

**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



14010820

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

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

(Telephone)

(Facsimile)

SECURITIES AND EXCHANGE COMMISSION  
**RECEIVED**

**JAN 13 2014**

5. Provide the name, title, and telephone number of a contact employee:  
Ronan Cahill                      Senior Legal & Regulatory Associate                      212-943-152  
(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: 1/09/2014                      Topaz Exchange, LLC

(MM/DD/YY) Ronan Cahill

(Name of applicant)

By: \_\_\_\_\_ Ronan Cahill, Legal Associate

(Signature)

(Printed Name and Title)

Subscribed and sworn before me this 9<sup>th</sup> day of January, 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.  
January 9, 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:

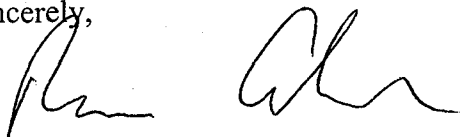
<http://www.ise.com/press-room/press-releases/>

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,

A handwritten signature in black ink, appearing to read 'Ronan Cahill', written in a cursive style.

Ronan Cahill  
Senior Legal & Regulatory Associate

Exhibit M

*Approved Members:*

Wells Fargo Securities, LLC  
550 Tryon Street, 6st Floor  
Charlotte, NC 28202  
Contact: Niall O'Brien (212) 293-3956  
Competitive Market Maker & Electronic Access Member  
Competitive Market Maker & Electronic Access Member

Newedge USA, LLC  
550 West Jackson Blvd.  
Chicago, IL 60661  
Contact: John Lopresti (646) 557-7934  
Electronic Access Member  
Electronic Access Member

ICAP Corporates LLC  
1100 Plaza 5, 12th floor  
Jersey City, NJ 07311  
Contact: James Gilbert (212) 513-9858  
Electronic Access Member  
Electronic Access Member

BGC Financial, LP  
199 Water Street. 19<sup>th</sup> Floor  
New York, NY 10038  
Contact: Paul Galligan (646) 346-7090  
Electronic Access Member  
Electronic Access Member

Vandham Securities Corp.  
50 Tice Blvd. 1<sup>st</sup> Floor  
Woodcliff Lake, NJ 07677  
Contact: Jason Spitzer (201) 782-3323  
Electronic Access Member  
Electronic Access Member