

**Nasdaq GEMX  
Schedule of Fees**

*Last Updated June 12, 2017*

## **Table of Contents**

### **Preface**

- I. Regular Order Fees and Rebates**
- II. Other Options Fees and Rebates**
  - A. Route-Out Fees**
- III. Legal & Regulatory**
  - A. Options Regulatory Fee**
  - B. FINRA Web CRD Fees**
  - C. Regulatory Fees**
  - D. Application Fees**
- IV. Access Services**
  - A. Access Fees**
  - B. CMM Trading Right Fees**
  - C. Network Fees**
  - D. Gateway Fees**
  - E. Port Fees**
- V. Market Data**
  - A. Nasdaq GEMX Order Feed**
  - B. Nasdaq GEMX Top Quote Feed**
  - C. Nasdaq GEMX Real-time Depth of Market Raw Data Feed**
  - D. Nasdaq GEMX Open/Close End of Day Trade Profile**
  - E. Nasdaq GEMX Open/Close Intraday Trade Profile**
- VI. Consolidated Audit Trail Funding Fees**
  - a. Definitions**
  - b. Fee Schedule**
  - c. Timing and Manner of Payments**

## PREFACE

All fee disputes concerning fees which are billed by the Exchange must be submitted to the Exchange in writing and must be accompanied by supporting documentation. All fee disputes must be submitted no later than sixty (60) calendar days after receipt of a billing invoice.

For purposes of assessing fees, the following references should serve as guidance. Fees and rebates are listed per contract per leg unless otherwise noted.

A “**Priority Customer**” is a person or entity that is not a broker/dealer in securities, and does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s), as defined in Nasdaq GEMX Rule 100(a)(37A). Unless otherwise noted, when used in this Schedule of Fees the term “Priority Customer” includes “Retail” as defined below.

A “**Professional Customer**” is a person or entity that is not a broker/dealer and is not a Priority Customer.

A “**Non-Nasdaq GEMX Market Maker**” is a market maker as defined in Section 3(a)(38) of the Securities Exchange Act of 1934, as amended, registered in the same options class on another options exchange.

A “**Firm Proprietary**” order is an order submitted by a member for its own proprietary account.

A “**Broker-Dealer**” order is an order submitted by a member for a broker-dealer account that is not its own proprietary account.

A “**Retail**” order is a Priority Customer order that originates from a natural person, provided that no change is made to the terms of the order with respect to price or side of market and the order does not originate from a trading algorithm or any other computerized methodology.

A “**Flash Order**” is an order that is exposed at the National Best Bid or Offer by the Exchange to all members for execution, as provided under Supplementary Material .02 to Nasdaq GEMX Rule 1901. For all Flash Orders, the Exchange will charge the applicable taker fee and for responses that trade against a Flash Order, the Exchange will provide the applicable maker rebate.

A “**Regular Order**” is an order that consists of only a single option series and is not submitted with a stock leg.

A “**Crossing Order**” is an order executed in the Exchange’s Facilitation Mechanism, Solicited Order Mechanism, Price Improvement Mechanism or submitted as a Qualified Contingent Cross order. For purposes of this Fee Schedule, orders executed in the Block Order Mechanism are also considered Crossing Orders.

“**Responses to Crossing Order**” is any contra-side interest (i.e., orders & quotes) submitted after the commencement of an auction in the Exchange’s Facilitation Mechanism, Solicited Order Mechanism, Block Order Mechanism or Price Improvement Mechanism.

“**Penny Symbols**” are options overlying all symbols listed on Nasdaq GEMX that are in the Penny Pilot Program. The current list of Nasdaq GEMX-listed Penny Pilot Program symbols is available at [http://www.ise.com/assets/files/products/pennies/penny\\_stocks.xls](http://www.ise.com/assets/files/products/pennies/penny_stocks.xls)

“**Non- Penny Symbols**” are options overlying all symbols excluding Penny Symbols.

## I. Regular Order Fees and Rebates

### Penny Symbols and SPY

Market Participant	Maker Rebate: Tier 1	Maker Rebate: Tier 2	Maker Rebate: Tier 3	Maker Rebate: Tier 4	Taker Fee: Tier 1 <sup>(4)(13)</sup>	Taker Fee: Tier 2 <sup>(4)(13)</sup>	Taker Fee: Tier 3 <sup>(4)(13)</sup>	Taker Fee: Tier 4 <sup>(4)(13)</sup>	Fee for Crossing Orders (excluding PIM) <sup>(1)(11)</sup>	Fee for Responses to Crossing Orders (excluding PIM) <sup>(12)</sup>
Market Maker <sup>(2)(3)(5)</sup>	(\$0.30)	(\$0.32)	(\$0.34)	(\$0.45)	\$0.49	\$0.49	\$0.49	\$0.48	\$0.20	\$0.49
Non-Nasdaq GEMX Market Maker (FarMM) <sup>(3)</sup>	(\$0.25)	n/a	n/a	n/a	\$0.49	\$0.49	\$0.49	\$0.48	\$0.20	\$0.49
Firm Proprietary / Broker-Dealer <sup>(3)</sup>	(\$0.25)	n/a	n/a	n/a	\$0.49	\$0.49	\$0.49	\$0.49	\$0.20	\$0.49
Professional Customer <sup>(3)</sup>	(\$0.25)	n/a	n/a	n/a	\$0.49	\$0.49	\$0.49	\$0.49	\$0.20	\$0.49
Priority Customer <sup>(3)(5)</sup>	(\$0.25) <sup>(7)</sup>	(\$0.40)	(\$0.48)	(\$0.53)	\$0.48	\$0.47	\$0.47	\$0.45	\$0.00	\$0.45

### Non-Penny Symbols (Excluding Index Options)<sup>(6)</sup>

Market Participant	Maker Rebate: Tier 1	Maker Rebate: Tier 2	Maker Rebate: Tier 3	Maker Rebate: Tier 4	Taker Fee: Tier 1 <sup>(4)(16)</sup>	Taker Fee: Tier 2 <sup>(4)(16)</sup>	Taker Fee: Tier 3 <sup>(4)(16)</sup>	Taker Fee: Tier 4 <sup>(4)(16)</sup>	Fee for Crossing Orders (excluding PIM) <sup>(1)(11)</sup>	Fee for Responses to Crossing Orders (excluding PIM) <sup>(12)</sup>
Market Maker <sup>(2)(3)(5)</sup>	(\$0.40)	(\$0.42)	(\$0.50)	(\$0.75)	\$0.89	\$0.89	\$0.89	\$0.89	\$0.20	\$0.89
Non-Nasdaq GEMX Market Maker (FarMM) <sup>(3)</sup>	(\$0.25)	n/a	n/a	n/a	\$0.89	\$0.89	\$0.89	\$0.89	\$0.20	\$0.89
Firm Proprietary / Broker-Dealer <sup>(3)</sup>	(\$0.25)	n/a	n/a	n/a	\$0.89	\$0.89	\$0.89	\$0.89	\$0.20	\$0.89
Professional Customer <sup>(3)</sup>	(\$0.25)	n/a	n/a	n/a	\$0.89	\$0.89	\$0.89	\$0.89	\$0.20	\$0.89
Priority Customer <sup>(3)(5)</sup>	(\$0.75) <sup>(8)</sup>	(\$0.80)	(\$0.85)	(\$1.05)	\$0.82	\$0.81	\$0.81	\$0.81	\$0.00	\$0.82

### Index Options<sup>(6)(9)</sup>

Market Participant	Fee <sup>(10)</sup>
Market Maker <sup>(2)</sup>	\$0.75
Non-Nasdaq GEMX Market Maker (FarMM)	\$0.75
Firm Proprietary / Broker-Dealer	\$0.75
Professional Customer	\$0.75
Priority Customer	\$0.00

**There will be no fees or rebates for trades in options overlying Symbol CPN executed on February 27 – 28, 2017.**

1. Fees apply to the originating and contra order.
2. This fee applies to Nasdaq GEMX Market Maker orders sent to the Exchange by Electronic Access Members.
3. All market participants are eligible for lower taker fees based on achieving volume thresholds in Table 1 below. Members who do not achieve a higher Tier under Table 1 will be charged Tier 1 taker fees.

4. Non-Priority Customer orders will be charged the taker fee for trades executed during the opening rotation. Priority Customer orders executed during the opening rotation will receive the applicable maker rebate based on the tier achieved.
5. Market Maker and Priority Customer orders are eligible for higher maker rebates based on achieving volume thresholds in Table 1 below. Members who do not achieve a higher Tier under Table 1 will receive Tier 1 maker rebates.
6. The index options fees apply only to NDX. These fees are assessed to all executions in NDX.
7. This rebate is \$0.32 per contract for members that execute a Priority Customer Maker ADV of 5,000 to 19,999 contracts in a given month.
8. This rebate is \$0.76 per contract for members that execute a Priority Customer Maker ADV of 5,000 to 19,999 contracts in a given month.
9. For transactions in NDX, a license surcharge of \$0.25 will be assessed to Non-Priority Customers. The license surcharge applies to all NDX executions, including executions of NDX orders that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan.
10. This fee is not subject to tier discounts.
11. This fee is \$0.05 per contract for Priority Customer orders on the contra-side of a PIM auction and all non-Priority Customer orders executed in the PIM. There is no fee for Priority Customer orders on the agency side of a PIM auction.
12. This fee is \$0.05 per contract for all Responses to Crossing Orders executed in the PIM.
13. Non-Priority Customer orders will be charged a taker fee of \$0.50 per contract for trades executed against a Priority Customer. Priority Customer orders will be charged a taker fee of \$0.49 per contract for trades executed against a Priority Customer.
14. Reserved.
15. Reserved.
16. Non-Priority Customer orders will be charged a taker fee of \$1.10 per contract for trades executed against a Priority Customer. Priority Customer orders will be charged a taker fee of \$0.85 per contract for trades executed against a Priority Customer.

## Qualifying Tier Thresholds

Table 1		
Tier	Total Affiliated Member ADV	Priority Customer Maker ADV
Tier 1	0 – 99,999	0 – 19,999
Tier 2	100,000 – 224,999, or executes 1% to less than 2% of Customer Total Consolidated Volume	20,000 – 99,999
Tier 3	225,000 – 349,999, or executes 2% to less than 3% of Customer Total Consolidated Volume	100,000 – 149,999
Tier 4	350,000 or more, or executes 3% or greater of Customer Total Consolidated Volume	150,000 or more

**For March 2017 only, all Qualifying Tier Threshold ADV calculations will be based on the better of (1) the member’s full month ADV for the period of March 1 – 31, 2017, or (2) the member’s ADV for the period of March 1 – 24, 2017.**

**Volume executed in options overlying Symbol CPN on February 27 – 28, 2017 will not be counted towards a member’s tier for February activity.**

- For purposes of measuring Total Affiliated Member ADV, Customer Total Consolidated Volume means the total volume cleared at The Options Clearing Corporation in the Customer range in equity and ETF options in that month.
- Any day that the market is not open for the entire trading day or the Exchange instructs members in writing to route their orders to other markets may be excluded from the ADV calculation; provided that the Exchange will only remove the day for members that would have a lower ADV with the day included.
- The highest tier threshold attained above applies retroactively in a given month to all eligible traded contracts and applies to all eligible market participants.
- All eligible volume from affiliated Members will be aggregated in determining applicable tiers, provided there is at least 75% common ownership between the Members as reflected on each Member’s Form BD, Schedule A.
- The Total Affiliated Member ADV category includes all volume in all symbols and order types, including both maker and taker volume and volume executed in the PIM, Facilitation, Solicitation, and QCC mechanisms.
- The Priority Customer Maker ADV category includes all Priority Customer volume that adds liquidity in all symbols.

## II. Other Options Fees and Rebates

### A. Route-Out Fees<sup>1</sup>

Market Participant	Penny & SPY	Non-Penny
Market Maker	\$0.55	\$0.95
Non-Nasdaq GEMX Market Maker (FarMM)	\$0.55	\$0.95
Firm Proprietary / Broker-Dealer	\$0.55	\$0.95
Professional Customer	\$0.55	\$0.95
Priority Customer	\$0.50	\$0.90

**There will be no fees or rebates for trades in options overlying Symbol CPN executed on February 27 – 28, 2017.**

1. Fee applies to executions of orders that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan.

### **III. Legal & Regulatory**

#### **A. Options Regulatory Fee**

\$0.0010 per Contract. The Options Regulatory fee will be assessed by Nasdaq GEMX to each member for all options transactions executed or cleared by the member that are cleared by The Options Clearing Corporation (OCC) in the customer range regardless of the exchange on which the transaction occurs. The fee is collected indirectly from members through their clearing firms by OCC on behalf of Nasdaq GEMX. The Exchange may only increase or decrease the Options Regulatory Fee semi-annually, and any such fee change will be effective on the first business day of February or August. The Exchange will notify Members via circular of any change in the amount of the fee at least 30 calendar days prior to the effective date of the change.

#### **B. FINRA Web CRD Fees**

These fees are collected and retained by FINRA via the Web CRD registration system for the registration of associated persons of member organizations of the Exchange that are not FINRA members.

General Registration Fees:

\$100 – For each initial Form U4 filed for the registration of a representative or principal.

\$110 – For the additional processing of each initial or amended Form U4, Form U5 or Form BD that includes the initial reporting, amendment or certification of one or more disclosure events or proceedings.

\$45 – FINRA Annual System Processing Fee Assessed only during Renewals.

Fingerprint Processing Fees:

\$29.50 – Initial Submission (Electronic)

\$44.50 – Initial Submission (Paper)

\$15.00 – Second Submission (Electronic)

\$30.00 – Second Submission (Paper)

\$29.50 – Third Submission (Electronic)

\$44.50 – Third Submission (Paper)

\$30.00 – FINRA Processing Fee for Fingerprint Results Submitted by Self-Regulatory Organizations other than FINRA.

Continuing Education Fee:

\$60 – S501. Assessed to each individual who is solely registered as a Proprietary Trader required to complete the Regulatory Element of the Continuing Education Requirements pursuant to Nasdaq GEMX Rule 604.



### **C. Regulatory Fees**

#### Primary Market Makers

\$1,000 per membership per year for the PMM membership.

\$250 per membership per year for each CMM membership.

#### Competitive Market Makers (who are also not Primary Market Makers)

\$500 per membership per year for first CMM membership.

\$250 per membership per year for each additional CMM membership.

### **D. Application Fees**

Primary Market Maker - \$3,000 per Firm (one time).

Competitive Market Maker - \$2,000 per Firm (one time).

Electronic Access Member - \$1,500 per Firm (one time).

#### **IV. Access Services**

##### **A. Access Fees**

Electronic Access Member  
\$200 per month per membership.

Market Maker  
Primary Market Maker - \$200 per month per membership.  
Competitive Market Maker - \$100 per month per membership.

##### **B. CMM Trading Right Fees**

\$850 per month for first trading right.  
\$500 per month for each additional trading right.

##### **C. Network Fees\***

Ethernet – Fees are charged per connection and apply to both members and non-members.

1 Gigabit – \$1,000 per month.  
10 Gigabits – \$4,500 per month.

Ethernet – Low Latency. Fees are charged per connection and apply to both members and non-members.

10 Gigabits – \$8,000 per month.  
40 Gigabits – \$15,000 per month.

\* The connectivity provided under this section provides connectivity to both Nasdaq GEMX, LLC and Nasdaq ISE, LLC.

##### **D. Gateway Fees\***

Shared Gateway – \$750 per gateway per month.  
Dedicated Gateway – \$2,250 per gateway pair per month.

\* The connectivity provided under this section provides connectivity to both Nasdaq GEMX, LLC and Nasdaq ISE, LLC.

## E. Port Fees

1. Market Makers API  
Quoting, Order Entry and Listening - \$100 per month per API.

2. EAM Options API

Nasdaq GEMX Only  
\$100 per session per month.

Nasdaq GEMX and Nasdaq ISE \*  
First five sessions - \$250 per session per month.  
Sixth and additional sessions - \$100 per session per month.

\* The connectivity provided under this section provides connectivity to both Nasdaq GEMX, LLC and Nasdaq ISE, LLC.

3. EAM Options FIX Sessions

Nasdaq GEMX Only  
\$50 per session per month.

Nasdaq GEMX and Nasdaq ISE \*  
First and second session - \$250 per session per month.  
Third and additional sessions - \$50 per session per month.

\* The connectivity provided under this section provides connectivity to both Nasdaq GEMX, LLC and Nasdaq ISE, LLC.

4. Ports\*

SQF Port Fee:	\$1,250 per port per month
SQF Purge Port Fee:	\$1,250 per port per month
OTTO Port Fee:	\$0 per port per month
CTI Port Fee:	\$0 per port per month
FIX Port Fee:	\$0 per port per month
FIX Drop Port Fee:	\$0 per port per month
Disaster Recovery Port Fee:	\$0 per port per month
Market Data Port Fee:	\$0 per port per month

\* The connectivity provided under this section applies to ports used to connect to the re-platformed Nasdaq GEMX trading system.

The SQF Port and the SQF Purge Port are subject to a monthly cap of \$12,500, which cap is applicable to Market Makers.

## **V. Market Data**

### **A. Nasdaq GEMX Order Feed<sup>1</sup>**

Internal Use Only.

\$750 per month per distributor.\* There are no controlled device fees for internal use.

External Redistribution.

\$750 per month per distributor. \$5 per month per external controlled device.\*\* Each distributor's combined maximum fee for external redistribution is capped at \$1,000 per month.

Internal and External Redistribution.

\$750 per month per distributor. \$5 per month per external controlled device. Each distributor's combined maximum fee for both internal and external redistribution is capped at \$1,000 per month.

\* A distributor is any firm that receives the Nasdaq GEMX Order Feed directly from Nasdaq GEMX or indirectly through a redistributor and then distributes it either internally or externally. A redistributor includes market data vendors and connectivity providers such as extranets and private network providers.

\*\* An external controlled device is any device that a distributor of the Nasdaq GEMX Order Feed permits an external user to access the information in the Nasdaq GEMX Order Feed.

### **B. Nasdaq GEMX Top Quote Feed**

Professional (internal use only).

\$1,000 per month per distributor.\* \$5 per month per controlled device.\*\* Each distributor's combined maximum fee for internal redistribution is capped at \$1,250 per month.

Professional (external redistribution).

\$1,000 per month per distributor. \$5 per month per controlled device. Each distributor's combined maximum fee for external redistribution is capped at \$1,500 per month.

Professional (internal and external redistribution).

\$1,000 per month per distributor. \$5 per month per controlled device. Each distributor's combined maximum fee for both internal and external redistribution is capped at \$1,500 per month.

Non-Professional (external redistribution through a controlled device).

\$1,000 per month per distributor. There are no monthly controlled device fees.

\* A distributor is any firm that receives the Nasdaq GEMX Top Quote Feed directly from Nasdaq GEMX or indirectly through a redistributor and then distributes it either internally or externally. A redistributor includes market data vendors and connectivity providers such as extranets and private network providers.

\*\* A controlled device is any device that a distributor of the Nasdaq GEMX Top Quote Feed permits to access the information in the Nasdaq GEMX Top Quote Feed.

### **C. Nasdaq GEMX Real-time Depth of Market Raw Data Feed**

Professionals (internal use only).

\$1,500 per month per distributor.\* \$10 per month per controlled device.\*\* Each distributor's combined maximum fee is capped at \$2,000 per month.

Professionals (external redistribution by distributor through a controlled device).

\$1,500 per month per distributor. \$10 per month per controlled device. Each distributor's combined maximum fee is capped at \$2,500 per month.

Non-Professional (external redistribution by distributor through a controlled device).

\$1,500 per month per distributor. \$1 per month per controlled device. Each distributor's combined maximum fee is capped at \$2,500 per month.

\* A distributor is any firm that receives the Nasdaq GEMX Real-time Depth of Market Raw Data Feed directly from Nasdaq GEMX or indirectly through a redistributor and then distributes it either internally or externally. A redistributor includes market data vendors and connectivity providers such as extranets and private network providers.

\*\* A controlled device is any device that a distributor of the Nasdaq GEMX Real-time Depth of Market Raw Data Feed permits to access the information in the Nasdaq GEMX Real-time Depth of Market Raw Data Feed.

### **F. Nasdaq GEMX Open/Close End of Day Trade Profile**

Ad-hoc requests (historical data) - \$400 per request per month. An ad-hoc request can be made for any number of months, beginning in August 2013, for which data is available.

### **G. Nasdaq GEMX Open/Close Intraday Trade Profile**

Ad-hoc requests (historical data) - \$750 per request per month. An ad-hoc request can be made for any number of months, beginning in August 2013, for which data is available.

## VI. Consolidated Audit Trail Funding Fees

### (a) Definitions.

(1) For purposes of the Consolidated Audit Trail Funding Fees, the terms “CAT NMS Plan”, “Industry Member”, “NMS Stock”, “OTC Equity Security” and “Participant” are defined as set forth in Rule 900 (Consolidated Audit Trail – Definitions).

(2) “ATS” means an alternative trading system as defined in Rule 300(a) of Regulation ATS under the Securities Exchange Act of 1934, as amended, that operates pursuant to Rule 301 of Regulation ATS.

(3) “CAT Fee” means the Consolidated Audit Trail Funding Fee(s) to be paid by Industry Members as set forth in paragraph (b) below.

(4) “Equity ATS” is an ATS that executes transactions in NMS Stocks and/or OTC Equity Securities.

(5) “Equity Execution Venue” means an Execution Venue that trades NMS Stocks and/or OTC Equity Securities.

(6) “Execution Venue” means a Participant or an ATS (excluding any such ATS that does not execute orders).

### (b) Fee Schedule.

(1) The CAT NMS, LLC will assign each Industry Member (other than an Equity ATS) to a fee tier once every quarter, where such tier assignment is calculated by ranking each Industry Member based on its total message traffic for the three months prior to the quarterly tier calculation day and assigning each Industry Member to a tier based on that ranking and predefined Industry Member percentages. The Industry Members with the highest total quarterly message traffic will be ranked in Tier 1, and the Industry Members with lowest quarterly message traffic will be ranked in Tier 9. Each quarter, each Industry Member (other than an Equity ATS) shall pay the following CAT Fee corresponding to the tier assigned by the CAT NMS, LLC for such Industry Member for that quarter:

Tier	Percentage of Industry Members	Quarterly CAT Fee
1	0.500%	\$101,004
2	2.500%	\$81,153
3	2.125%	\$57,717
4	4.625%	\$19,965
5	3.625%	\$12,489
6	4.000%	\$7,680

<b>Tier</b>	<b>Percentage of Industry Members</b>	<b>Quarterly CAT Fee</b>
7	17.500%	\$1,503
8	20.125%	\$435
9	45.000%	\$66

(2) The CAT NMS, LLC will assign each Equity ATS to a fee tier once every quarter, where such tier assignment is calculated by ranking each Equity Execution Venue based on its total market share of NMS Stocks and OTC Equity Securities for the three months prior to the quarterly tier calculation day and assigning each Equity Execution Venue to a tier based on that ranking and predefined Equity Execution Venue percentages. The Equity Execution Venues with the higher total quarterly market share will be ranked in Tier 1, and the Equity Execution Venues with the lower quarterly market share will be ranked in Tier 2. Each quarter, each Equity ATS shall pay the following CAT Fee corresponding to the tier assigned by the CAT NMS, LLC for such Equity ATS for that quarter:

<b>Tier</b>	<b>Percentage of Equity Execution Venues</b>	<b>Quarterly CAT Fee</b>
1	25.00%	\$63,375
2	75.00%	\$38,820

(c) **Timing and Manner of Payments.**

(1) The CAT NMS, LLC will provide each Industry Member with one invoice each quarter for its CAT Fees as determined pursuant to paragraph (b) above, regardless of whether the Industry Member is a member of multiple self-regulatory organizations. Each Industry Member will pay its CAT Fees to the CAT NMS, LLC via the centralized system for the collection of CAT Fees established by the CAT NMS, LLC in the manner prescribed by the CAT NMS, LLC.

(2) Each Industry Member shall pay CAT Fees within thirty days after receipt of an invoice or other notice indicating payment is due (unless a longer payment period is otherwise indicated). If an Industry Member fails to pay any such fee when due, such Industry Member shall pay interest on the outstanding balance from such due date until such fee is paid at a per annum rate equal to the lesser of (i) the Prime Rate plus 300 basis points, or (ii) the maximum rate permitted by applicable law.