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March 3, 2020

Ms. Vanessa Countryman
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: Notice of Proposed Order Directing the Exchanges and FINRA to Submit a New National Market System Plan Regarding Consolidated Equity Market Data (Release No. 34-87906; File No. 4-757)

Dear Ms. Countryman:

The Miami International Securities Exchange, LLC (“MIAX”), MIAX PEARL, LLC (“MIAX PEARL”), and MIAX Emerald, LLC (“MIAX Emerald,” and collectively with MIAX and MIAX PEARL, the “MIAX Exchange Group”), appreciates the opportunity to submit this comment letter to the Securities and Exchange Commission (“Commission”) regarding its January 8, 2020 proposed order directing the exchanges and FINRA to submit a new national market system plan (“New Consolidated Data Plan”) replacing the existing national market system plans that govern the dissemination of consolidated equity market data (“Proposed Order”).¹ The MIAX Exchange Group submits this letter in support of the Proposed Order’s allocation of voting rights among unaffiliated SROs and exchange groups.² The current voting structure provided by the consolidated market data plans assigning each exchange a vote regardless of affiliation was adopted at a time when exchanges operated as independent entities and is ripe for review and modernization to reflect today’s era of exchange consolidation and resultant SRO ownership concentration within three exchange groups.

Today, each exchange is assigned one vote regardless of whether that exchange is affiliated with other exchanges that also participate on the operating committee. The Proposed Order would allocate voting rights under the New Consolidated Data Plan so that each unaffiliated SRO or

¹ See Securities Exchange Act Release No. 87906 (January 8, 2020), 85 FR 2202 (January 14, 2020) (File No. 4-757).

² This letter is limited to the Proposed Order’s voting allocation structure and the MIAX Exchange Group does not seek to address any other aspects of the Proposed Order at this time.

exchange group is assigned one vote on the operating committee. An unaffiliated SRO or exchange group would only be assigned a second vote where that exchange group has maintained consolidated equity market share of at least 15% for at least four of the six calendar months preceding the date of the operating committee vote.

Since the time the current one vote per exchange structure was adopted,³ once independent exchanges have consolidated to form exchange groups that resulted in the corporate parent obtaining additional voting power on the operating committee. As stated in the Proposed Order, 14 of the 17 current participant exchanges are owned by three groups: Cboe Holdings, Inc. (“Cboe”) has five participant exchanges, Cboe, BYX, BZX, EDGA, and EDGX; the Intercontinental Exchange Group, Inc. (“ICE”) also has five participant exchanges, NYSE, NYSE American, NYSE Arca, NYSE National, and NYSE Chicago; and Nasdaq, Inc. has four participant exchanges, ISE, Nasdaq, Nasdaq Phlx, and Nasdaq BX. The Investors Exchange LLC (“IEX”) and the Long Term Stock Exchange, Inc. (“LTSE”) are the only two independently operated equities exchanges. This voting structure provides Cboe and ICE five votes and Nasdaq, Inc. four votes on all matters to be voted on by the operating committee. IEX and LTSE have only one vote each. This voting structure provides a single exchange family outsized influence on matters before the operating committee that require more than a majority vote.

The MIAX Exchange Group supports the Proposed Order’s voting allocation structure. As a prospective new equities market and participant on the operating committees,⁴ the MIAX Exchange Group is keenly interested in an equitable allocation of voting rights among participants to ensure that the voting power of unaffiliated SROs is not diluted. The Proposed Order would modernize the voting structure to reflect the emergence of exchange families while facilitating the fair representation of all participants on the operating committee. It would seek to prevent exchanges under common ownership to vote as a block and dilute the voting power of other participants. Therefore, the MIAX Exchange Group supports the Proposed Order’s allocation of voting rights under the New Consolidated Data Plan.

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³ The CTA Plan, CQ Plan, and UTP Plan were approved on May 10, 1974, July 28, 1978, and June 26, 1990, respectively. *See* Securities Exchange Act Release No. 10787 (May 10, 1974), 39 FR 17799 (order approving CTA Plan); 15009 (July 28, 1978), 43 FR 34851 (August 7, 1978) (order temporarily approving CQ Plan); 16518 (Jan. 22, 1980), 45 FR 6521 (Jan. 28, 1980) (order permanently approving CQ Plan); and 28146 (June 26, 1990), 55 FR 27917 (July 6, 1990) (order approving UTP Plan).

⁴ *See* Securities Exchange Act Release No. 88132 (February 6, 2020), 85 FR 8053 (February 12, 2020) (SR-PEARL-2020-03) (Notice of Filing of a Proposed Rule Change to Adopt Rules Governing the Trading of Equity Securities).

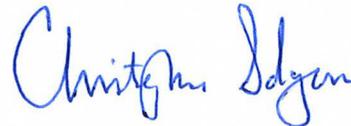
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The MIAX Exchange Group appreciates the opportunity to comment on the Commission's Proposed Order and welcomes regulatory action that improves governance through the New Consolidated Data Plan. The MIAX Exchange Group is committed to assisting the Commission and its Staff in evaluating the issues presented by the Proposed Order. Should the Commission or the Staff have any questions, please feel free to contact me at [REDACTED].

Sincerely,



Christopher Solgan
VP, Senior Counsel

cc: The Honorable Jay Clayton, Chair
The Honorable Allison Herren Lee, Commissioner
The Honorable Hester M. Peirce, Commissioner
The Honorable Elad L. Roisman, Commissioner
Brett Redfearn, Director, Division of Trading and Markets
David Shillman, Associate Director, Division of Trading and Markets