MEMORANDUM

TO: File No. S7-23-15

FROM: Marsha Dixon

Special Counsel

Office of Market Supervision, Division of Trading and Markets

U.S. Securities and Exchange Commission

DATE: January 29, 2016

SUBJECT: Meeting with Representatives of PricewaterhouseCoopers LLP

On January 28, 2016, representatives from the U.S. Securities and Exchange Commission ("SEC") met with representatives from PricewaterhouseCoopers LLP ("PricewaterhouseCoopers"). The SEC representatives were David Shillman, Tyler Raimo, Jennifer Dodd, Marsha Dixon, Matthew Cursio, Derek James and Megan Mitchell from the Division of Trading and Markets, and Salil Pachare from the Division of Economic and Risk Analysis. The PricewaterhouseCoopers representatives were Paul Chew and Alan Kostrinsky. The participants in the meeting discussed, among other things, regulation of NMS Stock Alternative Trading Systems [Release No. 34-76474].