust;
 - (iii) if the net asset value for the Trust is no longer disseminated to all market participants at the same time;
 - (iv) if an interruption to the dissemination of the Intraday Indicative Value persists past the trading day in which it occurred or is no longer disseminated on at least a 15-second delayed basis during the Regular

Market Session; [or]

(v) if the Commodity Futures Trust Shares do not comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets or trust holdings; (b) limitations on reference assets or trust holdings; (c) dissemination and availability of the reference asset or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals;

(vi) if any of the requirements set forth in this rule are not continuously maintained; or

([v]vii) if such other event shall occur or condition exists which in the opinion of IEX makes further dealings on IEX inadvisable.

Upon termination of a Trust, IEX requires that Commodity Futures Trust Shares issued in connection with such trust be removed from IEX listing. A Trust will terminate in accordance with the provisions of the Trust prospectus.

(C) No Change.

(D) Trustee. The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of IEX.

(E) No Change.

[(6)](7) Market Maker Accounts.

- (A) A registered Market Maker in Commodity Futures Trust Shares must file with IEX, in a manner prescribed by IEX, and keep current a list identifying all accounts for trading the underlying commodity, related futures or options on futures, or any other related derivatives, which the registered Market Maker may have or over which it may exercise investment discretion. No registered Market Maker in the Commodity Futures Trust Shares shall trade in the underlying commodity, related futures or options on futures, or any other related derivatives, in an account in which a registered Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to IEX as required by this IEX Rule.
- (B) In addition to the existing obligations under IEX rules regarding the production of books and records (see, e.g., IEX Rule 4.550), the registered Market Maker in Commodity Futures Trust Shares shall make available to IEX such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or nonregistered employee affiliated with such entity for its or their own accounts in the underlying commodity, related futures or options on futures, or any other related derivatives, as may be requested by IEX.
- ~~[(7)]~~[(8)] Limitation of IEX Liability. Neither IEX nor any agent of IEX shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying futures contract value; the current value of positions or interests if required to be deposited to the Trust in connection with issuance of Commodity Futures Trust Shares; net asset value; or other information relating to the purchase, redemption or trading of Commodity Futures Trust Shares, resulting from any negligent act or omission by IEX, or any agent of IEX, or any act, condition or cause beyond the reasonable control of IEX or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reporting of transactions in an underlying futures contract.
- [(8) IEX will file separate proposals under Section 19(b) of the Act before listing and trading separate and distinct Commodity Futures Trust Shares designated on different underlying futures contracts.]

••• *Supplementary Material* •••

.01 - .04 No Change.

.05 IEX will implement and maintain written surveillance procedures for Commodity Futures Trust Shares.

(h) Partnership Units

(1) – (3) No Change.

(4) IEX will file separate proposals under Section 19(b) of the Act before listing and trading separate and distinct Partnership Units designated on different underlying investments, commodities and/or assets. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference asset or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals shall constitute continued listing standards.

[(4)](5) Initial and Continued Listing. Partnership Units will be listed and/or traded on IEX subject to application of the following criteria:

(A) Initial Listing. IEX will establish a minimum number of Partnership Units required to be outstanding at the time of commencement of trading on IEX.

(B) Continued Listing. IEX will consider the suspension of trading in and will initiate delisting proceedings under IEX Rule Series 14.500 of [removing from listing] Partnership Units under any of the following circumstances:

(i) if following the initial twelve month period following the commencement of trading of Partnership Units, (a) the partnership has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Partnership Units[for 30 or more consecutive trading days]; (b) the partnership has fewer than 50,000 Partnership Units issued and outstanding; or (c) the market value of all Partnership Units issued and outstanding is less than \$1,000,000;

- (ii) if an interruption to the dissemination of the value of the underlying benchmark investment, commodity or asset persists past the trading day in which it occurred or is no longer calculated or available on at least a 15-second delayed basis [or IEX stops providing a hyperlink on its website to any such investment, commodity, or asset value;] by IEX or one or more major market data vendors during the Regular Market Session.
 - (iii) if an interruption to the dissemination of the Intraday Indicative Value persists past the trading day in which it occurred or is no longer made available on at least a 15-second delayed basis; [or]
 - (iv) if the Partnership Units do not comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference asset or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals;
 - (v) if any of the requirements set forth in this rule are not continuously maintained; or
- [(iv)](vi) if such other event shall occur or condition exists which in the opinion of IEX makes further dealings on IEX inadvisable.

Upon termination of a partnership, IEX requires that Partnership Units issued in connection with such partnership be removed from IEX listing. A partnership will terminate in accordance with the provisions of the partnership prospectus.

- (C) No Change.
- (D) General Partner. The following requirements apply on an initial and continued listing basis:
 - (i) The general partner of a partnership must be an entity having substantial capital and surplus and the experience and facilities for handling partnership business. In cases where, for any reason, an individual has been appointed as general partner, a qualified entity must also be

appointed as general partner.

- (ii) No change is to be made in the general partner of a listed issue without prior notice to and approval of IEX.

(E) No Change.

~~[(5)]~~(6) Market Maker Accounts.

- (A) A registered Market Maker in Partnership Units must file with IEX, in a manner prescribed by IEX, and keep current a list identifying all accounts for trading the underlying asset or commodity, related futures or options on futures, or any other related derivatives, which the registered Market Maker may have or over which it may exercise investment discretion. No registered Market Maker in the Partnership Units shall trade in the underlying asset or commodity, related futures or options on futures, or any other related derivatives, in an account in which a registered Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to IEX as required by this IEX Rule.
- (B) In addition to the existing obligations under IEX rules regarding the production of books and records (see, e.g., IEX Rule 4.550), a registered Market Maker in Partnership Units shall make available to IEX such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or non-registered employee affiliated with such entity for its or their own accounts in the underlying asset or commodity, related futures or options on futures, or any other related derivatives, as may be requested by IEX.

~~[(6)]~~(7) Limitation of IEX Liability. Neither IEX nor any agent of IEX shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying asset or commodity value, the current value of the underlying asset or commodity if required to be deposited to the partnership in connection with issuance of Partnership Units; net asset value; or other information relating to the purchase, redemption or trading of Partnership Units, resulting from any negligent act or omission by IEX or any agent of IEX, or any act, condition or cause beyond the reasonable control of IEX or its agent, including, but

not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an underlying asset or commodity.

[(7) IEX will file separate proposals under Section 19(b) of the Act before listing and trading separate and distinct Partnership Units designated on different underlying investments, commodities and/or assets.]

••• *Supplementary Material* •••

.01 No Change.

(i) Trust Units

(1) **Applicability.** The provisions in this IEX Rule are applicable only to Trust Units. In addition, except to the extent inconsistent with this IEX Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors shall be applicable to the trading on IEX of such securities. Trust Units are included within the definition of "security," "securities" and "derivative securities products" as such terms are used in the Rules of IEX.

(2) IEX will file separate proposals under Section 19(b) of the Act before listing and trading separate and distinct Trust Units designated on different underlying investments, commodities, assets and/or portfolios. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the reference assets or trust holdings; (b) limitations on reference assets or trust holdings; (c) dissemination and availability of the reference assets or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals shall constitute continued listing standards.

[(2)](3) **Definitions.** The following terms as used in this IEX Rule shall, unless the context otherwise requires, have the meanings herein specified:

(A) **Commodity.** The term "commodity" is defined in Section 1(a)(4) of the Commodity Exchange Act.

(B) **Trust Units.** The term "Trust Units" for purposes of this IEX Rule means a

security that is issued by a trust or other similar entity that is constituted as a commodity pool that holds investments comprising or otherwise based on any combination of futures contracts, options on futures contracts, forward contracts, swap contracts, commodities and/or securities.

[(3)](4) Designation. IEX may list and trade Trust Units based on an underlying asset, commodity, security or portfolio. Each issue of a Trust Unit shall be designated as a separate series and shall be identified by a unique symbol.

[(4)](5) Initial and Continued Listing. Trust Units will be listed and/or traded on IEX subject to application of the following criteria:

(A) Initial Listing.

- (i) IEX will establish a minimum number of Trust Units required to be outstanding at the time of commencement of trading on IEX.
- (ii) IEX will obtain a representation from the issuer of each series of Trust Units that the net asset value per share for the series will be calculated daily and will be made available to all market participants at the same time.

(B) Continued Listing.

- (i) IEX will [remove from listing] consider the suspension of trading in and will initiate delisting proceedings under IEX Rule Series 14.500 of Trust Units under any of the following circumstances:
 - (a) if following the initial twelve month period following the commencement of trading of Trust Units, (i) the trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Trust Units [for 30 or more consecutive trading days]; (ii) the trust has fewer than 50,000 Trust Units issued and outstanding; or (iii) the market value of all Trust Units issued and outstanding is less than \$1,000,000; [or]
 - (b) if the Trust Units do not comply with any statements or representations included in the applicable rule proposal under

Section 19(b) regarding: (a) the description of the reference assets or trust holdings; (b) limitations on reference assets or trust holdings; (c) dissemination and availability of the reference assets or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals;

(c) if any of the requirements set forth in this rule are not continuously maintained; or

[(b)](d) if such other event shall occur or condition exists which in the opinion of IEX makes further dealings on IEX inadvisable.

- (ii) IEX will halt trading in a series of Trust Units if the circuit breaker parameters in IEX Rule 11.280 have been reached. In exercising its discretion to halt or suspend trading in a series of Trust Units, IEX may consider any relevant factors. In particular, if the portfolio and net asset value per share are not being disseminated as required, IEX may halt trading during the day in which the interruption to the dissemination of the portfolio holdings or net asset value per share occurs. If the interruption to the dissemination of the portfolio holdings or net asset value per share persists past the trading day in which it occurred, IEX will halt trading no later than the beginning of the trading day following the interruption.

Upon termination of a trust, IEX requires that Trust Units issued in connection with such trust be removed from IEX listing. A trust will terminate in accordance with the provisions of the prospectus.

(C) No Change.

(D) Trustee — The following requirements apply on an initial and continued listing basis:

- (i) The trustee of a trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

- (ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of IEX.

(E) No Change.

[(5)](6) Limitation of IEX Liability. Neither IEX nor any agent of IEX shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying portfolio value; net asset value; or other information relating to the purchase, redemption or trading of Trust Units, resulting from any negligent act or omission by IEX or any agent of IEX, or any act, condition or cause beyond the reasonable control of IEX or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in the Trust Units.

[(6)](7) Market Maker Accounts. A registered Market Maker in Trust Units must file with IEX, in a manner prescribed by IEX, and keep current a list identifying all accounts for trading in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, which the registered Market Maker may have or over which it may exercise investment discretion. No registered Market Maker shall trade in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, in an account in which a registered Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to IEX as required by this IEX Rule.

In addition to the existing obligations under IEX rules regarding the production of books and records (see, e.g., IEX Rule 4.550), a registered Market Maker in Trust Units shall make available to IEX such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the underlying physical commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, as may be requested by IEX .

••• *Supplementary Material* •••

.01 - .02 No Change.

[.03 IEX will file separate proposals under Section 19(b) of the Act before listing and trading separate and distinct Trust Units designated on different underlying investments, commodities, assets and/or portfolios.]

(j) Managed Trust Securities

- (1) IEX will consider for trading, whether by listing or pursuant to unlisted trading privileges, Managed Trust Securities that meet the criteria of this IEX Rule.
- (2) **Applicability.** This IEX Rule is applicable only to Managed Trust Securities. Managed Trust Securities are included within the definition of "security" or "securities" as such terms are used in the Operating Agreement and Rules of IEX.
- (3) IEX will file separate proposals under Section 19(b) of the Act before listing and trading separate and distinct Managed Trust Securities. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference assets or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals shall constitute continued listing standards.

[(3)](4) **Definitions.** The following terms as used in the Rules shall, unless the context otherwise requires, have the meanings herein specified:

(A) – (D) No change.

[(4)](5) **Designation.** IEX may trade, either by listing or pursuant to unlisted trading privileges, Managed Trust Securities based on the underlying portfolio of exchange-traded futures and/or certain currency forward contracts described in the related prospectus. Each issue of Managed Trust Securities shall be designated as a separate trust or series and shall be identified by a unique symbol.

[(5)](6) **Initial and Continued Listing.** Managed Trust Securities will be listed and traded on IEX subject to application of the following criteria:

(A) **Initial Listing.** Each series of Managed Trust Securities will be listed and traded

on IEX subject to application of the following initial listing criteria:

- (i) IEX will establish a minimum number of Managed Trust Securities required to be outstanding at the time of commencement of trading on IEX.
 - (ii) IEX will obtain a representation from the issuer of each series of Managed Trust Securities that the net asset value per share for the series will be calculated daily and that the net asset value and the Disclosed Portfolio will be made available to all market participants at the same time.
- (B) Continued Listing. Each series of Managed Trust Securities will be listed and traded on IEX subject to application of the following continued listing criteria:
- (i) Intraday Indicative Value. The Intraday Indicative Value for Managed Trust Securities will be widely disseminated by one or more major market data vendors at least every 15 seconds during the time when the Managed Trust Securities trade on IEX.
 - (ii) Disclosed Portfolio.
 - (a) The Disclosed Portfolio [will] must be disseminated at least once daily and will be made available to all market participants at the same time.
 - (b) The Reporting Authority that provides the Disclosed Portfolio must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the actual components of the portfolio.
 - (iii) Rule Proposal Representations. Managed Trust Securities must continue to comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference assets or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals.

~~[(iii)](iv)~~ Suspension of trading or removal. IEX will consider the suspension of trading in, ~~[or removal from listing]~~ and will initiate delisting proceedings under the IEX Rule Series 14.500 of, a series of Managed Trust Securities under any of the following circumstances:

- (a) if, following the initial twelve-month period beginning upon the commencement of trading of the Managed Trust Securities: (A) the Trust has fewer than 50,000 Managed Trust Securities issued and outstanding; (B) the market value of all Managed Trust Securities issued and outstanding is less than \$1,000,000; or (C) there are fewer than 50 record and/or beneficial holders of Managed Trust Securities ~~[for 30 consecutive trading days]~~;
- (b) if an interruption to the dissemination of the Intraday Indicative Value for the Trust persists past the trading day in which it occurred or is no longer calculated or available or the Disclosed Portfolio is not made available to all market participants at the same time;
- (c) if the Trust issuing the Managed Trust Securities has failed to file any filings required by the Securities and Exchange Commission or if IEX is aware that the Trust is not in compliance with the conditions of any exemptive order or no-action relief granted by the Securities and Exchange Commission to the Trust with respect to the series of Managed Trust Securities; ~~[or]~~
- (d) if the series of Managed Trust Securities fails to comply with any of the requirements in paragraph (B) above; or

~~[(d)](e)~~ if such other event shall occur or condition exists which in the opinion of IEX makes further dealings on IEX inadvisable.

~~[(iv)](v)~~ Trading Halts. If the Intraday Indicative Value of a series of Managed Trust Securities is not being disseminated as required, IEX may halt trading during the day in which the interruption to the dissemination of the Intraday Indicative Value occurs. If the interruption to the dissemination of the Intraday Indicative Value persists past the trading day in which it occurred, IEX will halt trading no later than the beginning of the trading

day following the interruption. If a series of Managed Trust Securities is trading on IEX pursuant to unlisted trading privileges, IEX will halt trading in that series as specified in IEX Rule 11.280, IEX Rule 16.170 or Supplementary Material .01(c) to IEX Rule 14.207, as applicable. In addition, if IEX becomes aware that the net asset value or the Disclosed Portfolio with respect to a series of Managed Trust Securities is not disseminated to all market participants at the same time, it will halt trading in such series until such time as the net asset value or the Disclosed Portfolio is available to all market participants.

[(v)](vi) Upon termination of a Trust, IEX requires that Managed Trust Securities issued in connection with such Trust be removed from IEX listing. A Trust will terminate in accordance with the provisions of the Trust prospectus.

(C) No change.

(D) Trustee. The following requirements apply on an initial and continued listing basis:

- (i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
- (ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of IEX.

(E) No Change.

[(6)](7) Market Maker Accounts.

(A) – (B) No change.

[(7)](8) Limitation of IEX Liability. Neither IEX, the Reporting Authority nor any agent of IEX shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying futures

contract value; the current value of positions or interests if required to be deposited to the Trust in connection with issuance of Managed Trust Securities; net asset value; or other information relating to the purchase, redemption or trading of Managed Trust Securities, resulting from any negligent act or omission by IEX, or the Reporting Authority, or any agent of IEX, or any act, condition or cause beyond the reasonable control of IEX or its agent, or the Reporting Authority, including, but not limited to, fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reporting of transactions in an underlying futures contract.

[(8) IEX will file separate proposals under Section 19(b) of the Act before listing and trading separate and distinct Managed Trust Securities.]

••• *Supplementary Material* •••

.01 - .03 No change.

.04 IEX will implement and maintain written surveillance procedures for Managed Trust Securities.

.05 If the Trust's advisor is affiliated with a broker-dealer, the broker-dealer shall erect and maintain a "fire[]wall" around the personnel who have access to information concerning changes and adjustments to the Disclosed Portfolio. Personnel who make decisions on the Trust's portfolio composition must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the applicable Trust portfolio.

Rule 16.113. Paired Class Shares

- (a) IEX will consider for trading, whether by listing or pursuant to unlisted trading privileges, Paired Class Shares that meet the criteria of this IEX Rule.
- (b) **Applicability.** This IEX Rule is applicable only to Paired Class Shares. Except to the extent inconsistent with this IEX Rule, or unless the context otherwise requires, the Operating Agreement and all other rules and procedures of the Board of Directors shall be applicable to the trading on IEX of such securities. Paired Class Shares are included within the

definition of "security" or "securities" as such terms are used in the Operating Agreement and Rules of IEX.

(c) IEX will file separate proposals under Section 19(b) of the Act before listing and trading Paired Class Shares. In addition, prior to a substitute or replacement Underlying Benchmark being selected for the Fund, IEX must file a related proposed rule change pursuant to Rule 19b-4 under the Act to continue listing and trading the Paired Class Shares. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference asset, or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals shall constitute continued listing standards.

~~[(c)]~~(d) Paired Class Shares. The term "Paired Class Share" means a security: (1) that is issued by a trust (the "Trust") on behalf of a segregated series (the "Fund") as part of a pair of shares of opposing classes whose respective underlying values move in opposite directions as the value of the Fund's Underlying Benchmark (defined in IEX Rule 16.113~~[(e)]~~(f)) varies from its starting level, where one constituent of the pair is positively linked to the Fund's Underlying Benchmark ("Up Shares") and the other constituent is inversely linked to the Fund's Underlying Benchmark ("Down Shares"); (2) that is issued in exchange for cash; (3) the issuance proceeds of which are invested and reinvested in highly rated short-term financial instruments that mature within 90 calendar days and that serve the functions of (i) covering the Fund's expenses, (ii) providing income distributions to investors, based on income (after expenses) from the financial instruments held by the Fund, (iii) providing cash proceeds for regular and special distributions to be made in cash in lieu of Paired Class Shares, and (iv) providing cash proceeds to be paid upon the redemption of Paired Class Shares; (4) that represents a beneficial interest in the Fund; (5) the value of which is determined by the underlying value of the Fund that is attributable to the class of which such security is a part, which security underlying value will either (i) increase as a result of an increase in the Underlying Benchmark and decrease as a result of a decrease in the Underlying Benchmark (in the case of an Up Share) or (ii) increase as a result of a decrease in the Underlying Benchmark and decrease as the result of an increase in the Underlying Benchmark (in the case of a Down Share); (6) that, when timely aggregated in a specified minimum number or amount of securities, along with an equal number or amount of the securities of the opposite class that constitute the other part of the pair, may be redeemed

for a distribution of cash on specified dates by authorized parties; and (7) that may be subject to mandatory redemption of all Paired Class Shares under specified circumstances.

[(d)](e) Distributions. A Fund may engage in scheduled regular distributions, special distributions that are automatically triggered upon the Underlying Benchmark exceeding a fixed rate of change since the prior distribution, and corrective distributions that are automatically triggered when the trading price of a Paired Class Share deviates by a specified amount from its underlying value for a specified period of time.

[(e)](f) Designation. IEX may trade, either by listing or pursuant to unlisted trading privileges, Paired Class Shares whose values are based on an index or other numerical variable ("Underlying Benchmark") whose value reflects the value of assets, prices, price volatility or other economic interests ("Reference Asset"). Each issue of Up Shares or Down Shares of a Fund shall be designated as a separate series and shall be identified by a unique symbol.

[(f)](g) Initial and Continued Listing. Paired Class Shares will be listed and traded on IEX subject to application of the following criteria:

(1) Initial Listing

- (A) IEX will establish a minimum number of Paired Class Shares for each Fund required to be outstanding at the time of commencement of trading on IEX;
- (B) IEX will obtain a representation from the Trust on behalf of each Fund that the underlying value per share of each Up Share and Down Share will be calculated daily and that these underlying values and information about the assets of the Fund will be made available to all market participants at the same time; and
- (C) if the Underlying Benchmark is maintained by a broker-dealer or investment advisor, the broker-dealer or investment advisor shall erect and maintain a "fire wall" around the personnel who have access to information concerning changes and adjustments to the Underlying Benchmark.

(2) Continued Listing—IEX will consider the suspension of trading in [or removal from listing] and will initiate delisting proceedings under IEX Rule Series 14.500 of a Fund's Paired Class Shares under any of the following circumstances:

- (A) if, following the initial twelve-month period beginning upon the commencement of trading of the Paired Class Shares: (i) there are fewer than 50 record and/or beneficial holders of the Fund's Up Shares or Down Shares [for 30 or more consecutive trading days]; (ii) the Fund has fewer than 50,000 Up Shares or 50,000 Down Shares issued and outstanding; or (iii) the combined market value of all shares of a Fund issued and outstanding is less than \$1,000,000;
- (B) if an interruption to the dissemination of the intraday level of the Underlying Benchmark persists past the trading day in which it occurred, or a substitute or replacement Underlying Benchmark based on the same Reference Asset, is no longer calculated or available on at least a 15-second delayed basis during the Regular Market Session from a source unaffiliated with the sponsor, the custodian, the trustee of the Trust, the Fund or IEX that is a major market data vendor (e.g., Reuters or Bloomberg);
- (C) if the underlying value per share of each Up Share and Down Share of a Fund is no longer made available on a daily basis to all market participants at the same time;
- (D) if an interruption to the dissemination of the estimate of the value of a share of the series of Paired Class Shares (the "Intraday Indicative Value") of the underlying value of each listed Up Share and Down Share of the Fund persists past the trading day in which it occurred or is no longer made available on at least a 15-second delayed basis by a major market vendor during the Regular Market Session;
- (E) if the "firewall" erected around the personnel who have access to information concerning changes and adjustments to the Underlying Benchmark is no longer in place; [or,]
- (F) if Paired Class Shares no longer comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference asset or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals;

(G) if any of the requirements set forth in this rule are not continuously maintained;

or

[(F)](H) if such other event shall occur or condition exists which in the opinion of IEX makes further dealings on IEX inadvisable.

(3) No change.

(4) Trustee. The following requirements apply on an initial and continued listing basis:

(A) – (B) No change.

(5) No change.

[(g)](h) Limitation of IEX Liability. Neither IEX nor any agent of IEX shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any applicable Underlying Benchmark value; the underlying value of the Fund and its Paired Class Shares; distribution values or any other information relating to the purchase, redemption, or trading of the Paired Class Shares, resulting from any negligent act or omission by IEX, or any agent of IEX, or any act, condition or cause beyond the reasonable control of IEX or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in the applicable positions or interests.

[(h)](i) Market Maker Accounts.

(1) A registered Market Maker in Paired Class Shares must file with IEX in a manner prescribed by IEX and keep current a list identifying all accounts for trading in the applicable securities or physical commodities included in, or options, futures or options on futures on, the Reference Asset of the Underlying Benchmark of any Paired Class Shares or any other derivatives based on such Reference Asset or based on any security or Reference Asset included in the Underlying Benchmark, which the registered Market Maker may have or over which it may exercise investment discretion. No registered Market Maker shall trade in the applicable securities or physical commodities included in, or options, futures or options on futures on, the

- Reference Asset of the Underlying Benchmark of any Paired Class Shares or any other derivatives based on such Reference Asset or based on any security or Reference Asset included in the Underlying Benchmark, in an account in which a registered Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to IEX as required by this IEX Rule.
- (2) In addition to the existing obligations under IEX rules regarding the production of books and records, (see e.g., IEX Rule 4.550), a registered Market Maker in Paired Class Shares shall make available to IEX such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the applicable securities or physical commodities included in, or options, futures or options on futures on, the Reference Asset of the Underlying Benchmark of any Paired Class Shares or any other derivatives based on such Reference Asset or based on any security or Reference Asset included in the Underlying Benchmark, as may be requested by IEX.

••• Supplementary Material •••

.01 - .02 No Change.

.03 [IEX will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 ("Act") before trading Paired Class Shares.

.04 Prior to a substitute or replacement Underlying Benchmark being selected for the Fund, IEX must file a related proposed rule change pursuant to Rule 19b-4 under the Act to continue trading the Paired Class Shares.

.05] IEX will implement and maintain written surveillance procedures for trading the Paired Class Shares.

Rule 16.115. Selected Equity-linked Debt Securities ("SEEDS")

(a) Definition

- (1) SEEDS are limited-term, non-convertible debt securities of a Company where the value of the debt is based, at least in part, on the value of up to thirty (30) other

issuers' common stock or non-convertible preferred stock (or sponsored American Depositary Receipts (ADRs) overlying such equity securities).

(2) IEX may submit a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of SEEDS that do not otherwise meet the standards set forth in this rule. Any of the statements or representations regarding the index composition or reference asset, the description of the index or reference asset, limitations on the index or reference assets, dissemination and availability of the index, reference asset, or intraday indicative values, or the applicability of IEX listing rules specified in such proposals, constitute continued listing standards.

(b) Listing Requirements – SEEDS shall meet the following criteria on both an initial and continued listing basis. If a series of SEEDS does not satisfy these requirements, IEX may halt trading in the securities and will initiate delisting proceedings pursuant to IEX Rule Series 14.500.

IEX will consider listing Selected Equity-linked Debt Securities (SEEDS), pursuant to Rule 19b-4(e) [of] under the Act, that meet the criteria of [this] paragraph (b) of this rule.

(1) Issuer Listing Standards – An issuer of SEEDS shall meet the following criteria on both an initial and continued listing basis. If an issuer of SEEDS does not satisfy these requirements, IEX may halt trading in the SEEDS and will initiate delisting proceedings pursuant to IEX Rule Series 14.500.

(A) The issuer of a SEEDS must be an entity that:

(i) is listed on the NASDAQ Global Market, NASDAQ Global Select or the New York Stock Exchange (NYSE) or is an affiliate of a Company listed on the NASDAQ Global Market, NASDAQ Global Select or the NYSE; provided, however, that the provisions of IEX Rule 16.130(b) will be applied to sovereign issuers of SEEDS on a case-by-case basis; and

(ii) has a minimum net worth of \$150 million.

(B) In addition, the market value of a SEEDS offering, when combined with the market value of all other SEEDS offerings previously completed by the Company and traded on the NASDAQ Global, NASDAQ Global Select Market

or another national securities exchange, may not be greater than 25 percent of the Company's net worth at the time of issuance.

- (2) Issue Listing Standards – SEEDS shall meet the following criteria on both an initial and continued listing basis. If a series of SEEDS does not satisfy these requirements, IEX may halt trading in the securities and will initiate delisting proceedings pursuant to IEX Rule Series 14.500.

(A) Equity-Linked Debt Security Listing Standards

The issue must have:

[(A)](i) a minimum public distribution of one million SEEDS;

[(B)](ii) a minimum of 400 holders of the SEEDS, provided, however, that if the SEEDS is traded in \$1,000 denominations or is redeemable at the option of holders thereof on at least a weekly basis, there is no minimum number of holders and no minimum public distribution;

[(C)](iii) a minimum market value of \$4 million; and

[(D)](iv) a minimum term of one (1) year.

[(3)](B) Minimum Standards Applicable to the Linked Security

[(A)] An equity security on which the value of the SEEDS is based must:

(i)(a) have a market value of listed securities of at least \$3 billion and a trading volume in the United States of at least 2.5 million shares in the one-year period preceding the listing of the SEEDS;

[(ii)](b) have a market value of listed securities of at least \$1.5 billion and a trading volume in the United States of at least 10 million shares in the one-year period preceding the listing of the SEEDS; or

[(iii)](c) have a market value of listed securities of at least \$500 million and a trading volume in the United States of at least 15 million shares in the one-year period preceding the listing of the SEEDS.

[(B)](ii) be issued by a Company that has a continuous reporting obligation under the Act, and the security must be listed on IEX, the NASDAQ Global Market, NASDAQ Global Select or another national securities exchange and be subject to last sale reporting; and

[(C)](iii) be issued by:

[(i)](a) a U.S. company; or

[(ii)](b) a non-U.S. company (including a Company that is traded in the United States through sponsored ADRs) (for purposes of this paragraph [(g)], a non-U.S. company is any company formed or incorporated outside of the United States) if:

[(a)]1. IEX or its subsidiaries has a comprehensive surveillance sharing agreement in place with the primary exchange in the country where the security is primarily traded (in the case of an ADR, the primary exchange on which the security underlying the ADR is traded);

[(b)]2. the combined trading volume of the non-U.S. security (a security issued by a non-U.S. company) and other related non-U.S. securities occurring in the U.S. market and in markets with which IEX or its subsidiaries has in place a comprehensive surveillance sharing agreement represents (on a share equivalent basis for any ADRs) at least 50% of the combined world-wide trading volume in the non-U.S. security, other related non-U.S. securities, and other classes of common stock related to the non-U.S. security over the six month period preceding the date of listing; or

[(c) (1)]3.a. the combined trading volume of the non-U.S. security and other related non-U.S. securities occurring in the U.S. market represents (on a share equivalent basis) at least 20% of the combined world-wide trading volume in the non-U.S. security and in other related non-U.S. securities over the six-month period preceding the date of selection

of the non-U.S. security for a SEEDS listing;

[(2)]b. the average daily trading volume for the non-U.S. security in the U.S. markets over the six-month period preceding the date of selection of the non-U.S. security for a SEEDS listing is 100,000 or more shares; and

[(3)]c. the trading volume for the non-U.S. security in the U.S. market is at least 60,000 shares per day for a majority of the trading days for the six-month period preceding the date of selection of the non-U.S. security for a SEEDS listing.

[(d)]4. If the underlying security to which the SEEDS is to be linked is the stock of a non-U.S. company which is traded in the U.S. market as a sponsored ADR, ordinary shares or otherwise, then the minimum number of holders of the underlying linked security shall be 2,000.

[(4)](C) Limits on the Number of SEEDS Linked to a Particular Security

[(A)](i) The issuance of SEEDS relating to any underlying U.S. security may not exceed five percent of the total outstanding shares of such underlying security. The issuance of SEEDS relating to any underlying non-U.S. security or sponsored ADR may not exceed:

[(i)](a) two (2) percent of the total shares outstanding worldwide if at least 30 percent of the worldwide trading volume in such security occurs in the U.S. market during the six-month period preceding the date of listing (The two percent limit, based on 20 percent of the worldwide trading volume in the non-U.S. security or sponsored ADR, applies only if there is a comprehensive surveillance sharing agreement in place with the primary exchange in the country where the security is primarily traded, or, in the case of an ADR, the primary exchange on which the security underlying the ADR is traded. If there is no such agreement, subparagraph [(3)]B above requires that the combined trading volume of such security and other related securities occurring

in the U.S. market represents (on a share equivalent basis for any ADRs) at least 50% of the combined worldwide trading volume in such security, other related securities, and other classes of common stock related to such security over the six month period preceding the date of listing.);

[(ii)](b) three (3) percent of the total shares outstanding worldwide if at least 50 percent of the worldwide trading volume in such security occurs in the U.S. market during the six-month period preceding the date of listing; or

[(iii)](c) five (5) percent of the total shares outstanding worldwide if at least 70 percent of the worldwide trading volume in such security occurs in the U.S. market during the six-month period preceding the date of listing.

[(B)](ii) If a Company proposes to issue SEEDS that relate to more than the allowable percentages of the underlying security specified above, then IEX, with the concurrence of the staff of the Division of Trading and Markets of the Commission, will evaluate the maximum percentage of SEEDS that may be issued on a case-by-case basis.

[(5)](D) Prior to the commencement of trading of a particular SEEDS listed pursuant to this subsection, IEX or its subsidiaries will distribute a circular to the membership providing guidance regarding IEX member firm compliance responsibilities (including suitability recommendations and account approval) when handling transactions in SEEDS.

(3) Rule Proposal Representations. SEEDS must continue to comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding (a) the index composition or reference assets; (b) the limitations on the index or reference assets; (c) dissemination and availability of the index, reference asset, or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals.

Rule 16.120. Trust Issued Receipts

(a) Definitions

(1) The term "Trust Issued Receipt" means a security (a) that is issued by a trust ("Trust") which holds specified securities deposited with the Trust; (b) that, when aggregated in some specified minimum number, may be surrendered to the trust by the beneficial owner to receive the securities; and (c) that pays beneficial owners dividends and other distributions on the deposited securities, if any are declared and paid to the trustee by an issuer of the deposited securities.

(b) IEX may submit a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of Trust Issued Receipts that do not otherwise meet the standards set forth below. Any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; or (c) dissemination and availability of the reference asset or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals shall constitute continued listing standards.

[(b)](c) Listing Requirements

(1) – (4) No Change.

(5) Trust Issued Receipts will be listed and traded on IEX subject to application of the following criteria:

(A) No Change.

(B) Continued Listing. [Following the initial twelve month period following formation of a Trust and commencement of trading on IEX,]IEX will consider the suspension of trading in, [or removal from listing]and will initiate delisting proceedings under IEX Rule Series 14.500 of, a Trust upon which a series of Trust Issued Receipts is based under any of the following circumstances:

(i) following the initial twelve month period following formation of a Trust and commencement of trading on IEX, if the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Trust Issued Receipts [for 30 or more consecutive trading days];

- (ii) following the initial twelve month period following formation of a Trust and commencement of trading on IEX, if the Trust has fewer than 50,000 receipts issued and outstanding;
 - (iii) following the initial twelve month period following formation of a Trust and commencement of trading on IEX, if the market value of all receipts issued and outstanding is less than \$1 million; [or]
 - (iv) if the Trust Issued Receipts do not comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding: (a) the description of the portfolio or reference assets; (b) limitations on portfolio holdings or reference assets; (c) dissemination and availability of the reference asset or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals;
 - (v) if any of the requirements set forth in this rule are not continuously maintained;
 - (vi) if the series of Trust Issued Receipts was listed pursuant to Rule 19b-4(e) under the Act, any component security does not meet any of the requirements of paragraph (7) below; or
- [(iv)](vii) if such other event shall occur or condition exists which, in the opinion of IEX, makes further dealings on IEX inadvisable.

Upon termination of a Trust, IEX requires that Trust Issued Receipts issued in connection with such Trust be removed from listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of securities in the Trust falls below a specified amount.

- (C) Term. The stated term of the Trust shall be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (D) Trustee. The following requirements apply on an initial and continued listing basis:
 - (i) the trustee of a Trust must be a trust company or banking institution

having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

- (ii) no change is to be made in the trustee of a listed issue without prior notice to and approval of IEX.

(E) Voting — voting rights shall be as set forth in the Trust prospectus.

(6) No Change.

(7) IEX may approve a series of Trust Issued Receipts for listing and trading on IEX pursuant to Rule 19b-4(e) under the Act, provided each of the component securities satisfies the following criteria on an initial and continued listing basis:

- (A) each component security must be registered under Section 12 of the Act;
- (B) each component security must have a minimum public float of at least \$150 million;
- (C) each component security must be listed on IEX or another national securities exchange;
- (D) each component security must have an average daily trading volume of at least 100,000 shares during the preceding sixty-day trading period;
- (E) each component security must have an average daily dollar value of shares traded during the preceding sixty-day trading period of at least \$1 million; and
- (F) the most heavily weighted component security may not initially represent more than 20% of the overall value of the Trust Issued Receipt.

Rule 16.125. Index Warrants

(a) Definitions

- (1) "Index Warrants" means instruments that are direct obligations of the issuing company, either exercisable throughout their life (i.e., American style) or exercisable

only on their expiration (i.e., European style), entitling the holder to a cash settlement in U.S. dollars to the extent that the index has declined below (for a put warrant) or increased above (for a call warrant) the pre-stated cash settlement value of the index. Index Warrants may be based on either foreign or domestic indexes.

(2) IEX may submit a rule filing pursuant to Section 19(b) of the Act to permit the listing and trading of Index Warrants that do not otherwise meet the standards set forth in this rule. Any of the statements or representations regarding (a) the index composition or reference assets; (b) limitations on the index or reference assets; (c) dissemination and availability of the index, reference asset, or intraday indicative values; or (d) the applicability of IEX listing rules specified in such proposals, constitute continued listing standards.

(b) Listing Requirements. Index Warrants listed pursuant to this rule shall meet the following criteria on an initial and continued listing basis. If any of these criteria are not continuously maintained, IEX will consider the suspension of trading in, and will initiate delisting proceedings under IEX Rule Series 14.500 of, the series of Index Warrants.

(1) An Index Warrant may be listed if it substantially meets the following criteria:

(A) – (K) No change.

(L) Rule Proposal Representations. Index Warrants must continue to comply with any statements or representations included in the applicable rule proposal under Section 19(b) regarding (a) the index composition or reference asset; (b) the description of the index or reference asset; (c) limitations on the index or reference assets; (d) dissemination and availability of the index, reference asset, or intraday indicative values; or (e) the applicability of IEX listing rules specified in such proposals.

Any Index Warrant listed pursuant to this paragraph shall not be required to meet the requirements of IEX Rule 14.203(h), 14.203(a), or 14.320. IEX may apply additional or more stringent criteria as necessary to protect investors and the public interest.
