

Required fields are shown with yellow backgrounds and asterisks.

Filing by EDGX 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) *
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input checked="" type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Section 806(e)(1) <input type="checkbox"/> Section 806(e)(2) <input type="checkbox"/>	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) <input type="checkbox"/>
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Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description

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

EDGX Exchange, Inc. proposes to amend Rule 13.9 to allow Members the option to opt-out their routed orders from inclusion in the Edge Routed Liquidity ReportSM on a market participant identifier(s) basis.

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 * Last Name *
 Title *
 E-mail *
 Telephone * 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

By

(Name *)

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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 *

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 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

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

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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

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.

1. Text of the Proposed Rule Change

(a) EDGX Exchange, Inc. (“EDGX” or the “Exchange”) is filing with the Securities and Exchange Commission (the “Commission”) a proposed rule change to amend Rule 13.9 to allow Members the option to opt-out their routed orders from inclusion in the Edge Routed Liquidity ReportSM on a market participant identifier(s) (“MPID(s)”) basis. The text of the proposed rule change is attached as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors of the Exchange on April 27, 2010. Exchange staff will advise the EDGX Exchange Board of Directors of any action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change. Therefore, the Exchange’s internal procedures with respect to the proposed change are complete.

The individual on the Exchange staff prepared to respond to questions about and comments regarding the proposed rule change is:

Thomas N. McManus
Chief Regulatory Officer
EDGX Exchange, Inc.
(201) 418-3471

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

(a) Purpose

In SR-EDGX-2012-37 (the “Filing”),¹ the Exchange introduced a new market data product, Edge Routed Liquidity Report (“Edge Routed Liquidity Report” or the “Service”) to Members² and non-Members of the Exchange (collectively referred to as “Subscribers”). The Edge Routed Liquidity Report is a data feed that contains all historical order information for orders routed to away destinations by the Exchange. The Filing stated that Edge Routed Liquidity Report is offered as either a standard report (the “Standard Report”) or a premium report (the “Premium Report”) (the Standard Report

¹ Securities Exchange Act Release No. 67766 (August 31, 2012), 77 FR 55251 (September 7, 2012) (SR-EDGX-2012-37).

² A Member is any registered broker or dealer that has been admitted to membership in the Exchange.

and the Premium Report shall be collectively referred to as the “Reports”). In SR-EDGX-2012-42,³ the Exchange amended Rule 13.9 to provide additional information regarding the features of the Standard Report and the Premium Report.

The Exchange proposes to amend Rule 13.9 to state that Members will have the ability to request, on a MPID basis, and in a form prescribed by the Exchange, that their routed orders will not be included in the Edge Routed Liquidity Report.

If a Member wishes to opt-out their routed orders from inclusion in the Service, such Member must submit a request to the Exchange in a form prescribed by the Exchange. Such request will prevent the display of the Member’s routed orders in the Service effective as of the day the request was submitted. Members can notify the Exchange via email if they wish to revoke their election. Such request will be effective as of the day the request was submitted.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Securities Exchange Act of 1934, (the “Act”),⁴ in general, and with Section 6(b)(5) of the Act⁵ in particular, which requires, among other things, that the Exchange’s rules are not designed to unfairly discriminate between customers, issuers, brokers or dealers and are 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 regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest.

The Exchange believes that the proposed amendment is consistent with those principles as Members’ election to be included or excluded in the Service is completely voluntary at any time. Providing Members the ability to opt-out their routed orders from inclusion in the Service makes available an additional choice that previously did not exist. Members that do not wish to represent their orders in the Service for any reason will be allowed to opt-out their routed orders (on an MPID basis) from being included in the Service and any Member may cancel their subscription to the Service at any time.

The Exchange also believes that the proposed amendment is consistent with the principles of Section 6(b)(5) of the Act because allowing Members the ability to opt-out their routed order data from inclusion in the Service does not implicate any concerns related to manipulation or fraud. Because all data in the Service is displayed on an

³ See Securities Exchange Act Release No. 67910 (September 21, 2012), 77 FR 59429 (September 27, 2012) (SR-EDGX-2012-42).

⁴ 15 U.S.C. 78f.

⁵ 15 U.S.C. 78f(b)(5).

anonymous basis, Subscribers will be unaware of which Members have chosen to opt-out their routed order data from the Service.

Lastly, the proposal is nondiscriminatory because it applies uniformly to all Members. The Exchange believes that it is important to make this feature transparent to Subscribers of the Service by proposing to codify this principle in Rule 13.9.

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

The Exchange 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. As the Service is similar to those historical data products already provided by other exchanges, the Exchange believes the Service increases competition in the market for historical data products.⁶ In addition, the Exchange believes that the ability of Members to exclude their routed orders from the Service will help to maintain the competitiveness of the Service. This is because the Exchange believes that this additional feature will attract greater order flow to the Exchange as certain Members that do not wish their routed order information from being provisioned within the Service will simply exclude their routed orders from the Service as opposed to taking that additional order flow to other competing exchanges. Accordingly, allowing Members the option to exclude their routed order flow from the Service enables the Exchange to remain competitive with other exchanges.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any unsolicited written comments from its Members or other interested parties.

6. Extension of Time Period for Commission Action

⁶ See Securities Exchange Act Release No. 61885 (April 9, 2010), 75 FR 20018 (April 16, 2010) (SR-BATS-2010-002) (adopting BATS market data products, including BATS Historical Data Products); see also, NYSE Technologies, Market Data, www.nyxdata.com (providing information regarding historical data products offered by the NYSE; see also, NASDAQ Rules 7022 and 7023 (establishing fees for Historical Research and Administrative Reports and NASDAQ Depth-of-Book Data); see also, Securities Exchange Act Release No. 61416 (January 25, 2010), 75 FR 5821 (February 4, 2010) (SR-NASDAQ-2010-010) (relating to NASDAQ rule governing Historical ModelView product); see also, Securities Exchange Act Release No. 66403 (February 15, 2012), 77 FR 10593 (February 22, 2012) (SR-EDGA-2012-05) (adopting EdgeBook Cloud service); see also, Securities Exchange Act Release No. 66402 (February 15, 2012), 77 FR 10595 (February 22, 2012) (SR-EDGX-2012-05) (adopting EdgeBook Cloud service).

Not applicable.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)⁷ of the Act and Rule 19b-4(f)(6)⁸ thereunder. The proposed rule change effects a change that (A) does not significantly affect the protection of investors or the public interest; (B) does not impose any significant burden on competition; and (C) by its terms, does not become operative for thirty (30) days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest; provided that the self-regulatory organization has given the Commission 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 (5) business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission.

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.⁹ The Exchange has satisfied this requirement.

The Exchange believes that this proposal is non-controversial in that participation in the Service is strictly voluntary and the proposal does not present any unique policy issues that have not been previously considered by the Commission. The proposed amendment will allow Members to opt-out their routed orders from inclusion in the Service at their earliest convenience by filing the requisite form with the Exchange. Allowing Members the ability to opt-out their routed order flow from inclusion in the Service is non-controversial because it makes available to all Members an additional choice that previously did not exist for Members who prefer not to display their routed order flow in the Service for any reason. Members who would prefer to redirect routed order flow elsewhere as an alternative to having it included in the Service would thus now have the additional ability to opt-out their routed orders from inclusion in the Service and continue to send such order flow to the Exchange. Alternatively, without the ability to opt-out their routed order flow from inclusion in the Service, Members may elect to redirect their routed order flow to other exchanges.

For the foregoing reasons, this rule filing qualifies for immediate effectiveness as a “non-controversial” rule change under paragraph (f)(6) of Rule 19b-4.¹⁰

The Exchange further respectfully requests that the Commission waive the thirty (30) day delayed operative date so that this proposed rule change may become effective

⁷ 15 U.S.C. 78s(b)(3)(A).

⁸ 17 CFR 240.19b-4(f)(6).

⁹ 17 CFR 240.19b-4(f)(6)(iii).

¹⁰ 17 CFR 240.19b-4(f)(6).

and operative upon filing with the Commission pursuant to Section 19(b)(3)(A)¹¹ of the Act and Rule 19b-4(f)(6) thereunder.¹² Waiver of the thirty (30) day delayed operative date will allow Members who wish to opt-out their routed orders from inclusion in the Service to do so immediately without further delay. The Exchange believes that Members who wish to maintain order flow to the Exchange but prefer not to include their routed order information in the Service should have the ability to opt-out their routed order data from the Service and continue to route such order flow through the Exchange. Conversely, without the ability to opt-out their routed orders from inclusion in the Service, Members may elect to redirect their routed order flow to the Exchange's competitors. Accordingly, the Exchange believes that this additional feature should not be delayed as it will allow the Exchange to remain competitive with other market centers by providing an additional choice to its Members as to whether they elect to include their routed orders in the Service.

Based on the foregoing, the Exchange believes that its proposal should become immediately effective and requests that the Commission waive the thirty (30) day pre-operative waiting period contained in Rule 19b-4(f)(6)(iii) under the Act.¹³ Waiver of this requirement is consistent with the protection of investors and the public interest for the reasons described above.

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

This proposed rule change is not based on the rules of another self-regulatory organization or of the Commission.

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

(a) – (e) Not applicable.

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

(a) – (e) Not applicable.

11. Exhibits

Exhibit 1. Completed Notice of Proposed Rule Change for publication in the Federal Register.

Exhibit 5. Text of proposed rule change.

¹¹ 15 U.S.C. 78s(b)(3)(A).

¹² 17 CFR 240.19b-4(f)(6).

¹³ 17 CFR 240.19b-4(f)(6)(iii).

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-EDGX-2013-02)

[Date]

Self-Regulatory Organizations; EDGX Exchange, Inc.; Notice of Filing of Proposed Rule Change Relating to Amendment to EDGX Rule 13.9

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on January 22, 2013 the EDGX Exchange, Inc. (the "Exchange" or "EDGX") filed with the Securities and Exchange Commission ("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

The Exchange proposes a rule change to amend Rule 13.9 to allow Members the option to opt-out their routed orders from inclusion in the Edge Routed Liquidity ReportSM on a market participant identifier(s) ("MPID(s)") basis. All of the changes described herein are applicable to EDGX Members. The text of the proposed rule change is available on the Exchange's Internet website at www.directedge.com, at the Exchange's principal office, and at the Public Reference Room of the Commission.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 statements 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

In SR-EDGX-2012-37 (the "Filing"),³ the Exchange introduced a new market data product, Edge Routed Liquidity Report ("Edge Routed Liquidity Report" or the "Service") to Members⁴ and non-Members of the Exchange (collectively referred to as "Subscribers"). The Edge Routed Liquidity Report is a data feed that contains all historical order information for orders routed to away destinations by the Exchange. The Filing stated that Edge Routed Liquidity Report is offered as either a standard report (the "Standard Report") or a premium report (the "Premium Report") (the Standard Report and the Premium Report shall be collectively referred to as the "Reports"). In SR-EDGX-2012-42,⁵ the Exchange amended Rule 13.9 to provide additional information regarding the features of the Standard Report and the Premium Report.

³ Securities Exchange Act Release No. 67766 (August 31, 2012), 77 FR 55251 (September 7, 2012) (SR-EDGX-2012-37).

⁴ A Member is any registered broker or dealer that has been admitted to membership in the Exchange.

⁵ See Securities Exchange Act Release No. 67910 (September 21, 2012), 77 FR 59429 (September 27, 2012) (SR-EDGX-2012-42).

The Exchange proposes to amend Rule 13.9 to state that Members will have the ability to request, on a MPID basis, and in a form prescribed by the Exchange, that their routed orders will not be included in the Edge Routed Liquidity Report.

If a Member wishes to opt-out their routed orders from inclusion in the Service, such Member must submit a request to the Exchange in a form prescribed by the Exchange. Such request will prevent the display of the Member's routed orders in the Service effective as of the day the request was submitted. Members can notify the Exchange via email if they wish to revoke their election. Such request will be effective as of the day the request was submitted.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,⁶ in general, and with Section 6(b)(5) of the Act⁷ in particular, which requires, among other things, that the Exchange's rules are not designed to unfairly discriminate between customers, issuers, brokers or dealers and are 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 regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest.

The Exchange believes that the proposed amendment is consistent with those principles as Members' election to be included or excluded in the Service is completely voluntary at any time. Providing Members the ability to opt-out their routed orders from inclusion in the Service

⁶ 15 U.S.C. 78f.

⁷ 15 U.S.C. 78f(b)(5).

makes available an additional choice that previously did not exist. Members that do not wish to represent their orders in the Service for any reason will be allowed to opt-out their routed orders (on an MPID basis) from being included in the Service and any Member may cancel their subscription to the Service at any time.

The Exchange also believes that the proposed amendment is consistent with the principles of Section 6(b)(5) of the Act because allowing Members the ability to opt-out their routed order data from inclusion in the Service does not implicate any concerns related to manipulation or fraud. Because all data in the Service is displayed on an anonymous basis, Subscribers will be unaware of which Members have chosen to opt-out their routed order data from the Service.

Lastly, the proposal is nondiscriminatory because it applies uniformly to all Members. The Exchange believes that it is important to make this feature transparent to Subscribers of the Service by proposing to codify this principle in Rule 13.9.

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

The Exchange 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. As the Service is similar to those historical data products already provided by other exchanges, the Exchange believes the Service increases competition in the market for historical data products.⁸

⁸ See Securities Exchange Act Release No. 61885 (April 9, 2010), 75 FR 20018 (April 16, 2010) (SR-BATS-2010-002) (adopting BATS market data products, including BATS Historical Data Products); see also, NYSE Technologies, Market Data, www.nyxdata.com (providing information regarding historical data products offered by the NYSE; see also, NASDAQ Rules 7022 and 7023 (establishing fees for Historical Research and Administrative Reports and NASDAQ Depth-of-Book Data); see also, Securities Exchange Act Release No. 61416 (January 25, 2010), 75 FR 5821 (February 4, 2010) (SR-NASDAQ-2010-010) (relating to NASDAQ rule governing Historical

In addition, the Exchange believes that the ability of Members to exclude their routed orders from the Service will help to maintain the competitiveness of the Service. This is because the Exchange believes that this additional feature will attract greater order flow to the Exchange as certain Members that do not wish their routed order information from being provisioned within the Service will simply exclude their routed orders from the Service as opposed to taking that additional order flow to other competing exchanges. Accordingly, allowing Members the option to exclude their routed order flow from the Service enables the Exchange to remain competitive with other exchanges.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any unsolicited written comments from its Members or other interested parties.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)⁹ of the Act and Rule 19b-4(f)(6)¹⁰ thereunder. The proposed rule change effects a change that (A) does not significantly affect the protection of investors or the public interest; (B) does not impose any significant burden on competition; and (C) by its terms, does not become operative for thirty (30) days after the date of the filing, or such shorter time as the Commission may designate if

ModelView product); see also, Securities Exchange Act Release No. 66403 (February 15, 2012), 77 FR 10593 (February 22, 2012) (SR-EDGA-2012-05) (adopting EdgeBook Cloud service); see also, Securities Exchange Act Release No. 66402 (February 15, 2012), 77 FR 10595 (February 22, 2012) (SR-EDGX-2012-05) (adopting EdgeBook Cloud service).

⁹ 15 U.S.C. 78s(b)(3)(A).

¹⁰ 17 CFR 240.19b-4(f)(6).

consistent with the protection of investors and the public interest; provided that the self-regulatory organization has given the Commission 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 (5) business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission.

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.¹¹ The Exchange has satisfied this requirement.

The Exchange believes that this proposal is non-controversial in that participation in the Service is strictly voluntary and the proposal does not present any unique policy issues that have not been previously considered by the Commission. The proposed amendment will allow Members to opt-out their routed orders from inclusion in the Service at their earliest convenience by filing the requisite form with the Exchange. Allowing Members the ability to opt-out their routed order flow from inclusion in the Service is non-controversial because it makes available to all Members an additional choice that previously did not exist for Members who prefer not to display their routed order flow in the Service for any reason. Members who would prefer to redirect routed order flow elsewhere as an alternative to having it included in the Service would thus now have the additional ability to opt-out their routed orders from inclusion in the Service and continue to send such order flow to the Exchange. Alternatively, without the ability to opt-out their routed order flow from inclusion in the Service, Members may elect to redirect their routed order flow to other exchanges.

¹¹ 17 CFR 240.19b-4(f)(6)(iii).

For the foregoing reasons, this rule filing qualifies for immediate effectiveness as a “non-controversial” rule change under paragraph (f)(6) of Rule 19b-4.¹²

The Exchange further respectfully requests that the Commission waive the thirty (30) day delayed operative date so that this proposed rule change may become effective and operative upon filing with the Commission pursuant to Section 19(b)(3)(A)¹³ of the Act and Rule 19b-4(f)(6) thereunder.¹⁴ Waiver of the thirty (30) day delayed operative date will allow Members who wish to opt-out their routed orders from inclusion in the Service to do so immediately without further delay. The Exchange believes that Members who wish to maintain order flow to the Exchange but prefer not to include their routed order information in the Service should have the ability to opt-out their routed order data from the Service and continue to route such order flow through the Exchange. Conversely, without the ability to opt-out their routed orders from inclusion in the Service, Members may elect to redirect their routed order flow to the Exchange’s competitors. Accordingly, the Exchange believes that this additional feature should not be delayed as it will allow the Exchange to remain competitive with other market centers by providing an additional choice to its Members as to whether they elect to include their routed orders in the Service.

Based on the foregoing, the Exchange believes that its proposal should become immediately effective and requests that the Commission waive the thirty (30) day pre-operative

¹² 17 CFR 240.19b-4(f)(6).

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f)(6).

waiting period contained in Rule 19b-4(f)(6)(iii) under the Act.¹⁵ Waiver of this requirement is consistent with the protection of investors and the public interest for the reasons described above.

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.

VI. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-EDGX-2013-02 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-EDGX-2013-02. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the

¹⁵ 17 CFR 240.19b-4(f)(6)(iii).

proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-EDGX-2013-02 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.¹⁶

Kevin M. O'Neill
Deputy Secretary

¹⁶ 17 CFR 200.30-3(a)(12).

EXHIBIT 5**Additions underlined****Deletions [bracketed]**

EDGX Exchange, Inc.

CHAPTER XIII. MISCELLANEOUS PROVISIONS

Rules 13.1 - 13.8 (No change)

Rule 13.9 Edge Routed Liquidity Report

The Edge Routed Liquidity Report is a data feed that contains historical order information for listed securities routed to away destinations by EDGX, including: limit price, routed quantity, symbol, side (bid/offer), time of routing, and the National Best Bid and Offer (NBBO) at the time of routing. The Edge Routed Liquidity Report is available as either a standard report or a premium report. Both reports will provide a data feed containing historical order information of all marketable orders that are routed to away destinations by EDGX. The premium report will also identify whether the order is routed to another exchange or to a non-exchange destination. If the order is routed to a non-exchange destination, the premium report will categorize the routing strategy based on the responsiveness of the non-exchange destination, the number of destinations, and/or the type of liquidity sought. These categories include: Regular, Fast, Superfast or Midpoint. Members will have the ability to request, on a market participant identifier basis (MPID), and in a form prescribed by the Exchange, that their routed orders will not be included in the Edge Routed Liquidity Report.

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