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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 2026 - * 32
Amendment No. (req. for Amendments *)

Filing by Long-Term Stock 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)

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Section 806(e)(1) * ☐ Section 806(e)(2) * ☐

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) * ☐

Exhibit 2 Sent As Paper Document ☐

Exhibit 3 Sent As Paper Document ☐

Description

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

Proposal to amend the LTSE Schedule to modify certain transaction fees and rebates.

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 * Kathleen Last Name * Murphy

Title * Director and Senior Counsel, Regulation and Markets

E-mail * kathleen.murphy@longtermstockexchange.com

Telephone * (646) 430-3160 Fax

Signature

Pursuant to the requirements of the Securities Exchange of 1934, Long-Term Stock Exchange, Inc. has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 11/10/2026

By Christopher Chow
(Name *)

(Title *) Senior Regulatory Counsel

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

Chris Chow
Digitally signed by Chris Chow
Date: 2026.11.10 17:06:03 -05'00'

Required fields are shown with yellow backgrounds and astericks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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SR-LTSE-2026-32 (Nov 10 Fee Filing)

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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SR-LTSE-2026-32 (Nov 10 Fee Filing)

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 Advanced 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 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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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 Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

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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 Sent As Paper Document

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

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SR-LTSE-2026-32 (Nov 10 Fee Filing)

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

Partial Amendment

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

1. Text of Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 ("Act"),[1] and Rule 19b-4 thereunder,[2] Long-Term Stock Exchange, Inc. ("LTSE" or "Exchange") proposes to amend the LTSE Fee Schedule to modify certain transaction fees. The Exchange proposes to implement the fee change effective November 10, 2026.[3]

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

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

Senior management has approved the proposed rule change pursuant to resolution of the Board of Directors of the Exchange dated February 2, 2023. No further action is required under the Exchange's governing documents. Therefore, the Exchange's internal procedures with respect to the proposed rule change are complete.

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

Kathleen E. Murphy
Director and Senior Counsel, Regulation and Markets
Long-Term Stock Exchange, Inc.
(646) 430-3160

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

2 17 CFR 240.19b-4.

3 The Exchange originally filed to amend the Fee Schedule effective November 1, 2026 (SR-LTSE-2026-28), which it withdrew and replaced with the present filing on November 10, 2026.

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

(a) Purpose

The Exchange proposes to amend its Fee Schedule to modify certain transaction fees and rebates. Under the proposed Fee Schedule, the Exchange continues to operate a "Maker-Taker" pricing structure, incentivizing the provision of displayed liquidity through rebates while charging fees to remove liquidity.[4]

The Exchange first notes that it operates in a highly fragmented and competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. More specifically, the Exchange is one of numerous equities venues to which market participants may direct their order flow. Based on publicly available information, no single registered equities exchange currently has more than approximately 14% of total market share.[5] Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order flow. Accordingly, the Exchange, which represents a small percentage of the overall market, is subject to significant competitive forces that constrain the Exchange's transaction fees and rebates. The proposed fee changes are reflective of this competitive environment and are designed to incentivize market participants to direct order flow to the Exchange.

First, the Exchange proposes to amend Section B.1 of the Fee Schedule (Transaction Fees) to modify certain fees and rebates applicable to transactions in securities priced at or above

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4 The Exchange notes that it does not assess volume-based fees or rebates; all fees and rebates apply uniformly to all Members, regardless of their overall trading volume on the Exchange.

5 Market share percentage calculated as of October 26, 2026, with data made available through consolidated data feeds (i.e., Consolidated Tape System (CTS) and Unlisted Trading Privilege (UTP) data feeds).

$1.00 per share.[6] Specifically, the Exchange proposes to decrease its fees for orders that remove any liquidity from the Exchange: for orders that remove *displayed* liquidity, the Exchange proposes to decrease its fee to $0.0020 (from $0.0030) per share; and, for orders that remove *non-displayed* liquidity, the Exchange proposes to decrease its fee to $0.0010 (from $0.0020) per share. The Exchange also proposes to eliminate its per share rebate of ($0.0014) for executions that add non-displayed liquidity to the Exchange and to set the rate at $0.0000. Finally, the Exchange proposes to modify the "Notes to Transaction Fees" portion of Section B.1 to specify that no fees or rebates will apply to Midpoint Peg ("MPEG") Orders[7], whether liquidity is added or removed.[8]

In addition, the Exchange proposes to eliminate Incentive #2 from the Liquidity Incentive Program[9] because, in light of the changes proposed herein, the resulting rates for removing displayed liquidity will be either the same as, or more favorable to Members than the Incentive rates for all securities.[10] For securities priced at or above $1.00, the proposed standard rate of $0.0020 per share for removing displayed liquidity is the same as the Incentive's discounted rate.

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6 The Exchange does not propose any changes to Section B.1. of the Fee Schedule applicable to securities priced below $1.00.

7 An MPEG Order is a non-displayed order that automatically pegs to the midpoint of the prevailing NBBO, dynamically adjusting its price between the bid and ask as the market moves. See Rule 11.180(h)(2). By pegging to the midpoint without publicly displaying order interest, market participants can "split the difference" across the spread to capture price improvement without signaling their trading intentions.

8 Prior to this proposed change, MPEG Orders were subject to the same standard fees/rebates applicable to all orders that added or removed non-displayed liquidity, as applicable.

9 The discounted rates offered through the Liquidity Incentive Program, including Incentive #2, apply solely to orders that remove displayed liquidity

10 In addition to removing Incentive #2 from Section B.2. of the Fee Schedule, the Exchange proposes to make technical, nonsubstantive changes to account for the elimination of Incentive #2, including modifying references to Incentives #1 and #3.

For securities priced below $1.00, the standard rate of 0.00% of TDV per share for removing displayed liquidity is more favorable to Members than the Incentive rate (i.e., 0.20% of TDV).[11]

(b) Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act[12] in general, and furthers the objectives of Sections 6(b)(4)[13] and 6(b)(5)[14] of the Act in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its Members and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers, or dealers.

The proposed changes to the Fee Schedule are reasonable, equitable, and not unfairly discriminatory. As noted above, the Exchange is subject to significant competitive forces in the market for equity securities transaction services that constrain its pricing determinations in that market. Within this environment, market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and also recognized that current regulation of the market system "has been remarkably successful in promoting market competition in its broader forms that are most

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11 The Exchange notes that retaining Incentive #2 for sub-dollar securities may have been an inadvertent oversight when the Exchange adopted its Sub-Dollar Incentive Program ("SDIP")") in April 2026. See Securities Exchange Act Release No. 105227 (Apr. 14, 2026), 91 FR 20739 (Apr. 17, 2026) (SR-LTSE-2026-08).

12 15 U.S.C. 78f(b).

13 15 U.S.C.78f(b)(4).

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

important to investors and listed companies."[15] The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow or discontinue or reduce use of certain categories. As such, the proposed fee changes, which apply equally to all similarly situated market participants, represent a reasonable attempt by the Exchange to increase its liquidity and market share relative to its competitors.

The Exchange believes the proposal to reduce the per share transaction fees for orders that remove liquidity is an equitable allocation of reasonable dues and fees and does not unfairly discriminate between market participants because it reduces execution costs for Members accessing liquidity on LTSE, thereby encouraging greater order flow and trading activity to the benefit of all market participants. Specifically, the proposed $0.0020 per share fee to remove displayed liquidity provides market participants with lower access costs compared to the current fee of $0.0030, which reflects the maximum allowable access fee cap under Rule 610(c) of Regulation NMS. Furthermore, the proposal to charge $0.0010 per share to remove non-displayed liquidity is reasonably designed to incentivize marketable order flow to interact with the Exchange's non-displayed order book, and this reduced fee is partially offset by the proposal to set the rate to add non-displayed liquidity at $0.0000 per share. While market participants submitting non-displayed liquidity adding orders, including MPEGs Order-senders, will no longer receive a rebate, they directly benefit from the lower removal fee of any resulting increase in counter-side order flow, which provides resting interest with higher fill rates and improved execution opportunities. Thus, the Exchange does not believe that eliminating the rebate for adding non-displayed liquidity will significantly alter the behavior of non-displayed liquidity

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15 Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) ("Regulation NMS Adopting Release").

providers or disincentivize such order flow. Market participants that submit non-displayed liquidity generally do so to minimize market impact and capture price improvement, rather than to harvest exchange rebates. Additionally, the Exchange believes that its proposal to charge $0.0000 per share for executions of MPEG Orders is an equitable allocation of reasonable dues and fees and does not unfairly discriminate between market participants because it is designed to incentivize the submission of non-displayed midpoint interest, thereby supporting liquidity at the midpoint of the NBBO and fostering enhanced execution quality and price-improvement opportunities for market participants. As noted above, the Exchange does not believe the elimination of the rebate for MPEG Orders that add non-displayed liquidity will discourage such order flow, including because it is offset by the zero-fee for MPEG Orders that remove non-displayed liquidity (down from $0.0020 per share). Taken together, the Exchange believes this proposed pricing structure reasonably balances execution costs for liquidity removers while continuing to incentivize non-displayed liquidity provision on the Exchange.

The Exchange notes that the proposed pricing structure is competitive with the baseline fees and rebates for securities priced at or above $1.00 assessed on other exchanges.[16]

Finally, the proposal to eliminate Incentive #2 is reasonable, equitable, and not unfairly discriminatory because the proposed standard rates for removing displayed liquidity either match or are more favorable to Members than the Incentive rates for all securities. Therefore, elimination of this now-superfluous Incentive makes clear that the reduced rates are available to

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16 See, e.g., MEMX Equities Fee Schedule, Transaction Fees (assessing a base rate of $0.0030 per share for removing volume from the MEMX Book under Fee Codes Ra, Rb, and Rc); IEX Equities Fee Schedule, Base Rates (assessing a base fee of $0.0010 per share for adding non-displayed liquidity under Fee Code MI); and NYSE National Price List, Section I (assessing 'No charge (MPL)' for Mid-Point Liquidity orders that add liquidity and 'No Charge' for removing liquidity).

all Members in all securities, which adds clarity and transparency to the Fee Schedule to the benefit of all market participants.

4. 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.[17]

With respect to intermarket competition, the Exchange operates in a highly competitive market in which market participants can readily choose to send their orders to other exchanges and off-exchange venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. The proposed fee changes are a competitive response to pricing models at other venues and are designed to attract order flow to the Exchange.[18] Because market participants can easily direct order routing to competing venues, the Exchange does not believe the proposed fees and rebates impose any burden on intermarket competition. Moreover, the Exchange represents a relatively small percentage of the overall market; therefore, its ability to burden intermarket competition is inherently limited.

With respect to intramarket competition, the proposed rule change applies uniformly to all Members executing orders on the Exchange. The proposed fee modifications, including the exclusion of MPEG orders from fees or rebates for executions of non-displayed liquidity, do not distinguish among Members or establish tiered requirements based on volume. Accordingly, the Exchange believes that the proposal does not impose any burden on intramarket competition, as all similarly situated Members will be subject to the same fee schedule and pricing treatment.

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17 15 U.S.C. 78f(b)(8).

18 See supra note 16.

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

No written comments were solicited nor received with respect to the proposed rule change.

6. Extension of Time Period for Commission Action

Not applicable.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act,[19] and Rule 19b-4(f)(2) 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.[20]

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

Not applicable.

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.

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19 15 U.S.C. 78s(b)(3)(A)(ii).

20 15 U.S.C. 78s(b)(2)(B).

11. Exhibits

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

Exhibit 5 – Text of proposed rule change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34- ; File No. SR-LTSE-2026-32]

Self-Regulatory Organizations: Long-Term Stock Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend its Fee Schedule to Modify Certain Transaction Fees and Rebates

Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 ("Act"),[1] and Rule 19b-4 thereunder,[2] notice is hereby given that on [DATE], Long-Term Stock Exchange, Inc. ("LTSE" or the "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange is filing with the Commission a proposed rule change to amend its Fee Schedule to modify certain transaction fees and rebates. The Exchange proposes to implement the fee change effective November 10, 2026.[3]

The text of the proposed rule change is available at the Exchange's website at https://longtermstockexchange.com/ and at the principal office of the Exchange.

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

2 17 CFR 240.19b-4.

3 The Exchange originally filed to amend the Fee Schedule effective November 1, 2026 (SR-LTSE-2026-28), which it withdrew and replaced with the present filing on November 10, 2026.

II. Self-Regulatory Organization's Statement on 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 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

1. Purpose

The Exchange proposes to amend its Fee Schedule to modify certain transaction fees and rebates. Under the proposed Fee Schedule, the Exchange continues to operate a "Maker-Taker" pricing structure, incentivizing the provision of displayed liquidity through rebates while charging fees to remove liquidity.[4]

The Exchange first notes that it operates in a highly fragmented and competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. More specifically, the Exchange is one of numerous equities venues to which market participants may direct their order flow. Based on publicly available information, no single registered equities exchange currently has more than approximately 14% of total market share.[5] Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order flow. Accordingly, the Exchange, which represents a small percentage of the

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4 The Exchange notes that it does not assess volume-based fees or rebates; all fees and rebates apply uniformly to all Members, regardless of their overall trading volume on the Exchange.

5 Market share percentage calculated as of October 26, 2026, with data made available through consolidated data feeds (i.e., Consolidated Tape System (CTS) and Unlisted Trading Privilege (UTP) data feeds).

overall market, is subject to significant competitive forces that constrain the Exchange's transaction fees and rebates. The proposed fee changes are reflective of this competitive environment and are designed to incentivize market participants to direct order flow to the Exchange.

First, the Exchange proposes to amend Section B.1 of the Fee Schedule (Transaction Fees) to modify certain fees and rebates applicable to transactions in securities priced at or above $1.00 per share.[6] Specifically, the Exchange proposes to decrease its fees for orders that remove any liquidity from the Exchange: for orders that remove *displayed* liquidity, the Exchange proposes to decrease its fee to $0.0020 (from $0.0030) per share; and, for orders that remove *non-displayed* liquidity, the Exchange proposes to decrease its fee to $0.0010 (from $0.0020) per share. The Exchange also proposes to eliminate its per share rebate of ($0.0014) for executions that add non-displayed liquidity to the Exchange and to set the rate at $0.0000. Finally, the Exchange proposes to modify the "Notes to Transaction Fees" portion of Section B.1 to specify that no fees or rebates will apply to Midpoint Peg ("MPEG") Orders[7], whether liquidity is added or removed.[8]

In addition, the Exchange proposes to eliminate Incentive #2 from the Liquidity Incentive Program[9] because, in light of the changes proposed herein, the resulting rates for removing

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6 The Exchange does not propose any changes to Section B.1. of the Fee Schedule applicable to securities priced below $1.00.

7 An MPEG Order is a non-displayed order that automatically pegs to the midpoint of the prevailing NBBO, dynamically adjusting its price between the bid and ask as the market moves. See Rule 11.180(h)(2). By pegging to the midpoint without publicly displaying order interest, market participants can "split the difference" across the spread to capture price improvement without signaling their trading intentions.

8 Prior to this proposed change, MPEG Orders were subject to the same standard fees/rebates applicable to all orders that added or removed non-displayed liquidity, as applicable.

9 The discounted rates offered through the Liquidity Incentive Program, including Incentive #2, apply solely to orders that remove displayed liquidity

displayed liquidity will be either the same as, or more favorable to Members than the Incentive rates for all securities.[10] For securities priced at or above $1.00, the proposed standard rate of $0.0020 per share for removing displayed liquidity is the same as the Incentive's discounted rate. For securities priced below $1.00, the standard rate of 0.00% of TDV per share for removing displayed liquidity is more favorable to Members than the Incentive rate (i.e., 0.20% of TDV).[11]

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act[12] in general, and furthers the objectives of Sections 6(b)(4)[13] and 6(b)(5)[14] of the Act in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its Members and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers, or dealers.

The proposed changes to the Fee Schedule are reasonable, equitable, and not unfairly discriminatory. As noted above, the Exchange is subject to significant competitive forces in the market for equity securities transaction services that constrain its pricing determinations in that market. Within this environment, market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. The Commission has repeatedly expressed its preference for competition over

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10 In addition to removing Incentive #2 from Section B.2. of the Fee Schedule, the Exchange proposes to make technical, nonsubstantive changes to account for the elimination of Incentive #2, including modifying references to Incentives #1 and #3.

11 The Exchange notes that retaining Incentive #2 for sub-dollar securities may have been an inadvertent oversight when the Exchange adopted its Sub-Dollar Incentive Program ("SDIP)") in April 2026. See Securities Exchange Act Release No. 105227 (Apr. 14, 2026), 91 FR 20739 (Apr. 17, 2026) (SR-LTSE-2026-08).

12 15 U.S.C. 78f(b).

13 15 U.S.C.78f(b)(4).

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

regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and also recognized that current regulation of the market system "has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies."[15] The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow or discontinue or reduce use of certain categories. As such, the proposed fee changes, which apply equally to all similarly situated market participants, represent a reasonable attempt by the Exchange to increase its liquidity and market share relative to its competitors.

The Exchange believes the proposal to reduce the per share transaction fees for orders that remove liquidity is an equitable allocation of reasonable dues and fees and does not unfairly discriminate between market participants because it reduces execution costs for Members accessing liquidity on LTSE, thereby encouraging greater order flow and trading activity to the benefit of all market participants. Specifically, the proposed $0.0020 per share fee to remove displayed liquidity provides market participants with lower access costs compared to the current fee of $0.0030, which reflects the maximum allowable access fee cap under Rule 610(c) of Regulation NMS. Furthermore, the proposal to charge $0.0010 per share to remove non-displayed liquidity is reasonably designed to incentivize marketable order flow to interact with the Exchange's non-displayed order book, and this reduced fee is partially offset by the proposal to set the rate to add non-displayed liquidity at $0.0000 per share. While market participants submitting non-displayed liquidity adding orders, including MPEGs Order-senders, will no

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15 Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) ("Regulation NMS Adopting Release").

longer receive a rebate, they directly benefit from the lower removal fee of any resulting increase in counter-side order flow, which provides resting interest with higher fill rates and improved execution opportunities. Thus, the Exchange does not believe that eliminating the rebate for adding non-displayed liquidity will significantly alter the behavior of non-displayed liquidity providers or disincentivize such order flow. Market participants that submit non-displayed liquidity generally do so to minimize market impact and capture price improvement, rather than to harvest exchange rebates. Additionally, the Exchange believes that its proposal to charge $0.0000 per share for executions of MPEG Orders is an equitable allocation of reasonable dues and fees and does not unfairly discriminate between market participants because it is designed to incentivize the submission of non-displayed midpoint interest, thereby supporting liquidity at the midpoint of the NBBO and fostering enhanced execution quality and price-improvement opportunities for market participants. As noted above, the Exchange does not believe the elimination of the rebate for MPEG Orders that add non-displayed liquidity will discourage such order flow, including because it is offset by the zero-fee for MPEG Orders that remove non-displayed liquidity (down from $0.0020 per share). Taken together, the Exchange believes this proposed pricing structure reasonably balances execution costs for liquidity removers while continuing to incentivize non-displayed liquidity provision on the Exchange.

The Exchange notes that the proposed pricing structure is competitive with the baseline fees and rebates for securities priced at or above $1.00 assessed on other exchanges.[16]

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[16] See, e.g., MEMX Equities Fee Schedule, Transaction Fees (assessing a base rate of $0.0030 per share for removing volume from the MEMX Book under Fee Codes Ra, Rb, and Rc); IEX Equities Fee Schedule, Base Rates (assessing a base fee of $0.0010 per share for adding non-displayed liquidity under Fee Code MI); and NYSE National Price List, Section I (assessing 'No charge (MPL)' for Mid-Point Liquidity orders that add liquidity and 'No Charge' for removing liquidity).

Finally, the proposal to eliminate Incentive #2 is reasonable, equitable, and not unfairly discriminatory because the proposed standard rates for removing displayed liquidity either match or are more favorable to Members than the Incentive rates for all securities. Therefore, elimination of this now-superfluous Incentive makes clear that the reduced rates are available to all Members in all securities, which adds clarity and transparency to the Fee Schedule to the benefit of all market participants.

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.[17]

With respect to intermarket competition, the Exchange operates in a highly competitive market in which market participants can readily choose to send their orders to other exchanges and off-exchange venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. The proposed fee changes are a competitive response to pricing models at other venues and are designed to attract order flow to the Exchange.[18] Because market participants can easily direct order routing to competing venues, the Exchange does not believe the proposed fees and rebates impose any burden on intermarket competition. Moreover, the Exchange represents a relatively small percentage of the overall market; therefore, its ability to burden intermarket competition is inherently limited.

With respect to intramarket competition, the proposed rule change applies uniformly to all Members executing orders on the Exchange. The proposed fee modifications, including the exclusion of MPEG orders from fees or rebates for executions of non-displayed liquidity, do not

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17 15 U.S.C. 78f(b)(8).

18 See supra note 16.

distinguish among Members or establish tiered requirements based on volume. Accordingly, the Exchange believes that the proposal does not impose any burden on intramarket competition, as all similarly situated Members will be subject to the same fee schedule and pricing treatment.

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

The Exchange neither solicited nor received comments on the proposed rule change.

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

This proposed rule change establishes dues, fees or other charges among its members and, as such, may take effect upon filing with the Commission pursuant to Section 19(b)(3)(A)(ii) of the Act[19] and paragraph (f)(2) of Rule 19b-4 thereunder.[20] Accordingly, the proposed rule change would take effect upon filing with the Commission.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend the rule change if it appears to the Commission that the action is necessary or appropriate in the public interest, for the protection of investors, or would otherwise further 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.

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:

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19 15 U.S.C. 78s(b)(3)(A)(ii).

20 17 CFR 240.19b-4(f)(2).

Electronic Comments:

- Use the Commission's Internet comment form (http://www.sec.gov/rules/sro.shtml); or
- Send an email to rule-comments@sec.gov. Please include File Number SR-LTSE-2026-32 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-LTSE-2026-32. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (http://www.sec.gov/rules/sro.shtml). Copies of the filing will be available for inspection and copying at the principal office of LTSE and on its Internet website at https://longtermstockexchange.com/.

All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-LTSE-2026-32 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.[21]

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[21] 17 CFR 200.30-3(a)(12).

Exhibit 5 – Text of the Proposed Rule Change

New language
[deleted language]

LONG-TERM STOCK EXCHANGE

FEE SCHEDULE

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B. Transaction Fees

1. LTSE Members are charged fees or provided rebates for transactions according to the chart below:

All fees/(rebates) are per share for securities that are priced at >= $1.00 or a % of total dollar value (TDV = Total Dollar Value) for securities < $1.00.

Description	**Securities >= $1.00**	**Securities < $1.00**
Add display liquidity	($0.0020)	(0.15% of TDV)
Add displayed liquidity - NBBO Joiner	($0.0023)	(0.15% of TDV)
Add displayed liquidity - NBBO Setter	($0.0023)	(0.15% of TDV)
Add displayed liquidity - Co-Lead Incentive	($0.0040)	(0.15% of TDV)
Add non-displayed liquidity	[($0.0014)]($0.0000)*	(0.00% of TDV)
Remove displayed liquidity	[$0.0030]$0.0020	0.00% of TDV
Remove non-displayed liquidity	[$0.0020]$0.0010*	0.00% of TDV

Notes to Transaction Fees
Any replenished display quantity from the Reserve Quantity of an order will be treated as adding displayed liquidity, and thus, will be eligible for the rebate for "Add displayed liquidity."

* No fees or rebates apply to Midpoint Peg Orders (as defined in Rule 11.180(h)(2)), whether liquidity is added or removed.

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2. Liquidity Incentive Program

The LTSE Liquidity Incentive Program ("LTSE LIP" or the "Program") is designed to provide greater liquidity in both LIP Enhanced Securities and LIP Standard Securities, as defined below. The Program is available to all LTSE Members.

Incentive 1: Per LIP Enhanced Security	**Eligibility Requirement**	
	Displayed quote in a LIP Enhanced Security of a Minimum Quoted Size, for at least 30 Percent Time at NBBO of the Regular Market Session in a calendar month.	Applicable rebates in Section B.1 (Transaction Fees)+ a share of 80% of the LTSE SIP Quote Revenue for that LIP Enhanced Security, distributed proportionally across all qualifying member firms within the calendar month.
[Incentive 2: For all LIP Enhanced Securities]	**[Eligibility Requirement]**	
	[Available to all Members]	[Fees to Remove Liquidity in LIP Enhanced Securities will be as follows:] **[Securities >= $1.00** $0.0020] **[Securities < $1.00** 0.20% of TDV]
Incentive [3]2: Per LIP Standard Security	**Eligibility Requirement**	
	Must be eligible for Incentive #1 in	Applicable rebates in Section B.1

	at least 50 LIP Enhanced Securities AND have a displayed quote of at least one round lot in a LIP Standard Security for at least 25 Percent Time at NBBO of the Regular Market Session in a calendar month.	(Transaction Fees)+ choice of EITHER: 1) A share of 50% of the LTSE SIP Quote Revenue for that LIP Standard Security, distributed proportionally across all qualifying member firms, OR 2) A monthly credit of $25 per LIP Standard Security per MPID to be used against fees for removing liquidity.

Notes to LIP:

- Minimum Quoted Size will be calculated for each LIP Enhanced Security and published monthly on the Exchange's website.
- Program Incentives [#1 and Incentive #3] will be calculated, and eligibility determined, on a monthly basis.
- The optional monthly credit of $25 for Incentive #[3]2 expires at the end of the calendar month a year after it was earned, on a rolling basis.
- Revenue will be shared proportionally based on quoting activity. All quoting requirements and incentives reset each calendar month.
- "Percent Time at NBBO" means the average of the percentage time during the Regular Market Session where a Member has a displayed quote at the national best bid ("NBB") or national best offer ("NBO"). For the avoidance of doubt, only displayed quotes that are at the NBB or NBO during the Regular Market Session count towards the Percent Time at NBBO calculation.
- The Exchange excludes from its calculation of Percent Time at NBBO: (1) any trading day that the Exchange's system experiences a disruption that lasts for more than 60 minutes during the Regular Market Session; (2) any day with a scheduled early market close; and (3) the "Russell Reconstitution Day" (typically the last Friday in June).

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