



April 27, 2020

**VIA ELECTRONIC DELIVERY**

Ms. Vanessa Countryman  
Secretary  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549-7010

Re: MEMX LLC – Amendment No. 3 to Form 1 Application for Registration as a National Securities Exchange Pursuant to Section 6 of the Securities Exchange Act of 1934

Dear Ms. Countryman:

On behalf of MEMX LLC (“MEMX”), I write to file Amendment No. 3 to MEMX’s Form 1 application for registration as a national securities exchange pursuant to Section 6 of the Securities Exchange Act of 1934.<sup>1</sup> Please note that this Amendment reflects the updates to the MEMX Form 1 Application discussed with staff of the Securities and Exchange Commission (“Commission”), by providing an updated version of the Exhibit listed below, Exhibit A-5. The changes made in Amendment No. 3 are described below. Please note that other than Exhibit A-5, no other Exhibit is being changed by this Amendment No. 3. In order to assist the Commission with its review of Amendment No. 3, MEMX has included a marked comparison indicating changes to the latest version of Exhibit A-5 previously filed with the Commission.

The changes to Exhibit A-5, the Second Amended and Restated Limited Liability Company Agreement of MEMX LLC (the “LLC Agreement”), have been made to:

- (1) add language and revise the structure of Section 7.3(b)(ii) of the LLC Agreement to make clear that in connection with the composition requirements of MEMX there must be at least one director on the Board of Directors of MEMX who is a Non-Industry Director who is representative of issuers and investors and not associated with an Exchange Member, a broker, or a dealer; and
- (2) add language to Section 13.1 of the LLC Agreement that makes clear that despite strict prohibitions on sharing with other persons confidential information pertaining to MEMX’s self-regulatory function, MEMX is permitted to share information with personnel of another self-regulatory organization that performs regulatory services on behalf of MEMX and any processor acting pursuant to an effective national market system plan.

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<sup>1</sup> This Amendment No. 3 has been filed electronically based on and in accordance with the “Division of Trading and Markets Staff Statement Regarding Requirements for Certain Paper Submissions in Light of COVID-19 Concerns.”

Please contact me at 201-831-8345 if you have any questions regarding any aspect of this application.

Regards,

A handwritten signature in black ink, appearing to read 'A Franzon', written in a cursive style.

Anders Franzon  
General Counsel  
Members Exchange

Enclosures

cc: The Honorable Jay Clayton, Chairman, SEC  
The Honorable Robert J. Jackson, Commissioner, SEC  
The Honorable Hester M. Peirce, Commissioner, SEC  
The Honorable Elad L. Roisman, Commissioner, SEC  
The Honorable Allison Herren Lee, Commissioner, SEC  
Brett Redfearn, Director, Division of Trading and Markets, SEC  
David Shillman, Associate Director, Division of Trading and Markets, SEC  
Richard Holley III, Assistant Director, Division of Trading and Markets, SEC  
Jonathan Kellner, Chief Executive Officer, MEMX LLC  
Andre Owens, Partner, WilmerHale

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of the applicant would violate the federal securities laws and may result in disciplinary, administrative, or criminal action.

**INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS**

APPLICATION  AMENDMENT

1. State the name of the applicant: MEMX LLC

2. Provide the applicant's primary street address (Do not use a P.O. Box):  
111 Town Square Place, Suite 520, Jersey City, NJ 07310

3. Provide the applicant's mailing address (if different):  
\_\_\_\_\_  
\_\_\_\_\_

4. Provide the applicant's business telephone and facsimile number:  
201-331-7900 201-331-7904  
(Telephone) (Facsimile)

5. Provide the name, title, and telephone number of a contact employee:  
Jonathan Kellner Chief Executive Officer 201-331-7902  
(Name) (Title) (Telephone Number)

6. Provide the name and address of counsel for the applicant:  
Anders Franzon, General Counsel  
111 Town Square Place, Suite 520  
Jersey City, NJ 07310

7. Provide the date applicant's fiscal year ends: December 31

8. Indicate legal status of applicant:  Corporation  Sole Proprietorship  Partnership  
 Limited Liability Company  Other (specify): \_\_\_\_\_


If other than a sole proprietor, indicate the date and place where applicant obtained its legal status (e.g. state where incorporated, place where partnership agreement was filed or where applicant entity was formed):

(a) Date (MM/DD/YY): 10/03/18 (b) State/Country of formation: Delaware/United States of America

(c) Statute under which applicant was organized: Delaware Limited Liability Company Act

**EXECUTION:** The applicant consents that service of any civil action brought by , or notice of any proceeding before, the Securities and Exchange Commission in connection with the applicant's activities may be given by registered or certified mail or confirmed telegram to the applicant's contact employee at the main address, or mailing address if different, given in Items 2 and 3. The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of , and with the authority of , said applicant. The undersigned and applicant represent that the information and statements contained herein, including exhibits, schedules, or other documents attached hereto, and other information filed herewith, all of which are made a part hereof, are current, true, and complete.

Date: 04/27/20 MEMX LLC  
(MM/DD/YY) (Name of applicant)

By:  \_\_\_\_\_  
(Signature) (Printed Name and Title)

Subscribed and sworn before me this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ by \_\_\_\_\_  
(Month) (Year) (Notary Public)

My Commission expires \_\_\_\_\_ County of \_\_\_\_\_ State of \_\_\_\_\_

***This page must always be completed in full with original, manual signature and notarization.***  
***Affix notary stamp or seal where applicable.***