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

File No. * SR 2024 - * 38

Amendment No. (req. for Amendments *)

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"/>
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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)			<div style="background-color: red; color: white; padding: 5px;"> Please select "New Form/19b-4(f)(6) Non-controversial" to create 19b-4(f)(6) filing. </div>
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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 *).

Proposal to modify the methods to access MIAX Pearl Options' testing systems environment.

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 * Michael Last Name * Slade

Title * AVP, Associate Counsel

E-mail * mslade@miaxglobal.com

Telephone * (609) 955-0460 Fax

Signature

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

Date 08/22/2024 (Title *)

By Michael Slade AVP, Associate Counsel
(Name *)

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.

Michael Slade Date: 2024.08.22 11:05:47 -04'00'

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-PEARL-2024-38 - 19b4 (8-22-24).		

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-PEARL-2024-38 - Exhibit 1.docx		

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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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) MIAX PEARL, LLC (“MIAX Pearl” or “Exchange”), pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act” or “Exchange Act”)¹ and Rule 19b-4 thereunder,² proposes to describe the two methods to access the Exchange’s³ optional testing systems environment, establish a third method to access the testing systems environment, and establish the timeline and process by which one of the three access methods would be discontinued.

Notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Chief Executive Officer of the Exchange or his designee pursuant to authority delegated by the Exchange Board of Directors on January 19, 2024. 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 change may be directed to Chris Solgan, VP, 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 All references in this filing to “MIAX Pearl” or the “Exchange” are to the options trading facility of MIAX PEARL, LLC. References to the equities trading facility of MIAX PEARL, LLC will be to “MIAX Pearl Equities”.

a. Purpose

The Exchange submits this filing to describe the two methods to access the Exchange's optional testing systems environment, establish a third method to access the testing systems environment, and establish the timeline and process by which the 1 Gigabit ("Gb") or 10Gb ultra-low latency ("ULL") production (i.e., live trading) connection access method described below would be discontinued.

The testing systems environment is a virtual trading system environment for Members⁴ and non-Members to test (i) upcoming Exchange software and code releases, (ii) product enhancements, and (iii) firm-developed software, prior to implementation in the Exchange's production (e.g., live trading) environment. Further, the testing systems environment allows unlimited testing of existing functionality, such as order types, order entry, order management, order throughput, acknowledgements, risk settings, mass cancelations, and purge requests. The testing systems environment is built to closely approximate the production environment to enable users the ability to test their systems and mimics the real life trading environment.⁵

Existing Two Access Methods

There are two methods by which Members and non-Members may access the Exchange's testing systems environment. One, Members and non-Members may access the Exchange's testing systems environment via a virtual private network ("VPN") that operates over the internet and provides site-to-site access. VPN access is provided for free to all Members and non-

⁴ The term "Member" means an individual or organization that is registered with the Exchange pursuant to Chapter II of these Rules for purposes of trading on the Exchange as an "Electronic Exchange Member" or "Market Maker." Members are deemed "members" under the Exchange Act. See Exchange Rule 100.

⁵ Business continuity and disaster recovery testing is performed separately and not within the testing systems environment that is the subject of this filing.

Members. Two, access is also provided through the production connections for each 1Gb⁶ or 10Gb ULL connection for the applicable fee⁷ for such connection and no additional charge. These 1Gb and 10Gb ULL connections provide access to the Exchange's production environment (i.e., live trading) and allow the receipt of proprietary real-time market data.

Members and non-Members that utilize a VPN or 1Gb production connection to access the testing systems environment of the Exchange are also able to access the testing systems environments of each of the Exchange's affiliated options markets – MIAX Sapphire, LLC ("MIAX Sapphire"), Miami International Securities Exchange, LLC ("MIAX"), and MIAX Emerald, LLC ("MIAX Emerald").⁸ Also, unlike VPN and 1Gb, 10Gb ULL connections only provide access the Exchange's testing systems environment and not those of its affiliated options markets. This is because of the nature of those connections, which are utilized to access the Exchange only, not just for testing, but for other Exchange specific items, such as access the Exchange's production environment and for the receipt of proprietary Exchange market data.

Proposed Third Access Method

The Exchange proposes to establish a third method by which Members and non-Members may access the options testing systems environment. This third method is via a dedicated cross connection that will allow Members and non-Members to access the testing systems environment and would be available as either a 1Gb or 10Gb connection.⁹ Like access via a VPN and a 1Gb

⁶ Like VPN access, the 1Gb connection will allow Members and non-Members to reach all testing systems environments of the Exchange's affiliated options markets.

⁷ See MIAX Pearl Fee Schedule, Sections 5)a)-b) for the fees for 1Gb and 10Gb ULL production connectivity.

⁸ Members and non-Members that choose to utilize the testing systems environment of MIAX Pearl Equities, the equities trading facility of MIAX PEARL, LLC, must utilize a separate dedicated cross connect as MIAX Pearl Equities' testing systems environment operates on a separate network from the affiliated options markets.

⁹ The Exchange notes that other exchange families offer a similar dedicated connection to their testing environment for their members and non-members. See, e.g., Nasdaq Options Test Facility (NTF) Abstract,

production connection, the dedicated cross connection would also provide access to the testing systems environment of the Exchange's affiliated options markets – MIAX Sapphire, MIAX, and MIAX Emerald. The proposed dedicated cross connect to the testing systems environment would not, however, provide access to any of the production environments (i.e., live trading) of the Exchange or its affiliates, or allow the receipt of proprietary real-time market data for which each Member or non-Member may subscribe.

* * * * *

Members and non-Members that access the testing systems environment through any one of the available access methods, including the proposed dedicated cross connection, receive functionally the same testing experience. Each Member or non-Member is free to decide how to access the testing systems environment based on their own needs and trading architecture. Again, use of the testing systems environment is entirely optional and no Member or non-Member is required by rule or regulation to make use of the testing systems environment.¹⁰ Regardless of access method, all Members and non-Members are provided the same testing systems environment experience and are able to perform all of the same functions.

Phased Out of Production Connections

The Exchange will phase out the ability to connect to the testing systems environment via the existing 1Gb and 10Gb ULL production connections over the next 6 to 12 months. The

Version 1.4.4 (March 2024), available at https://www.nasdaq.com/Nasdaq_Test_Facility_NTF_Guide (last visited July 16, 2024) (“...the Nasdaq Test Facility... where market participants can test their trading applications with the INET trading system. The NTF environment allows members to test sending and executing quotes and orders offered by our six options exchanges...”); see also Securities Exchange Act Release No. 100442 (June 27, 2024), 89 FR 55296 (July 3, 2024) (SR-CboeBZX-2024-058) (“...the Exchange also offers corresponding ports which provide Members and non-Members access to the Exchange’s certification environment to test proprietary systems and applications...The certification environment facilitates testing using replicas of the Exchange’s production environment process configurations which provide for a robust and realistic testing experience...”).

¹⁰ See supra note 5.

Exchange will issue an alert notifying market participants of the anticipated timeline by which it will phase out access to the testing systems environment via 1Gb and 10Gb ULL production connections. During this phase out period, Members and non-Members that use a 1Gb or 10Gb ULL production connection to access the testing systems environment would continue to be able to do so. At the end of this period, Members and non-Members that currently elect to access the Exchange's testing systems environment via a 1Gb or 10Gb ULL connection that seek to continue to access the Exchange's testing systems environment would be required to transfer their access to one of the two remaining access methods, a VPN for free or by subscribing to a dedicated cross connection for an amount that is expected to be less than the current fee for a 1Gb or 10Gb ULL production connection.¹¹

b. Statutory Basis

The Exchange believes the proposed change is consistent with the requirements of Section 6(b) of the Act,¹² in general, and Section 6(b)(5),¹³ in particular, because it is designed to prevent fraudulent and manipulative acts and practices, promote just and equitable principles of trade, foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, and remove impediments to and perfect the mechanism of a free and open market and a national market system.

¹¹ The Exchange will submit a separate proposed rule change for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act (15 U.S.C. 78s(b)(3)(A)) and Rule 19b-4(f)(2) (17 CFR 240.19b-4(f)(2)) thereunder to establish a fee for the dedicated cross connect to the testing systems environment. The Exchange anticipates to waive such proposed fee for a period of time and that any potential fees at the end of the waiver will be less than the fees for a 1Gb and 10Gb ULL connection to the production environment.

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(5).

This filing describes the two existing methods to access the Exchange's optional testing systems environment, proposes to establish a third access method, and describes the process by which one access method would be discontinued. Doing so provides clarity to market participants and seeks to avoid potential investor confusion.

Access to the Exchange's testing systems environment is completely voluntary.¹⁴ The testing systems environment is a useful tool for Members and non-Members to test (i) upcoming Exchange software and code releases, (ii) product enhancements, and (iii) firm-developed software, prior to implementation in the Exchange's production environment. In addition, the testing systems environment allows unlimited firm-level testing of order types, order entry, order management, order throughput, acknowledgements, risk settings, mass cancelations, and purge requests.

This filing also proposes to establish a third access method, a dedicated cross connect, to the Exchange's optional testing systems environment. The Exchange believes the proposed dedicated cross connect access to the test environment is being proposed purely for convenience and, again, would be entirely optional. Access to the test environment via a dedicated cross connect would enable Members and non-Members to connect their software to the test environment allowing their applications to communicate directly with the test environment. Members and non-Members that choose to access the test environment via a dedicated cross connect are also provided access to the test environments of the Exchange's affiliate options markets via a single connection, and would not be required to subscribe to multiple cross connects to test in those environments.

¹⁴ As noted above, business continuity and disaster recovery testing is performed separately and not within the testing systems environment that is the subject of this filing.

There is no functional difference between the two existing and proposed third access alternative. It is simply a technical decision of each Member or non-Member regarding how to access the testing systems environment. The testing systems environment, whether accessed via the proposed dedicated cross connection or otherwise, provides Members and non-Members the same scope of abilities to test their systems and software in the Exchange's testing systems environment, which replicates the Exchange's anticipated production trading environment. The testing systems environment serves to improve live trading on the Exchange and the national market system by permitting Members and non-Members the ability to accurately test software and code changes prior to implementing them in their systems in the live trading environment. This should, in turn, reduce the likelihood of a potentially disruptive issues in the live trading environment, which has the potential to affect all market participants.

Therefore, for the above reasons, the Exchange believes the proposed rule change is consistent with the Act.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. There would be no competitive advantage for Members and non-Members that access the testing systems environment via one access method versus another. All modes of access allow Members and non-Members to perform the same testing functions in the same manner. As such, the Exchange does not believe that the proposed change will impose any burden on intermarket competition not necessary or appropriate in furtherance of the purposes of the Act.

The Exchange believes the proposed rule change may have a positive impact on or intramarket competition. Among other things, the proposed rule change is intended to keep pace

with technological changes in the industry and evolving customer needs and demands, and believes the dedicated cross connection to the testing systems environment will contribute to robust competition among national securities exchanges. As noted above, several exchanges already offer similar testing environments to their members and non-members.¹⁵ As a result, the Exchange believes this proposed rule change permits fair competition among national securities exchanges.

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)**

Pursuant to Section 19(b)(3)(A) of the Act¹⁶ and Rule 19b-4(f)(6)¹⁷ thereunder, the Exchange has designated this proposal as one that effects a change that: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

This proposed rule change does not significantly affect the protection of investors or the public interest, nor does it not impose any significant burden on competition. The Exchange is not proposing new functionality. This filing simply describes the current means of access to the

¹⁵ See supra note 9.

¹⁶ 15 U.S.C. 78s(b)(3)(A).

¹⁷ 17 CFR 240.19b-4(f)(6).

Exchange's testing systems environment, and describes the process by which the access via a 1Gb and 10Gb ULL production connections would be discontinued. This portion of the proposal simply provides clarity to market participants and seeks to avoid potential investor confusion. Once the 1Gb and 10Gb ULL production connections are discontinued, Members and non-Members would continue to be able to access the testing systems environment through via VPN or the proposed dedicated cross connections and receive functionally the same testing experience and perform all of the same functions as the soon to be discontinued access via the 1Gb and 10Gb ULL production connections.

This filing also proposes to establish a third access method, a dedicated cross connect, to the Exchange's optional testing systems environment, which is being proposed purely for convenience and, again, would be entirely optional. The testing systems environment, whether accessed via the proposed dedicated cross connection or otherwise, provides Members and non-Members the same scope of abilities to test their systems and software in the Exchange's testing systems environment, which replicates the Exchange's anticipated production trading environment. Therefore, the proposed dedicated cross connect does not significantly affect the protection of investors or the public interest, nor does it not impose any significant burden on competition.

The Exchange's affiliate, MIAX Sapphire, recently proposed a substantively similar change to provide access to its testing systems environment via either VPN or dedicated 1Gb/10Gb ULL cross connects, while also proposing to phase out access via the 1Gb and 10Gb ULL production connections.¹⁸ Lastly, other competing exchange families offer a similar testing

¹⁸ See Securities Exchange Act Release No. 100732 (August 15, 2024), 89 FR 67693 (August 21, 2024) (SR-SAPPHIRE-2024-07).

environment for their members and non-members.¹⁹ Accordingly, this proposal does not present any new or novel issues not already considered by the Commission. For the foregoing reasons, the Exchange believes this proposal qualifies for immediate effectiveness as a “non-controversial” rule change under paragraph (f)(6) of Rule 19b-4 of the Act.²⁰

At any time within 60 days of 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.

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.

¹⁹ See supra note 9.

²⁰ 17 CFR 240.19b-4(f)(6).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-PEARL-2024-38)

August ____, 2024

Self-Regulatory Organizations: Notice of Filing and Immediate Effectiveness of a Proposed Rule Change by MIAX PEARL, LLC to Modify Access to the MIAX Pearl Options Testing Systems Environment

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 August ____, 2024, 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 describe the two methods to access the Exchange’s³ optional testing systems environment, establish a third method to access the testing systems environment, and establish the timeline and process by which one of the three access methods would be discontinued.

The text of the proposed rule change is available on the Exchange’s website at <https://www.miaxglobal.com/markets/us-options/all-options-exchanges/rule-filings>, 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 All references in this filing to “MIAX Pearl” or the “Exchange” are to the options trading facility of MIAX PEARL, LLC. References to the equities trading facility of MIAX PEARL, LLC will be to “MIAX Pearl Equities”.

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

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

1. Purpose

The Exchange submits this filing to describe the two methods to access the Exchange's optional testing systems environment, establish a third method to access the testing systems environment, and establish the timeline and process by which the 1 Gigabit ("Gb") or 10Gb ultra-low latency ("ULL") production (i.e., live trading) connection access method described below would be discontinued.

The testing systems environment is a virtual trading system environment for Members⁴ and non-Members to test (i) upcoming Exchange software and code releases, (ii) product enhancements, and (iii) firm-developed software, prior to implementation in the Exchange's production (e.g., live trading) environment. Further, the testing systems environment allows unlimited testing of existing functionality, such as order types, order entry, order management, order throughput, acknowledgements, risk settings, mass cancelations, and purge requests. The

⁴ The term "Member" means an individual or organization that is registered with the Exchange pursuant to Chapter II of these Rules for purposes of trading on the Exchange as an "Electronic Exchange Member" or "Market Maker." Members are deemed "members" under the Exchange Act. See Exchange Rule 100.

testing systems environment is built to closely approximate the production environment to enable users the ability to test their systems and mimics the real life trading environment.⁵

Existing Two Access Methods

There are two methods by which Members and non-Members may access the Exchange's testing systems environment. One, Members and non-Members may access the Exchange's testing systems environment via a virtual private network ("VPN") that operates over the internet and provides site-to-site access. VPN access is provided for free to all Members and non-Members. Two, access is also provided through the production connections for each 1Gb⁶ or 10Gb ULL connection for the applicable fee⁷ for such connection and no additional charge. These 1Gb and 10Gb ULL connections provide access to the Exchange's production environment (i.e., live trading) and allow the receipt of proprietary real-time market data.

Members and non-Members that utilize a VPN or 1Gb production connection to access the testing systems environment of the Exchange are also able to access the testing systems environments of each of the Exchange's affiliated options markets – MIAX Sapphire, LLC ("MIAX Sapphire"), Miami International Securities Exchange, LLC ("MIAX"), and MIAX Emerald, LLC ("MIAX Emerald").⁸ Also, unlike VPN and 1Gb, 10Gb ULL connections only provide access the Exchange's testing systems environment and not those of its affiliated options markets. This is because of the nature of those connections, which are utilized to access the

⁵ Business continuity and disaster recovery testing is performed separately and not within the testing systems environment that is the subject of this filing.

⁶ Like VPN access, the 1Gb connection will allow Members and non-Members to reach all testing systems environments of the Exchange's affiliated options markets.

⁷ See MIAX Pearl Fee Schedule, Sections 5)a)-b) for the fees for 1Gb and 10Gb ULL production connectivity.

⁸ Members and non-Members that choose to utilize the testing systems environment of MIAX Pearl Equities, the equities trading facility of MIAX PEARL, LLC, must utilize a separate dedicated cross connect as MIAX Pearl Equities' testing systems environment operates on a separate network from the affiliated options markets.

Exchange only, not just for testing, but for other Exchange specific items, such as access the Exchange's production environment and for the receipt of proprietary Exchange market data.

Proposed Third Access Method

The Exchange proposes to establish a third method by which Members and non-Members may access the options testing systems environment. This third method is via a dedicated cross connection that will allow Members and non-Members to access the testing systems environment and would be available as either a 1Gb or 10Gb connection.⁹ Like access via a VPN and a 1Gb production connection, the dedicated cross connection would also provide access to the testing systems environment of the Exchange's affiliated options markets – MIAX Sapphire, MIAX, and MIAX Emerald. The proposed dedicated cross connect to the testing systems environment would not, however, provide access to any of the production environments (i.e., live trading) of the Exchange or its affiliates, or allow the receipt of proprietary real-time market data for which each Member or non-Member may subscribe.

* * * * *

Members and non-Members that access the testing systems environment through any one of the available access methods, including the proposed dedicated cross connection, receive functionally the same testing experience. Each Member or non-Member is free to decide how to access the testing systems environment based on their own needs and trading architecture.

⁹ The Exchange notes that other exchange families offer a similar dedicated connection to their testing environment for their members and non-members. See, e.g., Nasdaq Options Test Facility (NTF) Abstract, Version 1.4.4 (March 2024), available at https://www.nasdaq.com/Nasdaq_Test_Facility_NTF_Guide (last visited July 16, 2024) (“...the Nasdaq Test Facility...where market participants can test their trading applications with the INET trading system. The NTF environment allows members to test sending and executing quotes and orders offered by our six options exchanges...”); see also Securities Exchange Act Release No. 100442 (June 27, 2024), 89 FR 55296 (July 3, 2024) (SR-CboeBZX-2024-058) (“...the Exchange also offers corresponding ports which provide Members and non-Members access to the Exchange's certification environment to test proprietary systems and applications...The certification environment facilitates testing using replicas of the Exchange's production environment process configurations which provide for a robust and realistic testing experience...”).

Again, use of the testing systems environment is entirely optional and no Member or non-Member is required by rule or regulation to make use of the testing systems environment.¹⁰ Regardless of access method, all Members and non-Members are provided the same testing systems environment experience and are able to perform all of the same functions.

Phased Out of Production Connections

The Exchange will phase out the ability to connect to the testing systems environment via the existing 1Gb and 10Gb ULL production connections over the next 6 to 12 months. The Exchange will issue an alert notifying market participants of the anticipated timeline by which it will phase out access to the testing systems environment via 1Gb and 10Gb ULL production connections. During this phase out period, Members and non-Members that use a 1Gb or 10Gb ULL production connection to access the testing systems environment would continue to be able to do so. At the end of this period, Members and non-Members that currently elect to access the Exchange's testing systems environment via a 1Gb or 10Gb ULL connection that seek to continue to access the Exchange's testing systems environment would be required to transfer their access to one of the two remaining access methods, a VPN for free or by subscribing to a dedicated cross connection for an amount that is expected to be less than the current fee for a 1Gb or 10Gb ULL production connection.¹¹

2. Statutory Basis

¹⁰ See supra note 5.

¹¹ The Exchange will submit a separate proposed rule change for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act (15 U.S.C. 78s(b)(3)(A)) and Rule 19b-4(f)(2) (17 CFR 240.19b-4(f)(2)) thereunder to establish a fee for the dedicated cross connect to the testing systems environment. The Exchange anticipates to waive such proposed fee for a period of time and that any potential fees at the end of the waiver will be less than the fees for a 1Gb and 10Gb ULL connection to the production environment.

The Exchange believes the proposed change is consistent with the requirements of Section 6(b) of the Act,¹² in general, and Section 6(b)(5),¹³ in particular, because it is designed to prevent fraudulent and manipulative acts and practices, promote just and equitable principles of trade, foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, and remove impediments to and perfect the mechanism of a free and open market and a national market system.

This filing describes the two existing methods to access the Exchange's optional testing systems environment, proposes to establish a third access method, and describes the process by which one access method would be discontinued. Doing so provides clarity to market participants and seeks to avoid potential investor confusion.

Access to the Exchange's testing systems environment is completely voluntary.¹⁴ The testing systems environment is a useful tool for Members and non-Members to test (i) upcoming Exchange software and code releases, (ii) product enhancements, and (iii) firm-developed software, prior to implementation in the Exchange's production environment. In addition, the testing systems environment allows unlimited firm-level testing of order types, order entry, order management, order throughput, acknowledgements, risk settings, mass cancelations, and purge requests.

This filing also proposes to establish a third access method, a dedicated cross connect, to the Exchange's optional testing systems environment. The Exchange believes the proposed dedicated cross connect access to the test environment is being proposed purely for convenience

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(5).

¹⁴ As noted above, business continuity and disaster recovery testing is performed separately and not within the testing systems environment that is the subject of this filing.

and, again, would be entirely optional. Access to the test environment via a dedicated cross connect would enable Members and non-Members to connect their software to the test environment allowing their applications to communicate directly with the test environment. Members and non-Members that choose to access the test environment via a dedicated cross connect are also provided access to the test environments of the Exchange's affiliate options markets via a single connection, and would not be required to subscribe to multiple cross connects to test in those environments.

There is no functional difference between the two existing and proposed third access alternative. It is simply a technical decision of each Member or non-Member regarding how to access the testing systems environment. The testing systems environment, whether accessed via the proposed dedicated cross connection or otherwise, provides Members and non-Members the same scope of abilities to test their systems and software in the Exchange's testing systems environment, which replicates the Exchange's anticipated production trading environment. The testing systems environment serves to improve live trading on the Exchange and the national market system by permitting Members and non-Members the ability to accurately test software and code changes prior to implementing them in their systems in the live trading environment. This should, in turn, reduce the likelihood of a potentially disruptive issues in the live trading environment, which has the potential to affect all market participants.

Therefore, for the above reasons, the Exchange believes the proposed rule change is consistent with the Act.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. There would be no competitive advantage for Members and non-Members that access the testing

systems environment via one access method versus another. All modes of access allow Members and non-Members to perform the same testing functions in the same manner. As such, the Exchange does not believe that the proposed change will impose any burden on intermarket competition not necessary or appropriate in furtherance of the purposes of the Act.

The Exchange believes the proposed rule change may have a positive impact on or intramarket competition. Among other things, the proposed rule change is intended to keep pace with technological changes in the industry and evolving customer needs and demands, and believes the dedicated cross connection to the testing systems environment will contribute to robust competition among national securities exchanges. As noted above, several exchanges already offer similar testing environments to their members and non-members.¹⁵ As a result, the Exchange believes this proposed rule change permits fair competition among national securities exchanges.

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

Written comments were neither solicited nor received.

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

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate, it has become effective pursuant to 19(b)(3)(A) of the Act¹⁶ and Rule 19b-4(f)(6)¹⁷ thereunder.

¹⁵ See supra note 9.

¹⁶ 15 U.S.C. 78s(b)(3)(A).

¹⁷ 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to

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-2024-38 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.

All submissions should refer to file number SR-PEARL-2024-38. 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>).

the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

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 a.m. and 3 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-PEARL-2024-38 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.¹⁸

Sherry R. Haywood,
Assistant Secretary

¹⁸ 17 CFR 200.30-3(a)(12).