

C. 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.

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

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

The Exchange has asked the Commission to waive the 30-day operative delay so that the proposal may become operative immediately upon filing. The Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest, as it will allow the obvious error pilot program to continue uninterrupted while the industry gains further experience operating under the Plan, and avoid any investor confusion that could result from a temporary interruption in the pilot program. For this reason, the Commission designates the proposed rule change to be operative upon filing.¹³

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 email to rule-comments@sec.gov. Please include File Number SR-NASDAQ-2015-016 on the subject line.

Paper Comments

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

All submissions should refer to File Number SR-NASDAQ-2015-016. 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 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 Web site 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 such 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-NASDAQ-2015-016, and should be submitted on or before March 19, 2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁴

Jill M. Peterson,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-74343; File No. SR-BX-2015-011]

Self-Regulatory Organizations; NASDAQ OMX BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the Fee Schedule Under Exchange Rule 7018(a) With Respect to Transactions in Securities Priced at \$1 or More per Share

February 20, 2015.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on February 9, 2015, NASDAQ OMX BX, Inc. ("BX" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "Commission") the 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 proposes to amend the fee schedule under Exchange Rule 7018(a) with respect to transactions in securities priced at \$1 or more per share.

The text of the proposed rule change is also available on the Exchange's Web site at <http://nasdaqomxbx.cchwallstreet.com>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these

¹¹ 15 U.S.C. 78s(b)(3)(A).

¹² 17 CFR 240.19b-4(f)(6)(iii). As required under Rule 19b-4(f)(6)(iii), the Exchange provided the Commission with written notice of its intent to file the proposed rule change, along with a brief description and the text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission.

¹³ For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

¹⁴ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 is proposing to amend BX Rule 7018(a) to provide an additional means by which a member firm may qualify for Tier 1 of the Qualified Market Maker ("QMM") program. The QMM program provides incentives to Exchange members to improve the market by quoting at certain levels for a minimum time. A QMM is a member firm that makes a significant contribution to market quality by providing liquidity at the national best bid and offer ("NBBO") in a large number of stocks for a significant portion of the day. The designation reflects the QMM's commitment to provide meaningful and consistent support to market quality and price discovery by extensive quoting at the NBBO in a large number of securities. In return, qualifying members receive a reduced charge for displayed liquidity provided. There are two QMM tiers under Rule 7018(a), which provide different levels of reduced charges for providing displayed liquidity based on the contribution the QMM makes to market quality.³

Currently, to qualify for Tier 1 of the QMM program, a member firm must have (i) shares of liquidity provided and (ii) total shares of liquidity accessed and provided in all securities through one or more of its NASDAQ OMX BX Equities System MPIDs that represent more than 0.40% and 0.50%, respectively, of Consolidated Volume.⁴ For a member qualifying under this method, the member must have at least one

Qualified MPID that is an MPID through which, for at least 150 securities, the QMM quotes at the NBBO an average of at least 25% of the time during regular market hours (9:30 a.m. through 4:00 p.m.) during the month. Alternatively, a member firm may qualify for Tier 1 if it has (i) shares of liquidity provided and (ii) total shares of liquidity accessed and provided in all securities through one or more of its NASDAQ OMX BX Equities System MPIDs that represent more than 0.30% and 0.45%, respectively, of Consolidated Volume during the month. For a member qualifying under this method, the member must have at least one Qualified MPID that is an MPID through which, for at least 400 securities, the Qualified Market Maker quotes at the NBBO an average of at least 25% of the time during regular market hours (9:30 a.m. through 4:00 p.m.) during the month. To qualify under Tier 2 of the QMM program, a member firm must have at least one Qualified MPID, that is, an MPID through which, for at least 300 securities, the QMM quotes at the NBBO an average of at least 75% of the time during the regular market hours (9:30 a.m. through 4:00 p.m.) during the month. BX is proposing to add a new alternative means to qualifying for Tier 1 of the QMM program.

Under the new Tier 1 qualification standard, a member firm must have (i) shares of liquidity provided and (ii) total shares of liquidity accessed and provided in all securities through one or more of its NASDAQ OMX BX Equities System MPIDs that represent more than 0.20% and 0.30%, respectively, of Consolidated Volume during the month. For a member qualifying under this method, the member must have at least one Qualified MPID, that is, an MPID through which, for at least 200 securities, the QMM quotes at the NBBO an average of at least 50% of the time during regular market hours (9:30 a.m. through 4:00 p.m.) during the month. The member must also provide an average daily volume of 1.5 million shares or more using orders with midpoint pegging during the month. The Exchange notes that the percentages of total shares of liquidity accessed and provided in all securities through its MPIDs is lower than both of the other two Tier 1 standards, and is higher than the related Tier 2 standard, which has no such requirement. In addition, the number of securities that the QMM must quote at the NBBO is lower than one of the Tier 1 standards and the Tier 2 standard, although it is higher than the other Tier 1 standard. Lastly, the amount of time that a member firm must

quote at the NBBO in those securities is higher in the proposed new Tier 1 standard, but lower than Tier 2 standard. Unlike all of the current Tier 1 and Tier 2 standards, the new proposed Tier 1 standard requires a member firm to also provide an average daily volume of 1.5 million shares or more using orders with midpoint pegging during the month. The Exchange notes that although displayed orders are generally preferred to non-displayed orders because they assist in price discovery, the use of midpoint orders should also be encouraged through pricing incentives because they provide price improvement. Accordingly, adding an additional requirement that provides an incentive to provide midpoint pegging orders is consistent with the QMM program's goal of improving the market on BX.⁵

The Exchange is implementing the proposed change on February 9, 2015. The calculations of the rule, however, are based on a full month's trading. As such, for the abbreviated first month that the new rule is effective, the Exchange is basing the calculations of the criteria of the new standard on the trading that occurs during the effective date through the end of the month. Otherwise, all member firms would be penalized by the shorter timeframe in which to meet the standard.

2. Statutory Basis

BX believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,⁶ in general, and with Sections 6(b)(4) and 6(b)(5) of the Act,⁷ in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which the Exchange operates or controls, and is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest; and are not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

⁵ The Exchange notes that it provides reduced fees for providing midpoint liquidity through Midpoint Peg orders. See Rule 7018(a).

⁶ 15 U.S.C. 78f.

⁷ 15 U.S.C. 78f(b)(4) and (5).

³ Tier 1 has more stringent qualification requirements than Tier 2. Consequently, QMMs qualifying for Tier 1 are assessed a charge of \$0.0014 per share executed whereas those qualifying for Tier 2 are assessed a charge of \$0.0017 per share executed for providing displayed liquidity.

⁴ Consolidated Volume is defined as the total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during a month in equity securities, excluding executed orders with a size of less than one round lot. For purposes of calculating Consolidated Volume and the extent of a member's trading activity, expressed as a percentage of or ratio to Consolidated Volume, the date of the annual reconstitution of the Russell Investments Indexes shall be excluded from both total Consolidated Volume and the member's trading activity. See Rule 7018(a).

The Exchange believes that the proposed change is reasonable because it provides a further incentive to BX member firms to enhance the quality of the market by providing meaningful improvement, to the benefit of all market participants. The Exchange also believes that the proposed criteria of the new qualification standard are both reasonable and an equitable allocation because they are comparable to the other two means of qualifying for Tier 1. Although some requirements are lower than those of the current standards, the Exchange has added an additional mid-point pegging requirement, which the Exchange believes makes the new standard as stringent as the existing standards, and more so than the Tier 2 standard. As a consequence, all member firms that qualify under the new standard will receive the benefits of the Tier and those that do qualify under the new standard have provided comparable market improvement as other member firms that qualify under the other standards of Tier 1. The Exchange also believes that it is reasonable and an equitable allocation of the fee to consider only Consolidated Volume that accrued during the time that the new Tier 1 standard is effective for the month of February 2015. As noted, the Exchange is implementing the new standard on February 9, 2015. Various criteria under the new standard compare the trading that the member firm does during the month against monthly totals of Consolidated Volume for the full month. Solely for the purpose of calculating eligibility for the abbreviated month of February 2015, the Exchange is only considering the member's activity and Consolidated Volume for the time that the rule is effective on February 9th through the end of the month. The exchange believes that by doing so, all member firms will have the opportunity to qualify under the new standard without penalty for the abbreviated time to reach the levels of trading required by the rule.

Lastly, the Exchange believes that the proposed change further perfects the mechanism of a free and open market by increasing the means by which a member firm may qualify for this beneficial, market improving program. The new standard is based on an alternative mix of market-improving order activity. Accordingly, to the extent that the new standard increases the number of member firms that qualify under the tier, market quality will increase.

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

The Exchange does not believe that the proposed rule changes will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended.⁸ BX notes that it operates in a highly competitive market in which market participants can readily favor over 40 different competing exchanges and alternative trading systems if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, BX must continually adjust its fees to remain competitive with other exchanges. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, BX believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited.

In this instance, the addition of the new Tier 1 QMM standard provides an additional means for member firms to improve the market to gain the benefit of the reduced charge for adding displayed liquidity. Member firms are not compelled to participate in the program if they deem the requirements too burdensome to justify the reduced charge. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of member firms or competing order execution venues to maintain their competitive standing in the financial markets.

C. 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.

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

The foregoing change has become effective pursuant to Section 19(b)(3)(A) of the Act⁹ and paragraph (f) of Rule 19b-4¹⁰ 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.

⁸ 15 U.S.C. 78f(b)(8).

⁹ 15 U.S.C. 78s(b)(3)(A).

¹⁰ 17 CFR 240.19b-4(f).

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 email to rule-comments@sec.gov. Please include File Number SR-BX-2015-011 on the subject line.

Paper Comments

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

All submissions should refer to File Number SR-BX-2015-011. 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 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 Web site 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 such 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-BX-2015-011, and should be submitted on or before March 19, 2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹¹

Jill M. Peterson,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-74338; File No. SR-NYSEArca-2014-143]

Self-Regulatory Organizations; NYSE Arca, Inc.; Order Granting Approval of Proposed Rule Change Relating to the Listing and Trading of Shares of the SPDR® DoubleLine Total Return Tactical ETF Under NYSE Arca Equities Rule 8.600

February 20, 2015.

I. Introduction

On December 30, 2014, NYSE Arca, Inc. ("Exchange" or "NYSE Arca") filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act" or "Exchange Act")¹ and Rule 19b-4 thereunder,² a proposed rule change to list and trade shares ("Shares") of the SPDR® DoubleLine Total Return Tactical ETF ("Fund") under NYSE Arca Equities Rule 8.600. The proposed rule change was published for comment in the *Federal Register* on January 6, 2015.³ The Commission received no comments on the proposal. This order grants approval of the proposed rule change.

II. Description of the Proposal

A. In General

NYSE Arca proposes to list and trade Shares of the Fund under NYSE Arca Equities Rule 8.600, which governs the listing and trading of Managed Fund Shares on the Exchange. The Shares will be offered by SSgA Active ETF Trust ("Trust"), which is organized as a Massachusetts business trust and is registered with the Commission as an open-end management investment company.⁴ SSgA Funds Management,

Inc. will serve as the investment adviser to the Fund ("Adviser"), and DoubleLine Capital L.P. will be the Fund's sub-adviser ("Sub-Adviser").⁵ State Street Global Markets, LLC will serve as the principal underwriter and distributor of the Fund's Shares. State Street Bank and Trust Company will serve as the administrator, custodian, and transfer agent for the Fund.

B. The Exchange's Description of the Fund

The Exchange has made the following representations and statements in describing the Fund and its investment strategy, including the Fund's portfolio holdings and investment restrictions.⁶

1. Principal Investments of the Fund

The investment objective of the Fund will be to maximize total return. Under normal circumstances,⁷ the Fund will invest all of its assets in the SSgA DoubleLine Total Return Tactical Portfolio ("Portfolio"), a separate series of the SSgA Master Trust with an identical investment objective as the Fund. As a result, the Fund will invest

("Registration Statement"). In addition, the Exchange represents that the Trust has obtained from the Commission certain exemptive relief under the 1940 Act. *See* Investment Company Act Release No. 29524 (Dec. 13, 2010) (File No. 812-13487).

⁵ The Exchange represents that the Adviser and Sub-Adviser are not registered as broker-dealers. The Exchange further represents that, while the Sub-Adviser is not affiliated with a broker-dealer, the Adviser is affiliated with a broker-dealer and that the Adviser has implemented a "fire wall" with respect to its broker-dealer affiliate regarding access to information concerning the composition of or changes to the Fund's portfolio. In addition, in the event (a) the Adviser or Sub-Adviser becomes registered as a broker-dealer or newly affiliated with a broker-dealer, or (b) any new adviser or sub-adviser is a registered broker-dealer or becomes affiliated with a broker-dealer, the Adviser or Sub-Adviser or any new adviser or sub-adviser, as the case may be, will implement a fire wall with respect to its relevant personnel or broker-dealer affiliate, as applicable, regarding access to information concerning the composition of or changes to the portfolio and will be subject to procedures designed to prevent the use and dissemination of material non-public information regarding the portfolio.

⁶ The Commission notes that additional information regarding the Fund, the Trust, and the Shares, including investment strategies, risks, creation and redemption procedures, fees, portfolio holdings disclosure policies, calculation of net asset value ("NAV"), distributions, and taxes, among other things, can be found in the Notice and the Registration Statement, as applicable. *See* Notice and Registration Statement, *supra* notes 3 and 4, respectively.

⁷ With respect to the Fund, the term "under normal circumstances" includes, but is not limited to, the absence of extreme volatility or trading halts in the fixed income markets or the financial markets generally; operational issues causing dissemination of inaccurate market information; or force majeure type events such as systems failure, natural or man-made disaster, act of God, armed conflict, act of terrorism, riot or labor disruption, or any similar intervening circumstance.

indirectly in all of the securities and assets owned by the Portfolio.⁸

Under normal circumstances, the Portfolio will invest at least 80% of its net assets in a diversified portfolio of fixed income securities of any credit quality. Fixed income securities in which the Portfolio principally will invest include the following: Securities issued or guaranteed by the U.S. government or its agencies, instrumentalities or sponsored corporations; inflation protected public obligations of the U.S. Treasury (commonly known as "TIPS"); agency and non-agency residential mortgage-backed securities ("RMBS"); agency and non-agency commercial mortgage-backed securities ("CMBS"); agency and non-agency asset-backed securities ("ABS");⁹ domestic corporate bonds; fixed income securities issued by foreign corporations and foreign governments including emerging markets; bank loans (primarily senior loans, including loan participations or assignments whose loan syndication exceeds \$300 million); municipal bonds; and other securities (such as perpetual bonds) bearing fixed interest rates of any maturity.

⁸ According to the Exchange, the Fund is intended to be managed in a "master-feeder" structure, under which the Fund invests substantially all of its assets in a corresponding Portfolio (*i.e.*, a "master fund"), which is a separate mutual fund registered under the 1940 Act that has an identical investment objective. As a result, the Fund (*i.e.*, a "feeder fund") has an indirect interest in all of the securities and assets owned by the Portfolio. Because of this indirect interest, the Fund's investment returns should be the same as those of the Portfolio, adjusted for the expenses of the Fund. In extraordinary instances, the Fund reserves the right to make direct investments in securities and other assets. The Adviser and Sub-Adviser will manage the investments of the Portfolio. Under the master-feeder arrangement, and pursuant to the Investment Advisory Agreement between the Adviser and the Trust, investment advisory fees charged at the Portfolio level are deducted from the advisory fees charged at the Fund level. This arrangement avoids a "layering" of fees, *i.e.*, the Fund's total annual operating expenses would be no higher as a result of investing in a master-feeder arrangement than they would be if the Fund pursued its investment objective directly. In addition, the Fund may discontinue investing through the master-feeder arrangement and pursue its investment objective directly if the Fund's Board of Trustees ("Board") determines that doing so would be in the best interests of shareholders.

⁹ According to the Exchange, the term asset-backed securities is used by the Fund to describe securities backed by installment contracts, credit-card receivables, or other assets, but does not include either residential or commercial mortgage-backed securities. Both asset-backed and commercial mortgage-backed securities represent interests in "pools" of assets in which payments of both interest and principal on the securities are made on a regular basis. Asset-backed securities also include institutionally traded senior floating rate debt obligations issued by asset-backed pools and other issues, and interests therein.

¹¹ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ *See* Securities Exchange Act Release No. 73958 (Dec. 30, 2014), 80 FR 572 ("Notice").

⁴ The Trust is registered under the Investment Company Act of 1940 ("1940 Act"). The Exchange represents that, on May 30, 2014, the Trust filed an amendment to its registration statement on Form N-1A under the Securities Act of 1933 ("Securities Act") and under the 1940 Act relating to the Fund (File Nos. 333-173276 and 811-22542).