

*Required fields are shown with yellow backgrounds and asterisks.*

Page 1 of \* 4

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
Form 19b-4File No.\* SR - 2012 - \* 27  
Amendment No. (req. for Amendments \*) 1

Proposed Rule Change by EDGA Exchange, Inc.

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) \*

☐

Rule

Pilot

☐Extension of Time Period  
for Commission Action \*☐

Date Expires \*

19b-4(f)(1)

☒

19b-4(f)(2)

☒

19b-4(f)(3)

☒

19b-4(f)(4)

☒

19b-4(f)(5)

☒

19b-4(f)(6)

☒

Exhibit 2 Sent As Paper Document

☒

Exhibit 3 Sent As Paper Document

☒**Description**

Provide a brief description of the proposed rule change (limit 250 characters, required when Initial is checked \*).

**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 proposed rule change.

First Name \* Jeffrey

Last Name \* Rosenstock

Title \* General Counsel

E-mail \* jrosenstock@directedge.com

Telephone \* (201) 942-8295

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 officer.

Date 07/31/2012

By Jeffrey Rosenstock

(Name \*)

General Counsel

(Title \*)

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.

jrosenstock@directedge.com,

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

**Form 19b-4 Information (required)**

[Add](#) [Remove](#) [View](#)

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 (required)**

[Add](#) [Remove](#) [View](#)

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

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

[Add](#) [Remove](#) [View](#)

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**

[Add](#) [Remove](#) [View](#)

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**

[Add](#) [Remove](#) [View](#)

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**

[Add](#) [Remove](#) [View](#)

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.

EDGA Exchange, Inc. (the “Exchange” or “EDGA”) is filing this non-substantive, technical amendment to SR-EDGA-2012-027, which was originally filed on June 22, 2012, to amend, for the purpose of clarification, certain language contained in the filing related to the definition of “Sponsored Participant” in EDGA Rule 1.5(z). The amendments clarify EDGA Rule 1.5(z) by (i) incorporating the concept from Rule 11.3 of the Sponsored Participant obtaining authorized access to the System into the rule text and (ii) making clear that Sponsored Participants may form arrangements with more than one Sponsoring Member. Accordingly, the Exchange proposes to make the following three amendments to its filing:

First, the Exchange proposes to amend the following text from its filing (19b-4 at 3 and Exhibit 1 at 9) from, “The Exchange is also proposing amendments to Rule 11.3(b)(1) and Rule 1.5(z) to align the definition of Sponsored Participant with the terminology used in Rule 15c3-5 to describe such arrangements” to “The Exchange is also proposing amendments to: (i) Rule 11.3(b)(1) to align it with the terminology used in Rule 15c3-5 to describe such arrangements and (ii) Rule 1.5(z) to clarify that the arrangement must be with one or more Sponsoring Members, whereby the Sponsored Participant obtains authorized access to the System in accordance with Rule 11.3.”

Second, the Exchange proposes to amend the following text from its filing (19b-4 at 6 and Exhibit 1 at 12-13) from, “Additional conforming amendments are being proposed to the definition of Sponsored Participant (Rules 1.5(z) and 11.3(b)(1)) to align such definition with the terminology used in the Market Access Rule” to “Additional conforming amendments are being proposed to: (i) Rule 11.3(b)(1) to align it with the terminology used in Rule 15c3-5 to describe such arrangements and (ii) Rule 1.5(z) to clarify that the arrangement must be with one

or more Sponsoring Members, whereby the Sponsored Participant obtains authorized access to the System in accordance with Rule 11.3.”

Third, the Exchange proposes to amend the following rule text of section (z) of Rule 1.5 (Exhibit 5 at 17):

Rule 1.5. Definitions

(No change).

(a) – (y) (No change)

(z) Sponsored Participant

The term “Sponsored Participant” shall mean a person which has entered into an [sponsorship] arrangement with [a] one or more Sponsoring Members whereby such person obtains authorized access to the System in accordance with [pursuant to] Rule 11.3.

(aa) – (ff) (No change)

\* \* \* \* \*