

Required fields are shown with yellow backgrounds and asterisks.

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

File No. * SR 2024 - * 03

Amendment No. (req. for Amendments *)

Filing by Investors' Exchange 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"/>
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Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	Rule <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)		
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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 *).

Proposed Rule Change to Clarify Two Aspects of a Recent Filing and to Correct One Nonsubstantive Typographical Error Introduced in the Same Filing.

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 * Nathaniel Last Name * Kolodny

Title * Lead Regulation Counsel

E-mail * nathaniel.kolodny@iextrading.com

Telephone * (646) 343-2034 Fax

Signature

Pursuant to the requirements of the Securities Exchange of 1934, Investors' Exchange LLC has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 01/16/2024 (Title *)

By Nathaniel Kolodny (Name *) Lead Regulation 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.

Nathaniel Kolodny
Digitally signed by Nathaniel Kolodny
Date: 2024.01.16 13:23:13 -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 EDFS website.

Form 19b-4 Information *

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Post Only clarifying filing 19b4 v3 - SE

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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Post Only clarifying filing Ex 1.doc

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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Post Only clarifying filing Ex5.doc

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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 Investors Exchange LLC (“IEX” or “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to clarify two aspects of its recent Post Only Filing³ and to correct one nonsubstantive typographical error introduced in the Post Only Filing. The Exchange has designated this rule change as “non-controversial” under Section 19(b)(3)(A) of the Act⁴ and provided the Commission with the notice required by Rule 19b-4(f)(6) thereunder.⁵

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) 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 the Exchange. No further action is required under the

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 98988 (November 20, 2023), 88 FR 82926 (November 27, 2023) (SR-IEX-2023-13) (“Post Only Filing”).

⁴ 15 U.S.C. 78s(b)(3)(A).

⁵ 17 CFR 240.19b-4.

Exchange's governing documents. Therefore, the Exchange's internal procedures with respect to the proposed rule change are complete.

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

Claudia Crowley
Chief Regulatory Officer
Investors Exchange LLC
646-343-2041

Nathaniel Kolodny
Lead Regulation Counsel
Investors Exchange LLC
646-343-2034

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

a. Purpose

The Exchange recently filed a rule change to introduce a Post Only⁶ order parameter instruction and a related Trade Now⁷ order instruction.⁸ The Post Only Filing was effective on filing, and IEX expects to implement the new functionality in February 2024.⁹ IEX will issue a Trading Alert at least ten (10) days in advance of the implementation date.¹⁰

The Exchange is making this filing to clarify two aspects of the Post Only Filing and to correct one nonsubstantive typographical error introduced in the Post Only Filing. First, IEX proposes to amend IEX Rule 11.190(a)(1)(H), which currently states that a non-displayed limit order "May include a Trade Now instruction...", to replace the word "May" with "Will" to reflect that all non-displayed limit orders will include a Trade Now

⁶ See IEX Rule 11.190(b)(20).

⁷ See IEX Rule 11.190(b)(21).

⁸ See supra note 3.

⁹ See IEX Trading Alert # 2024-002, available at <https://iextrading.com/alerts/#/238>.

¹⁰ See supra note 3.

instruction. This proposed change is consistent with the Post Only Filing, which states that “non-displayed limit orders (including non-displayed portions of reserve orders and non-displayed Discretionary Limit orders) would always include a Trade Now order instruction....”¹¹ The proposed change is also consistent with provisions in IEX Rules 11.190(b)(2)(J) and 11.190(b)(7)(F)(xi),¹² which provide that non-displayed portions of reserve orders and Discretionary Limit orders, respectively, “will include a Trade Now instruction....” IEX thus proposes to specify that all non-displayed limit orders will always include a Trade Now instruction.

Second, IEX proposes to clarify that regular limit orders with the Post Only order instruction are eligible to trade in the Pre-Market Hours¹³ and Post-Market Hours¹⁴, depending upon their order’s Time-in-Force (“TIF”).¹⁵ IEX’s Post Only order instruction may only be applied to limit orders with a TIF of DAY, GTX, SYS, or GTT.¹⁶ However, although the Post Only Filing states that “Post Only orders must have a [TIF] of DAY, GTX, SYS, or GTT because they will only trade during Regular Market Hours”,¹⁷ regular limit orders with the Post Only order instruction and a TIF of GTT or SYS can also trade during the Pre-Market and Post-Market Hours, while regular limit orders with the Post Only order instruction and a TIF of GTX can also trade during the

¹¹ See Post Only Filing, 88 FR 82926, 82927.

¹² As described below, IEX Rule 11.190(b)(7)(F)(xi) was erroneously numbered 11.190(b)(7)(F)(ix); this rule filing corrects the numbering of the subparagraph.

¹³ See IEX Rule 1.160(z).

¹⁴ See IEX Rule 1.160(aa).

¹⁵ See IEX Rule 11.190(c).

¹⁶ See IEX Rule 11.190(b)(20)(E).

¹⁷ See Post Only Filing, 88 FR 82926, 82927.

Post-Market Hours. Accordingly, IEX proposes to clarify in this rule change proposal that the phrase “because they will only trade during Regular Market Hours” in the Post Only Filing was inaccurately underinclusive, and the TIFs apply as set forth in IEX Rule 11.190(b)(20).

Finally, IEX proposes to amend IEX Rule 11.190(b)(7)(F) to correct a nonsubstantive typographical error introduced in the Post Only Filing. Specifically, the Post Only Filing added two new subparagraphs to IEX Rule 11.190(b)(7)(F), which it labeled “(x)” and “(ix).” IEX proposes to modify the label on the second new subparagraph to change it from (“ix”) to instead be (“xi”), which is the next sequential number.¹⁸

b. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,¹⁹ in general, and furthers the objectives of Section 6(b)(5),²⁰ in particular, in that it would remove impediments to and perfect the mechanism of a free and open market and a national market system because it is designed to enforce compliance by the Exchange’s Members²¹ and the public with the provisions of the rules of the Exchange. In particular, the Exchange believes that the proposed rule change will provide greater clarity to Members and the public regarding the Exchange's rules by clarifying that: (i) all non-displayed limit orders will always include a Trade Now

¹⁸ This rule change will not impact the pre-existing IEX Rule 11.190(b)(7)(F)(ix), which will continue to read “Discretionary Limit orders are subject to the Price Sliding provisions of IEX Rule 11.190(h).”

¹⁹ 15 U.S.C. 78f(b).

²⁰ 15 U.S.C. 78f(b)(5).

²¹ See IEX Rule 1.160(s).

instruction; (ii) regular displayed limit orders with a Post Only order instruction may trade in the Pre-Market and Post-Market Hours if permitted by their TIFs; and (iii) the newly-added subparagraph (ix) of IEX Rule 11.190(b)(7)(F) should be renumbered to be subparagraph (xi).

This rule filing does not propose any substantive changes to the functionality of the Post Only and Trade Now order instructions, but rather simply clarifies the functionality introduced in the Post Only Filing and removes the inconsistencies described in the Purpose section. Therefore, the Exchange does not believe that these proposed changes raise any new or novel issues not already considered by the Commission. IEX also believes that the proposed rule change is nondiscriminatory since all Members are eligible to enter orders with Post Only and/or Trade Now instructions, and these changes will provide the same additional clarity to all Members.

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. As described in the Purpose and Statutory Basis sections, this rule filing merely proposes to clarify which orders will always include a Trade Now instruction and the trading hours during which Post Only orders can trade, as well as to correct one nonsubstantive typographical error introduced in the Post Only Filing. This proposal would not make any substantive changes to the IEX's new Post Only and Trade Now functionality and is not designed to address any competitive issues. Because the proposal does not substantively modify system functionality or processes on the Exchange, the proposed changes will not impose any burden on competition.

5. 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.

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)

The Exchange has designated this rule filing as non-controversial under Section 19(b)(3)(A) of the Act²² and subparagraph (f)(6) of Rule 19b-4 thereunder.²³ The Exchange asserts that the proposed rule change: (1) will not significantly affect the protection of investors or the public interest, (2) will not impose any significant burden on competition, (3) and will not become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate. In addition, the Exchange provided the Commission with written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing.²⁴

The Exchange believes that the proposed rule change meets the criteria of subparagraph (f)(6) of Rule 19b-4²⁵ because it would not significantly affect the protection of investors or the public interest, nor does it impose any burden on competition. Rather, the proposed rule change merely provides additional clarity about the new Post Only and Trade Now functionality and corrects one nonsubstantive

²² 15 U.S.C. 78s(b)(3)(A).

²³ 17 CFR 240.19b-4(f)(6).

²⁴ 17 CFR 240.19b-4(f)(6)(iii).

²⁵ 17 CFR 240.19b-4(f)(6).

typographical error. Thus, IEX does not believe that the proposed change raises any new or novel material issues that have not already been considered by the Commission in connection with the Post Only Filing.

Accordingly, the Exchange has designated this rule filing as non-controversial under Section 19(b)(3)(A) of the Act²⁶ and subparagraph (f)(6) of Rule 19b-4 thereunder.²⁷

The Exchange respectfully requests that the Commission waive the 30-day operative delay period after which a proposed rule change under Rule 19b-4(f)(6) becomes effective to the extent necessary so that the proposed rule change may be operative concurrent with IEX's planned implementation of the Post Only Filing in February 2024. IEX believes that such waiver is appropriate and consistent with the Act because it merely provides additional clarity about the new Post Only and Trade Now functionality and corrects one nonsubstantive typographical error. Waiver of the operative delay will allow these clarifying changes to be take effect concurrent with the implementation of the Post Only and Trade Now functionality, which will benefit all market participants who submit either Post Only or Trade Now-eligible orders to the Exchange.

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.

²⁶ 15 U.S.C. 78s(b)(3)(A).

²⁷ 17 CFR 240.19b-4(f)(6).

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.
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-IEX-2024-03

Self-Regulatory Organizations: Investors Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Clarify Two Aspects of its Recent Post Only Filing and to Correct One Nonsubstantive Typographical Error Introduced in the Post Only Filing.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the “Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that, on (date), the Investors Exchange LLC (“IEX” or the “Exchange”) filed with the Securities and Exchange Commission (the “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

Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (“Act”),⁴ and Rule 19b-4 thereunder,⁵ Investors Exchange LLC (“IEX” or “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to clarify two aspects of its recent Post Only Filing⁶ and to correct

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

⁴ 15 U.S.C. 78s(b)(1).

⁵ 17 CFR 240.19b-4.

⁶ See Securities Exchange Act Release No. 98988 (November 20, 2023), 88 FR 82926 (November

one nonsubstantive typographical error introduced in the Post Only Filing. The Exchange has designated this rule change as “non-controversial” under Section 19(b)(3)(A) of the Act⁷ and provided the Commission with the notice required by Rule 19b-4(f)(6) thereunder.⁸

The text of the proposed rule change is available at the Exchange’s website at www.iextrading.com, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

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

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

The Exchange recently filed a rule change to introduce a Post Only⁹ order parameter instruction and a related Trade Now¹⁰ order instruction.¹¹ The Post Only

27, 2023) (SR-IEX-2023-13) (“Post Only Filing”).

⁷ 15 U.S.C. 78s(b)(3)(A).

⁸ 17 CFR 240.19b-4.

⁹ See IEX Rule 11.190(b)(20).

¹⁰ See IEX Rule 11.190(b)(21).

¹¹ See supra note 6.

Filing was effective on filing, and IEX expects to implement the new functionality in February 2024.¹² IEX will issue a Trading Alert at least ten (10) days in advance of the implementation date.¹³

The Exchange is making this filing to clarify two aspects of the Post Only Filing and to correct one nonsubstantive typographical error introduced in the Post Only Filing. First, IEX proposes to amend IEX Rule 11.190(a)(1)(H), which currently states that a non-displayed limit order “May include a Trade Now instruction...,” to replace the word “May” with “Will” to reflect that all non-displayed limit orders will include a Trade Now instruction. This proposed change is consistent with the Post Only Filing, which states that “non-displayed limit orders (including non-displayed portions of reserve orders and non-displayed Discretionary Limit orders) would always include a Trade Now order instruction...”¹⁴ The proposed change is also consistent with provisions in IEX Rules 11.190(b)(2)(J) and 11.190(b)(7)(F)(xi),¹⁵ which provide that non-displayed portions of reserve orders and Discretionary Limit orders, respectively, “will include a Trade Now instruction...” IEX thus proposes to specify that all non-displayed limit orders will always include a Trade Now instruction.

Second, IEX proposes to clarify that regular limit orders with the Post Only order instruction are eligible to trade in the Pre-Market Hours¹⁶ and Post-Market Hours.¹⁷

¹² See IEX Trading Alert # 2024-002, available at <https://iextrading.com/alerts/#/238>.

¹³ See supra note 6.

¹⁴ See Post Only Filing, 88 FR 82926, 82927.

¹⁵ As described below, IEX Rule 11.190(b)(7)(F)(xi) was erroneously numbered 11.190(b)(7)(F)(ix); this rule filing corrects the numbering of the subparagraph.

¹⁶ See IEX Rule 1.160(z).

¹⁷ See IEX Rule 1.160(aa).

depending upon their order's Time-in-Force ("TIF").¹⁸ IEX's Post Only order instruction may only be applied to limit orders with a TIF of DAY, GTX, SYS, or GTT.¹⁹ However, although the Post Only Filing states that "Post Only orders must have a [TIF] of DAY, GTX, SYS, or GTT because they will only trade during Regular Market Hours",²⁰ regular limit orders with the Post Only order instruction and a TIF of GTT or SYS can also trade during the Pre-Market and Post-Market Hours, while regular limit orders with the Post Only order instruction and a TIF of GTX can also trade during the Post-Market Hours. Accordingly, IEX proposes to clarify in this rule change proposal that the phrase "because they will only trade during Regular Market Hours" in the Post Only Filing was inaccurately underinclusive, and the TIFs apply as set forth in IEX Rule 11.190(b)(20).

Finally, IEX proposes to amend IEX Rule 11.190(b)(7)(F) to correct a nonsubstantive typographical error introduced in the Post Only Filing. Specifically, the Post Only Filing added two new subparagraphs to IEX Rule 11.190(b)(7)(F), which it labeled "(x)" and "(ix)." IEX proposes to modify the label on the second new subparagraph to change it from "(ix)" to instead be "(xi)", which is the next sequential number.²¹

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section

¹⁸ See IEX Rule 11.190(c).

¹⁹ See IEX Rule 11.190(b)(20)(E).

²⁰ See Post Only Filing, 88 FR 82926, 82927.

²¹ This rule change will not impact the pre-existing IEX Rule 11.190(b)(7)(F)(ix), which will continue to read "Discretionary Limit orders are subject to the Price Sliding provisions of IEX Rule 11.190(h)."

6(b) of the Act,²² in general, and furthers the objectives of Section 6(b)(5),²³ in particular, in that it would remove impediments to and perfect the mechanism of a free and open market and a national market system because it is designed to enforce compliance by the Exchange's Members²⁴ and the public with the provisions of the rules of the Exchange. In particular, the Exchange believes that the proposed rule change will provide greater clarity to Members and the public regarding the Exchange's rules by clarifying that: (i) all non-displayed limit orders will always include a Trade Now instruction; (ii) regular displayed limit orders with a Post Only order instruction may trade in the Pre-Market and Post-Market Hours if permitted by their TIFs; and (iii) the newly-added subparagraph (ix) of IEX Rule 11.190(b)(7)(F) should be renumbered to be subparagraph (xi).

This rule filing does not propose any substantive changes to the functionality of the Post Only and Trade Now order instructions, but rather simply clarifies the functionality introduced in the Post Only Filing and removes the inconsistencies described in the Purpose section. Therefore, the Exchange does not believe that these proposed changes raise any new or novel issues not already considered by the Commission. IEX also believes that the proposed rule change is nondiscriminatory since all Members are eligible to enter orders with Post Only and/or Trade Now instructions, and these changes will provide the same additional clarity to all Members.

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

The Exchange does not believe that the proposed rule change will impose any

²² 15 U.S.C. 78f(b).

²³ 15 U.S.C. 78f(b)(5).

²⁴ See IEX Rule 1.160(s).

burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. As described in the Purpose and Statutory Basis sections, this rule filing merely proposes to clarify which orders will always include a Trade Now instruction and the trading hours during which Post Only orders can trade, as well as to correct one nonsubstantive typographical error introduced in the Post Only Filing. This proposal would not make any substantive changes to the IEX's new Post Only and Trade Now functionality and is not designed to address any competitive issues. Because the proposal does not substantively modify system functionality or processes on the Exchange, the proposed changes will not impose any burden on competition.

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

The Exchange has designated this rule filing as non-controversial under Section 19(b)(3)(A)²⁵ of the Act and Rule 19b-4(f)(6)²⁶ thereunder. Because the 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 from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6) thereunder.

The Exchange believes that the proposed rule change meets the criteria of

²⁵ 15 U.S.C. 78s(b)(3)(A).

²⁶ 17 CFR 240.19b-4(f)(6).

subparagraph (f)(6) of Rule 19b-4²⁷ because it would not significantly affect the protection of investors or the public interest, nor does it impose any burden on competition. Rather, the proposed rule change merely provides additional clarity about the new Post Only and Trade Now functionality and corrects one nonsubstantive typographical error. Thus, IEX does not believe that the proposed change raises any new or novel material issues that have not already been considered by the Commission in connection with the Post Only Filing.

Accordingly, the Exchange has designated this rule filing as non-controversial under Section 19(b)(3)(A) of the Act²⁸ and subparagraph (f)(6) of Rule 19b-4 thereunder.²⁹

A proposed rule change filed under Rule 19b-4(f)(6)³⁰ normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),³¹ the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the 30-day operative delay, so that the proposed rule change may be operative concurrent with IEX's planned implementation of the Post Only Filing in February 2024. IEX believes that such waiver is appropriate and consistent with the Act because it merely provides additional clarity about the new Post Only and Trade Now functionality and corrects one nonsubstantive typographical error. Waiver of the operative delay will allow these clarifying changes to be take effect concurrent with the

²⁷ 17 CFR 240.19b-4(f)(6).

²⁸ 15 U.S.C. 78s(b)(3)(A).

²⁹ 17 CFR 240.19b-4(f)(6).

³⁰ 17 CFR 240.19b-4(f)(6).

³¹ 17 CFR 240.19b-4(f)(6)(iii).

implementation of the Post Only and Trade Now functionality, which will benefit all market participants who submit either Post Only or Trade Now-eligible orders to the Exchange.

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 under Section 19(b)(2)(B)³² of the Act to determine whether the proposed rule change 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:

Electronic Comments:

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-IEX-2024-03 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.

³² 15 U.S.C. 78s(b)(2)(B).

All submissions should refer to file number SR-IEX-2024-03. 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 (<https://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. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-IEX-2024-03 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.³³

Sherry R. Haywood,

Assistant Secretary.

³³ 17 CFR 200.30-3(a)(12).

Exhibit 5 – Text of Proposed Rule Change

Proposed new language is underlined; proposed deletions are in brackets.

INVESTORS EXCHANGE RULE BOOK

Rule 11.190. Orders and Modifiers

(a) General Order Types.

(1) Limit Order. An order to buy or sell a stated amount of a security at a specified price (“limit price”) or better. A “marketable” limit order is a limit order to buy (sell) at or above (below) the lowest (highest) Protected Offer (Bid) for the security. A limit order:

(A)-(G) No change.

(H) [May]Will include a Trade Now instruction, as defined in IEX Rule 11.190(b)(21) below, if the order is non-displayed, as defined in IEX Rule 11.190(b)(3) below.

(2)-(4) No change.

(b) Order Parameters.

(1)-(6) No change.

(7) Discretionary Limit Order. A displayed, nondisplayed, or partially displayed Limit order that upon entry and when posting to the Order Book, is priced to be equal to and ranked at the order’s limit price, except under the following circumstances:

(A)-(E) No change.

(F) Once the price of a Discretionary Limit order that has been posted to the Order Book is automatically adjusted by the System, the order will continue to be ranked and displayed (in the case of a displayed order or the displayed portion of a reserve order) at the adjusted price, unless subject to another automatic adjustment pursuant to subparagraphs (C) – (D) above, or the optional re-price functionality described in subparagraph (E), above. When the

price of a Discretionary Limit order is adjusted, the order will receive a new time priority. If multiple Discretionary Limit orders are adjusted at the same time, their relative time priority will be maintained. A Discretionary Limit order:

(i)-(x) No change.

~~[(ix)]~~(xi) A non-displayed Discretionary Limit order will include a Trade Now instruction, as defined in paragraph (21) below.

(8)-(21) No change.
