



Martha Redding
Associate General Counsel
Assistant Secretary

New York Stock Exchange
11 Wall Street
New York, NY 10005

February 8, 2017

VIA E-MAIL

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

Re: Securities Exchange Act Rel. 34-78628 (SR-NYSEArca-2016-89)

Dear Mr. Fields:

NYSE Arca, Inc. filed the attached Partial Amendment No. 4 to the above-referenced filing on February 7, 2017.

Sincerely,

A handwritten signature in blue ink, appearing to be "MJ" or similar initials, written in a cursive style.

Encl. (Partial Amendment No. 4 to SR-NYSEArca-2016-89)

Required fields are shown with yellow backgrounds and asterisks.

Filing by NYSE Arca, Inc.
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial *	Amendment *	Withdrawal	Section 19(b)(2) *	Section 19(b)(3)(A) *	Section 19(b)(3)(B) *
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			Rule		
Pilot	Extension of Time Period for Commission Action *	Date Expires *	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<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) *	Section 806(e)(2) *
<input type="checkbox"/>	<input type="checkbox"/>
	Section 3C(b)(2) *
	<input type="checkbox"/>

Exhibit 2 Sent As Paper Document	Exhibit 3 Sent As Paper Document
<input type="checkbox"/>	<input type="checkbox"/>

Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Contact Information

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 * Martha Last Name * Redding

Title * Associate General Counsel

E-mail * [REDACTED]

Telephone * [REDACTED] Fax [REDACTED]

Signature

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 02/07/2017 Associate General Counsel

By Clare Saperstein

(Name *)

Clare Saperstein,

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 EFFS 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.

SR-NYSEArca-2016-89, Partial Amendment No. 4

NYSE Arca, Inc. (“NYSE Arca” or the “Exchange”) hereby submits this Partial Amendment No. 4 to the above-referenced filing, as previously amended by Amendments Nos. 1, 2 and 3 (“Filing”), in connection with the proposed rule change to amend the co-location services offered by the Exchange to establish fees relating to Users’ access to third party trading and execution services; connectivity to third party data feeds and testing and certification feeds; access to clearing; and other services. In addition, the proposed rule change reflects changes to the NYSE Arca Options Fee Schedule (the “Options Fee Schedule”) and, through its wholly owned subsidiary NYSE Arca Equities, Inc. (“NYSE Arca Equities”), the NYSE Arca Equities Schedule of Fees and Charges for Exchange Services (the “Equities Fee Schedule” and, together with the Options Fee Schedule, the “Fee Schedules”) related to these co-location services. The Exchange proposes the following amendments to the Filing:

1. The Exchange proposes to amend the second table on page 7 of the Filing (table on page 28 of the Exhibit 1).

In the Filing, the Exchange proposes to revise the Fee Schedules to include fees for connectivity to the execution systems of third party markets and other content service providers (“Third Party Systems”). NYSE Group, Inc., the Exchange’s parent, acquired National Stock Exchange (“NSX”) on January 31, 2017.¹ As a result, NSX is no longer a Third Party System. The Exchange therefore proposes to remove NSX from the list of Third Party Systems in the second table on page 7 of the Filing (table on page 28 of the Exhibit 1), as follows (proposed deletions [bracketed]):

Americas Trading Group (ATG)
BATS
Boston Options Exchange (BOX)
Chicago Board Options Exchange (CBOE)
Credit Suisse
International Securities Exchange (ISE)
Nasdaq
[National Stock Exchange]
NYFIX Marketplace

2. The Exchange proposes to amend the first sentence of the carryover paragraph on pages 8 and 9 of the Filing and amend the accompanying footnote 13 (carryover paragraph on pages 29 and 30 and accompanying footnote 14 of the Exhibit 1).

¹ See Securities Exchange Release No. 79901 (January 30, 2017) (SR-NYSE-2016-90, SR-NYSEMKT-2016-122, SR-NYSEArca-2016-167).

In the Filing, the Exchange proposes to revise the Fee Schedules to include fees for connectivity to data feeds from third party markets and other content service providers (“Third Party Data Feeds”). The Exchange proposes to amend the Filing to add three additional Third Party Data Feeds: ICE Data Services Consolidated Feed, ICE Data Services PRD, and ICE Data Services PRD CEP. The additional feeds are owned by the Exchange’s ultimate parent, Intercontinental Exchange, Inc., and so the Exchange has an indirect interest in the additional feeds. Accordingly, the Exchange proposes to amend the first sentence of the carryover paragraph on pages 8 and 9 of the Filing and amend the accompanying footnote 13 (carryover paragraph on pages 29 and 30 of the Exhibit 1 and accompanying footnote 14), as follows (new text underlined and proposed deletions [bracketed]):

With the exception of the ICE, ICE Data Services, Global OTC and NYSE Global Index feeds,^{13/14} the Exchange has no affiliation with the sellers of the Third Party Data Feeds.

* * * * *

^{13/14} ICE and the Global OTC alternative trading system are both owned by the Exchange’s ultimate parent, Intercontinental Exchange, Inc., and so the Exchange has an indirect interest in the ICE, ICE Data Services, and Global OTC feeds. The ICE Data Services feeds include the ICE Data Services PRD, ICE Data Services PRD CEP, and the ICE Data Services Consolidated Feed. The NYSE Global Index feed and ICE Data Services Consolidated Feed include[s index and exchange traded product] valuations data, with data drawn from the Exchange, the Affiliate SROs, and third party exchanges. Because they[it] include[s] third party data, the NYSE Global Index feed and ICE Data Services Consolidated Feed are[is] considered [a] Third Party Data Feeds. As with all Third Party Data Feeds, the Exchange is not the exclusive method to connect to the ICE, Global OTC, [or] NYSE Global Index, ICE Data Services PRD, ICE Data Services PRD CEP feeds, or the ICE Data Services Consolidated Feed.

3. The Exchange proposes to amend the first full paragraph on page 9 of the Filing (the first full paragraph on page 30 of the Exhibit 1).

The Exchange proposes that the monthly recurring fee for ICE Data Services Consolidated Feed vary by the bandwidth of the connection. Accordingly, it proposes to amend the first full paragraph on page 9 of the Filing (first full paragraph on page 30 of the Exhibit 1). In addition, it proposes to correct a typographical error in the second sentence of such paragraph, replacing “feed” with “fee”. The proposed amendments are as follows (new text underlined and proposed deletions [bracketed]):

The Exchange charges a monthly recurring fee for connectivity to each Third Party Data Feed. The monthly recurring fee is per Third Party Data Feed, with the exception that the monthly recurring fee[d] for ICE Data Services Consolidated Feed, SuperFeed and MSCI varies by the bandwidth of the connection. Depending on its needs and bandwidth, a User may opt to receive all or some of

the feeds or services included in a Third Party Data Feed.

4. The Exchange proposes to amend the carryover table on pages 9 and 10 of the Filing (carryover table on pages 30 and 31 of the Exhibit 1).

The Exchange proposes to add the three additional Third Party Data Feeds to the table that shows the feeds that connectivity to each Third Party Data Feed provides, together with the applicable monthly recurring connectivity fee. Accordingly, the Exchange proposes to amend the carryover table on pages 9 and 10 of the Filing (carryover table on pages 30 and 31 of the Exhibit 1), as follows (new text underlined):

Third Party Data Feed	Monthly Recurring Connectivity Fee per Third Party Data Feed
Bats BZX Exchange (BZX) and Bats BYX Exchange (BYX)	\$2,000
Bats EDGX Exchange (EDGX) and Bats EDGA Exchange (EDGA)	\$2,000
Boston Options Exchange (BOX)	\$1,000
Chicago Board Options Exchange (CBOE)	\$2,000
Chicago Stock Exchange (CHX)	\$400
Euronext	\$600
Financial Industry Regulatory Authority (FINRA)	\$500
Global OTC	\$100
<u>ICE Data Services Consolidated Feed ≤ 100 Mb</u>	<u>\$200</u>
<u>ICE Data Services Consolidated Feed > 100 Mb to ≤1 Gb</u>	<u>\$500</u>
<u>ICE Data Services Consolidated Feed > 1 Gb</u>	<u>\$1,000</u>
<u>ICE Data Services PRD</u>	<u>\$200</u>
<u>ICE Data Services PRD CEP</u>	<u>\$400</u>
Intercontinental Exchange (ICE)	\$1,500
Montréal Exchange (MX)	\$1,000
MSCI 5 Mb	\$500
MSCI 25 Mb	\$1,200
NASDAQ Stock Market	\$2,000
NASDAQ OMX Global Index Data Service	\$100
NASDAQ OMDF	\$100
NASDAQ UQDF & UTDF	\$500
NYSE Global Index	\$100
OTC Markets Group	\$1,000
SR Labs – SuperFeed ≤500 Mb	\$250
SR Labs – SuperFeed >500 Mb to ≤1.25 Gb	\$800

Third Party Data Feed	Monthly Recurring Connectivity Fee per Third Party Data Feed
SR Labs – SuperFeed >1.25 Gb	\$1,000
TMX Group	\$2,500

5. The Exchange proposes to amend the first full paragraph on page 18 of the Filing (the first full paragraph on page 43 of the Exhibit 1).

As stated above, the Exchange proposes that the monthly recurring feed for ICE Data Services Consolidated Feed vary by the bandwidth of the connection. Accordingly, the Exchange proposes to amend the first full paragraph on page 18 of the Filing (the first full paragraph on page 43 of the Exhibit 1), as follows (new text underlined and proposed deletions [bracketed]):

The monthly recurring fees the Exchange charges Users for connectivity to Third Party Systems, the ICE Data Services Consolidated Feed, MSCI, and SuperFeed Third Party Data Feeds, and DTCC, as well as for VCCs between Users, vary by the bandwidth of the connection. The Exchange also believes such fees are reasonable because the monthly recurring fee varies by the bandwidth of the connection, and so is generally proportional to the bandwidth required. The Exchange notes that some of the monthly recurring fees for connectivity to ICE Data Services Consolidated Feed, SuperFeed and DTCC differ from the fees for the other connections of the same bandwidth. The Exchange believes that such difference in pricing is reasonable, equitably allocated and not unfairly discriminatory because, although the bandwidth may be the same, the competitive considerations and the costs the Exchange incurs in providing such connections and VCCs may differ.

6. The Exchange proposes to amend the first full table on page 52 and first full table on page 57 of the Exhibit 5.

The Exchange proposes to revise the Fee Schedules to reflect the fact that NSX is no longer a Third Party System. The Exchange therefore proposes to remove NSX from the list of Third Party Systems in the first full table on page 52 and first full table on page 57 of the Exhibit 5, as follows (deleted text in ~~strike-through~~):

<u>Third Party Systems</u>
<u>Americas Trading Group (ATG)</u>
<u>BATS</u>
<u>Boston Options Exchange (BOX)</u>
<u>Chicago Board Options Exchange (CBOE)</u>
<u>Credit Suisse</u>

<u>International Securities Exchange (ISE)</u>
<u>Nasdaq</u>
<u>National Stock Exchange</u>
<u>NYFIX Marketplace</u>

7. The Exchange proposes to amend the carryover table on pages 52 and 53 and the carryover table on pages 57 and 58 of the Exhibit 5.

The Exchange proposes to amend the Fee Schedules to add the three additional Third Party Data Feeds. The Exchange therefore proposes to amend the carryover table on pages 52 and 53 and the carryover table on pages 57 and 58 of the Exhibit 5, as follows (new text *double-underlined and italics*):

<u>Third Party Data Feed</u>	<u>Monthly Recurring Connectivity Fee per Third Party Data Feed</u>
<u>Bats BZX Exchange (BZX) and Bats BYX Exchange (BYX)</u>	<u>\$2,000</u>
<u>Bats EDGX Exchange (EDGX) and Bats EDGA Exchange (EDGA)</u>	<u>\$2,000</u>
<u>Boston Options Exchange (BOX)</u>	<u>\$1,000</u>
<u>Chicago Board Options Exchange (CBOE)</u>	<u>\$2,000</u>
<u>Chicago Stock Exchange (CHX)</u>	<u>\$400</u>
<u>Euronext</u>	<u>\$600</u>
<u>Financial Industry Regulatory Authority (FINRA)</u>	<u>\$500</u>
<u>Global OTC</u>	<u>\$100</u>
<u><i>ICE Data Services Consolidated Feed < 100 Mb</i></u>	<u><i>\$200</i></u>
<u><i>ICE Data Services Consolidated Feed > 100 Mb to <= 1 Gb</i></u>	<u><i>\$500</i></u>
<u><i>ICE Data Services Consolidated Feed > 1 Gb</i></u>	<u><i>\$1,000</i></u>
<u><i>ICE Data Services PRD</i></u>	<u><i>\$200</i></u>
<u><i>ICE Data Services PRD CEP</i></u>	<u><i>\$400</i></u>
<u>Intercontinental Exchange (ICE)</u>	<u>\$1,500</u>
<u>Montréal Exchange (MX)</u>	<u>\$1,000</u>
<u>MSCI 5 Mb</u>	<u>\$500</u>
<u>MSCI 25 Mb</u>	<u>\$1,200</u>
<u>NASDAQ Stock Market</u>	<u>\$2,000</u>
<u>NASDAQ OMX Global Index Data Service</u>	<u>\$100</u>
<u>NASDAQ OMDF</u>	<u>\$100</u>
<u>NASDAQ UQDF & UTDF</u>	<u>\$500</u>
<u>NYSE Global Index</u>	<u>\$100</u>
<u>OTC Markets Group</u>	<u>\$1,000</u>

<u>Third Party Data Feed</u>	<u>Monthly Recurring Connectivity Fee per Third Party Data Feed</u>
<u>SR Labs – SuperFeed <500 Mb</u>	<u>\$250</u>
<u>SR Labs – SuperFeed >500 Mb to <1.25 Gb</u>	<u>\$800</u>
<u>SR Labs – SuperFeed >1.25 Gb</u>	<u>\$1,000</u>
<u>TMX Group</u>	<u>\$2,500</u>

All other representations in the Filing remain as stated therein and no other changes are being made.