



SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-103649; File No. SR-NASDAQ-2025-060]

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Equity 7, Section 115 to Introduce a New Feature Within the Nasdaq WorkX Platform That Will Automate the Method for Users to Resubmit, and for the System to Process, Rejected Trade Reports and to Amend the Timeframe for Users to Submit Price Override Requests

August 6, 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 August 1, 2025, The Nasdaq Stock Market LLC (“Nasdaq” or “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III 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 Equity 7, Section 115 to introduce a new feature within the Nasdaq WorkX platform that will automate the method for users to resubmit, and for the system to process, rejected trade reports and to amend the timeframe for users to submit price override requests. The Exchange intends to implement the new product in the third quarter of 2025 and will publish an Equity Trader Alert at least 7 calendar days in advance of its scheduled launch to provide market participants with sufficient notice.

The text of the proposed rule change is available on the Exchange’s Website at

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

<https://listingcenter.nasdaq.com/rulebook/nasdaq/rulefilings> and at the principal office of the Exchange.

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 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 the Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange is proposing to amend Equity 7, Section 115 to introduce a new feature within the Nasdaq WorkX platform that will automate the method for users to resubmit, and for the system to process, rejected trade reports (“price reject override process”) and to amend the timeframe for users to submit price override requests (“POR”).³ The Exchange will announce the implementation date of the new feature and the new Rule set forth in the Proposal, in an Equity Trader Alert at least 7 days prior to implementation.

Background

Currently, firms submit trade reports to the FINRA/Nasdaq Trade Reporting Facility Chicago (the “FINRA/Nasdaq TRF Chicago”) and the FINRA/Nasdaq Trade Reporting Facility Carteret (the “FINRA/Nasdaq TRF Carteret”) (collectively, the “FINRA/Nasdaq TRF”). The FINRA/Nasdaq TRF validates all trade reports to prevent erroneous prices from being reported in the market (“price validation”). The system will approve reports that fall within the price

³ WorkX is a web-based application that facilitates trade reporting and clearing functions for the FINRA/Nasdaq TRF. WorkX provides FINRA/Nasdaq TRF participants with trade entry, action, and supervisory features to support their FINRA/Nasdaq TRF regulatory responsibilities.

parameters and will reject reports that fall outside of the price parameters.⁴ Before the FINRA/Nasdaq TRF accepts a trade report, price validation occurs by comparing submitted trade prices against price parameters. If the trade price passes the initial price validation, then no further action is needed, and the FINRA/Nasdaq TRF accepts the trade report. If the trade price falls outside of the price parameters, the FINRA/Nasdaq TRF will reject the trade report.

A firm may resubmit the trade report with a price override indicator (“POI”) confirming that the executing trade price is correct even though the price deviates from the current market price. If the trade report is resubmitted with a POI, the price is checked for validation using a wider price band. If the report passes the second price validation, no further action is needed. If the resubmission with the POI fails, the user may initiate the price reject override process. The current price reject override process involves multiple steps, including contacting FINRA Operations and Nasdaq MarketWatch via phone or email to request price override approval for one or multiple securities. While a firm may submit POR(s) from 8:00 a.m. to 8:00 p.m. ET. (“System Hours”), processing of the POR only occurs during non-market hours.⁵

To initiate the price reject override process, a firm must email or call FINRA Operations and Nasdaq MarketWatch for a Price Override Request (“POR”) and provide supporting trade details to temporarily disable the price parameter validation for the symbol (or symbols, if there are multiple rejected trades).⁶ Once a firm makes the request, FINRA Operations reviews the request and notifies the firm and Nasdaq MarketWatch of its approval or denial. A firm may follow up with Nasdaq MarketWatch via email or phone to track POR status changes.

⁴ While market participants are required to report all over-the-counter trades in NMS stocks to FINRA, they may choose which FINRA/Nasdaq TRF to use to satisfy their trade reporting obligations.

⁵ The Exchange does not offer the price reject override process during Market Hours (as defined in footnote 15, below) to avoid erroneous prices from being reported when trading volumes are high.

⁶ This manual POR process specifically asks FINRA Operations and Nasdaq MarketWatch to temporarily disable price validation settings for a particular symbol to allow the system to accept and process the trade at the rejected price. Trade details generally include, but are not limited to, the symbol, MPID, price of the trade and the time of the trade. A firm can submit a POR for an individual symbol, or if multiple trade reports are rejected, the firm may submit a POR for multiple symbols.

If the POR is approved, Nasdaq MarketWatch updates the FINRA/Nasdaq TRF system settings to temporarily disable the price validation parameters for the symbol(s) to allow the system to accept the resubmitted trade report. Nasdaq MarketWatch notifies the firm via email or phone once the system setting for price validation is disabled. Thereafter, the firm can resubmit the trade report without price validation and the system will accept and process the resubmitted trade report. As discussed in more detail below, there is no specific timeframe within non-market hours for the firm to resubmit the trade report. Once the report is submitted and is successfully processed, the firm notifies Nasdaq MarketWatch via email or phone and Nasdaq MarketWatch updates the system settings to re-enable the price validation parameters for the symbol(s).

Proposed New Product – WorkX Price Reject Override Monitor

The Exchange proposes to improve the POR process for market participants that submit trade reports by introducing WorkX PRO Monitor Full Version (“Full Version”) and WorkX PRO Monitor Lite Version (“Lite Version” and collectively, “WorkX PRO Monitor”) as an add-on feature to the WorkX platform.⁷ WorkX PRO Monitor is designed to automate and streamline the current manual POR process by enabling firms to electronically submit a POR and track the approval status in real-time. WorkX PRO Monitor will reduce the number of manual steps involved in handling a POR by eliminating the need for firms to email or call FINRA Operations or Nasdaq MarketWatch. The new product will also eliminate the requirement for firms to submit supporting trade details because such information will be available automatically to FINRA Operations through the WorkX system.⁸ Both versions of the product will have

⁷ WorkX is used by most market participants as their primary method of resubmitting rejected trade reports. During 2024, 79% of FINRA/Nasdaq TRF reporter participants utilized WorkX and will benefit from the proposed automation process. Of the 21% of reporter participants that are not WorkX subscribers, 4% (3 firms) requested price overrides in 2024. Non-WorkX subscribers can continue to call or email Nasdaq MarketWatch to submit a POR on the firm’s behalf. MarketWatch will continue to submit PORs to FINRA Operations on behalf of firms that are not WorkX subscribers and FINRA will approve or deny the request.

⁸ Currently, FINRA does not have access to trade report reject details. However, the Exchange developed a feature to allow FINRA Operations to systematically approve or deny PORs and view price reject trade details in real-time through WorkX.

similar core features including the ability to submit POR(s) and to track POR status changes in real-time, which allows users to improve their monitoring of POR approvals.

WorkX PRO Monitor Full Version and Lite Version will provide similar core features including the ability to submit POR(s) through the WorkX platform for one or multiple rejected trade reports⁹ and to track POR status changes in real-time, which allows users to efficiently manage price reject overrides without requiring manual follow-ups. The Full Version provides users with advanced trade reporting features that are not included in the Lite Version, which offers more limited capabilities to WorkX users for free.¹⁰ The Full Version includes additional features, such as a table listing all rejected trade reports, a resubmit button for users to more easily resubmit rejected trade reports, real-time monitoring data that includes detailed charts and graphs related to rejected reports, and customizable notifications that allow users to receive alerts, via the WorkX interface, and emails related to PORs and resubmissions.

Proposed POR Time Limits

Currently, firms may submit POR(s) during System Hours. However, to prevent erroneous prices from being reported when trading volume is high, FINRA Operations and Nasdaq MarketWatch will only process PORs during Pre-Market Hours and Post-Market Hours.¹¹ The Exchange is proposing to limit POR submissions and price validation disablement to only occur during the same time period as the approval process – from 8:00 a.m. to 9:15 a.m. ET and 4:00 p.m. to 8:00 p.m. ET for all market participants.¹² The Exchange is proposing to

⁹ All market participants may resubmit an unlimited number of PORs.

¹⁰ The Exchange intends to submit a subsequent fee filing to establish the pricing fees for access to the PRO Monitor Full Version. The PRO Monitor Lite version will be offered at no additional cost to WorkX subscribers.

¹¹ The term “Pre-Market Hours” means the period of time beginning at 4:00 a.m. ET and ending immediately prior to the commencement of Market Hours. The term “Market Hours” means the period of time beginning at 9:30 a.m. ET and ending at 4:00 p.m. ET (or such earlier time as may be designated by Nasdaq on a day when the Exchange closes early). The term “Post-Market Hours” means the period of time beginning immediately after the end of Market Hours and ending at 8:00 p.m. ET. If a firm misses the cutoff window for resubmitting a trade after receiving approval for its POR, the firm can contact FINRA Operations and Nasdaq MarketWatch to coordinate the resubmission during the next time window.

¹² The proposed approval windows for non-market hours when the Exchange closes early will be 8:00 a.m. – 9:15 a.m. ET and 1:00 p.m. – 5:00 p.m. ET.

shorten the Pre-Market Hours window by fifteen minutes for POR(s), approvals and resubmissions to ensure that price validation is systematically enabled for all securities at market open and to allow time for intervention in case any setting is not systematically enabled for the market open.

Additionally, when FINRA Operations approves a POR, MarketWatch manually disables the relevant price validation settings for the requested symbol(s) and subsequently re-enables the settings after a firm notifies Nasdaq MarketWatch that the process is complete. There is no time limit currently on how long the price validation parameters may remain disabled after POR approval. While the price validation parameters are disabled, the market may be susceptible to erroneous prices. Therefore, the Exchange is proposing to set a five-minute time limit of system disablement for Lite Version users and non-WorkX users. More specifically, the Exchange is proposing that once FINRA Operations approves a POR, a Lite Version user or Nasdaq MarketWatch (on behalf of users not subscribed to WorkX) may trigger the disablement of the system which will temporarily disable the price validation system settings so that the user may resubmit the previously rejected trade report. The system will automatically re-enable the price validation settings after five minutes of being disabled. The Exchange is limiting the system disabling to five minutes is to prevent erroneous trade reports from going through without being subject to price validation.

The Exchange is also proposing that once FINRA Operations approves the POR for a Full Version user, the user can resubmit the trade report and WorkX will then automatically disable the price validation system settings temporarily, which will allow a trade report to be accepted by the FINRA/Nasdaq TRF for a specific symbol(s) outside of the price parameter. Once the report is accepted, the system will automatically re-enable the price validation settings immediately, thereby eliminating the need for a firm to notify Nasdaq MarketWatch via email or phone that the trade report has been resubmitted. The price reject override process for Full Version users will not take more than 5 minutes. Therefore, the Exchange is not proposing a

time limit for Full Version users.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,¹³ in general, and furthers the objectives of Section 6(b)(5) of the Act,¹⁴ in particular, in that it is designed to promote just and equitable principles of trade, 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.

The Exchange's proposal to create an additional add-on feature to its WorkX platform is reasonable and removes impediments in several respects. First, the integration of WorkX PRO Monitor into the WorkX platform will promote operational efficiency, reduce risks of trade reporting errors, and enhance the overall integrity of the FINRA/Nasdaq TRF process. Features such as real-time monitoring, resubmission action button, and customizable alerts facilitate prompt resolution of rejected trade reports, ensuring that only accurate trade reports are disseminated to the consolidated tape thereby reducing opportunities for price manipulation or misinformation that could mislead investors. The automation of the historically manual price reject override process removes trade reporting impediments, such as time delays due to manual processing, and promotes investor protection by reducing the likelihood of erroneous trade reports, which mitigates the risk of price manipulation and investor misinformation.

Second, the integration of WorkX PRO Monitor provides market participants with additional features to help improve coordination and efficiency among FINRA Operations, and Nasdaq MarketWatch in handling trade reporting rejections. As a result, this helps market participants reduce the risk of non-compliance with FINRA and SEC requirements. By improving the accuracy of submitted trade prices and the efficiency of resubmitting price rejects,

¹³ 15 U.S.C. 78f(b).

¹⁴ 15 U.S.C. 78f(b)(5).

this proposal directly aligns with the SEC's broader mission to maintain market integrity and protect investors.

Third, the enhancements provided by WorkX PRO Monitor improves regulatory compliance and operational control over price rejected trade reports, ensuring that firms can correct errors before they affect the market. This directly benefits investors by improving the accuracy of market data used to make investment decisions. As a result, investors will be further protected by ensuring that only accurate, verified trade reports are disseminated.

Also, the Exchange believes that it is reasonable and not unfairly discriminatory to limit the POR, resubmission, approval, and price validation disablement process to only occur during the same time window. The Exchange also believes that it is reasonable and not unfairly discriminatory to shorten the Pre-Market Hours window by fifteen minutes. These proposed changes will streamline the POR process, ensure that price validation is systematically enabled for all securities at market open, and will allow time for intervention in case any system setting is not enabled for the market open. The time period for the POR, resubmission, approval, and price validation disablement process, as well as the shortening of the Pre-Market Hours window will apply to all market participants.

The Exchange also believes that proposing a 5-minute timer is reasonable because it helps ensure the timely re-enablement of the price validation system settings, which supports market integrity and protects investors. The price validation process is a safeguard to prevent erroneous trade reports from entering the market. Allowing the settings to remain disabled for an indefinite period increases the risk that trades will be accepted at erroneous prices. Imposing a reasonable timeframe for resubmission minimizes this risk and promotes standardized restoration of price validation system settings.

The Exchange believes the implementation of the timer is not unfairly discriminatory because all Lite Version users and users not subscribed to WorkX are subject to the same 5-minute timeframe when resubmitting trades after a POR approval. While Full Version users will

not be subject to the same operational impact of the timer due to the availability of the automated price validation system re-enabling feature, PRO Monitor Lite Version users and users that are not subscribed to WorkX may submit another POR after the timer lapses to request additional time to resubmit trade reports. All users have POR status transparency and may submit as many POR requests or price reject resubmissions as needed. The timer limits the duration that price validation settings is disabled in connection with a given POR approval and does not restrict the allowable number of PORs.

Additionally, the main distinction between the timer's functionality for Full Version users versus Lite Version users and users not subscribed to WorkX is the level of automation, which is consistent with other pricing tiered models across the industry. Optional enhancements that are based on a subscription model are a well-established practice that incentivizes innovation while maintaining equal opportunity for market participants among all users.

Finally, WorkX PRO Monitor add-on is an optional tool that is equally available to all participants of WorkX. Participants have the option to either choose between the Full Version or Lite Version, which is further consistent with other pricing tiered models across the industry. This ensures that small firms and large firms alike can access an appropriate level of functionality without unnecessary cost burdens if they desire to do so; therefore, creating no access violations for resubmitting price rejects.

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.

As it relates to intramarket competition, the Exchange does not believe that its proposal will place any category of Exchange participant at a competitive disadvantage. All users will continue to have the ability to utilize the POR process and resubmit rejected trades, and in many cases, the price reject override process will be more efficient. While WorkX PRO Monitor users will receive access to more features than non-WorkX users, this will not place any participant at

a competitive disadvantage. The Exchange notes that its members are not required to subscribe to the products if they believe that the subscription and/or its cost are not attractive. WorkX PRO Monitor is optional, meaning market participants can choose whether to sign up for the Full Version or use the Lite Version at no additional cost based on their business needs. This optional feature does not impose mandatory costs and ensures fair access by allowing all WorkX PRO Monitor users to benefit from core functionalities at no additional costs.

As it relates to intermarket competition, the two versions of WorkX PRO Monitor ensure that the Exchange can continue to provide the best products that benefit member firms. The Exchange notes that it operates in a highly competitive market in which market participants can readily favor the FINRA/NYSE TRF if they are dissatisfied with the feature or deem the FINRA/NYSE TRF and its related front-end products to be more favorable.

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

No written comments were either solicited or 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)(iii) of the Act¹⁵ and subparagraph (f)(6) of Rule 19b-4 thereunder.¹⁶

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

¹⁵ 15 U.S.C. 78s(b)(3)(A)(iii).

¹⁶ 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file 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.

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 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:

- 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-NASDAQ-2025-060 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-NASDAQ-2025-060. 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 filing 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-NASDAQ-2025-060 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.¹⁷

Sherry R. Haywood,

Assistant Secretary.

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