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February 10, 2015

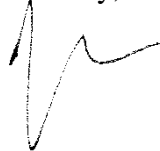
Brent J. Fields  
Secretary  
US Securities and Exchange Commission  
100 F Street NE  
Washington, DC 20549-1090

**Re:    *Partial Amendment No. 1 (SR-NASDAQ-2014-065)***

Dear Mr. Fields:

NASDAQ OMX LLC filed the above-reference filing on February 10, 2015.

Sincerely,



Enclosure:    Partial Amendment No. 1 to SR-NASDAQ-2014-065

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 4	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR - 2014 - * 065	Amendment No. (req. for Amendments *) 1
Filing by NASDAQ Stock Market Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934				
Initial * <input type="checkbox"/>	Amendment * <input checked="" type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input checked="" type="checkbox"/>	Section 19(b)(3)(A) * <input type="checkbox"/>
			Section 19(b)(3)(B) * <input type="checkbox"/>	
			Rule	
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(4) <input type="checkbox"/> 19b-4(f)(5) <input type="checkbox"/> 19b-4(f)(6)
Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010			Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934	
Section 806(e)(1) * <input type="checkbox"/>		Section 806(e)(2) * <input type="checkbox"/>	Section 3C(b)(2) * <input type="checkbox"/>	
Exhibit 2 Sent As Paper Document <input type="checkbox"/>		Exhibit 3 Sent As Paper Document <input type="checkbox"/>		
<b>Description</b>				
Provide a brief description of the action (limit 250 characters, required when Initial is checked *).				
<input type="text" value="A proposal to add new Rule 5713 (Paired Class Shares), and to list seven series of Paired Class Shares issued by AccuShares Commodities Trust I."/>				
<b>Contact Information</b>				
Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.				
First Name *	<input type="text" value="Jurij"/>		Last Name *	<input type="text" value="Trypupenko"/>
Title *	<input type="text" value="Associate General Counsel"/>			
E-mail *	<input type="text" value="jurij.trypupenko@nasdaqomx.com"/>			
Telephone *	<input type="text" value="(301) 978-8132"/>	Fax	<input type="text" value="(301) 978-8472"/>	
<b>Signature</b>				
Pursuant to the requirements of the Securities Exchange Act of 1934,				
has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.				
(Title *)				
Date	<input type="text" value="02/10/2015"/>		<input type="text" value="Executive Vice President and General Counsel"/>	
By	<input type="text" value="Edward S. Knight"/>		<input type="text" value="edward.knight@nasdaq.com"/>	
(Name *)				
NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.				

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF website.

**Form 19b-4 Information \***

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

**Exhibit 1 - Notice of Proposed Rule Change \***

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

**Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies \***

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

**Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications**

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

**Exhibit 3 - Form, Report, or Questionnaire**

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

**Exhibit 4 - Marked Copies**

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

**Exhibit 5 - Proposed Rule Text**

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

**Partial Amendment**

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

**Partial Amendment No. 1 to SR-NASDAQ-2014-065**

The NASDAQ Stock Market LLC is filing this Partial Amendment No. 1 to SR-NASDAQ-2014-065 to make technical amendments in the pending 19b-4 proposal.

- 1) In the 19b-4 on page 25 of 121 (second sentence in the second full paragraph), and in Exhibit 1 on page 83 of 121 (first full sentence in the first partial paragraph): replace “Index Provider” with “CBOE”. The amended sentence will read as follows:

“The CBOE Volatility Index® (the “VIX”), which is the Underlying Benchmark of the VIX Fund, is constructed by the CBOE and calculated and published by the CBOE (Chicago Board Options Exchange, Incorporated).”
- 2) In the 19b-4 on page 29 of 121 (second sentence in the second full paragraph), and in Exhibit 1 on page 87 of 121 (second sentence in the first paragraph): replace “Index Provider” with “CBOE”. The amended sentence will read as follows:

“The VIX is constructed by the CBOE and calculated and published by the CBOE (Chicago Board Options Exchange, Incorporated).”
- 3) In Exhibit 5 on page 121 of 121: delete Commentary .05. The Exchange does not believe that Commentary .05 is applicable to Paired Class Shares, and is therefore striking the commentary.
  - a) References to Commentary .05, and discussion regarding Commentary .05 are deleted from the proposal. This is done in the 19b-4 on page 22 of 121 (sixth sentence in the first paragraph); and in Exhibit 1 on page 79 of 121 (sixth sentence, which continues to the next page, of the first full paragraph).
- 4) In Exhibit 5 on page 121 of 121: re-number Commentary .06 to Commentary .05

- a) References to “Commentary .06” are changed to “Commentary .05” in the proposal. This is done in the 19b-4 on page 22 of 121 (last sentence in the first paragraph); and in Exhibit 1 on page 80 of 121 (first full sentence in the first incomplete paragraph).
- b) References to “six Commentaries” are changed to “five Commentaries”. This is done in the 19b-4 on page 22 of 121 (first sentence of first full paragraph; and in Exhibit 1 on page 79 of 121 (first sentence of the first incomplete paragraph).

The proposal SR-NASDAQ-2014-065, as amended, remains consistent with the Securities Exchange Act of 1934, and specifically with Section 6(b)(5). Partial Amendment No. 1 is a technical amendment that does not make any substantive changes but rather corrects a reference to the calculation/publication of the VIX index, deletes an inapplicable commentary, and re-numbers certain parts of the proposal.