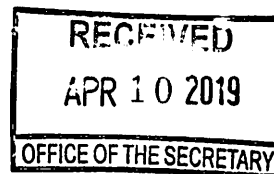


By Federal Express

April 9, 2019



Mr. Brent J. Fields
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: File Number 4-698 – Selection of Plan Processor for the National Market System Plan Governing the Consolidated Audit Trail (“CAT”)

Dear Mr. Fields:

On behalf of the Participants of the National Market System Plan Governing the Consolidated Audit Trail (“CAT NMS Plan”),¹ I respectfully submit this updated letter pursuant to Rule 608(a)(6) of Regulation NMS under the Securities Exchange Act of 1934 to notify the Securities and Exchange Commission (“SEC”) of the selection of the successor Plan Processor for the CAT NMS Plan. This letter includes nonmaterial changes and it supersedes the prior letter that was submitted by mail to the SEC on March 18, 2019.² Capitalized terms used but not defined in this letter have the meanings ascribed to such terms in the CAT NMS Plan.

A. Identification of Person Selected as Successor Plan Processor

On February 26, 2019, the Operating Committee of CATLLC (with FINRA recusing itself) (the “Operating Committee”) voted to select FINRA as the successor Plan Processor pursuant to Section 6.1(t) of the CAT NMS Plan.

B. Material Terms under which such Person is to Serve as Successor Plan Processor

On March 29, 2019, CATLLC and FINRA entered into an agreement under which a newly created special purpose wholly owned subsidiary of FINRA (“FINRA CAT, LLC or “FINRA CAT”) will act as the successor Plan Processor with regard to the CAT NMS Plan (“Plan Processor Agreement”). The Plan Processor Agreement contains provisions that require FINRA CAT to: (1) serve as the Plan Processor to perform CAT-related functions and services required by SEC Rule 613 and the CAT NMS Plan (the “Services”); (2) develop and implement the CAT System in accordance with the development and implementation phases, milestones and timeline agreed upon by CATLLC; and (3) provide the Services in accordance with service level requirements agreed upon by CATLLC. The Plan Processor Agreement requires the Services to

¹ The Participants of the CAT NMS Plan are BOX Exchange LLC, Cboe BYX Exchange, Inc., Cboe BZX Exchange, Inc., Cboe EDGA Exchange, Inc., Cboe EDGX Exchange, Inc., Cboe C2 Exchange, Inc., Cboe Exchange, Inc., Financial Industry Regulatory Authority, Inc. (“FINRA”), Investors’ Exchange LLC, MIAX Emerald, LLC, Miami International Securities Exchange LLC, MIAX PEARL, LLC, NASDAQ BX, Inc., Nasdaq GEMX, LLC, Nasdaq ISE, LLC, Nasdaq MRX, LLC, NASDAQ PHLX LLC, The NASDAQ Stock Market LLC, New York Stock Exchange LLC, NYSE American LLC, NYSE Arca, Inc., NYSE Chicago, Inc., and NYSE National, Inc. The Participants formed CAT NMS, LLC (“CATLLC”) to implement the requirements of SEC Rule 613 and the CAT NMS Plan.

² See Letter from the Participants to Brent J. Fields, SEC (Mar. 18, 2019).

be provided in a manner that is consistent with and in accordance with the CAT NMS Plan and SEC rules and regulations. Furthermore, the Plan Processor Agreement includes other provisions related to the Services, including: (1) pricing and fees; (2) service level requirements; (3) term of the agreement and termination rights; (4) transition services; (5) ownership of intellectual property; (6) indemnification; (7) limitations of liability; (8) insurance requirements; and (9) capitalization of the successor Plan Processor.

C. Alternative Successor Plan Processors Considered

The Participants considered various options for expeditiously progressing the CAT System. The Participants engaged in discussions with two prior Bidders for the successor Plan Processor role, ultimately selecting FINRA for the position.

D. Reasons for Selection of the Successor Plan Processor

The Operating Committee formed a Selection Subcommittee (“Selection Subcommittee”) in accordance with Section 4.12 of the CAT NMS Plan to evaluate and review Bids and to make a recommendation to the Operating Committee with respect to the selection of the successor Plan Processor. The Selection Subcommittee considered factors including, but not limited to, the following, in recommending FINRA to the Operating Committee as the successor Plan Processor:

- a. FINRA’s specialized technical expertise and capabilities in the area of broker-dealer technology;
- b. The need to appoint a successor Plan Processor with specialized expertise to develop, implement, and maintain the CAT System in accordance with the CAT NMS Plan and SEC Rule 613;
- c. FINRA’s detailed proposal in response to CATLLC’s recent inquiries; and
- d. FINRA’s data query and analytics systems demonstration to the Participants.

Based on these and other factors, the Selection Subcommittee determined that FINRA was the most appropriate Bidder to become the successor Plan Processor.

* * *

Thank you for your attention to this matter. If you have any questions regarding this letter, please do not hesitate to contact me.

Respectfully submitted,



Michael J. Simon
Chair, CAT NMS, LLC Operating Committee

Enclosures

cc: The Hon. Jay Clayton, Chairman
The Hon. Robert J. Jackson, Jr., Commissioner
The Hon. Hester M. Peirce, Commissioner
The Hon. Elad L. Roisman, Commissioner
Ms. Manisha Kimmel, Senior Policy Advisor, Regulatory Reporting to Chairman Clayton
Mr. Brett Redfearn, Director, Division of Trading and Markets
Mr. David Shillman, Associate Director, Division of Trading and Markets
Mr. David Saltiel, Associate Director, Division of Trading and Markets
Mr. David Hsu, Assistant Director, Division of Trading and Markets
Mr. Mark Donohue, Senior Policy Advisor, Division of Trading and Markets
Mr. David Metzman, Counsel to the Director, Division of Trading and Markets
CAT NMS Plan Participants