OMB APPROVAL
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Required fields are shown with yellow backgrounds and asterisks.

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

File No.* SR - 2011 - * 30
Amendment No. (req. for Amendments *)

Proposed Rule Change 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) * ☐

Pilot ☐

Extension of Time Period for Commission Action * ☐

Date Expires *

Rule

19b-4(f)(1) 19b-4(f)(4)
19b-4(f)(2) 19b-4(f)(5)
19b-4(f)(3) 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 *).

EDGX Exchange, Inc. proposes to amend Rule 11.14.

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 * Thomas Last Name * McManus
Title * Chief Regulatory Officer
E-mail * tmcmanus@directedge.com
Telephone * (201) 418-3471 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 09/27/2011

By Thomas N. McManus
(Name *)

Chief Regulatory Officer
(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.

tmcmanus@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.

1. Text of the Proposed Rule Change

(a) EDGX Exchange, Inc. ("EDGX" or the "Exchange") proposes to amend Exchange Rule 11.14 to revise the current methodology for determining when trading in all stocks will be halted due to extraordinary market volatility. The text of the proposed rule change is attached as Exhibit 5 and is available on the Exchange's website at www.directedge.com, at the Exchange's principal office, and at the Public Reference Room of the Securities and Exchange Commission ("Commission").

(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.

(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 Directors of the Exchange on April 27, 2010. Exchange staff will advise the Exchange Board of Directors of any action taken pursuant to delegated authority. No further action by the Board of Directors or the membership of the Exchange is required. Therefore, the Exchange's internal procedures with respect to the proposed change are complete.

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

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

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

(a) Purpose

The Exchange proposes to amend Exchange Rule 11.14 to revise the current methodology for determining when trading in all stocks will be halted due to extraordinary market volatility. The Exchange is proposing this rule change in consultation with other equity, options and futures markets, the Financial Industry Regulatory Authority, Inc. ("FINRA") and staffs of the Commission and the Commodity Futures Trading Commission.

Since May 6, 2010, when the markets experienced excessive volatility in an abbreviated time period, i.e., the "flash crash," the exchanges and FINRA have implemented market-wide measures designed to restore investor confidence by reducing the potential for excessive market volatility. Among the measures adopted include pilot plans for stock-by-stock trading pauses[1] and related changes to the clearly erroneous execution rules[2] and more stringent market maker quoting requirements.[3] In addition, on April 5, 2011, the equities exchanges and FINRA filed a plan pursuant to Rule 608 of Regulation NMS to address extraordinary market volatility (the "Limit Up-Limit Down Plan").[4] As proposed, the Limit Up-Limit Down Plan is designed to prevent trades in individual NMS stocks from occurring outside specified price bands.

The Joint CFTC-SEC Advisory Committee on Emerging Regulatory Issues ("Committee") has recommended that, in addition to the initiatives already adopted or proposed, the markets should consider reforming the existing market-wide circuit breakers. Among other things, the Committee noted that the interrelatedness of today's highly electronic markets warrants the need to review the present operation of the system-wide circuit breakers now in place. Specifically, the Committee recommended that the markets consider replacing the Dow Jones Industrial Average ("DJIA") with the S&P 500® Index ("S&P 500"), revising the 10%, 20% and 30% decline percentages, reducing the length of trading halts, and allowing halts to be triggered up to 3:30 p.m.[5]

The exchanges and FINRA have taken into consideration the Committee's recommendations, and with some modifications, have proposed changes to market-wide circuit breakers. The Exchange believes these proposed changes

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1 EDGX Rule 11.14.

2 EDGX Rule 11.13.

3 See SR-EDGX-2011-28 (August 30, 2011) (mirroring the market making standards in other exchange rules, such as NYSE Rule 104(a)(1)(B), Nasdaq Rule 4613(a), and BATS Rule 11.8(d)(2)).

4 See Securities Exchange Act Release No. 64547 (May 25, 2011), 76 FR 31647 (June 1, 2011).

5 See Summary Report of the Committee, "Recommendations Regarding Regulatory Responses to the Market Events of May 6, 2010" (Feb, 18, 2011). The Exchange notes that NYSE Euronext submitted a comment letter to the Committee that recommended, among other things, reform of the market-wide circuit breaker rules. See Letter to Elizabeth Murphy, Secretary, Commission, from Janet M. Kissane, SVP and Corporate Secretary, NYSE Euronext (July 19, 2010). The proposed reforms set forth in this rule proposal differ slightly from the changes recommended in that comment letter, and represent consensus among the markets of how to address reform of the market-wide circuit breakers.

will provide for a more meaningful measure, in today's faster, more electronic markets, of when to halt stocks on a market-wide basis as a result of rapid market declines.

I. Background

EDGX Rule 11.14 provides for market-wide halts in trading at specified levels in order to promote stability and investor confidence during a period of significant stress. As the Commission noted in its approval order for the analogous rule from the New York Stock Exchange ("NYSE"), [6] the rule was intended to enable market participants to establish equilibrium between buying and selling interest and to ensure that market participants have an opportunity to become aware of and respond to significant price movements. Importantly, the market-wide circuit breakers were not intended to prevent markets from adjusting to new price levels; rather, they provide for a speed bump for extremely rapid market declines.[7]

In its current form,[8] the rule provides for Level 1, 2 and 3 declines and specified trading halts following such declines (each a "Level 1, 2 or 3 Halt," respectively). The values of Levels 1, 2 and 3 are calculated at the beginning of each calendar quarter by the primary listing market, using 10%, 20% and 30%, respectively, of the average closing value of the DJIA for the month prior to the beginning of the quarter. Each percentage calculation is rounded to the nearest fifty points to create the levels' trigger points. The primary listing markets disseminate the new trigger levels quarterly to the media, via information memos and publication on their websites. The values then remain in effect until the next quarterly calculation, notwithstanding whether the DJIA has moved and a Level 1, 2 or 3 decline is no longer equal to an actual 10%, 20% or 30% decline in the most recent closing value of the DJIA.

Once a Rule 11.14 circuit breaker is in effect, trading in all stocks halt for the time periods specified below:

Level 1 Halt

anytime before 2:00 p.m. – one hour;

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[6] See NYSE Rule 80B.

[7] See Securities Exchange Act Release No. 26198 (Oct. 19, 1988).

[8] NYSE Rule 80B was last amended in 1998, when declines based on specified point drops in the DJIA were replaced with the current methodology of using a percentage decline that is recalculated quarterly. See Securities Exchange Act Release No. 39846 (April 9, 1998), 63 FR 18477 (April 15, 1998) (SR-NYSE-98-06, SR-Amex-98-09, SR-BSE-98-06, SR-CHX-98-08, SR-NASD-98-27, and SR-Phlx-98-15).

at or after 2:00 p.m. but before 2:30 p.m. – 30 minutes;

at or after 2:30 p.m. – trading shall continue, unless there is a Level 2 Halt.

Level 2 Halt

anytime before 1:00 p.m. – two hours;

at or after 1:00 p.m. but before 2:00 p.m. – one hour;

at or after 2:00 p.m. – trading shall halt and not resume for the rest of the day.

Level 3 Halt

at any time – trading shall halt and not resume for the rest of the day.

Unless stocks are halted for the remainder of the trading day, price indications are disseminated by the primary listing market during a Rule 11.14 trading halt for stocks that comprise the DJIA.

II. Proposed Amendments

As noted above, the Exchange, other equities, options, and futures markets, and FINRA propose to amend the market-wide circuit breakers to take into consideration the recommendations of the Committee, and to provide for more meaningful measures in today's markets of when to halt trading in all stocks. Accordingly, the Exchange proposes to amend Rule 11.14 as follows: (i) replace the DJIA with the S&P 500; (ii) replace the quarterly calendar recalculation of Rule 11.14 triggers with daily recalculations; (iii) replace the 10%, 20% and 30% market decline percentages with 7%, 13% and 20% market decline percentages (each a "Level 1, 2 or 3 Market Decline," respectively); (iv) modify the length of the trading halts associated with each market decline level; and (v) modify the times when a trading halt may be triggered. The Exchange believes that these proposed amendments update the rule to reflect today's high-speed, highly electronic trading market while still meeting the original purpose of the rule: to ensure that market participants have an opportunity to become aware of and respond to significant price movements.

First, the Exchange proposes to replace the DJIA with the S&P 500. The Exchange believes that because the S&P 500 is based on the trading prices of 500 stocks, as compared to the 30 stocks that comprise the DJIA, the S&P 500 represents a broader base of securities against which to measure whether extraordinary market-wide volatility is occurring. In addition, as noted by the Committee, using an index that correlates closely with derivative products, such as the E-Mini and SPDR S&P 500 Exchange-Traded Fund ("SPY"), will allow for a better cross-market measure of market volatility.

Second, the Exchange proposes to change the recalculation of the trigger values from once every calendar quarter to daily. The Exchange believes that updating the trigger values daily will better reflect current market conditions. In particular, a daily recalculation will ensure that the percentage drop triggers relate to current market conditions, and are not compared to what may be stale market conditions. As noted in the proposed rule, the daily calculations of the trigger values will be published before the trading day begins.[9]

Third, the Exchange proposes to decrease the current Level 1, 2 and 3 declines of 10%, 20% and 30% to a Level 1 Market Decline of 7%, a Level 2 Market Decline of 13% and Level 3 Market Decline of 20%. In particular, as demonstrated by the May 6, 2010 flash crash, the current Level 1 10% decline may be too high a threshold for determining whether to halt trading across all securities. In fact, since adoption, the markets have halted only once, on October 27, 1997.[10] Accordingly, to reflect the potential that a lower, yet still significant decline may warrant a market-wide trading halt, the Exchange proposes to lower the market decline percentage thresholds.

As further proposed, trading on the Exchange will be halted based on a Level 1 or Level 2 Market Decline only once per day. For example, if a Level 1 Market Decline was to occur and trading was halted, following the re-opening of trading, trading would not halt again unless a Level 2 Market Decline was to occur. Likewise, following the re-opening of trading after a Level 2 Market Decline, trading would not be halted again unless a Level 3 Market Decline was to occur, at which point, trading in all stocks would be halted until the primary listing market opens the next trading day.

Fourth, to correspond with the lower percentages associated with triggering a trading halt, the Exchange also proposes to shorten the length of the market-wide trading halts associated with each level. As proposed, a Level 1 or 2 Market Decline occurring after 9:30 a.m. Eastern Time ("ET") [11] and up to and including 3:25 p.m. ET, would result in a trading halt in all stocks for 15 minutes.

The Exchange believes that by reducing the percentage threshold, coupled with the reduced length of a trading halt, the proposed rule would allow for trading halts for serious market declines, while at the same time, would minimize

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9 The primary listing markets will advise via Trader Update the specific methodology for publishing the daily calculations, as well as the manner by which the markets will halt trading in all stocks should a Rule 11.14 trading halt be triggered.

10 At that time, the triggers were based on absolute declines in the DJIA (350 point decrease for a Level 1 halt and 550 point decrease for a Level 2 halt).

11 The Exchange notes that all times listed throughout this filing are in Eastern Time.

disruption to the market by allowing for trading to continue after the proposed more-abbreviated trading halt. The Exchange believes that in today's markets, where trading information travels in micro-second speeds, a 15-minute trading halt strikes the appropriate balance between the need to halt trading for market participants to assess the market, while at the same time reducing the time that the market is halted.

Finally, because the proposed Level 1 and Level 2 trading halts will now be 15 minutes, the Exchange proposes amending the rule to allow for a Level 1 or 2 Market Decline to trigger a trading halt up to 3:25 p.m. Under the current rule, a trading halt cannot be triggered after 2:30 p.m., and this time corresponds to the need for the markets both to re-open following a 30-minute halt and to engage in a fair and orderly closing process. However, as the markets experienced on May 6, 2010, even if the Level 1 decline had occurred that day, because the market decline occurred after 2:30 p.m., it would not have triggered a halt under the current rule. The Committee recommended that trading halts be triggered up to 3:30 p.m. The Exchange agrees that the proposed amendments must strike the appropriate balance between permitting trading halts as late in the day as feasible without interrupting the closing process.

Accordingly, to accommodate existing primary listing market rules concerning closing procedures, including the publication of imbalance information beginning at 3:45 p.m. and the restrictions on entry and cancellation of market on close ("MOC") and limit on close ("LOC") orders after 3:45 p.m.,[12] the Exchange proposes that the last Level 1 or Level 2 Market Decline trading halt should be 3:25 p.m. The Exchange proposes 3:25 p.m. as the cut-off time so that there is time following the 15-minute trading halt for the markets to re-open before the 3:45 p.m. cut-off for entry and cancellation of MOC and LOC orders under primary listing market rules.[13]

As with current Level 3 declines, under the proposed rule, a Level 3 Market Decline would halt trading for the remainder of the trading day, including any trading that may take place after 4:00 p.m. and would not resume until the next trading day.

In addition to these proposed changes, the Exchange proposes to add to Rule 11.14 how the markets will re-open following a 15-minute trading halt. In particular, similar to the re-opening procedures set forth in Rule 11.14, the Exchange proposes that if the primary listing market halts trading in all stocks, all markets will halt trading in those stocks until the primary listing market has resumed trading or notice has been provided by the primary listing market that trading may resume. As further proposed, if the primary listing market does not

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12 See, e.g., NYSE Rule 123C.

13 Id.

re-open a security within 15 minutes following the end of the trading halt, other markets may resume trading in that security.

As a result of the proposed changes described above, the Exchange proposes to delete Interpretations and Policies .01-.04 to Rule 11.14, move Interpretations and Policies .03 and .04 into the rule text of Rule 11.14 as sections (c)(1) and (f), respectively, and re-number existing Interpretation and Policy .05 to Rule 11.14 as Interpretation and Policy .01 to Rule 11.14. In addition, a conforming amendment is proposed to be made in Rule 11.13(c)(1) to re-number the cross-reference to Interpretation .05 of Rule 11.14 as Interpretation .01 of Rule 11.14.

(b) Statutory Basis

The basis under the Act for these proposed rule changes are the requirement under Section 6(b)(5)[14] that an Exchange have rules that are designed to promote just and equitable principles of trade, 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. Specifically, this rule proposal supports the objectives of perfecting the mechanism of a free and open market and the national market system because it promotes uniformity across markets concerning when and how to halt trading in all stocks as a result of extraordinary market volatility.

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

The Exchange does not believe that the proposed rule changes will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

Written comments on the proposed rule changes were neither solicited nor received.

6. Extension of Time Period for Commission Action

The Exchange does not consent to an extension of the time period specified in Section 19(b)(2) of the Act.

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

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[14] 15 U.S.C. 78f(b)(5).

Not applicable.

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

Not applicable.

9. Exhibits

Exhibit 1 – Form of Notice of Proposed Rule Change for Federal Register

Exhibit 5 – Text of amended Rules

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-EDGX-2011-30

[Date]

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by EDGX Exchange, Inc. to Amend EDGX Rule 11.14

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 September 27, 2011 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 Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to amend Exchange Rule 11.14 to revise the current methodology for determining when trading in all stocks will be halted due to extraordinary market volatility. The text of the proposed rule change is attached as Exhibit 5 and is available on the Exchange's 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

In its filing with the Commission, the Exchange included statements concerning

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1 15 U.S.C. 78s(b)(1).

2 17 CFR 240.19b-4.

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 Statutory Basis for, the Proposed Rule Change

Purpose

The Exchange proposes to amend Exchange Rule 11.14 to revise the current methodology for determining when trading in all stocks will be halted due to extraordinary market volatility. The Exchange is proposing this rule change in consultation with other equity, options and futures markets, the Financial Industry Regulatory Authority, Inc. ("FINRA") and staffs of the Commission and the Commodity Futures Trading Commission.

Since May 6, 2010, when the markets experienced excessive volatility in an abbreviated time period, i.e., the "flash crash," the exchanges and FINRA have implemented market-wide measures designed to restore investor confidence by reducing the potential for excessive market volatility. Among the measures adopted include pilot plans for stock-by-stock trading pauses[3] and related changes to the clearly erroneous execution rules[4] and more stringent market maker quoting requirements.[5] In addition, on April 5, 2011, the equities exchanges and FINRA filed a plan pursuant to Rule 608 of

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3 EDGX Rule 11.14.

4 EDGX Rule 11.13.

5 See SR-EDGX-2011-28 (August 30, 2011) (mirroring the market making standards in other exchange rules, such as NYSE Rule 104(a)(1)(B), Nasdaq Rule 4613(a), and BATS Rule 11.8(d)(2)).

Regulation NMS to address extraordinary market volatility (the "Limit Up-Limit Down Plan").[6] As proposed, the Limit Up-Limit Down Plan is designed to prevent trades in individual NMS stocks from occurring outside specified price bands.

The Joint CFTC-SEC Advisory Committee on Emerging Regulatory Issues ("Committee") has recommended that, in addition to the initiatives already adopted or proposed, the markets should consider reforming the existing market-wide circuit breakers. Among other things, the Committee noted that the interrelatedness of today's highly electronic markets warrants the need to review the present operation of the system-wide circuit breakers now in place. Specifically, the Committee recommended that the markets consider replacing the Dow Jones Industrial Average ("DJIA") with the S&P 500® Index ("S&P 500"), revising the 10%, 20% and 30% decline percentages, reducing the length of trading halts, and allowing halts to be triggered up to 3:30 p.m.[7]

The exchanges and FINRA have taken into consideration the Committee's recommendations, and with some modifications, have proposed changes to market-wide circuit breakers. The Exchange believes these proposed changes will provide for a more meaningful measure, in today's faster, more electronic markets, of when to halt stocks on a market-wide basis as a result of rapid market declines.

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6 See Securities Exchange Act Release No. 64547 (May 25, 2011), 76 FR 31647 (June 1, 2011).

7 See Summary Report of the Committee, "Recommendations Regarding Regulatory Responses to the Market Events of May 6, 2010" (Feb, 18, 2011). The Exchange notes that NYSE Euronext submitted a comment letter to the Committee that recommended, among other things, reform of the market-wide circuit breaker rules. See Letter to Elizabeth Murphy, Secretary, Commission, from Janet M. Kissane, SVP and Corporate Secretary, NYSE Euronext (July 19, 2010). The proposed reforms set forth in this rule proposal differ slightly from the changes recommended in that comment letter, and represent consensus among the markets of how to address reform of the market-wide circuit breakers.

I. Background

EDGX Rule 11.14 provides for market-wide halts in trading at specified levels in order to promote stability and investor confidence during a period of significant stress. As the Commission noted in its approval order for the analogous rule from the New York Stock Exchange ("NYSE"), [8] the rule was intended to enable market participants to establish equilibrium between buying and selling interest and to ensure that market participants have an opportunity to become aware of and respond to significant price movements. Importantly, the market-wide circuit breakers were not intended to prevent markets from adjusting to new price levels; rather, they provide for a speed bump for extremely rapid market declines.[9]

In its current form,[10] the rule provides for Level 1, 2 and 3 declines and specified trading halts following such declines (each a "Level 1, 2 or 3 Halt," respectively). The values of Levels 1, 2 and 3 are calculated at the beginning of each calendar quarter by the primary listing market, using 10%, 20% and 30%, respectively, of the average closing value of the DJIA for the month prior to the beginning of the quarter. Each percentage calculation is rounded to the nearest fifty points to create the levels' trigger points. The primary listing markets disseminate the new trigger levels quarterly to the media, via information memos and publication on their websites. The values then remain in effect until the next quarterly calculation, notwithstanding whether the DJIA has moved and a

[8] See NYSE Rule 80B.

[9] See Securities Exchange Act Release No. 26198 (Oct. 19, 1988).

[10] NYSE Rule 80B was last amended in 1998, when declines based on specified point drops in the DJIA were replaced with the current methodology of using a percentage decline that is recalculated quarterly. See Securities Exchange Act Release No. 39846 (April 9, 1998), 63 FR 18477 (April 15, 1998) (SR-NYSE-98-06, SR-Amex-98-09, SR-BSE-98-06, SR-CHX-98-08, SR-NASD-98-27, and SR-Phlx-98-15).

Level 1, 2 or 3 decline is no longer equal to an actual 10%, 20% or 30% decline in the most recent closing value of the DJIA.

Once a Rule 11.14 circuit breaker is in effect, trading in all stocks halt for the time periods specified below:

Level 1 Halt

anytime before 2:00 p.m. – one hour;

at or after 2:00 p.m. but before 2:30 p.m. – 30 minutes;

at or after 2:30 p.m. – trading shall continue, unless there is a Level 2 Halt.

Level 2 Halt

anytime before 1:00 p.m. – two hours;

at or after 1:00 p.m. but before 2:00 p.m. – one hour;

at or after 2:00 p.m. – trading shall halt and not resume for the rest of the day.

Level 3 Halt

at any time – trading shall halt and not resume for the rest of the day.

Unless stocks are halted for the remainder of the trading day, price indications are disseminated by the primary listing market during a Rule 11.14 trading halt for stocks that comprise the DJIA.

II. Proposed Amendments

As noted above, the Exchange, other equities, options, and futures markets, and FINRA propose to amend the market-wide circuit breakers to take into consideration the recommendations of the Committee, and to provide for more meaningful measures in today's markets of when to halt trading in all stocks. Accordingly, the Exchange proposes to amend Rule 11.14 as follows: (i) replace the DJIA with the S&P 500; (ii) replace the quarterly calendar recalculation of Rule 11.14 triggers with daily recalculations; (iii) replace the 10%, 20% and 30% market decline percentages with 7%, 13% and 20% market decline percentages (each a "Level 1, 2 or 3 Market Decline," respectively); (iv) modify the length of the trading halts associated with each market decline level; and (v) modify the times when a trading halt may be triggered. The Exchange believes that these proposed amendments update the rule to reflect today's high-speed, highly electronic trading market while still meeting the original purpose of the rule: to ensure that market participants have an opportunity to become aware of and respond to significant price movements.

First, the Exchange proposes to replace the DJIA with the S&P 500. The Exchange believes that because the S&P 500 is based on the trading prices of 500 stocks, as compared to the 30 stocks that comprise the DJIA, the S&P 500 represents a broader base of securities against which to measure whether extraordinary market-wide volatility is occurring. In addition, as noted by the Committee, using an index that correlates closely with derivative products, such as the E-Mini and SPDR S&P 500 Exchange-Traded Fund ("SPY"), will allow for a better cross-market measure of market volatility.

Second, the Exchange proposes to change the recalculation of the trigger values from once every calendar quarter to daily. The Exchange believes that updating the trigger values daily will better reflect current market conditions. In particular, a daily recalculation will ensure that the percentage drop triggers relate to current market conditions, and are not compared to what may be stale market conditions. As noted in the proposed rule, the daily calculations of the trigger values will be published before the trading day begins.[11]

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[11] The primary listing markets will advise via Trader Update the specific methodology for publishing the daily calculations, as well as the manner by which

Third, the Exchange proposes to decrease the current Level 1, 2 and 3 declines of 10%, 20% and 30% to a Level 1 Market Decline of 7%, a Level 2 Market Decline of 13% and Level 3 Market Decline of 20%. In particular, as demonstrated by the May 6, 2010 flash crash, the current Level 1 10% decline may be too high a threshold for determining whether to halt trading across all securities. In fact, since adoption, the markets have halted only once, on October 27, 1997.[12] Accordingly, to reflect the potential that a lower, yet still significant decline may warrant a market-wide trading halt, the Exchange proposes to lower the market decline percentage thresholds.

As further proposed, trading on the Exchange will be halted based on a Level 1 or Level 2 Market Decline only once per day. For example, if a Level 1 Market Decline was to occur and trading was halted, following the re-opening of trading, trading would not halt again unless a Level 2 Market Decline was to occur. Likewise, following the re-opening of trading after a Level 2 Market Decline, trading would not be halted again unless a Level 3 Market Decline was to occur, at which point, trading in all stocks would be halted until the primary listing market opens the next trading day.

Fourth, to correspond with the lower percentages associated with triggering a trading halt, the Exchange also proposes to shorten the length of the market-wide trading halts associated with each level. As proposed, a Level 1 or 2 Market Decline occurring after 9:30 a.m. Eastern Time ("ET") [13] and up to and including 3:25 p.m. ET, would result in a trading halt in all stocks for 15 minutes.

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the markets will halt trading in all stocks should a Rule 11.14 trading halt be triggered.

12 At that time, the triggers were based on absolute declines in the DJIA (350 point decrease for a Level 1 halt and 550 point decrease for a Level 2 halt).

13 The Exchange notes that all times listed throughout this filing are in Eastern Time.

The Exchange believes that by reducing the percentage threshold, coupled with the reduced length of a trading halt, the proposed rule would allow for trading halts for serious market declines, while at the same time, would minimize disruption to the market by allowing for trading to continue after the proposed more-abbreviated trading halt. The Exchange believes that in today's markets, where trading information travels in micro-second speeds, a 15-minute trading halt strikes the appropriate balance between the need to halt trading for market participants to assess the market, while at the same time reducing the time that the market is halted.

Finally, because the proposed Level 1 and Level 2 trading halts will now be 15 minutes, the Exchange proposes amending the rule to allow for a Level 1 or 2 Market Decline to trigger a trading halt up to 3:25 p.m. Under the current rule, a trading halt cannot be triggered after 2:30 p.m., and this time corresponds to the need for the markets both to re-open following a 30-minute halt and to engage in a fair and orderly closing process. However, as the markets experienced on May 6, 2010, even if the Level 1 decline had occurred that day, because the market decline occurred after 2:30 p.m., it would not have triggered a halt under the current rule. The Committee recommended that trading halts be triggered up to 3:30 p.m. The Exchange agrees that the proposed amendments must strike the appropriate balance between permitting trading halts as late in the day as feasible without interrupting the closing process.

Accordingly, to accommodate existing primary listing market rules concerning closing procedures, including the publication of imbalance information beginning at 3:45 p.m. and the restrictions on entry and cancellation of market on close ("MOC") and limit on close ("LOC") orders after 3:45 p.m.,[14] the Exchange proposes that the last Level 1 or

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[14] See, e.g., NYSE Rule 123C.

Level 2 Market Decline trading halt should be 3:25 p.m. The Exchange proposes 3:25 p.m. as the cut-off time so that there is time following the 15-minute trading halt for the markets to re-open before the 3:45 p.m. cut-off for entry and cancellation of MOC and LOC orders under primary listing market rules.[15]

As with current Level 3 declines, under the proposed rule, a Level 3 Market Decline would halt trading for the remainder of the trading day, including any trading that may take place after 4:00 p.m. and would not resume until the next trading day.

In addition to these proposed changes, the Exchange proposes to add to Rule 11.14 how the markets will re-open following a 15-minute trading halt. In particular, similar to the re-opening procedures set forth in Rule 11.14, the Exchange proposes that if the primary listing market halts trading in all stocks, all markets will halt trading in those stocks until the primary listing market has resumed trading or notice has been provided by the primary listing market that trading may resume. As further proposed, if the primary listing market does not re-open a security within 15 minutes following the end of the trading halt, other markets may resume trading in that security.

As a result of the proposed changes described above, the Exchange proposes to delete Interpretations and Policies .01-.04 to Rule 11.14, move Interpretations and Policies .03 and .04 into the rule text of Rule 11.14 as sections (c)(1) and (f), respectively, and re-number existing Interpretation and Policy .05 to Rule 11.14 as Interpretation and Policy .01 to Rule 11.14. In addition, a conforming amendment is proposed to be made in Rule 11.13(c)(1) to re-number the cross-reference to Interpretation .05 of Rule 11.14 as Interpretation .01 of Rule 11.14.

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15 Id.

Basis

The basis under the Act for these proposed rule changes are the requirement under Section 6(b)(5)[16] that an Exchange have rules that are designed to promote just and equitable principles of trade, 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. Specifically, this rule proposal supports the objectives of perfecting the mechanism of a free and open market and the national market system because it promotes uniformity across markets concerning when and how to halt trading in all stocks as a result of extraordinary market volatility.

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

The proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

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 members or other interested parties.

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

Within 45 days of the date of publication of this notice in the *Federal Register* or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

(a) by order approve such proposed rule change; or

[16] 15 U.S.C. 78f(b)(5).

(b) institute proceedings to determine whether the proposed rule change should be 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 E-mail to rule-comments@sec.gov. Please include File No. SR-EDGX-2011-30 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-EDGX-2011-30 . 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 Commissions Internet Web site (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 from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room. Copies of such 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-2011-30 and should be submitted by [insert date 21 days from the date of publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[17]

Secretary

[17] 17 CFR 200.30-3(a)(12).

Exhibit 5

Additions: Underlined

Deletions: [Bracketed]

Rule 11.13. Clearly Erroneous Executions

(No change).

(a) – (b) (No change).

(c) *Thresholds*. Determinations of whether an execution is clearly erroneous will be made as follows:

(1) *Numerical Guidelines*. Subject to the provisions of paragraph (c)(3) below, a transaction executed during the Regular Market Session or the Pre-Opening and Post-Closing Session shall be found to be clearly erroneous if the price of the transaction to buy (sell) that is the subject of the complaint is greater than (less than) the Reference Price by an amount that equals or exceeds the Numerical Guidelines set forth below. The execution time of the transaction under review determines whether the threshold is Regular Market Session or Pre-Opening or Post-Closing Session (which occurs before and after the Regular Market Session). The Reference Price will be equal to the consolidated last sale immediately prior to the execution(s) under review except for: (A) Multi-Stock Events involving twenty or more securities, as described in (c)(2) below; (B) transactions not involving a Multi-Stock Event as described in paragraph (c)(2) that trigger a trading pause in securities included in the S&P 500® Index, Russell 1000 Index, or the pilot list of Exchange Traded Products originally included in the circuit breaker pilot referenced in Interpretation .0[5]1 of Rule 11.14 (collectively, "Original Circuit Breaker Securities") and subsequent transactions, as described in paragraph (c)(4) below, in which case the Reference Price shall be determined in accordance with that paragraph (c)(4); and (C) in other circumstances, such as, for example, relevant news impacting a security or securities, periods of extreme market volatility, sustained illiquidity, or widespread system issues, where use of a different Reference Price is necessary for the maintenance of a fair and orderly market and the protection of investors and the public interest.

(No change to rest of rule).

(2) – (4) (No change).

(d) – (h) (No change).

Rule 11.14. Trading Halts Due to Extraordinary Market Volatility

(a) Trading in all stocks will halt on the Exchange and will not re-open for the time periods described in this [paragraph (a)] Rule if there is a Level 1, 2, or 3 Market Decline. [the Dow Jones Industrial Average reaches Level 1 below its closing value on the previous trading day:

(1) before 2:00 p.m. Eastern Time, for one hour;
(2) at or after 2:00 p.m. but before 2:30 p.m. Eastern Time, for 30 minutes.

If the Dow Jones Industrial Average reaches Level 1 below its closing value on the previous trading day at or after 2:30 p.m. Eastern Time, trading will continue through the facilities of the Exchange until the close, unless the Dow Jones Industrial Average reaches Level 2 below its closing value on the previous trading day, at which time trading will be halted for the remainder of the day.

(b) Trading in all stocks will halt on the Exchange and will not re-open for the time periods described in this paragraph (b) if the Dow Jones Industrial Average reaches Level 2 below its closing value on the previous trading day:

(1) before 1:00 Eastern Time, for two hours;
(2) at or after 1:00 p.m. but before 2:00 p.m. Eastern Time, for one hour;
(3) at or after 2:00 p.m. Eastern Time, for the remainder of the day.

(c) If the Dow Jones Industrial Average reaches Level 3 below its closing value on the previous trading day, trading in stocks will halt on the Exchange and will not reopen for the remainder of the day.]

(1) For purposes of this Rule, a Market Decline means a decline in price of the S&P 500® Index between 9:30 a.m. and 4:00 p.m. on a trading day as compared to the closing price of the S&P 500® Index for the immediately preceding trading day. The Level 1, Level 2 and Level 3 Market Declines that will be applicable for the trading day will be publicly disseminated by the primary listing market before 9:30 a.m.

(2) A "Level 1 Market Decline" means a Market Decline of 7%.

(3) A "Level 2 Market Decline" means a Market Decline of 13%.

(4) A "Level 3 Market Decline" means a Market Decline of 20%.

(b) Halts in Trading.

(1) If a Level 1 Market Decline or a Level 2 Market Decline occurs after 9:30 a.m. and up to and including 3:25 p.m. or in the case of an early scheduled close, 12:25 p.m., trading in all stocks will halt on the Exchange for 15 minutes after a Level 1 or Level 2 Market Decline. Trading in all stocks will halt on the Exchange based on a Level 1 or Level 2 Market Decline only once per trading day. Trading in all stocks will not halt on the Exchange if a Level 1

Market Decline or a Level 2 Market Decline occurs after 3:25 p.m. or in the case of an early scheduled close, 12:25 p.m.

(2) If a Level 3 Market Decline occurs at any time during the trading day, trading in all stocks will halt on the Exchange until the primary listing market opens the next trading day.

(c) Re-opening of Trading

(1) The re-opening of trading following a trading halt under this Rule will be conducted pursuant to procedures adopted by the Exchange and communicated by notice to its Members.

(2) If the primary listing market halts trading in all stocks, trading will halt on the Exchange in those stocks until trading has resumed on the primary listing market or notice has been received from the primary listing market that trading may resume. If the primary listing market does not re-open a security within 15 minutes following the end of the 15-minute halt period, the Exchange may resume trading in that security.

(d) – (e) (No changes).

(f) Nothing in this Rule 11.14 should be construed to limit the ability of the Exchange to otherwise halt, suspend, or pause the trading in any stock or stocks traded on the Exchange pursuant to any other Exchange rule or policy.

Interpretations and Policies:

[.01 Levels 1, 2 and 3 will be calculated at the beginning of each calendar quarter, using the average closing value of the Dow Jones Industrial Average for the month prior to the beginning of the quarter. Level 1 will be 10% of such average closing value calculation; Level 2 will be 20% of such average closing value calculation; Level 3 will be 30% of such average closing value calculation. Each Level will be rounded to the nearest fifty points. The values of Levels 1, 2 and 3 will remain in effect until the next calculation.

.02 The restrictions in this Rule will apply whenever the Dow Jones Industrial Average reaches the trigger values notwithstanding the fact that at any given time, the calculation of the value of the average may be based on the prices of less than all of the stocks included in the average.

.03 The reopening of trading following a trading halt under this Rule will be conducted pursuant to procedures adopted by the Exchange and communicated by notice to its Members.

.04 Nothing in this Rule should be construed to limit the ability of the Exchange to otherwise halt or suspend the trading in any stock or stocks traded on the Exchange pursuant to any other Exchange Rule or policy.]

.0[5]1 The provisions of paragraph (d) of this Rule shall be in effect during a pilot set to end on January 31, 2012.