

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of the applicant would violate the federal securities laws and may result in disciplinary, administrative, or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS

APPLICATION AMENDMENT

1. State the name of the applicant: Topaz Exchange, LLC

2. Provide the applicant's primary street address (Do not use a P.O. Box):
60 Broad Street, 26th Floor, New York, NY 10004



14010817

3. Provide the applicant's mailing address (if different):
N/A

SECURITIES AND EXCHANGE COMMISSION
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 FEB 14 2014

4. Provide the applicant's business telephone and facsimile number:
212-943-2400 / fax: 212-509-3955

Director of Trading and Markets
 Division of Trading and Markets

5. Provide the name, title, and telephone number of a contact employee:
Ronan Cahill Senior Legal & Regulatory Associate 212-897-8152
 (Name) (Title) (Telephone Number)

6. Provide the name and address of counsel for the applicant:
Michael J. Simon
60 Broad Street, 26th Floor
New York, NY 10004

7. Provide the date applicant's fiscal year ends: December 31, 2013

8. Indicate legal status of applicant: Corporation Sole Proprietorship Partnership
 Limited Liability Company Other (specify): _____

If other than a sole proprietor, indicate the date and place where applicant obtained its legal status (e.g. state where incorporated, place where partnership agreement was filed or where applicant entity was formed):

(a) Date (MM/DD/YY): May 30, 2012 (b) State/Country of formation: _____ Delaware Limited Liability Company Act, 6 Del. C section 18-101 et. seq.

(c) Statute under which applicant was organized: _____

EXECUTION: The applicant consents that service of any civil action brought by , or notice of any proceeding before, the Securities and Exchange Commission in connection with the applicant's activities may be given by registered or certified mail or confirmed telegram to the applicant's contact employee at the main address, or mailing address if different, given in Items 2 and 3. The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of , and with the authority of , said applicant. The undersigned and applicant represent that the information and statements contained herein, including exhibits, schedules, or other documents attached hereto, and other information filed herewith, all of which are made a part hereof, are current, true, and complete.

Date: 02/12/2014 Topaz Exchange, LLC
 (MM/DD/YY) (Name of applicant)

By: [Signature] Ronan Cahill, Legal Associate
 (Signature) (Printed Name and Title)

Subscribed and sworn before me this 12th day of February, 2014 by Samir Patel
 (Month) (Year) (Notary Public)

My Commission expires 7/10/14 County of Nassau State of New York

*This page must always be completed in full with original, manual signature and notarization.
 Affix notary stamp or seal where applicable.*

SAMIR PATEL
 Notary Public - State of New York
 NO. 02PA6149278
 Qualified in Nassau County
 My Commission Expires 7/10/14



International Securities Exchange
February 12, 2014

VIA FEDERAL EXPRESS

Chris Grobbel
U.S. Securities and Exchange Commission
Division of Market Regulation
Office of Market Supervision
100 F Street NE
Mail Stop 6628
Washington, DC 20549

Re: Topaz Exchange, LLC
SEC Rule 6a-2 and 6a-3 Materials

Dear Mr. Grobbel:

Pursuant to Rule 6a-2(a) of the Securities Exchange Act of 1934, this is an update of the Topaz Exchange, LLC's ("Topaz") Form 1.

In addition, pursuant to Rule 6a-3(a), within the last 10 days, Topaz issued or has made available certain material to its members, participants or subscribers. The material can be found at the following locations on Topaz's website:

Options

New Listings:

<http://ise.com/newlistings>

Delistings:

<http://ise.com/delistings>

Expiration Notices:

<http://ise.com/expirationnotices>

Series Additions/Deletions:

<http://ise.com/serieslist>

Market Information Circulars:

<http://ise.com/mics>

Index Options

Recent Index Changes:

<http://ise.com/newlistings>

Index Settlement Values:

<http://www.ise.com/options/products-traded/index-settlement-values>

Legal & Regulatory

Regulatory Information Circulars:

<http://www.ise.com/rics>

Rules:

<http://www.ise.com/rules>

Marketing Material

Press Releases:

<http://www.ise.com/press-room/press-releases/>

Publications:

<http://www.ise.com/publications>

If you have any questions on these materials, please do not hesitate to contact me at (212) 897-8152.

Sincerely,



Ronan Cahill
Senior Legal & Regulatory Associate

Exhibit M

Approved Members:

Benchmark Company, LLC
40 Fulton Street, 19th Floor
New York, NY 10038
Contact: Robert Bell (212)312-6703
Electronic Access Member
Electronic Access Member