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July 14, 2014

Ms. Elizabeth M. Murphy
Secretary
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-9303

Re: SR-NASDAQ-2014-058

Dear Ms. Murphy:

This letter responds to the July 3, 2014, comment submitted on the above captioned rule filing by Patrick Healy, CEO of Issuer Advisory Group LLC. Mr. Healy requests that NASDAQ modify its proposal, prior to Commission approval, to grandfather under the current Rule IM-5900-7 all companies offered services by NASDAQ prior to June 4, 2014.

In its rule filing,¹ NASDAQ proposed a grandfather period to allow companies to receive complimentary services under the current Rule IM-5900-7 if they: (i) apply to list prior to July 31, 2014; and (ii) list prior to September 30, 2014. NASDAQ continues to believe that this proposal fairly addresses the situation where companies made a listing decision based, in part, on the services provided under the current rule. Other companies that have not taken action to apply by July 31, 2014, will be able to make their listing decision based upon the revised package of services provided under the rule as amended, and are therefore not disadvantaged.

NASDAQ further believes that Mr. Healy's alternative would result in unfair treatment of certain companies and introduce unnecessary complexity into the rule. Eligibility for services under the current rule is not predicated on a company meeting with NASDAQ representatives. Rather, as described in NASDAQ Rule IM-5900-7, such services are available to any newly listing company that meets the parameters described in the rule, with or without a meeting. As such, it would be unfair to distinguish companies that met with NASDAQ prior to June 4 from other companies that read the rule before that date and concluded they would receive the services described without meeting with NASDAQ. Further, depending on market conditions and other factors, a company may take many months or years to complete its IPO. As such, the grandfather period proposed by Mr. Healy would mandate tracking indefinitely whether a company did or did not meet with NASDAQ as well as multiple versions of the permitted

¹ Exchange Act Release No. 34-72311 (June 4, 2014), 79 FR 33239 (June 10, 2014) (SR-NASDAQ-2014-058).

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services that may be in effect at various times. Such a rule would be unnecessarily complicated to implement and impractical to administer.²

For the above reasons, NASDAQ believes that the grandfather period as originally proposed is appropriate and consistent with the provisions of Section 6 of the Act.³ Accordingly, the Commission should approve the proposed rule change. If you have any further questions concerning our proposal, please feel free to contact me at (301) 978-8075.

Very truly yours,



² Mr. Healy also claims that the grandfather period proposed by NASDAQ would negate the potential benefits of the JOBS Act, Pub. L. No. 112-106, 126 Stat. 306 (2012), citing, in particular, the provisions that allow companies to make confidential filings with the Commission. NASDAQ disagrees.

Submitting an application to NASDAQ does not require that the company make any public announcement and NASDAQ does not voluntarily disclose that fact.

³ 15 U.S.C. 78f.