



SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-103784; File No. SR-PEARL-2025-39]

Self-Regulatory Organizations; MIAX PEARL, LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend Exchange Rules to Conform with Recent Amendments to the Definition of Round Lot under Rule 600 of Regulation NMS August 27, 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 21, 2025, MIAX PEARL, LLC (“MIAX Pearl” or “Exchange”),³ 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 Exchange Rule 2610, Units of Trading, to conform with a recent amendment to the definition of Round Lot under Rule 600 of Regulation NMS recently approved by the Commission.⁴ The Exchange also proposes to make conforming non-substantive changes to Exchange Rules 2611, Odd and Mixed Lots, 2614, Orders and Order Instructions, and 2616, Priority of Orders.

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

¹ 15 U.S.C. 78a.

² 17 CFR 240.19b-4.

³ All references to “MIAX Pearl” in this filing are to MIAX Pearl Equities, the equities trading facility of MIAX PEARL, LLC. See Exchange Rule 1901.

⁴ See Securities Exchange Act Release No. 101070 (September 18, 2024), 89 FR 81620 (October 8, 2024) (S7-30-22).

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

In its filing with the Commission, MIAX Pearl 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. MIAX Pearl 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 Exchange Rule 2610, Units of Trading, to conform with the definition of Round Lot under Rule 600 of the Regulation NMS that is to be implemented in November 2025.⁵ The Exchange also proposes to make conforming non-substantive changes to Exchange Rules 2611, Odd and Mixed Lots, 2614, Orders and Order Instructions, and 2616, Priority of Orders.

In 2020, the Commission adopted amendments to Regulation NMS to modernize the NMS information provided within the national market system for the benefit of market participants and to better achieve Section 11A’s goals of assuring “the availability to brokers, dealers, and investors of information with respect to quotations for and transactions in securities that is prompt, accurate, reliable, and fair” (“MDI Rules”).⁶ These changes included an amendment to Rule 600 of Regulation NMS to include a definition of “round lot” that assigns each NMS stock to a round lot size based on the stock’s average closing price. Prior to this change, a “round lot” was not defined in the Act or Regulation NMS. The definition of a “round lot” was included in the rules of each exchange, including Exchange Rule 2610, which typically defined a “round lot” as 100 shares, but they also allow the exchange, or the primary listing

⁵ See *supra* note 4.

⁶ See Securities Exchange Act Release No. 90610 (December 9, 2020), 86 FR 18596 (April 9, 2021) (“MDI Adopting Release”).

exchange for the stock, discretion to define it otherwise.

In light of delays in the implementation of the MDI Rules, including the definition of round lot, on September 18, 2024, the Commission, among other things, accelerated the implementation of the round lot definition. The Commission also revised the round lot definition as set forth below.⁷ Rule 600(b)(93) of Regulation NMS, as adopted by the MDI Rules and as amended in 2024,⁸ defines a round lot for NMS stocks⁹ that have an average closing price on the primary listing exchange during the prior Evaluation Period¹⁰ of: (1) \$250.00 or less per share as 100 shares; (2) \$250.01 to \$1,000.00 per share as 40 shares; (3) \$1,000.01 to \$10,000.00 per share as 10 shares; and (4) \$10,000.01 or more per share as 1 share. For any security that becomes an NMS Stock during an operative period, as described in Rule 600(b)(93)(iv),¹¹ a round lot is 100 shares. Adjustments to the round lot size for a security will occur on a semiannual basis and the calculation of the average closing price on the primary listing exchange will be based on a one month “Evaluation Period.”

The revised definition of round lot is to be implemented on November 3, 2025, the first business day of November 2025. The Exchange now proposes to amend Exchange Rule 2610, Units of Trading, to conform with the definition of Round Lot under Rule 600 of the Regulation NMS.

Exchange Rule 2610 provides that “[t]he unit of trading in stocks is one (1) share.” First, the Exchange proposes to amend this sentence to replace the word “stocks” with the term “NMS

⁷ See supra note 4.

⁸ Id.

⁹ “NMS stock” is defined under Regulation NMS as any NMS security other than an option. 17 CFR 242.600(b)(65).

¹⁰ Rule 600(b)(93)(iii) of Regulation NMS defines the Evaluation Period as (A) all trading days in March for the round lot assigned on the first business day in May and (B) all trading days in September for the round lot assigned on the first business day of November during which the average closing price of an NMS stock on the primary listing exchange shall be measured by the primary listing exchange to determine the round lot for each NMS stock.

¹¹ Pursuant to Rule 600(b)(93)(iv) of Regulation NMS the round lot assigned under this section shall be operative on: (A) The first business day of May for the March Evaluation Period and continue through the last business day of October of the calendar year; and (B) The first business day of November for the September Evaluation Period and continue through the last business day of April of the next calendar year.

Stocks” to align with Rule 600 of Regulation NMS. Exchange Rule 2610 further provides that “100 shares constitutes a “round lot,” unless specified by the primary listing market to be fewer than 100 shares.” The Exchange proposes replace this sentence with a sentence that explicitly refers to the definition of round lots under Rule 600 of Regulation NMS. As a result, the above sentence will be deleted and replaced with the following, “[a] ‘Round Lot’ for each NMS Stock shall be the size assigned by the primary listing market pursuant to Rule 600 of Regulation NMS under the Exchange Act.” Lastly, the Exchange proposes to capitalize the term Round Lot throughout the remainder of Exchange Rule 2610. The Exchange does not propose any additional changes to Exchange Rule 2610. Again, these changes are being proposed solely to conform the Exchange’s definition of “round lot” under Exchange Rule 2610 to the new definition of Round Lot under Rule 600 of Regulation NMS.

The Exchange also proposes to make conforming non-substantive changes to Exchange Rules 2611, Odd and Mixed Lots, 2614, Orders and Order Instructions, and 2616, Priority of Orders. The Exchange proposes to capitalize the term Round Lot in each of these rules. In addition, the Exchange proposes to divide paragraph (b) of Exchange Rule 2616 into two subparagraphs. The first sentence of paragraph (b) will be designated as subparagraph (b)(1), and the second sentence will be designated as subparagraph (b)(2). The original subparagraphs (b)(1) – (4) of Exchange Rule 2616 will be renumbered as (b)(2)(i) – (iv). In light of the hierarchical heading changes described above, the Exchange proposes to amend the cross reference contained in proposed renumbered Exchange Rule 2616(b)(2)(iv), that is to subparagraph (3), to now be to subparagraph (iii). The Exchange also proposes to amend renumbered Exchange Rule 2616(b)(2) to replace the term “System Security” with “NMS Security” because the term “System Security” is not otherwise defined in the Exchanges Rules and use of the term “NMS Security” would conform to Rule 602 of Regulation NMS. The

purpose of these changes is to provide greater clarity to Equity Members¹² and the public regarding the Rulebook. The Exchange does not propose any additional changes to these rules.

Implementation Date

The proposed rule changes will be implemented on November 3, 2025, the same date as the revised definition of round lot under Regulation NMS is to be implemented.

2. Statutory Basis

The proposed rule change is consistent with Section 6(b) of the Act,¹³ in general, and furthers the objectives of Section 6(b)(1)¹⁴ in particular, in that it enables the Exchange to be so organized as to have the capacity to be able to carry out the purposes of the Act and to comply, and to enforce compliance by its exchange members and persons associated with its exchange members, with the provisions of the Act, the rules and regulations thereunder, and the rules of the Exchange. The Exchange also believes that the proposed rule change is consistent with Section 6(b)(5)¹⁵ of the Act in that it is designed 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.

The Exchange proposes to amend Exchange Rule 2610, Units of Trading, to conform with the definition of Round Lot under Rule 600 of the Regulation NMS that is to be implemented in November 2025.¹⁶ These changes are being proposed solely to conform the Exchange's definition of "round lot" under Exchange Rule 2610 to the new definition of Round Lot under Rule 600 of Regulation NMS. The Exchange also proposes to make conforming non-substantive changes to Exchange Rules 2611, Odd and Mixed Lots, 2614, Orders and Order

¹² The term "Equity Member" is a Member authorized by the Exchange to transact business on MIAX Pearl Equities. See Exchange Rule 1901.

¹³ 15 U.S.C. 78f(b).

¹⁴ 15 U.S.C. 78f(b)(1).

¹⁵ 15 U.S.C. 78f(b)(5).

¹⁶ See supra note 4.

Instructions, and 2616, Priority of Orders. These changes are limited to capitalizing the term Round Lot in each of these rules to conform with the changes to Exchange Rule 2610, reorganizing Exchange Rule 2616(b) to provide greater clarity to Equity Members and the public regarding the Rulebook, and amending renumbered Exchange Rule 2616(b)(2) to replace the term “System Security” with “NMS Security”. These changes do not amend the operation of these rules.

The proposed rule changes would reduce potential investor and market participant confusion and therefore remove impediments to and perfect the mechanism of a free and open market and a national market system by ensuring that the Exchange’s rules properly reflect the requirements of Rule 600 of Regulation NMS. The Exchange also believes that the proposed rule changes would remove impediments to and perfects the mechanism of a free and open market by ensuring that persons subject to the Exchange’s jurisdiction, regulators, and the investing public can more easily navigate and understand the Exchange’s rules. The proposed rule changes would not be inconsistent with the public interest and the protection of investors because investors will not be harmed and in fact would benefit from the increased transparency and clarity, thereby reducing potential confusion.

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

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

The Exchange believes the proposed rule changes do not impose any burden on intramarket or intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule changes to amend the definition of Round lot are not intended to address competitive issues but rather are concerned solely with amending the Exchange’s Rules to conform with the definition of Round Lot under Rule 600 of the Regulation

NMS that is to be implemented in November 2025.¹⁷ The proposed rule changes to capitalize the term Round Lot in additional rules, reorganize Exchange Rule 2616(b), and amending renumbered Exchange Rule 2616(b)(2) to replace the term “System Security” with “NMS Security” are conforming and non-substantive in nature, and are not intended to address competitive issues.

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

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act¹⁸ and Rule 19b-4(f)(6)¹⁹ thereunder. 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 Act²⁰ and Rule 19b-4(f)(6)²¹ thereunder.

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 should be approved or disapproved.

¹⁷ Id.

¹⁸ 15 U.S.C. 78s(b)(3)(A).

¹⁹ 17 CFR 240.19b-4(f)(6).

²⁰ 15 U.S.C. 78s(b)(3)(A).

²¹ 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, 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.

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-PEARL-2025-39 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-PEARL-2025-39. 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-PEARL-2025-39 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.²²

Sherry R. Haywood,

Assistant Secretary.

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