will attend the Closed Meeting. Certain staff members who have an interest in the matters also may be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(3), (5), (7), 9(B) and (10) and 17 CFR 200.402(a)(3), (5), (7), 9(ii) and (10), permit consideration of the scheduled matters at the Closed Meeting.

Commissioner Gallagher, as duty officer, voted to consider the items listed for the Closed Meeting in a closed session.

The subject matter of the Closed Meeting scheduled for Thursday, January 26, 2012 will be:

Institution and settlement of injunctive actions; Institution and settlement of administrative proceedings; Other matters relating to enforcement proceedings; and An adjudicatory matter.

At times, changes in Commission priorities require alterations in the scheduling of meeting items.

For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact:

The Office of the Secretary at (202) 551–5400.

Dated: January 19, 2012.

Elizabeth M. Murphy,

Secretary.

[FR Doc. 2012–1408 Filed 1–19–12; 4:15 pm]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–66169; File No. SR–ISE–2012–01]

Self-Regulatory Organizations; International Securities Exchange, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Fees and Rebates

January 17, 2012.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the ''Exchange Act'') [1] and Rule 19b–4 thereunder,[2] notice is hereby given that, on January 3, 2012, the International Securities Exchange, LLC (the ''Exchange'' or the ''ISE'') filed with the Securities and Exchange Commission (the ''Commission'') the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The ISE is proposing to (i) amend the threshold levels and rebate amounts for Qualified Contingent Cross (''QCC'') orders and Solicitation orders, (ii) lower the service fee for QCC orders in the Exchange's fee cap program, and (iii) increase the ''take'' fee for certain customer orders that remove liquidity in a select group of options classes. The text of the proposed rule change is available on the Exchange's Web site (*http://www.ise.com*), at the principal office of the Exchange, and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization has prepared summaries, set forth in sections A, B and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of this proposed rule change is to (i) amend the threshold levels and rebate amounts for QCC and Solicitation orders, and (ii) lower the service fee for QCC orders in the Exchange's fee cap program, both of which are designed to encourage Members to submit greater numbers of QCC orders and Solicitation orders to the Exchange. The Exchange currently provides a rebate to Members who reach a certain volume threshold in QCC orders and/or Solicitation orders during a month.[3] Once a Member reaches the volume threshold, the Exchange provides a rebate to that Member for all of its QCC and Solicitation traded contracts for that month. The rebate is paid to the Member entering a qualifying order, *i.e.,* a QCC order and/or a Solicitation order. The rebate applies to QCC orders and Solicitation orders in all symbols traded on the Exchange. Additionally, the threshold levels are based on the originating side so if, for example, a Member submits a Solicitation order for 1,000 contracts, all 1,000 contracts are counted to reach the established threshold even if the order is broken up and executed with multiple counter parties.

The current volume threshold and corresponding rebate per contract is:

Originating contract sides	Rebate per contract
0–199,999	$0.00
200,000–999,999	0.02
1,000,000–1,699,999	0.03
1,700,000–1,999,999	0.04
2,000,000+	0.05

The Exchange now proposes to amend the current tiers by: (1) Increasing the rebate amount for the second tier (200,000–999,999 contracts) from $0.02 per contract to $0.05 per contract; (2) adjusting the third tier (1,000,000–1,699,999 contracts) so that it becomes 1,000,000–1,599,999 contracts and increasing the rebate amount for the adjusted third tier from $0.03 per contract to $0.08 per contract; (3) eliminating the fourth tier (1,700,000–1,999,999 contracts), in its entirety; and (4) adjusting the last tier (2,000,000+ contracts) so that it becomes 1,600,000+ contracts and increasing the rebate amount for the adjusted last tier from $0.05 per contract to $0.10 per contract. With the proposed changes to the tiers, the Exchange is attempting to strike the right balance between the number of qualifying contracts and its corresponding rebate to ensure that the incentive program achieves its intended purpose of attracting greater order flow from its Members. The proposed changes to this tier-based rebate program is also a competitive response to recent changes proposed by a competitor exchange to rebates it offers for QCC transactions executed on that exchange.[4]

With the proposed amended tiers, the volume threshold and corresponding rebate per contract will be as follows:

Originating contract sides	Rebate per contract
0–199,999	$0.00
200,000–999,999	0.05

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* Exchange Act Release Nos. 65087 (August 10, 2011), 76 FR 50783 (August 16, 2011) (SR–ISE–2011–47); 65583 (October 18, 2011), 76 FR 65555 (October 21, 2011) (SR–ISE–2011–68); 65705 (November 8, 2011), 76 FR 70789 (November 15, 2011) (SR–ISE–2011–70); and 65898 (December 6, 2011), 76 FR 77279 (December 12, 2011) (SR–ISE–2011–78).

[4] *See* Options Trader Alert #2011—72 NASDAQ OMX PHLX, Inc. (''PHLX'') and Nasdaq Options Market (''NOM'') Update Pricing Effective January 3, 2012.

Originating contract sides	Rebate per contract
1,000,000–1,599,999	0.08
1,600,000+	0.10

Further, the Exchange currently has a monthly fee cap program for Member firms on all proprietary trading, with certain exclusions, in all products traded on the Exchange.[5] Pursuant to the fee cap program, a service fee of $0.01 per side applies to all transactions that are eligible for the fee cap. For QCC orders, the service fee is $0.05 per side. The service fee applies once a Member reaches the fee cap level and applies to every contract side included in and above the fee cap. A Member who does not reach the monthly fee cap is not charged the service fee. Once the fee cap is reached, the service fee applies to both Firm Proprietary and other account designations in all ISE products in addition to those transactions that were included in reaching the monthly fee cap. The service fee is not calculated in reaching the fee cap. The Exchange now proposes to lower the service fee for QCC orders from $0.05 per side to $0.01 per side, so that QCC orders are effectively charged the same service fee as all other orders that are assessed a service fee.

Finally, with this proposed rule change, the Exchange also seeks to increase the ''take'' fee for certain customer orders that remove liquidity in a select group of options classes. The Exchange currently assesses a per contract transaction charge to market participants that add or remove liquidity from the Exchange (''maker/taker fees'') in a number of options classes (the ''Select Symbols'').[6] For removing liquidity in the Select Symbols, the Exchange currently charges a ''take'' fee of: (i) $0.12 per contract for Priority Customer[7] regular orders, regardless of size. The Exchange now proposes to increase the ''take'' fee for Priority Customer regular orders, regardless of size, in the Select Symbols from $0.12 per contract to $0.15 per contract.

2. Statutory Basis

The Exchange believes that its proposal to amend its Schedule of Fees is consistent with Section 6(b) of the Securities Exchange Act of 1934 (''Exchange Act'')[8] in general, and furthers the objectives of Section 6(b)(4) of the Exchange Act[9] in particular, in that it is an equitable allocation of reasonable dues, fees and other charges among Exchange Members. The Exchange believes that the proposed fee change will generally allow the Exchange and its Members to better compete for order flow and thus enhance competition. Specifically, the Exchange believes that its proposal, which among other things, adjusts the threshold levels for Members to qualify for the highest per contract rebate payable, is reasonable as it will encourage Members who direct their QCC and Solicitation orders to the Exchange to continue to do so instead of sending this order flow to a competing exchange. The Exchange believes that with the proposed amended tiers, more Members are now likely to qualify for higher rebates for sending their QCC and Solicitation orders to the Exchange.

The Exchange notes that it currently has other incentive programs to promote and encourage growth in specific business areas. For example, the Exchange has lower fees (or no fees) for customer orders;[10] and tiered pricing that reduces rates for market makers based on the level of business they bring to the Exchange.[11] This proposed rule change targets a particular segment in which the Exchange seeks to garnish greater order flow. The Exchange further believes that the rebate currently in place for QCC and Solicitation orders is reasonable because it is designed to give Members who trade a minimum of 200,000 qualifying contracts in QCC and Solicitation orders on the Exchange a benefit by way of a lower transaction fee. As noted above, once a Member reaches an established volume threshold, all of the trading activity in the specified order type by that Member will be subject to the corresponding rebate.

The Exchange also believes that its rebate program for QCC and Solicitation orders is equitable because it would uniformly apply to all Members engaged in QCC and Solicitation trading in all option classes traded on the Exchange. The Exchange further believes that its fees and credits remain competitive with fees charged by other exchanges and therefore are reasonable and equitably allocated to those members that opt to direct orders to the Exchange rather than to a competing exchange. The QCC and Solicitation rebate program employed by the Exchange has proven to be an effective pricing mechanism and attractive to Exchange participants and their customers.

The Exchange believes that its proposal to lower the service fee from $0.05 per side to $0.01 per side is equitable and reasonable as it will standardize the service fees charged by the Exchange for orders that are subject to the Exchange's fee cap program. Further, the Exchange believes that its proposal to lower the service fee for QCC orders under the Exchange's fee cap program will generally allow the Exchange to better compete for QCC orders and thus enhance competition.

The Exchange also believes that its proposal to assess a $0.15 per contract ''take'' fee for all Priority Customer regular orders in the Select Symbols is reasonable and equitably allocated because the fee is within the range of fees assessed by other exchanges employing similar pricing schemes. The proposed fee is substantially lower than the $0.29 per contract fee currently charged by PHLX for Customer orders that remove liquidity in a number of symbols that are subject to that exchange's maker/taker fees.[12] The Exchange notes that PHLX has proposed to increase this fee from $0.29 per contract to $0.31 per contract, effective January 3, 2012.[13] Therefore, while ISE is proposing a fee increase, the resulting fee remains lower than the fee change proposed by PHLX for similar orders. Further, the proposed increase will bring this fee closer to the fee the Exchange currently charges to other market participants that employ a similar trading strategy. The Exchange also notes, however, that with this proposed rule change, the fee charged to Priority Customer regular orders will remain lower (as it historically has

[5] *See* Exchange Act Release Nos. 64270 (April 8, 2011), 76 FR 20754 (April 13, 2011) (SR–ISE–2011–13).

[6] Options classes subject to maker/taker fees are identified by their ticker symbol on the Exchange's Schedule of Fees.

[7] A Priority Customer is defined in ISE Rule 100(a)(37A) as a person or entity that is not a broker/dealer in securities, and does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s).

[8] 15 U.S.C. 78f(b).

[9] 15 U.S.C. 78f(b)(4).

[10] For example, the customer fee is $0.00 per contract for products other than Singly Listed Indexes, Singly Listed ETFs and FX Options. For Singly Listed Options, Singly Listed ETFs and FX Options, the customer fee is $0.18 per contract. The Exchange also currently has an incentive plan in place for certain specific FX Options which has its own pricing. *See* ISE Schedule of Fees.

[11] The Exchange currently has a sliding scale fee structure that ranges from $0.01 per contract to $0.18 per contract depending on the level of volume a Member trades on the Exchange in a month.

[12] *See* PHLX Fee Schedule at *http://www.nasdaqtrader.com/content/marketregulation/membership/phlx/feesched.pdf.*

[13] *See* Options Trader Alert #2011—71 PHLX and NOM Update Pricing Effective January 3, 2012.

always been) than the fee currently charged by the Exchange to other market participants.

B. Self-Regulatory Organization's Statement on Burden on Competition

The proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Exchange Act.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any unsolicited written comments from members or other interested parties.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Exchange Act.[14] At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Exchange Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Exchange Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's Internet comment form (*http://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include File Number SR–ISE–2012–01 on the subject line.

Paper Comments

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549–1090.

All submissions should refer to File Number SR–ISE–2012–01. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (*http://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for Web site viewing and printing in the Commission's Public Reference Room, 100 F Street NE., Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–ISE–2012–01 and should be submitted on or before February 13, 2012.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[15]

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2012–1175 Filed 1–20–12; 8:45 am]

BILLING CODE 8011–01–P

[14] 15 U.S.C. 78s(b)(3)(A)(ii).

[15] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–66171; File Nos. SR–EDGA–2011–34; SR–EDGX–2011–33; SR–ISE–2011–69; SR–NYSE–2011–51; SR–NYSEAmex–2011–78; SR–NYSEArca–2011–72]

Self-Regulatory Organizations; EDGA Exchange, Inc.; EDGX Exchange, Inc.; International Securities Exchange, LLC; New York Stock Exchange LLC; NYSE Amex LLC; NYSE Arca, Inc.; Order Granting Approval of Proposed Rule Change Relating to a Corporate Transaction in Which Deutsche Börse AG and NYSE Euronext Would Become Subsidiaries of Alpha Beta Netherlands Holding N.V.

January 17, 2012.

I. Introduction

On October 12, 2011, each of EDGA Exchange, Inc (''EDGA''), EDGX Exchange, Inc. (''EDGX''), International Securities Exchange LLC (''ISE''), New York Stock Exchange LLC (''Exchange''), NYSE Amex LLC (''NYSE Amex''), and NYSE Arca, Inc. (''NYSE Arca''), filed with the Securities and Exchange Commission (''Commission''), pursuant to Section 19(b)(1)[1] of the Securities Exchange Act of 1934 (''Act''),[2] and Rule 19b–4 thereunder,[3] proposed rule changes in which their respective indirect parent owners will become subsidiaries of Alpha Beta Netherlands Holding N.V (''Holdco''). The proposed rule changes were published for comment in the **Federal Register** on October 20, 2011.[4] The Commission received three comment letters, one each on the NYSE, NYSE Amex, and NYSE Arca proposals, from one commenter.[5] The Exchange filed a response to these comments on January 5, 2012.[6]

[1] 15 U.S.C. 78s(b)(1).

[2] 15 U.S.C. 78a.

[3] 17 CFR 240.19b–4.

[4] *See* Securities Exchange Act Release Nos. 65562 (October 14, 2011), 76 FR 65288 (October 20, 2011) (SR–NYSE–2011–51) (''Notice''); 65563 (October 14, 2011), 76 FR 65272 (October 20, 2011) (SR–NYSEAmex–2011–78) (''NYSE Amex Notice''); 65564 (October 14, 2011), 76 FR 65264 (October 20, 2011) (SR–EDGA–2011–34) (''EDGA Notice''); 65565 (October 14, 2011), 76 FR 65255 (October 20, 2011) (SR–EDGX–2011–33) (''EDGX Notice''); 65566 (October 14, 2011), 76 FR 65247 (October 20, 2011) (SR–ISE–2011–69) (''ISE Notice''); 65567 (October 14, 2011), 76 FR 65230 (October 20, 2011) (SR–NYSEArca–2011–72) (''NYSE Arca Notice'').

[5] *See* Letters to Commission, from Andrew Rothlein, dated November 2, 2011 (''Rothlein Letters'').

[6] *See* letter from Janet McGinniss, Senior Vice President, Legal & Corporate Secretary, NYSE, to Elizabeth M. Murphy, Secretary, Commission, dated January 5, 2012 (''NYSE Response to Comments'').

Continued