

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 23	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2018 - * 05	Amendment No. (req. for Amendments *)
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Filing by MIAX PEARL, LLC
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
			Rule		
Pilot <input type="checkbox"/>	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	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
Section 3C(b)(2) * <input type="checkbox"/>	

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 *).

Proposal to amend Rule 403, Withdrawal of Approval of Underlying Securities, to specify that if an option class is open for trading solely on the Exchange, the Exchange may restrict series with open interest to closing transactions.

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 Senior Vice President and Deputy General Counsel

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 EFFS 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 *

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

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *

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

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

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

(a) MIAX PEARL, LLC (“MIAX PEARL” or the “Exchange”), pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act” or the “Exchange Act”),¹ and Rule 19b-4 thereunder,² is filing with the Securities and Exchange Commission (the “Commission”) a proposal to amend Exchange Rule 403, Withdrawal of Approval of Underlying Securities, to allow the Exchange to delist an option class if open for trading on another national securities exchange, and to not open for trading or restrict securities with open interest to closing transactions, if open for trading solely on the Exchange.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1, and the text of the proposed rule change is attached hereto as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Chief Executive Officer of the Exchange pursuant to authority delegated by the MIAX PEARL Board of Directors on December 7, 2017. Exchange staff will advise the Board of Directors of any action taken pursuant to delegated authority. No other action by the Exchange is necessary for the filing of the proposed rule changes.

Questions and comments on the proposed rule changes may be directed to Dimitriy Kotov, Counsel at (609) 897-8494.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

a. Purpose

The Exchange seeks to amend Rule 403 to add Interpretations and Policies .02, to allow the Exchange to delist an option class if it is open for trading on another securities exchange; restrict option series to closing transactions when an option class is open for trading solely on the Exchange and the underlying security continues to meet the requirements for approval; restrict series with open interest to closing transactions, provided that, opening transactions by Market Makers executed to accommodate closing transactions of other market participants may be permitted; and to delist the option class when all series within that class have expired. The Exchange believes the ability to restrict option series to closing transactions when an option class is open for trading solely on the Exchange and the underlying security continues to meet the requirements for approval will allow the Exchange to delist option series in a timely and efficient manner. The Exchange believes the proposed rule amendment is necessary in connection with the listing and trading of option classes that are open for trading solely on the Exchange, including, but not limited to, cash-settled index option products.³ The proposed rule change is based on a proposal recently submitted by Cboe Exchange, Inc. (“Cboe”).⁴

Currently, whenever the Exchange determines that an underlying security previously approved for Exchange options transactions does not meet the then current requirements for continuance of such approval or for any other reason should no longer be approved, the Exchange

³ MIAX PEARL recently submitted a filing to list cash-settled index option products, which, if approved, will be applicable to this proposed rule amendment. See SR-PEARL-2018-02 (filed February 8, 2018).

⁴ See Securities Exchange Act Release No. 82346 (December 18, 2017), 82 FR 60778 (December 22, 2017)(SR-CBOE-2017-076).

will not open for trading any additional series of options of the class covering that underlying security and may prohibit any opening transactions in series of options of that class previously opened (except that opening transactions by Market Makers executed to accommodate closing transactions of other market participants may be permitted). The Exchange seeks to add Interpretations and Policies .02 to provide that when an option class is trading on another exchange, MIAX PEARL may delist such option class immediately, regardless of whether the option class continues to meet the requirements for approval. When an option class that no longer meets the requirements for approval is trading solely on the Exchange, the Exchange may not add any additional series, may restrict series with open interest to closing transactions, and may delist any series without open interest. However, when an option class continues to meet the requirements for approval and is trading solely on the Exchange, the Exchange may not restrict series with open interest to closing transactions; instead, the Exchange may only delist series with no open interest and determine to not open for trading any additional series in that option class, and may delist the option class when all series within that class have expired.

There are various business reasons why the Exchange may choose to no longer list an option class (e.g., lack of trading interest, lack of market-making interest, etc.). The Exchange believes restricting such classes to closing transactions will allow open interest to be closed in a timelier and more efficient manner. When seeking to delist an option class the Exchange believes that restricting series to closing transactions is a better way to transition the class to a delisted state than the current method of not adding additional series and allowing market participants to continue to add new positions in the existing series. Restricting trading to closing transactions encourages market participants to close transactions, which helps to limit any potential negative effects associated with delisting a class. For example, restricting trading to

closing transactions helps prevent market participants from adding new positions that cannot be rolled into the following expiration (a common options strategy).

The Exchange notes that this proposal is consistent with the manner in which Rule 403 operates in relation to option classes with underlying securities that no longer meet the requirements for approval—additional series are not added, series with open interest are restricted to closing only, and series without open interest are delisted. As proposed, when the Exchange seeks to delist an option class with an underlying security that continues to meet the requirements for approval the Exchange will not open additional series in the option class and will restrict trading to closing transactions.

Allowing Market Makers to facilitate closing transactions of other market participants will help market participants close positions in classes that will be delisted by the Exchange, which helps to protect investors and the public interest. It is reasonable to restrict series to closing only pursuant to current Rule 403 when underlying securities no longer meet requirements for approval. The Exchange believes it is also reasonable to restrict series to closing when the options class no longer satisfies business justifications for listing the class.

The Exchange will announce the implementation date of the proposed rule change by Regulatory Circular to be published no later than 90 days following the operative date of the proposed rule. The implementation date will be no later than 90 days following the issuance of the Regulatory Circular.

The Exchange notes that this filing is substantially similar to a companion MIAX Options filing, amending Rule 403 to allow the Exchange to delist an option class if open for trading on another national securities exchange, and to not open for trading or restrict securities with open interest to closing transactions, if open for trading solely on the Exchange.

b. Statutory Basis

The Exchange believes that its proposed rule change is consistent with Section 6(b) of the Act⁵ in general, and furthers the objectives of Section 6(b)(5) of the Act⁶ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanisms of a free and open market and a national market system and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with Section 6(b)(5)⁷ requirements that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, when seeking to delist an option class – whether or not the underlying security continues to meet the requirements for approval – the Exchange believes that restricting series to closing transactions is a better way to transition the class to a delisted state than the current method of not adding additional series and allowing market participants to continue to add new positions in the existing series. Restricting trading to closing transactions encourages market participants to close transactions, which helps to limit any potential negative effects associated with delisting a class and helps to protect customers and the public interest.

The Exchange notes that this proposal is consistent with the manner in which Rule 403 operates in relation to option classes with underlying securities that no longer meet the requirements for approval—additional series are not added, series with open interest are restricted to closing only, and series without open interest are delisted. As proposed, when the Exchange

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(5).

⁷ Id.

seeks to delist an option class with an underlying security that continues to meet the requirements for approval the Exchange will not open additional series in the option class and will restrict trading to closing transactions. Also consistent with current Rule 403, opening transactions by Market Makers executed to accommodate closing transactions of other market participants may be permitted. Allowing Market Makers and market participants to facilitate closing transactions will help close positions in classes that will be delisted by the Exchange, which helps to protect investors and the public interest. It is reasonable to restrict series to closing only pursuant to current Rule 403 when underlying securities no longer meet requirements for approval. The Exchange believes it is also reasonable to restrict series to closing when the option class no longer satisfies business justifications for listing the class.

The Exchange also believes the proposed changes promote just and equitable principles of trade and remove impediments to and perfect the mechanism of a free and open market and a national market system because the proposed rule is designed to allow the Exchange to facilitate transactions in products solely listed on the Exchange in a uniform manner. Additionally, the proposed amendment would foster cooperation and coordination with persons engaged in facilitating transactions in securities and would remove impediments to and perfect the mechanism of a free and open market and a national exchange system because the proposed amendment would make the rules of Exchange consistent with other options exchanges which trade index options.⁸ In particular, the Exchange believes that the proposed changes will provide greater clarity to Members⁹ and the public regarding the Exchange's Rules as they pertain to

⁸ See supra notes 3 and 4.

⁹ The term "Member" means an individual or organization that is registered with the Exchange, pursuant to Exchange rules, for the purposes of trading on the Exchange as an "Electronic Exchange Member" or "Market Maker." See Exchange Rule 100.

index options. It is in the public interest for rules to be uniform and consistent across options exchanges so as to eliminate the potential for confusion.

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

MIAX PEARL does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change is consistent with the manner in which Rule 403 operates in relation to option classes with underlying securities that no longer meet the requirements for approval – additional series are not added, series with open interest are restricted to closing only, and series without open interest are delisted. Also consistent with current Rule 403, opening transactions by Market Makers executed to accommodate closing transactions of other market participants may be permitted. Allowing Market Makers to facilitate closing transactions of other market participants will help close positions in classes that will be delisted by the Exchange, which helps to protect investors and the public interest and does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. Additionally, the proposed rule change is consistent with the rules of other options exchanges that currently list for trading index options, therefore, the Exchange believes that this proposed rule change will add clarity and uniformity to the rule governing index options.¹⁰

The Exchange does not believe that the proposed rule change will impose any burden on intermarket competition as the Rules apply equally to all Exchange Members.

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

No written comments were either solicited or received.

¹⁰ See supra note 3.

6. **Extension of Time Period for Commission Action**

Not applicable.

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

Pursuant to Section 19(b)(3)(A) of the Act¹¹ and Rule 19b-4(f)(6)¹² thereunder, the Exchange has designated this proposal as one that effects a change that: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 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.

This proposal is not new or novel and is consistent with the manner in which Rule 403 operates in relation to option classes with underlying securities that no longer meet the requirements for approval—additional series are not added, series with open interest are restricted to closing only, and series without open interest are delisted. As proposed, when the Exchange seeks to delist an option class with an underlying security that continues to meet the requirements for approval the Exchange will not open additional series in the option class and will restrict trading to closing transactions. Also consistent with current Rule 403, opening transactions by Market-Makers executed to accommodate closing transactions of other market participants may be permitted. Allowing Market Makers to facilitate closing transactions of other market participants will help close positions in classes that will be delisted by the Exchange, which helps to protect investors and the public interest. It is reasonable to restrict series to closing only pursuant to current Rule 403 when underlying securities no longer meet requirements for approval. The

¹¹ 15 U.S.C. 78s(b)(3)(A).

¹² 17 CFR 240.19b-4(f)(6).

Exchange believes it is also reasonable to restrict series to closing when the options class no longer satisfies business justifications for listing the class.

Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement. Furthermore, a proposed rule change filed pursuant to Rule 19b-4(f)(6) under the Act¹³ normally does not become operative for 30 days after the date of its filing.

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.

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

The proposed rule change is substantially similar in all material respects to a proposal submitted by Cboe.¹⁴

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

Not applicable.

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

Not applicable.

¹³ Id.

¹⁴ See supra note 4.

11. Exhibits

1. Notice of proposed rule for publication in the Federal Register.
5. Text of proposed changes to rule change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-PEARL-2018-05)

February __, 2018

Self-Regulatory Organizations: Notice of Filing and Immediate Effectiveness of a Proposed Rule Change by MIAX PEARL, LLC to Amend Exchange Rule 403, Withdrawal of Approval of Underlying Securities

Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on February 21, 2018, MIAX PEARL, LLC (“MIAX PEARL” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) a proposed rule change”) a 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 is filing a proposal to amend Exchange Rule 403, Withdrawal of Approval of Underlying Securities, to allow the Exchange to delist an option class if open for trading on another national securities exchange, and to not open for trading or restrict securities with open interest to closing transactions, if open for trading solely on the Exchange.

The text of the proposed rule change is available on the Exchange’s website at <http://www.miaxoptions.com/rule-filings/pearl> at MIAX PEARL’s principal office, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 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 Exchange 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

1. Purpose

The Exchange seeks to amend Rule 403 to add Interpretations and Policies .02, to allow the Exchange to delist an option class if it is open for trading on another securities exchange; restrict option series to closing transactions when an option class is open for trading solely on the Exchange and the underlying security continues to meet the requirements for approval; restrict series with open interest to closing transactions, provided that, opening transactions by Market Makers executed to accommodate closing transactions of other market participants may be permitted; and to delist the option class when all series within that class have expired. The Exchange believes the ability to restrict option series to closing transactions when an option class is open for trading solely on the Exchange and the underlying security continues to meet the requirements for approval will allow the Exchange to delist option series in a timely and efficient manner. The Exchange believes the proposed rule amendment is necessary in connection with the listing and trading of option classes that are open for trading solely on the Exchange,

including, but not limited to, cash-settled index option products.³ The proposed rule change is based on a proposal recently submitted by Cboe Exchange, Inc. (“Cboe”).⁴

Currently, whenever the Exchange determines that an underlying security previously approved for Exchange options transactions does not meet the then current requirements for continuance of such approval or for any other reason should no longer be approved, the Exchange will not open for trading any additional series of options of the class covering that underlying security and may prohibit any opening transactions in series of options of that class previously opened (except that opening transactions by Market Makers executed to accommodate closing transactions of other market participants may be permitted). The Exchange seeks to add Interpretations and Policies .02 to provide that when an option class is trading on another exchange, MIAX PEARL may delist such option class immediately, regardless of whether the option class continues to meet the requirements for approval. When an option class that no longer meets the requirements for approval is trading solely on the Exchange, the Exchange may not add any additional series, may restrict series with open interest to closing transactions, and may delist any series without open interest. However, when an option class continues to meet the requirements for approval and is trading solely on the Exchange, the Exchange may not restrict series with open interest to closing transactions; instead, the Exchange may only delist series with no open interest and determine to not open for trading any additional series in that option class, and may delist the option class when all series within that class have expired.

There are various business reasons why the Exchange may choose to no longer list an option class (e.g., lack of trading interest, lack of market-making interest, etc.). The Exchange

³ MIAX PEARL recently submitted a filing to list cash-settled index option products, which, if approved, will be applicable to this proposed rule amendment. See SR-PEARL-2018-02 (filed February 8, 2018).

⁴ See Securities Exchange Act Release No. 82346 (December 18, 2017), 82 FR 60778 (December 22, 2017)(SR-CBOE-2017-076).

believes restricting such classes to closing transactions will allow open interest to be closed in a timelier and more efficient manner. When seeking to delist an option class the Exchange believes that restricting series to closing transactions is a better way to transition the class to a delisted state than the current method of not adding additional series and allowing market participants to continue to add new positions in the existing series. Restricting trading to closing transactions encourages market participants to close transactions, which helps to limit any potential negative effects associated with delisting a class. For example, restricting trading to closing transactions helps prevent market participants from adding new positions that cannot be rolled into the following expiration (a common options strategy).

The Exchange notes that this proposal is consistent with the manner in which Rule 403 operates in relation to option classes with underlying securities that no longer meet the requirements for approval—additional series are not added, series with open interest are restricted to closing only, and series without open interest are delisted. As proposed, when the Exchange seeks to delist an option class with an underlying security that continues to meet the requirements for approval the Exchange will not open additional series in the option class and will restrict trading to closing transactions.

Allowing Market Makers to facilitate closing transactions of other market participants will help market participants close positions in classes that will be delisted by the Exchange, which helps to protect investors and the public interest. It is reasonable to restrict series to closing only pursuant to current Rule 403 when underlying securities no longer meet requirements for approval. The Exchange believes it is also reasonable to restrict series to closing when the options class no longer satisfies business justifications for listing the class.

The Exchange will announce the implementation date of the proposed rule change by Regulatory Circular to be published no later than 90 days following the operative date of the

proposed rule. The implementation date will be no later than 90 days following the issuance of the Regulatory Circular.

The Exchange notes that this filing is substantially similar to a companion MIAX Options filing, amending Rule 403 to allow the Exchange to delist an option class if open for trading on another national securities exchange, and to not open for trading or restrict securities with open interest to closing transactions, if open for trading solely on the Exchange.

2. Statutory Basis

MIAX PEARL believes that its proposed rule change is consistent with Section 6(b) of the Act⁵ in general, and furthers the objectives of Section 6(b)(5) of the Act⁶ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanisms of a free and open market and a national market system and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with Section 6(b)(5)⁷ requirements that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, when seeking to delist an option class – whether or not the underlying security continues to meet the requirements for approval – the Exchange believes that restricting series to closing transactions is a better way to transition the class to a delisted state than the current method of not adding additional series and allowing market participants to continue to add new positions in the existing series. Restricting trading to closing transactions encourages

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(5).

⁷ Id.

market participants to close transactions, which helps to limit any potential negative effects associated with delisting a class and helps to protect customers and the public interest.

The Exchange notes that this proposal is consistent with the manner in which Rule 403 operates in relation to option classes with underlying securities that no longer meet the requirements for approval—additional series are not added, series with open interest are restricted to closing only, and series without open interest are delisted. As proposed, when the Exchange seeks to delist an option class with an underlying security that continues to meet the requirements for approval the Exchange will not open additional series in the option class and will restrict trading to closing transactions. Also consistent with current Rule 403, opening transactions by Market Makers executed to accommodate closing transactions of other market participants may be permitted. Allowing Market Makers and market participants to facilitate closing transactions will help close positions in classes that will be delisted by the Exchange, which helps to protect investors and the public interest. It is reasonable to restrict series to closing only pursuant to current Rule 403 when underlying securities no longer meet requirements for approval. The Exchange believes it is also reasonable to restrict series to closing when the option class no longer satisfies business justifications for listing the class.

The Exchange also believes the proposed changes promote just and equitable principles of trade and remove impediments to and perfect the mechanism of a free and open market and a national market system because the proposed rule is designed to allow the Exchange to facilitate transactions in products solely listed on the Exchange in a uniform manner. Additionally, the proposed amendment would foster cooperation and coordination with persons engaged in facilitating transactions in securities and would remove impediments to and perfect the mechanism of a free and open market and a national exchange system because the proposed amendment would make the rules of Exchange consistent with other options exchanges which

trade index options.⁸ In particular, the Exchange believes that the proposed changes will provide greater clarity to Members⁹ and the public regarding the Exchange's Rules as they pertain to index options. It is in the public interest for rules to be uniform and consistent across options exchanges so as to eliminate the potential for confusion.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change is consistent with the manner in which Rule 403 operates in relation to option classes with underlying securities that no longer meet the requirements for approval – additional series are not added, series with open interest are restricted to closing only, and series without open interest are delisted. Also consistent with current Rule 403, opening transactions by Market Makers executed to accommodate closing transactions of other market participants may be permitted. Allowing Market Makers to facilitate closing transactions of other market participants will help close positions in classes that will be delisted by the Exchange, which helps to protect investors and the public interest and does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. Additionally, the proposed rule change is consistent with the rules of other options exchanges that currently list for trading index options, therefore, the Exchange believes that this proposed rule change will add clarity and uniformity to the rule governing index options.¹⁰

⁸ See supra notes 3 and 4.

⁹ The term “Member” means an individual or organization that is registered with the Exchange, pursuant to Exchange rules, for the purposes of trading on the Exchange as an “Electronic Exchange Member” or “Market Maker.” See Exchange Rule 100.

¹⁰ See supra note 3.

The Exchange does not believe that the proposed rule change will impose any burden on intermarket competition as the Rules apply equally to all Exchange Members.

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

Written comments were neither solicited nor received.

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

Because the foregoing proposed rule change does not: (i) Significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate, it has become effective pursuant to 19(b)(3)(A) of the Act¹¹ and Rule 19b-4(f)(6)¹² thereunder.

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

¹¹ 15 U.S.C. 78s(b)(3)(A).

¹² 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

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](mailto:to-rule-comments@sec.gov). Please include File Number SR-PEARL-2018-05 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-PEARL-2018-05. 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 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 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-PEARL-2018-05 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.¹³

Brent J. Fields
Secretary

¹³ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

New text is underlined;
Deleted text is in [brackets]

MIAX PEARL, LLC

Rule 403. Withdrawal of Approval of Underlying Securities

(a) – (h) No change.

Interpretations and Policies:

.01 No change.

.02 If an option class is open for trading on another national securities exchange, the Exchange may delist such option class immediately. If an option class is open for trading solely on the Exchange, the Exchange may determine to not open for trading any additional series in that option class; may restrict series with open interest to closing transactions, provided that, opening transactions by Market Makers executed to accommodate closing transactions of other market participants may be permitted; and may delist the option class when all series within that class have expired. In all instances, delisting shall be preceded by a notice to members concerning the delisting.
