with how other exchanges pass through charges plus or minus a differential for orders routed to a different exchange. The rate represents a flat routing rate for EDGA members. The flat-rate provides simplicity for Members instead of passing through the actual rates that EDGA receives from various destinations on its schedule. This type of rate is similar to other rates that EDGA charges, such as the flat rates for the ROUT routing strategy (yielding Flag RT and priced at $0.0025 per share) and for Flag 7 executions ($0.0027 per share). In this rate, EDGA takes into account the rates that it is charged or rebated when routing to other destinations. It is also consistent with the processing of similar routing strategies by EDGA's competitors, such as Nasdaq's DOTM routing strategy [16] for which Nasdaq charges $0.0030 per share. The Exchange believes that the proposed fee is non-discriminatory in that it applies uniformly to all Members.

In addition, the Exchange believes that the proposed pass-through of rates for Flags RZ, 9, 10, RB, RC, RM, RS, RW, and RY represent an equitable allocation or reasonable dues, fees and other charges since it reflects the pass-through of the rates associated with transactions done on other exchanges, as described above. In addition, EDGA believes that it is reasonable and equitable to pass-through certain rates to its Members. The Exchange also believes that the proposed pass-through of rates is non-discriminatory because they apply to all Members.

The Exchange also notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive. The proposed rule change reflects a competitive pricing structure designed to incent market participants to direct their order flow to the Exchange. The Exchange believes that the proposed rates are equitable and non-discriminatory in that they apply uniformly to all Members. The Exchange believes the fees and credits remain competitive with those charged by other venues and therefore continue to be reasonable and equitably allocated to Members.

[16] Nasdaq's DOTM routing strategy posts on a primary listing market for the open and then acts like Nasdaq's STGY routing strategy for the rest of the trading session. *See* NASDAQ Rule 4758 and NASDAQ Pricing List at: *http://www.nasdaqtrader.com/Trader.aspx?id=PriceListTrading2.*

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

The proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any unsolicited written comments from members or other interested parties.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3) of the Act [17] and Rule 19b–4(f)(2) [18] thereunder. At any time within 60 days of the filing of such 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.

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–EDGA–2012–07 on the subject line.

Paper Comments

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

All submissions should refer to File Number SR–EDGA–2012–07. 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 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. 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–EDGA–2012–07 and should be submitted on or before April 5, 2012.

[17] 15 U.S.C. 78s(b)(3)(A).

[18] 17 CFR 19b–4(f)(2).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[19]

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2012–6237 Filed 3–14–12; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–66569; File No. SR–Phlx–2012–28]

Self-Regulatory Organizations; NASDAQ OMX PHLX LLC; Notice of Filing of Proposed Rule Change Relating to the MSCI EAFE Index

March 9, 2012.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 [2] thereunder, notice is hereby given that on March 1, 2012, NASDAQ OMX PHLX LLC (''Phlx'' or ''Exchange'') filed with the Securities and Exchange Commission (''SEC'' or ''Commission'') the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Commission is publishing this notice to

[19] 17 CFR 200.30–3(a)(12).

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

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 Exchange Rules 1079, 1009A and 1101A to list and trade new options on the MSCI EAFE Index based upon the Full Value MSCI EAFE Index (''Full Value MSCI EAFE Index'').[3]

The Exchange also proposes to create a new Rule 1109A entitled ''MSCI EAFE Index'' which provides additional detailed information pertaining to the index as required by the licensor.

The text of the proposed rule change is available on the Exchange's Web site at *http://www.nasdaqtrader.com/micro.aspx?id=PHLXRulefilings*, 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 statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

The purpose of the proposed rule change is to amend Exchange Rules 1079 (FLEX Index, Equity and Currency Options), 1009A (Designation of the Index) and 1101A (Terms of Option Contracts) to list and trade P.M. cash-settled, European-style options, including FLEX[4] options and LEAPS,[5] on the MSCI EAFE (Europe, Australasia, and the Far East) Index. Specifically, the Exchange proposes to list and trade long-term options on the Full Value MSCI EAFE Index (''MSCI EAFE LEAPS'').[6] The Exchange also proposes to create a new Rule 1109A entitled ''MSCI EAFE Index'' which provides additional detailed information pertaining to the index as required by the licensor including, but not limited to, liability and other representations on the part of MSCI Inc.

The MSCI EAFE Index is a free float-adjusted market capitalization index[7] that is designed to measure the equity market performance of developed markets, excluding the U.S. and Canada. The MSCI EAFE Index consists of component securities from the following twenty-two (22) developed market countries: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, and the United Kingdom.

Index Design and Composition

The MSCI EAFE Index is designed to measure international equity performance. It consists of component securities from countries that represent developed markets outside of North America: Europe, Australasia and the Far East. The Index is maintained by MSCI.[8] The Index was launched on December 31, 1969.

The MSCI EAFE Index is reviewed on a semi-annual basis. The index review is based on MSCI's Global Investable Markets Indices Methodology. A description of the methodology is available at *http://www.msci.com/eqb/methodology/meth_docs/MSCI_May11_GIMIMethod.pdf.* The MSCI EAFE Index consists of large and midcap components from countries classified by MSCI as developed and excludes North America.

Index Calculation and Index Maintenance

The base index value of the MSCI EAFE Index was 100, as of December 31, 1969. On June 1, 2011, the index value of the MSCI EAFE Index was 1727.187. The MSCI EAFE Index is calculated in U.S. Dollars on a real time basis from the open of the first market on which the components are traded to the closing of the last market on which the components are traded. The methodology used to calculate the value of the MSCI EAFE Index is similar to the methodology used to calculate the value of other well-known market-capitalization weighted indexes.[9] The level of the MSCI EAFE Index reflects the free float-adjusted market value of the component stocks relative to a particular base date and is computed by dividing the total market value of the companies in the MSCI EAFE index by the index divisor.[10]

Static data is distributed daily to clients through MSCI as well as through major quotation vendors, including Bloomberg L.P. (''Bloomberg''), FactSet Research Systems, Inc. (''FactSet'') and Thomson Reuters (''Reuters''). Real time data is distributed at least every 15 seconds using MSCI's real-time calculation engine to Reuters, Bloomberg, SIX Telekurs and FactSet.

The MSCI EAFE Index is monitored and maintained by MSCI. Adjustments to the MSCI EAFE Index are made on a daily basis with respect to corporate events and dividends. The MSCI EAFE Index is generally updated on a quarterly basis in February, May, August and November of each year to reflect amendments to shares outstanding and free float and full index reviews are conducted on a semi-annual basis in May and November of each year for purposes of rebalancing the index.

Exercise and Settlement Value

The settlement value for expiring options on the MSCI EAFE Index would be based on the closing prices of the component stocks on the last trading day prior to expiration, usually a Friday. The last trading day for expiring contracts is the last business day prior to expiration, usually the third Friday of the expiration month. The index multiplier is $100. The Options Clearing Corporation would be the issuer and guarantor.

Contract Specifications

The MSCI EAFE Index is a broad-based index, as defined in Exchange

[3] The Exchange has entered into a license agreement with MSCI Inc. (''MSCI'') to list this product.

[4] FLEX options are flexible exchange-traded index, equity, or currency option contracts that provide investors the ability to customize basic option features including size, expiration date, exercise style, and certain exercise prices. FLEX index options may have expiration dates within five years. *See* Exchange Rules 1079 and 1101A.

[5] LEAPS or Long Term Equity Anticipation Securities are long term options that generally expire from twelve to thirty-nine months from the time they are listed.

[6] The MSCI EAFE ETF is one of the top ten in the United States based on assets and trades a large volume with respect to ETFs today.

[7] The free float adjusted market capitalization is used to calculate the weights of the securities in the indices. MSCI defines the free float of a security as the proportion of shares outstanding that is deemed to be available for purchase in the public equity markets by international investors.

[8] MSCI is a provider of investment decision support tools.

[9] Additional information about the methodology for calculating the MSCI EAFE Index can be found at: *http://www.msci.com/eqb/methodology/meth_docs/MSCI_May11_GIMIMethod.pdf.*

[10] A divisor is an arbitrary number chosen at the starting date of an index to fix the index starting value. The divisor is adjusted periodically when capitalization amendments are made to the constituents of the index in order to allow the index value to remain comparable over time. Without a divisor the index value would change when corporate actions took place and would not reflect the true value of an underlying portfolio based upon the index.

Rule 1000A. Options on the MSCI EAFE Index would be European-style and P.M. cash-settled.[11] The Exchange's standard trading hours for index options (9:30 a.m. to 4:15 p.m. E.T. (Philadelphia Time)), as set forth in Exchange Rules 101 and 1101A at Commentary .01, would apply to options on the MSCI EAFE Index. The expiration date for this index is the Saturday following the third Friday of the expiration month.

The Exchange also notes that the MSCI EAFE Index is a broad-based index as defined in Exchange Rule 1000A(b)(11).[12] In addition, the Exchange proposes to create specific listing and maintenance standards for options on the MSCI EAFE Index in Exchange Rule 1009A(h). Specifically, in proposed Rule 1009A(h)(i)(1) through (10) the Exchange proposes to require that the following conditions are satisfied: (1) The index is broad-based, as defined in Rule 1000A(b)(11); (2) Options on the index are designated as P.M.-settled index options; (3) The index is capitalization-weighted, price-weighted, modified capitalization-weighted or equal dollar-weighted; (4) The index consists of 500 or more component securities; (5) All of the component securities of the index will have a market capitalization of greater than $100 million; (6) No single component security accounts for more than fifteen percent (15%) of the weight of the index, and the five highest weighted component securities in the index do not, in the aggregate, account for more than fifty percent (50%) of the weight of the MSCI EAFE Index; (7) Non-U.S. component securities (stocks or ADRs) that are not subject to comprehensive surveillance agreements do not, in the aggregate, represent more than twenty percent (20%) of the weight of the index; (8) The current index value is widely disseminated at least once every fifteen (15) seconds by one or more major market data vendors during the time options on the index are traded on the Exchange; (9) The Exchange reasonably believes it has adequate system capacity to support the trading of options on the index, based on a calculation of the Exchange's current Independent System Capacity Advisor (ISCA) allocation and the number of new messages per second expected to be generated by options on such index; and (10) The Exchange has written surveillance procedures in place with respect to surveillance of trading of options on the index.

Additionally, the Exchange proposes to require the following maintenance requirements, as set forth in proposed Rule 1009A, for the MSCI EAFE Index options: (1) the conditions set forth in subparagraphs (h)(i)(1), (2), (3), (4), (7), (8), (9) and (10) must continue to be satisfied. The conditions set forth in subparagraphs (h)(i)(5) and (6), must be satisfied only as of the first day of January and July in each year; and (2) the total number of component securities in the index may not increase or decrease by more than thirty-five percent (35%) from the number of component securities in the index at the time of its initial listing.

The Exchange believes that the modified initial listing requirements are appropriate for trading options on the MSCI EAFE Index for various reasons. The Exchange believes that a P.M. settlement [13] is appropriate given the nature of this index, which encompasses multiple markets around the world.[14] Specifically, the MSCI EAFE Index components open with the start of trading in Asia at 6 p.m. E.T. (prior day) and closes with the end of trading in Europe at 12:30 p.m. E.T. (the next day) as closing prices from Ireland are accounted for in the closing calculation. The closing index level value is distributed by MSCI between 2:00 and 2:30 p.m. E.T. each trading day.[15] The index has a higher market capitalization requirement than other broad based indexes. The MSCI EAFE Index currently contains more than 900 components and no single component comprises more than 5% of the index, making it not easily subject to market manipulation. Therefore, because the MSCI EAFE Index has a large number of component securities, representative of many countries, and trades a large volume with respect to ETFs today,[16] the Exchange believes that the initial listing requirements are appropriate to trade options on this index. In addition, similar to other broad based indexes, the Exchange proposes various maintenance requirements, which require continual compliance and periodic compliance.

Exchange Rules that apply to the trading of options on broad-based indexes also would apply to options on the Full Value MSCI EAFE Index.[17] The trading of these options also would be subject to, among others, Exchange Rules governing margin requirements and trading halt procedures for index options.[18] The Exchange would apply the same position limits as exist today for broad-based index options, namely 25,000 contracts on the same side of the market for the MSCI EAFE Index option.[19] All position limit hedge exemptions will apply. The Exchange proposes to apply existing index option margin requirements for the purchase and sale of options on the MSCI EAFE Index.[20] In addition, the Exchange proposes to amend Rule 1079(d)(1) to also note that with respect to FLEX options on the MSCI EAFE index, the same number of contracts, 25,000, would apply with respect to the position limit.

The Exchange proposes to set strike price intervals for these options at $2.50 when the strike price of Full Value MSCI EAFE Index option is below $200, and at least $5.00 strike price intervals otherwise. The minimum tick size for series trading below $3 would be $0.05 and for series trading at or above $3 would be $0.10.[21]

Pursuant to Exchange Rule 1101A, the Exchange proposes to open at least one expiration month and one series for each class of index options open for trading on the Exchange.[22] The Exchange may open additional series of index options to maintain an orderly market, to meet customer demand or when the market price of the underlying index moves more than five strike prices from the initial exercise price or prices. New series of options may be added until the beginning of the month in which the options contract will expire. Additionally, due to unusual market conditions, the Exchange, in its discretion, may add a new series of options on the index until five (5) business days prior to expiration. Also, the opening of a new series of options shall not affect the series of options of the same class previously opened.

Options on the MSCI EAFE Index would be subject to the same rules that

[11] *See* proposed Exchange Rule 1009A(h)(i)(2).

[12] *See* Exchange Rule 1000A(b)(11), which defines a broad-based index as an index designed to be representative of a stock market as a whole or of a range of companies in unrelated industries.

[13] The settlement value of a P.M. settled index option is based on closing prices of the component securities.

[14] The Exchange's Gold/Silver Sector℠ Index (''XAU'') is a P.M. settled capitalization-weighted index.

[15] NYSE Liffe futures based on the MSCI EAFE Index utilize these P.M. closing prices.

[16] MSCI EAFE ETF is one of the top ten in the United States based on assets.

[17] *See generally* Exchange Rules 1000A through 1108A (Rules Applicable to Trading Options on Indices) and Exchange Rules 1000 through 1094 (Rules Applicable to Trading of Options on Stocks, Exchange-Traded Fund Shares and Foreign Currencies).

[18] *See* Exchange Rules 721 (Proper and Adequate Margin) and 1047A (Trading Rotations, Halts or Reopenings).

[19] The exercise limits would also be 25,000 contracts as per Exchange Rule 1002A.

[20] *See* Exchange Rule 721.

[21] *See* Exchange Rule 1034 and proposed rule 1101A.

[22] *See* Exchange Rule 1101A.

presently govern all Exchange index options, including sales practice rules, margin requirements, trading rules, and position and exercise limits. Exchange Rules are designed to protect public customer trading. Specifically, Rule 1024 prohibits members and member organizations from accepting a customer order to purchase or write an option unless such customer's account has been approved in writing by a designated Options Principal of the Member.[23] Additionally, Exchange Rule 1026, regarding suitability, is designed to ensure that options are only sold to customers capable of evaluating and bearing the risks associated with trading in this instrument.[24] Further, Exchange Rule 1027 permits members and employees of member organizations to exercise discretionary power with respect to trading options in a customer's account only if the member or employee of a member organization has received prior written authorization from the customer and the account had been accepted in writing by a designated Options Principal.[25] Finally, Exchange Rule 1025, Supervision of Accounts, Rule 1028, Confirmations, and Rule 1029, Delivery of Options Disclosure Documents, will also apply to trading in options on the MSCI EAFE Index.

Surveillance and Capacity

The Exchange represents that it has an adequate surveillance program in place for options on the MSCI EAFE Index and intends to apply those same procedures that it applies to the Exchange's other index options. Additionally, the Exchange is a member of the Intermarket Surveillance Group (''ISG'') under the Intermarket Surveillance Group Agreement, dated June 20, 1994. The members of the ISG include all of the national securities exchanges. ISG members work together to coordinate surveillance and share information regarding the stock and options markets. In addition, the major futures exchanges are affiliated members of the ISG, which allows for the sharing of surveillance information for potential intermarket trading abuses. In addition, the Exchange is an affiliate member of the International Organization of Securities Commissions (''IOSCO''). IOSCO has members from over 100 different countries. Each of the countries from which there is a component security in the MSCI EAFE Index is a member of IOSCO. These members regulate more than 90 percent of the world's securities markets. Additionally, the Exchange has entered into various Information Sharing Agreements and/or Memoranda of Understandings with various stock exchanges. Given the capitalization of this index and the deep and liquid markets for the securities underlying the MSCI EAFE Index, the concerns for market manipulation and/or disruption in the underlying markets are greatly reduced. The MSCI EAFE ETF is one of the top ten in the United States based on assets and trades a large volume with respect to ETFs today.

The Exchange also represents that it has the necessary systems capacity to support the new options series that would result from the introduction of options on the Full Value MSCI EAFE Index, including LEAPS on the Full Value MSCI EAFE Index.

Finally, the Exchange proposes to add a new Rule 1109A entitled ''MSCI EAFE Index'' to provide additional detailed information pertaining to the index as required by the licensor, including but not limited to, liability and other representations on the part of MSCI Inc.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act[26] in general, and furthers the objectives of Section 6(b)(5) of the Act[27] in particular, in that it will permit trading in options on Full Value MSCI EAFE Index pursuant to rules designed to prevent fraudulent and manipulative acts and practices to protect investor and the public interest, and to promote just and equitable principles of trade.

The Exchange believes that because the MSCI EAFE Index currently contains more than 900 components and no single component comprises more than 5% of the index, it is not easily subject to market manipulation. Given the capitalization of this index and the deep and liquid markets for the securities underlying the MSCI EAFE Index, the concerns for market manipulation and/or disruption in the underlying markets are greatly reduced. The MSCI EAFE ETF trades a large volume with respect to ETFs today.[28] Therefore, because the MSCI EAFE Index has a large number of component securities, representative of many countries, and trades a large volume with respect to ETFs today, the Exchange believes that the initial listing requirements are appropriate to trade options on this index. In addition, similar to other broad based indexes, the Exchange proposes various maintenance requirements, which require continual compliance and periodic compliance.

Exchange Rules that apply to the trading of options on broad-based indexes also would apply to options on the Full Value MSCI EAFE Index.[29] The trading of these options also would be subject to, among others, Exchange Rules governing margin requirements and trading halt procedures for index options.[30] The Exchange would apply the same position limits as exist today for broad-based index options, namely 25,000 contracts on the same side of the market for the MSCI EAFE Index option.[31] All position limit hedge exemptions will apply. The Exchange proposes to apply existing index option margin requirements for the purchase and sale of options on the MSCI EAFE Index.[32] In addition, the Exchange proposes to amend Rule 1079(d)(1) to also note that with respect to FLEX options on the MSCI EAFE index, the same number of contracts, 25,000, would apply with respect to the position limit.

The Exchange represents that it has an adequate surveillance program in place for options on the MSCI EAFE Index. The Exchange also represents that it has the necessary systems capacity to support the new options series. As stated in the filing, the Exchange has rules in place designed to protect public customer trading.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

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.

[23] *See* Exchange Rule 1024.

[24] *See* Exchange Rule 1026.

[25] *See* Exchange Rule 1027. Further, this Rule states that discretionary accounts shall receive frequent review by a Registered Options Principal qualified person specifically delegated such responsibilities under Rule 1025, who is not exercising the discretionary authority.

[26] 15 U.S.C. 78f(b).

[27] 15 U.S.C. 78f(b)(5).

[28] The MSCI EAFE ETF is one of the top ten in the United States based on assets.

[29] *See generally* Exchange Rules 1000A through 1108A (Rules Applicable to Trading Options on Indices) and Exchange Rules 1000 through 1094 (Rules Applicable to Trading of Options on Stocks, Exchange-Traded Fund Shares and Foreign Currencies).

[30] *See* Exchange Rules 721 (Proper and Adequate Margin) and 1047A (Trading Rotations, Halts or Reopenings).

[31] The exercise limits would also be 25,000 contracts as per Exchange Rule 1002A.

[32] *See* Exchange Rule 721.

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

Within 45 days of the date of publication of this notice in the **Federal Register** or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

(A) By order approve or disapprove such proposed rule change, or

(B) Institute proceedings to determine whether the proposed rule change should be 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–Phlx-2012–28 on the subject line.

Paper Comments

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

All submissions should refer to File Number SR–Phlx–2012–28. 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 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. 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–Phlx–2012–28 and should be submitted on or before April 5, 2012.

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

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2012–6317 Filed 3–14–12; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–66567; File No. SR–EDGA–2012–08]

Self-Regulatory Organizations; EDGA Exchange, Inc.; Notice of Filing of Proposed Rule Change Relating to a Corporate Transaction in Which Its Indirect Parent, SIX Swiss Exchange AG, Will Transfer Its Indirect Ownership Interest in ISE Holdings, Inc. to a Newly Formed Swiss Corporation, Eurex Global Derivatives AG

March 9, 2012.

Pursuant to Section 19(b)(1)[1] of the Securities Exchange Act of 1934 (the ''Exchange Act''), and Rule 19b–4 thereunder,[2] notice is hereby given that on March 8, 2012, EDGA Exchange, Inc. (the ''Exchange'' or ''EDGA'') filed with the U.S. Securities and Exchange Commission (the ''Commission'') the proposed rule change as described in Items I and II 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 (i) make changes to its corporate structure in connection with the transfer of SIX Swiss Exchange AG's (''SIX'') 50% indirect ownership interest of International Securities Exchange Holdings, Inc. (''ISE Holdings'') to a newly formed Swiss corporation, Eurex Global Derivatives AG (''EGD''), which will become a wholly-owned subsidiary of Deutsche Börse AG (''Deutsche Börse''), effectively granting Deutsche Börse a 100% indirect ownership interest in ISE Holdings and, in turn, International Securities Exchange, LLC (''ISE'') (the ''Transaction''), (ii) amend and restate the Amended and Restated Trust Agreement (''Trust''), (iii) file the form of EGD Corporate Resolution (''Resolution''), (iv) file the form of Agreement and Consent by and between EGD and Eurex Zürich AG (''Eurex Zürich'') (''Agreement and Consent'') and (v) amend and restate the Amended and Restated Bylaws of ISE Holdings (''Bylaws''). The text of the proposed rule change is available on the Exchange's Web site *www.directedge.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 has included statements concerning the purpose of, and basis for, 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 proposes to (i) make changes to its corporate structure in connection with the Transaction, (ii) amend and restate the Trust, (iii) file the form of Resolution, (iv) file the form of Agreement and Consent, and (v) amend and restate the Bylaws.

Background

On December 17, 2007, ISE Holdings, the direct parent of ISE, became a direct wholly-owned subsidiary of U.S. Exchange Holdings, Inc. (''U.S. Exchange Holdings''), which, in turn, is a wholly-owned subsidiary of Eurex Frankfurt AG (''Eurex Frankfurt'').[3] Eurex Frankfurt is a wholly-owned subsidiary of Eurex Zürich, which, in turn, is jointly owned by Deutsche Börse

[33] 17 CFR 200.30–3(a)(12).

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* Securities and Exchange Act Release No. 56955 (December 13, 2007); 72 FR 71979 (December 19, 2007) (SR–ISE–2007–101).