

September 6, 2022

VIA EMAIL

Vanessa Countryman
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: File Number 4-698: Withdrawal of Amendment to the
National Market System Plan Governing the Consolidated Audit Trail

Dear Ms. Countryman:

The Operating Committee, on behalf of the Participants¹ in the National Market System Plan Governing the Consolidated Audit Trail (the “CAT NMS Plan”),² withdraws the proposed amendment to the CAT NMS Plan that was filed with the Securities and Exchange Commission (the “Commission”) on May 20, 2022, and noticed on June 3, 2022 by the Commission.³ The amendment proposed to revise the Consolidated Audit Trail Reporter Agreement (the “Reporter Agreement”) and the Consolidated Audit Trail Reporting Agent Agreement (the “Reporting Agent Agreement”) by removing the arbitration provision from each agreement and replacing it with a forum selection provision. The amendment also proposed to add to the Reporter Agreement and the Reporting Agent Agreement a jury waiver provision and a disclaimer of warranties provision and revise the existing choice of law clause to provide that any dispute will be governed by federal law (in addition to New York law).

¹ The twenty-five Participants of the CAT NMS Plan are: BOX Exchange LLC; Cboe BYX Exchange, Inc., Cboe BZX Exchange, Inc., Cboe EDGA Exchange, Inc., Cboe EDGX Exchange, Inc., Cboe C2 Exchange, Inc. and Cboe Exchange, Inc., Financial Industry Regulatory Authority, Inc., Investors Exchange LLC, Long-Term Stock Exchange, Inc., MEMX LLC, Miami International Securities Exchange LLC, MIAX Emerald, LLC, MIAX PEARL, LLC, Nasdaq BX, Inc., Nasdaq GEMX, LLC, Nasdaq ISE, LLC, Nasdaq MRX, LLC, Nasdaq PHLX LLC, The NASDAQ Stock Market LLC; and New York Stock Exchange LLC, NYSE American LLC, NYSE Arca, Inc., NYSE Chicago, Inc., and NYSE National, Inc.

² The CAT NMS Plan is a national market system plan approved by the Commission pursuant to Section 11A of the Exchange Act and the rules and regulations thereunder. *See* SEC, Joint Industry Plan; Order Approving the Nat’l Mkt. Sys. Plan Governing the Consol. Audit Trail, Release No. 34-79318; File No. 4-698 (Nov. 15, 2016), available at <https://www.sec.gov/rules/sro/nms/2016/34-79318.pdf>, 81 Fed. Reg. 84696 (Nov. 23, 2016), available at <https://www.govinfo.gov/content/pkg/FR-2016-11-23/pdf/2016-27919.pdf>. The full text of the CAT NMS Plan as amended is available at https://www.catnmsplan.com/sites/default/files/2020-02/CAT-2.0-Consolidated-Audit-Trail-LLC%20Plan-Executed_%28175745081%29_%281%29.pdf.

³ Securities Exchange Act Rel. No. 34-95031 (June 3, 2022), 87 Fed. Reg. 35153 (June 9, 2022), available at <https://www.govinfo.gov/content/pkg/FR-2022-06-09/pdf/2022-12398.pdf>.

Ms. Vanessa Countryman

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Respectfully submitted,



Michael Simon

CAT NMS Plan Operating Committee Chair

cc: The Hon. Gary Gensler, Chair
The Hon. Caroline A. Crenshaw, Commissioner
The Hon. Hester M. Peirce, Commissioner
The Hon. Mark T. Uyeda, Commissioner
The Hon. Jaime Lizarraga, Commissioner
Mr. Hugh Beck, Senior Advisor, Regulatory Reporting
Mr. Haoxiang Zhu, Director, Division of Trading and Markets
Mr. David S. Shillman, Associate Director, Division of Trading and Markets
Mr. David Hsu, Assistant Director, Division of Trading and Markets
Mr. Mark Donohue, Senior Policy Advisor, Division of Trading and Markets
Ms. Erika Berg, Special Counsel, Division of Trading and Markets