

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 26	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2020 - * 34	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 checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input 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 the MIAX PEAL Equities Fee Schedule to amend pricing for securities priced below \$1.00 that are executed on MIAX PEARL Equities.

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 * Chris Last Name * Solgan

Title * Vice President, Senior Counsel

E-mail * csolgan@miami-holdings.com

Telephone * (609) 897-8494 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 12/04/2020 Vice President, Senior Counsel

By Chris Solgan

(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.

csolgan@miami-holdings.com

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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

Add Remove View

Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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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

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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 the Proposed Rule Change**

(a) MIAX PEARL, LLC (“MIAX PEARL” or “Exchange”), pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² proposes to amend the fee schedule applicable for MIAX PEARL Equities, an equities trading facility of the Exchange (the “Fee Schedule”).³ The proposed changes are scheduled to become operative on December 4, 2020.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1, and a copy of the applicable section of the Fee Schedule is attached hereto as Exhibit 5.

(b) Inapplicable.

(c) Inapplicable.

2. **Procedures of the Self-Regulatory Organization**

The proposed rule change was approved by the Chief Executive Officer of the Exchange or his designee pursuant to authority delegated by the MIAX PEARL Board of Directors on January 29, 2020. 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 change.

Questions and comments on the proposed rule changes may be directed to Chris Solgan, Vice President, Senior Counsel, at (609) 423-9414.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Exchange Rule 1901.

a. Purpose

The purpose of the proposed rule change is to amend the Fee Schedule applicable to MIAX PEARL Equities to amend pricing for securities priced below \$1.00 that are executed on MIAX PEARL Equities.

The Exchange operates in a highly 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 rebates/incentives to be insufficient. More specifically, the Exchange is only one of several equities venues (including both registered exchanges and various alternative trading systems) to which market participants may direct their order flow and execute their trades. Indeed, equity trading is currently dispersed across 16 exchanges,⁴ 31 alternative trading systems,⁵ and numerous broker-dealer internalizers and wholesalers, all competing for order flow. Based on publicly available information, no single registered equities exchange currently has more than approximately 20% of total market share.⁶ Thus, in such a low-concentrated and highly competitive market, no single equities trading venue possesses significant pricing power in the execution of trades, and, the Exchange currently represents a very small percentage of the overall market.

The purpose of this proposed fee change is for business and competitive reasons. As a new entrant into the equities market, the Exchange initially adopted a fee structure that provided

⁴ See Cboe Global Markets, U.S Equities Market Volume Summary, available at https://markets.cboe.com/us/equities/market_share/.

⁵ See FINRA ATS Transparency Data, available at <https://otctransparency.finra.org/otctransparency/AtsIssueData>. A list of alternative trading systems registered with the Commission is available at <https://www.sec.gov/foia/docs/atlist.htm>.

⁶ See supra note 4.

that orders in securities priced below \$1.00 would be free that executed at MIAX PEARL Equities, regardless of whether they add or remove liquidity to encourage market participants to submit orders to the Exchange. In response to competitive forces,⁷ the Exchange recently adopted fees and rebates for securities priced below \$1.00 where it charges a standard fee of 0.30% of the total dollar value of any transaction in securities priced below \$1.00 that removes liquidity from MIAX PEARL Equities and provides a standard rebate of 0.30% of the total dollar value of any transaction in securities priced below \$1.00 that adds displayed or non-displayed liquidity to MIAX PEARL Equities.⁸

Again in response to competitive forces,⁹ the Exchange proposes herein to lower both the fee and rebate for securities priced below \$1.00. Specifically, the Exchange now proposes to charge a standard fee of 0.05% of the total dollar value of any transaction in securities priced below \$1.00 that removes liquidity from MIAX PEARL Equities. The Exchange also now proposes to provide a standard rebate of 0.05% of the total dollar value of any transaction in securities priced below \$1.00 that adds displayed or non-displayed liquidity to MIAX PEARL Equities.

The rebate proposed herein for executed orders that add liquidity in securities priced below \$1.00 continues to be intended to increase order flow in securities priced below \$1.00 to

⁷ See Securities Exchange Act Release No. 90555 (December 3, 2020) (SR-MEMX-2020-14) (filed November 30, 2020).

⁸ See SR-PEARL-2020-32 (filed December 2, 2020), available at https://www.miaxoptions.com/sites/default/files/filing-files/SR_PEARL_2020_32.

⁹ See Members Exchange, LLC (“MEMX”) Trader Alert 20-13: Fee Schedule Updates Effective December 4, 2020 available at <https://info.memxtrading.com/trader-alert-20-13-fee-schedule-updates-effective-december-4-2020/>.

MIAX PEARL Equities by incentivizing Equity Members¹⁰ to increase the liquidity-providing orders in securities priced below \$1.00 they submit to MIAX PEARL Equities, which would support price discovery on MIAX PEARL Equities and provide additional liquidity for incoming orders. However, the Exchange now seeks to lower the fee to remove liquidity in securities priced below \$1.00 on MIAX PEARL Equities to attract additional incoming orders that seek to remove liquidity with a corresponding change to similarly lower the rebate to add liquidity in securities priced below \$1.00. As a result, the lower fee proposed herein for executed orders that remove liquidity from MIAX PEARL Equities continues to be intended to directly offset the newly proposed rebate provided for executed orders that add liquidity in securities priced below \$1.00 so that MIAX PEARL Equities may continue to remain revenue neutral with respect to such transactions while attempting to compete with other venues to attract this order flow.

The proposed fee change will become effective on December 4, 2020. The Exchange does not propose any other changes to the MIAX PEARL Equities Fee Schedule.

b. Statutory Basis

The Exchange believes that its proposal to amend its Fee Schedule is consistent with Section 6(b) of the Act¹¹ in general, and furthers the objectives of Section 6(b)(4) of the Act¹² in particular, in that it is an equitable allocation of reasonable fees and other charges among its members and issuers and other persons using its facilities. As discussed above, the Exchange operates in a highly fragmented and competitive market. The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices,

¹⁰ The term “Equity Member” means a Member authorized by the Exchange to transact business on MIAX PEARL Equities. See Exchange Rule 1901.

¹¹ 15 U.S.C. 78f(b).

¹² 15 U.S.C. 78f(b)(4) and (5).

products, and services in the securities markets. Market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or rebates/incentives to be insufficient. The Exchange believes that the Fee Schedule reflects a simple and competitive pricing structure, which is designed to incentivize market participants to add aggressively priced displayed liquidity and direct their order flow to the Exchange. The Exchange believes the proposed rebate and fee structure for orders that add or remove liquidity in securities priced below \$1.00 would continue to incentivize submission of additional liquidity in securities priced below \$1.00, thereby promoting price discovery and deepen liquidity, enhancing order execution opportunities for all Equity Members and investors.

In particular, the Exchange believes that the proposed rebate for orders that add liquidity in securities priced below \$1.00 is reasonable because it would continue to incentivize Equity Members to direct more order flow in securities priced below \$1.00 to the Exchange. The Exchange notes that one other exchange provides the same rebate as proposed herein,¹³ and other exchanges provide rebates for liquidity-adding transactions in securities priced below \$1.00, but that these are denominated in dollar amounts per share rather than a percentage of the total dollar amount of the transaction.¹⁴ The Exchange expects that the proposed rebate for orders that add liquidity in securities priced below \$1.00, albeit lower than that previously in place, would

¹³ See supra note 9.

¹⁴ See, e.g., the Cboe EDGX equities trading fee schedule on its public website (available at https://markets.cboe.com/us/equities/membership/fee_schedule/edgx/), which reflects a rebate of \$0.00009 per share for liquidity-adding transactions in securities priced below \$1.00 per share; the NYSE Arca equities trading fee schedule on its public website (available at https://www.nyse.com/publicdocs/nyse/markets/nysearca/NYSE_Arca_Marketplace_Fee_s.pdf), which reflects a rebate of \$0.00004 per share for liquidity-adding transactions in securities priced below \$1.00 per share.

continue to typically result in a higher overall credit for a given transaction than the rebates offered by other exchanges, although the Exchange notes that it may also result in a lower overall credit for such transactions depending on the number of shares traded and the total dollar value of the transaction. The Exchange also believes that the proposed lower fee for orders that remove liquidity in securities priced below \$1.00 is reasonable because it is in line with the fees charged by at least one other exchange¹⁵ while also seeking to attract an increased number of liquidity-removing transactions in securities priced below \$1.00 on MIAX PEARL Equities. The Exchange believes an increase in liquidity removing orders may lead to a corresponding increase in liquidity adding orders, thereby increasing the depth of the MIAX PEARL Equities' Book and improving price discovery.

The Exchange believes that, given the competitive environment in which MIAX PEARL Equities currently operates, the proposed pricing structure, with an offsetting fee and rebate for executions of transactions in securities priced below \$1.00 continues to be a reasonable attempt to increase liquidity in securities priced below \$1.00 on MIAX PEARL Equities and improve the MIAX PEARL Equities' market share relative to its competitors while remaining revenue neutral with respect to such transactions.

The Exchange also believes that the proposed fee and rebate structure applicable to executions of transactions in securities priced below \$1.00 continues to be equitably allocated and not unfairly discriminatory because it applies equally to all Equity Members and is reasonably related to the value of MIAX PEARL Equities' market quality associated with higher volume. A number of Equity Members currently transact in securities priced below \$1.00 and they, along with additional Equity Members that choose to direct order flow in securities priced

¹⁵ See supra note 9.

below \$1.00 to the Exchange, would all continue to qualify for the proposed fee and rebate. The Exchange believes that maintaining or increasing the proportion of transactions in securities priced below \$1.00 that are executed on MIAX PEARL Equities would benefit all investors by deepening the MIAX PEARL Equities' liquidity pool, which would support price discovery, promote market transparency and improve investor protection, further rendering the proposed changes reasonable and equitable.

Further, the Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, while adopting a series of steps to improve the current market model, 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."¹⁶

As the Commission itself recognized, the market for trading services in NMS stocks has become "more fragmented and competitive."¹⁷ Indeed, equity trading is currently dispersed across 16 exchanges,¹⁸ 31 alternative trading systems,¹⁹ and numerous broker-dealer internalizers and wholesalers, all competing for order flow. Based on publicly-available information, no single exchange currently has more than 20% market share (whether including or

¹⁶ See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496 (June 29, 2005) (File No. S7-10-04) ("Regulation NMS").

¹⁷ See Securities Exchange Act Release No. 82873 (March 14, 2018), 83 FR 13008 (March 26, 2018) (File No. S7-05-18) (Transaction Fee Pilot for NMS Stocks).

¹⁸ See supra note 4.

¹⁹ See supra note 5.

excluding auction volume).²⁰ Therefore, no exchange possesses significant pricing power in the execution of equity order flow. More specifically, the Exchange only recently launched trading operations on September 25, 2020, and thus has a market share of approximately less than 1% of executed volume of equities trading.

The Exchange has designed its proposed rates for securities priced below \$1.00 to balance the need to attract order flow as a new exchange entrant with the desire to continue to provide a simple pricing structure to market participants. The Exchange believes its proposed rates for securities priced below \$1.00 structure continues to enable the Exchange to compete for order flow. In fact, this proposal and its predecessor²¹ are direct competitive responses to recent changes made by another exchange.²² The Exchange believes that the ever-shifting market share among the exchanges demonstrates that market participants can shift order flow, or discontinue or reduce use of certain categories of products, in response to fee changes. With respect to non-marketable orders which provide liquidity on an exchange, Equity Members can choose from any one of the 16 currently operating registered exchanges to route such order flow. Accordingly, competitive forces reasonably constrain exchange transaction fees that relate to orders that would provide displayed liquidity on an exchange. Stated otherwise, changes to exchange transaction fees can have a direct effect on the ability of an exchange to compete for order flow. Given this competitive environment, the Exchange's proposed rates for securities priced below \$1.00 represents a reasonable attempt to attract order flow to a new exchange entrant.

²⁰ See supra note 4.

²¹ See supra note 8.

²² See supra notes 7 and 9.

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 not necessary or appropriate in furtherance of the purposes of the Act. Rather, the Exchange believes that the proposed change would encourage the submission of additional order flow to a public exchange, thereby promoting market depth, execution incentives and enhanced execution opportunities, as well as price discovery and transparency for all Equity Members and non-Equity Members. As a result, the Exchange believes that the proposed change furthers the Commission's goal in adopting Regulation NMS of fostering competition among orders, which promotes "more efficient pricing of individual stocks for all types of orders, large and small."²³

The Exchange does not believe that the proposed rates for securities priced below \$1.00 will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. To the contrary, the Exchange believes that the proposed rates will continue to increase competition and they are intended to draw volume to the Exchange. As stated above, this proposal and its predecessor²⁴ are direct competitive responses to recent changes made by another exchange.²⁵ The Exchange believes that the ever-shifting market share among the exchanges demonstrates that market participants can shift order flow or discontinue to reduce use of certain categories of products, in response to new or different pricing structures being introduced into the market. Accordingly, competitive forces constrain the Exchange's transaction fees and rebates, and market participants can readily trade on competing venues if they deem pricing levels at those other venues to be more favorable. As a

²³ See supra note 16.

²⁴ See supra note 8.

²⁵ See supra notes 7 and 9.

new exchange, the Exchange faces intense competition from existing exchanges and other non-exchange venues that provide markets for equities trading.

Further, while pricing incentives do cause shifts of liquidity between trading centers, market participants make determinations on where to provide liquidity or route orders to take liquidity based on factors other than pricing, including technology, functionality, and other considerations. Consequently, the Exchange believes that the degree to which its proposed rates for securities priced below \$1.00 could impose any burden on competition is extremely limited, and does not believe that such rates would burden competition of Equity Members or competing venues in a manner that is not necessary or appropriate in furtherance of the purposes of the Act.

The Exchange does not believe that the proposed rates for securities priced below \$1.00 will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the proposed rates for securities priced below \$1.00 will continue to apply equally to all Equity Members. The proposed rates for securities priced below \$1.00 continue to be intended to encourage market participants to both remove and add liquidity to the Exchange by providing a rates that are comparable to those offered by other exchanges, which the Exchange believes will help to encourage Equity Members to send orders to the Exchange to the benefit of all Exchange participants. As the proposed pricing structure for securities priced below \$1.00 are equally applicable to all market participants, the Exchange does not believe there is any burden on intramarket competition.

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.

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)(ii) of the Act,²⁶ and Rule 19b-4(f)(2) thereunder²⁷ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge imposed on any person, whether or not the person is a member of the self-regulatory organization, which renders the proposed rule change effective upon filing.

8. **Proposed Rule Change Based on 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**

1. Completed notice of proposed rule change for publication in the Federal Register.
5. Copy of the applicable section of the Fee Schedule.

²⁶ 15 U.S.C. 78s(b)(3)(A)(ii).

²⁷ 17 CFR 240.19b-4.

EXHIBIT 1SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-PEARL-2020-34)

December ____, 2020

Self-Regulatory Organizations: Notice of Filing and Immediate Effectiveness of a Proposed Rule Change by MIAX PEARL, LLC to Amend the MIAX PEARL Equities Fee Schedule

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 December_____ 2020, MIAX PEARL, LLC (“MIAX PEARL” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) 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 the fee schedule applicable for MIAX PEARL Equities, an equities trading facility of the Exchange (the “Fee Schedule”).³ The proposed changes are scheduled to become operative on December 4, 2020.

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.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Exchange Rule 1901.

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 purpose of the proposed rule change is to amend the Fee Schedule applicable to MIAX PEARL Equities to amend pricing for securities priced below \$1.00 that are executed on MIAX PEARL Equities.

The Exchange operates in a highly 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 rebates/incentives to be insufficient. More specifically, the Exchange is only one of several equities venues (including both registered exchanges and various alternative trading systems) to which market participants may direct their order flow and execute their trades. Indeed, equity trading is currently dispersed across 16 exchanges,⁴ 31 alternative trading systems,⁵ and numerous broker-dealer internalizers and wholesalers, all competing for order flow. Based on publicly available information, no single registered equities exchange currently

⁴ See Cboe Global Markets, U.S Equities Market Volume Summary, available at https://markets.cboe.com/us/equities/market_share/.

⁵ See FINRA ATS Transparency Data, available at <https://otctransparency.finra.org/otctransparency/AtsIssueData>. A list of alternative trading systems registered with the Commission is available at <https://www.sec.gov/foia/docs/atlist.htm>.

has more than approximately 20% of total market share.⁶ Thus, in such a low-concentrated and highly competitive market, no single equities trading venue possesses significant pricing power in the execution of trades, and, the Exchange currently represents a very small percentage of the overall market.

The purpose of this proposed fee change is for business and competitive reasons. As a new entrant into the equities market, the Exchange initially adopted a fee structure that provided that orders in securities priced below \$1.00 would be free that executed at MIAX PEARL Equities, regardless of whether they add or remove liquidity to encourage market participants to submit orders to the Exchange. In response to competitive forces,⁷ the Exchange recently adopted fees and rebates for securities priced below \$1.00 where it charges a standard fee of 0.30% of the total dollar value of any transaction in securities priced below \$1.00 that removes liquidity from MIAX PEARL Equities and provides a standard rebate of 0.30% of the total dollar value of any transaction in securities priced below \$1.00 that adds displayed or non-displayed liquidity to MIAX PEARL Equities.⁸

Again in response to competitive forces,⁹ the Exchange proposes herein to lower both the fee and rebate for securities priced below \$1.00. Specifically, the Exchange now proposes to charge a standard fee of 0.05% of the total dollar value of any transaction in securities priced below \$1.00 that removes liquidity from MIAX PEARL Equities. The Exchange also now

⁶ See supra note 4.

⁷ See Securities Exchange Act Release No. 90555 (December 3, 2020) (SR-MEMX-2020-14) (filed November 30, 2020).

⁸ See SR-PEARL-2020-32 (filed December 2, 2020), available at https://www.miaxoptions.com/sites/default/files/filing-files/SR_PEARL_2020_32.

⁹ See Members Exchange, LLC (“MEMX”) Trader Alert 20-13: Fee Schedule Updates Effective December 4, 2020 available at <https://info.memxtrading.com/trader-alert-20-13-fee-schedule-updates-effective-december-4-2020/>.

proposes to provide a standard rebate of 0.05% of the total dollar value of any transaction in securities priced below \$1.00 that adds displayed or non-displayed liquidity to MIAX PEARL Equities.

The rebate proposed herein for executed orders that add liquidity in securities priced below \$1.00 continues to be intended to increase order flow in securities priced below \$1.00 to MIAX PEARL Equities by incentivizing Equity Members¹⁰ to increase the liquidity-providing orders in securities priced below \$1.00 they submit to MIAX PEARL Equities, which would support price discovery on MIAX PEARL Equities and provide additional liquidity for incoming orders. However, the Exchange now seeks to lower the fee to remove liquidity in securities priced below \$1.00 on MIAX PEARL Equities to attract additional incoming orders that seek to remove liquidity with a corresponding change to similarly lower the rebate to add liquidity in securities priced below \$1.00. As a result, the lower fee proposed herein for executed orders that remove liquidity from MIAX PEARL Equities continues to be intended to directly offset the newly proposed rebate provided for executed orders that add liquidity in securities priced below \$1.00 so that MIAX PEARL Equities may continue to remain revenue neutral with respect to such transactions while attempting to compete with other venues to attract this order flow.

The proposed fee change will become effective on December 4, 2020. The Exchange does not propose any other changes to the MIAX PEARL Equities Fee Schedule.

2. Statutory Basis

¹⁰ The term “Equity Member” means a Member authorized by the Exchange to transact business on MIAX PEARL Equities. See Exchange Rule 1901.

The Exchange believes that its proposal to amend its Fee Schedule is consistent with Section 6(b) of the Act¹¹ in general, and furthers the objectives of Section 6(b)(4) of the Act¹² in particular, in that it is an equitable allocation of reasonable fees and other charges among its members and issuers and other persons using its facilities. As discussed above, the Exchange operates in a highly fragmented and competitive market. The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or rebates/incentives to be insufficient. The Exchange believes that the Fee Schedule reflects a simple and competitive pricing structure, which is designed to incentivize market participants to add aggressively priced displayed liquidity and direct their order flow to the Exchange. The Exchange believes the proposed rebate and fee structure for orders that add or remove liquidity in securities priced below \$1.00 would continue to incentivize submission of additional liquidity in securities priced below \$1.00, thereby promoting price discovery and deepen liquidity, enhancing order execution opportunities for all Equity Members and investors.

In particular, the Exchange believes that the proposed rebate for orders that add liquidity in securities priced below \$1.00 is reasonable because it would continue to incentivize Equity Members to direct more order flow in securities priced below \$1.00 to the Exchange. The Exchange notes that one other exchange provides the same rebate as proposed herein,¹³ and other exchanges provide rebates for liquidity-adding transactions in securities priced below \$1.00, but that these are denominated in dollar amounts per share rather than a percentage of the total dollar

¹¹ 15 U.S.C. 78f(b).

¹² 15 U.S.C. 78f(b)(4) and (5).

¹³ See supra note 9.

amount of the transaction.¹⁴ The Exchange expects that the proposed rebate for orders that add liquidity in securities priced below \$1.00, albeit lower than that previously in place, would continue to typically result in a higher overall credit for a given transaction than the rebates offered by other exchanges, although the Exchange notes that it may also result in a lower overall credit for such transactions depending on the number of shares traded and the total dollar value of the transaction. The Exchange also believes that the proposed lower fee for orders that remove liquidity in securities priced below \$1.00 is reasonable because it is in line with the fees charged by at least one other exchange¹⁵ while also seeking to attract an increased number of liquidity-removing transactions in securities priced below \$1.00 on MIAX PEARL Equities. The Exchange believes an increase in liquidity removing orders may lead to a corresponding increase in liquidity adding orders, thereby increasing the depth of the MIAX PEARL Equities' Book and improving price discovery.

The Exchange believes that, given the competitive environment in which MIAX PEARL Equities currently operates, the proposed pricing structure, with an offsetting fee and rebate for executions of transactions in securities priced below \$1.00 continues to be a reasonable attempt to increase liquidity in securities priced below \$1.00 on MIAX PEARL Equities and improve the MIAX PEARL Equities' market share relative to its competitors while remaining revenue neutral with respect to such transactions.

¹⁴ See, e.g., the Cboe EDGX equities trading fee schedule on its public website (available at https://markets.cboe.com/us/equities/membership/fee_schedule/edgx/), which reflects a rebate of \$0.00009 per share for liquidity-adding transactions in securities priced below \$1.00 per share; the NYSE Arca equities trading fee schedule on its public website (available at https://www.nyse.com/publicdocs/nyse/markets/nysearca/NYSE_Arca_Marketplace_Fee_s.pdf), which reflects a rebate of \$0.00004 per share for liquidity-adding transactions in securities priced below \$1.00 per share.

¹⁵ See supra note 9.

The Exchange also believes that the proposed fee and rebate structure applicable to executions of transactions in securities priced below \$1.00 continues to be equitably allocated and not unfairly discriminatory because it applies equally to all Equity Members and is reasonably related to the value of MIAX PEARL Equities' market quality associated with higher volume. A number of Equity Members currently transact in securities priced below \$1.00 and they, along with additional Equity Members that choose to direct order flow in securities priced below \$1.00 to the Exchange, would all continue to qualify for the proposed fee and rebate. The Exchange believes that maintaining or increasing the proportion of transactions in securities priced below \$1.00 that are executed on MIAX PEARL Equities would benefit all investors by deepening the MIAX PEARL Equities' liquidity pool, which would support price discovery, promote market transparency and improve investor protection, further rendering the proposed changes reasonable and equitable.

Further, the Commission and the courts have repeatedly expressed their preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, while adopting a series of steps to improve the current market model, 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."¹⁶

As the Commission itself recognized, the market for trading services in NMS stocks has become "more fragmented and competitive."¹⁷ Indeed, equity trading is currently dispersed

¹⁶ See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496 (June 29, 2005) (File No. S7-10-04) ("Regulation NMS").

¹⁷ See Securities Exchange Act Release No. 82873 (March 14, 2018), 83 FR 13008 (March 26, 2018) (File No. S7-05-18) (Transaction Fee Pilot for NMS Stocks).

across 16 exchanges,¹⁸ 31 alternative trading systems,¹⁹ and numerous broker-dealer internalizers and wholesalers, all competing for order flow. Based on publicly-available information, no single exchange currently has more than 20% market share (whether including or excluding auction volume).²⁰ Therefore, no exchange possesses significant pricing power in the execution of equity order flow. More specifically, the Exchange only recently launched trading operations on September 25, 2020, and thus has a market share of approximately less than 1% of executed volume of equities trading.

The Exchange has designed its proposed rates for securities priced below \$1.00 to balance the need to attract order flow as a new exchange entrant with the desire to continue to provide a simple pricing structure to market participants. The Exchange believes its proposed rates for securities priced below \$1.00 structure continues to enable the Exchange to compete for order flow. In fact, this proposal and its predecessor²¹ are direct competitive responses to recent changes made by another exchange.²² The Exchange believes that the ever-shifting market share among the exchanges demonstrates that market participants can shift order flow, or discontinue or reduce use of certain categories of products, in response to fee changes. With respect to non-marketable orders which provide liquidity on an exchange, Equity Members can choose from any one of the 16 currently operating registered exchanges to route such order flow. Accordingly, competitive forces reasonably constrain exchange transaction fees that relate to orders that would provide displayed liquidity on an exchange. Stated otherwise, changes to

¹⁸ See supra note 4.

¹⁹ See supra note 5.

²⁰ See supra note 4.

²¹ See supra note 8.

²² See supra notes 7 and 9.

exchange transaction fees can have a direct effect on the ability of an exchange to compete for order flow. Given this competitive environment, the Exchange's proposed rates for securities priced below \$1.00 represents a reasonable attempt to attract order flow to a new exchange entrant.

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 not necessary or appropriate in furtherance of the purposes of the Act. Rather, the Exchange believes that the proposed change would encourage the submission of additional order flow to a public exchange, thereby promoting market depth, execution incentives and enhanced execution opportunities, as well as price discovery and transparency for all Equity Members and non-Equity Members. As a result, the Exchange believes that the proposed change furthers the Commission's goal in adopting Regulation NMS of fostering competition among orders, which promotes "more efficient pricing of individual stocks for all types of orders, large and small."²³

The Exchange does not believe that the proposed rates for securities priced below \$1.00 will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. To the contrary, the Exchange believes that the proposed rates will continue to increase competition and they are intended to draw volume to the Exchange. As stated above, this proposal and its predecessor²⁴ are direct competitive responses to recent changes made by another exchange.²⁵ The Exchange believes that the ever-shifting market share among the exchanges demonstrates that market participants can shift order flow or discontinue to reduce use of certain categories of products, in response to new or different

²³ See supra note 16.

²⁴ See supra note 8.

²⁵ See supra notes 7 and 9.

pricing structures being introduced into the market. Accordingly, competitive forces constrain the Exchange's transaction fees and rebates, and market participants can readily trade on competing venues if they deem pricing levels at those other venues to be more favorable. As a new exchange, the Exchange faces intense competition from existing exchanges and other non-exchange venues that provide markets for equities trading.

Further, while pricing incentives do cause shifts of liquidity between trading centers, market participants make determinations on where to provide liquidity or route orders to take liquidity based on factors other than pricing, including technology, functionality, and other considerations. Consequently, the Exchange believes that the degree to which its proposed rates for securities priced below \$1.00 could impose any burden on competition is extremely limited, and does not believe that such rates would burden competition of Equity Members or competing venues in a manner that is not necessary or appropriate in furtherance of the purposes of the Act.

The Exchange does not believe that the proposed rates for securities priced below \$1.00 will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the proposed rates for securities priced below \$1.00 will continue to apply equally to all Equity Members. The proposed rates for securities priced below \$1.00 continue to be intended to encourage market participants to both remove and add liquidity to the Exchange by providing a rates that are comparable to those offered by other exchanges, which the Exchange believes will help to encourage Equity Members to send orders to the Exchange to the benefit of all Exchange participants. As the proposed pricing structure for securities priced below \$1.00 are equally applicable to all market participants, the Exchange does not believe there is any burden on intramarket 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 foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act,²⁶ and Rule 19b-4(f)(2)²⁷ 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.

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:rule-comments@sec.gov). Please include File Number SR-PEARL-2020-34 on the subject line.

Paper comments:

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

²⁶ 15 U.S.C. 78s(b)(3)(A)(ii).

²⁷ 17 CFR 240.19b-4(f)(2).

All submissions should refer to File Number SR-PEARL-2020-34. 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-2020-34 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.²⁸

Vanessa Countryman
Secretary

²⁸ 17 CFR 200.30-3(a)(12).

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

MIAX PEARL Equities Fee Schedule

General Notes

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1) Transaction Rebates/Fees

a) Standard Rates

Category	Adding Liquidity Displayed Order	Adding Liquidity Non-Displayed Order	Removing Liquidity	Routing and Removing Liquidity	Opening or Re-Opening Process
Securities at or above \$1.00	(\$0.0032)	(\$0.0022)	\$0.0028	\$0.0030	\$0.00
Securities below \$1.00	[(0.30% of Dollar Value)] <u>0.05% of Dollar Value</u>	[(0.30% of Dollar Value)] <u>0.05% of Dollar Value</u>	[0.30% of Dollar Value] <u>0.05% of Dollar Value</u>	0.30% of Dollar Value	\$0.00

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