



SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-102772; File No. SR-SAPPHIRE-2025-15]

Self-Regulatory Organizations; MIAX Sapphire, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Adopt Exchange Rule 2005, Error Accounts

April 4, 2025.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on April 1, 2025, MIAX Sapphire, LLC (“MIAX Sapphire” or “Exchange”) filed with the Securities and Exchange Commission (“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 Exchange proposes to amend proposes to (i) amend Exchange Rule 100 to make a minor non-substantive correction to the rule to improve the clarity of the rule text; and (ii) adopt Exchange Rule 2005 to establish rules related to the use of Floor Broker³ error accounts.

The text of the proposed rule change is available on the Exchange’s website at <https://www.miaxglobal.com/markets/us-options/miax-sapphire/rule-filings>, at the Exchange’s principal office, 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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ A Floor Broker is an individual who is registered with the Exchange for the purpose, while on the Trading Floor, of accepting and handling options orders. See Exchange Rule 2015. The term “Trading Floor” or “Floor” means the physical trading floor of the Exchange located in Miami, Florida. The Trading Floor shall consist of one “Crowd Area” or “Pit” where Floor Participants will be located and option contracts will be traded. The Crowd Area or Pit shall be marked with specific visible boundaries on the Trading Floor, as determined by the Exchange. A Floor Broker must represent all orders in an “open outcry” fashion in the Crowd Area. See Exchange Rule 100.

In its filing with the Commission, the Exchange 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 Exchange 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 Exchange proposes to amend the definition of “Participant” in Exchange Rule 100 to replace the phrase, “**that** includes a Floor Participant” with the phrase, “**and** includes a Floor Participant” to provide clarity in the rule text. As amended, the rule will provide that, “[t]he term ‘Participant’ means a firm, or organization that is registered with the Exchange pursuant to Chapter II of [MIAX Sapphire] Rules for purposes of participating in trading on a facility of the Exchange and includes a Floor Participant.”

The Exchange also proposes to adopt Exchange Rule 2005 to establish rules related to the use of Floor Broker error accounts. First, the Exchange proposes that each Participant⁴ who conducts a business as a Floor Broker on the Exchange and who is not self-clearing must establish and maintain an account with a Clearing Member⁵ of the Exchange, for the sole purpose of carrying positions resulting from bona fide errors made in the course of its floor brokerage business.⁶ Further, with respect to Floor Brokers only, such an account for option

⁴ The term “Participant” means a firm, or organization that is registered with the Exchange pursuant to Chapter II of MIAX Sapphire Rules for purposes of participating in trading on a facility of the Exchange that includes a Floor Participant. See Exchange Rule 100. (The Exchange notes that it is revising a portion of this definition with this filing.)

⁵ The term “Clearing Member” means a Member that has been admitted to membership in the Clearing Corporation pursuant to the provisions of the Rules of the Clearing Corporation. See Exchange Rule 100.

⁶ A “Bona fide error” is defined as (i) the inaccurate conveyance or execution of any term of an order including, but not limited to, price, number of shares or other unit of trading; identification of the security; identification of the account for which securities are purchased or sold; lost or otherwise misplaced order tickets; short sales that were instead sold long or vice versa; or the execution of an order on the wrong side of a market; (ii) the unauthorized or unintended purchase, sale, or allocation of securities, or the failure to follow specific client instructions; (iii) the incorrect entry of data into relevant systems, including reliance

transactions must be maintained with an entity that is also a member of The Options Clearing Corporation.

In practice, a Floor Broker will remedy a bona fide error by entering a subsequent trade on behalf of the customer on the correct terms of the original order.⁷ These types of transactions are transactions which broker-dealers place to remedy the execution of customer orders that have been placed in error or mishandled due to an error involving any term of an order, including but not limited to (for example), price, number of contracts, identification of security, or execution of a transaction on the wrong side of the market.

Next, the Exchange proposes that each Participant which conducts business as a Floor Broker must make available to the Exchange, upon request, accurate and complete records of all trades cleared in such Participant's error account. These records must include the following audit trail elements: (1) name or identifying symbol of the security; (2) number of shares or quantity of security; (3) transaction price; (4) time of trade execution; (5) executing Floor Broker badge number, or alpha symbol as may be used from time to time, in regard to its side of the contract; (6) executing Floor Broker badge number, or alpha symbol as may be used from time to time, of the contra side to the contract; (7) clearing firm number, or alpha symbol as may be used from time to time, in regard to its side of the contract; (8) clearing firm number, or alpha symbol as may be used from time to time, in regard to the contra side of the contract; (9) designation of whether the account for which the order was executed was that of a Participant; (10) the nature and amount of the error; (11) the Participant that cleared the error trade on the Participant's behalf; (12) an explanation of the means by which the Participant resolved the error; (13) the aggregate amount of liability that the Participant incurred, and: (i) had outstanding as of the time

on incorrect cash positions, withdrawals, or securities positions reflected in an account; or (iv) a delay, outage, or failure of a communication system used to transmit market data prices or to facilitate the delivery of an order. See Securities Exchange Act Release No. 55884 (June 8, 2007), 72 FR 32926 (June 14, 2007) (Order Exempting Certain Error Correction Transactions from Rule 611 of Regulation NMS under the Securities Exchange Act of 1934).

⁷ The erroneous trade is moved to the Floor Broker's error account for disposition.

each such error trade entry was recorded or (ii) had cleared by other Participant. The Exchange believes that it is important for the Participant to provide the above information because it will aid the Exchange in the surveillance of error account activity. The Exchange notes that the proposed rule is substantially similar to rules at other options exchanges with open outcry trading floors.⁸

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act⁹ in general, and furthers the objectives of Section 6(b)(5) of the Act¹⁰ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹¹ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers, because the rule applies to all Participants equally.

Specifically, the Exchange believes the proposed amendment to the definition of Participant will remove impediments to and perfect the mechanism of a free and open market and a national market system because it would provide clarity in the Exchange's rule text. The proposed change provides additional clarity within the rule text, making the Exchange's rules easier to understand. The proposed rule change would, therefore, help prevent any potential investor confusion and thus protect investors and the public interest. The Exchange also believes that the proposed rule change is non-discriminatory as the rules of the Exchange apply equally to

⁸ See BOX Exchange Rule 3030 and NYSE Arca Exchange Rule 11.17.

⁹ 15 U.S.C. 78f(b).

¹⁰ 15 U.S.C. 78f(b)(5).

¹¹ Id.

all Members.

The Exchange believes the proposal allows Floor Brokers the flexibility to execute orders that correct bona fide errors out of the Floor Broker's error account, ensuring that customer orders (which were previously entered in error) are executed, thereby protecting investors and the public interest by ensuring that customer orders are executed properly. Further, the Exchange believes the proposed rule promotes just and equitable principles of trade by ensuring customer orders are not harmed for order entry errors. The Exchange does not believe the proposed rule is unfairly discriminatory toward customers, issuers, or brokers because the proposed rule simply sets forth the process for Floor Brokers to correct certain bona fide errors. As discussed above, the Exchange believes that the proposed change is appropriate as it is similar to rules in place at other options exchanges with open outcry trading floors.¹² The Exchange also believes that this proposed rule change is non-discriminatory as it would apply equally to all Floor Brokers.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. Specifically, the Exchange does not believe that the proposed rule change will impose any burden on intra-market competition because the proposed change to Exchange Rule 100 is non-substantive and only provides additional clarity to the Exchange's rule text. The Exchange does not believe that proposed rule 2005 will impose any burden on intra-market competition because the proposed rule will be applicable to all Floor Brokers. In addition, the Exchange does not believe that the proposed change will impose any burden on inter-market competition because the proposed change to Rule 100 is to provide clarity in the Exchange's rule and is not competitive in nature and proposed Rule 2005 simply provides a mechanism for correcting errors. Further, the

¹² See supra note 8.

Exchange believes that proposed Rule 2005 does not impose a burden on competition because it simply sets forth the process for Floor Brokers to correct bona fide errors on the Trading Floor.

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

Written comments were neither solicited nor received.

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

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act¹³ and Rule 19b-4(f)(6) thereunder.¹⁴

At any time within 60 days of the filing of the 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 Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule change 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 Act. Comments may be submitted by any of the following methods:

Electronic Comments:

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6)(iii) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>);
or
- Send an email to rule-comments@sec.gov. Please include file number SR-SAPPHIRE-2025-15 on the subject line.

Paper Comments:

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

All submissions should refer to file number SR-SAPPHIRE-2025-15. 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 website (<https://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 website 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. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright

protection. All submissions should refer to file number SR-SAPPHIRE-2025-15 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

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

Vanessa A. Countryman,

Secretary.

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