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Page 1 of * 40

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No. * SR 2026 - * 046
Amendment No. (req. for Amendments *)

Filing by Texas Stock Exchange LLC

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * ☑ Amendment * ☐ Withdrawal ☐

Section 19(b)(2) * ☐ Section 19(b)(3)(A) * ☑ Section 19(b)(3)(B) * ☐

Pilot ☐

Extension of Time Period for Commission Action * ☐

Date Expires *

Rule

☐ 19b-4(f)(1) ☐ 19b-4(f)(4)
☑ 19b-4(f)(2) ☐ 19b-4(f)(5)
☐ 19b-4(f)(3) ☐ 19b-4(f)(6)

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Section 806(e)(1) * ☐ Section 806(e)(2) * ☐

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) * ☐

Exhibit 2 Sent As Paper Document ☐

Exhibit 3 Sent As Paper Document ☐

Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

The Exchange proposes to establish an Enhanced Liquidity Provider Program for TXSE-listed common stocks of operating companies.

Contact Information

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * Kyle Last Name * Murray

Title * Deputy General Counsel

E-mail * kyle.murray@txse.com

Telephone * (214) 838-6038 Fax

Signature

Pursuant to the requirements of the Securities Exchange of 1934, Texas Stock Exchange LLC has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 11/02/2026

By Kyle Murray
(Name *)

(Title *)
Deputy General Counsel

NOTE: Clicking the signature block at right will initiate digitally signing the form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

KYLE PATRICK MURRAY
Digitally signed by KYLE PATRICK MURRAY
Date: 2026.11.02 13:29:18 -06'00'

Required fields are shown with yellow backgrounds and astericks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information *

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SR-TXSE-2026-00x (ELP) - Informatic

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

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SR-TXSE-2026-00x (ELP) - Exhibit 1.

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A - Notice of Proposed Rule Change, Security-Based Swap Submission, or Advanced Notice by Clearing Agencies *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2- Notices, Written Comments, Transcripts, Other Communications

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Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

☐ Exhibit Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

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Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

☐ Exhibit Sent As Paper Document

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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SR-TXSE-2026-00x (ELP) - Exhibit 5.c

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),[1] and Rule 19b-4 thereunder,[2] Texas Stock Exchange LLC (the "Exchange" or "TXSE") is filing with the Securities and Exchange Commission (the "Commission") a proposal to amend the Fee Schedule of Texas Stock Exchange LLC (the "Fee Schedule") to establish an Enhanced Liquidity Provider Program (the "ELP Program") for TXSE-listed common stocks of operating companies. The text of the proposed rule change is provided in Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

(a) The proposed rule change was approved by Exchange staff pursuant to authority delegated to it by the Board of Directors of the Exchange (the "Exchange Board"). Exchange staff will advise the Exchange Board of any action taken pursuant to delegated authority. No other action is necessary for the filing of the proposed rule change.

(b) Please refer questions and comments on the proposed rule change to Jeff Brown, General Counsel and Corporate Secretary, (571) 286-6097, or Kyle Murray, Deputy General Counsel, (214) 838-6038.

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

(a) Purpose

The Exchange proposes to add Section I to its fee schedule to establish the Enhanced Liquidity Provider Program (the "ELP Program") to incentivize displayed quoting, auction

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1 15 U.S.C. 78s(b)(1).
2 17 CFR 240.19b-4.

participation, and execution quality in ELP Securities, as defined below. Under the ELP Program, Registered Market Makers ("RMMs")[3] that participate as Enhanced Liquidity Providers ("ELPs") in an ELP Security may earn Exchange-funded monthly stipends from two separate pools: a Quoting Pool, which would reward displayed two-sided quoting at the national best bid and offer ("NBBO"),[4] and an Execution Pool, which would reward auction participation and execution quality. The Exchange proposes to implement the ELP Program on November 2, 2026.

Program Eligibility and Tiers

As proposed, an "ELP Security" would be a primary class of common stock of an operating company listed on TXSE, whether as a primary listing venue or a dual listing venue. An ELP would be an RMM that registers as an ELP in the particular ELP Security. Participation would be voluntary. An RMM registered in an ELP Security on the date the ELP Program begins, or on the date a security becomes an ELP Security, would be enrolled as an ELP in that security unless it notifies the Exchange that it opts out. Any opt-out or withdrawal would be effective at the end of the month in which notice is received. Any other RMM registered in an ELP Security may enroll by notifying the Exchange, and enrollment would be effective on the trading day the Exchange confirms it. To receive a payment for a month, an ELP must remain enrolled through the end of that month.

The Exchange would designate each ELP Security as Tier I, Tier II, or Tier III using published, objective metrics concerning its trading characteristics, with higher stipend amounts intended to compensate ELPs for greater capital exposure, adverse-selection risk, and quote-

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3 See Exchange Rules 1.005(n) and 16.002(a)(15) (defining "Market Maker") and Exchange Rules 11.015 and 11.017 (governing Market Maker registration and registration in an individual security, respectively).

4 See Exchange Rule 1.005(r) (defining "National Best Bid," "NBB," "National Best Offer," "NBO," and "NBBO").

management demands associated with providing liquidity in more difficult-to-quote securities. These designations would determine the monthly stipend amounts available for each security, rather than impose different qualification standards on ELPs. Each tier would allocate equal amounts to the Quoting Pool and Execution Pool, as follows:

Tier	**Quoting Pool Tier Allocation**	**Execution Pool Tier Allocation**
Tier I	$2,500	$2,500
Tier II	$5,000	$5,000
Tier III	$10,000	$10,000

The Exchange would designate each ELP Security as Tier I, Tier II, or Tier III by applying several objective factors concerning the security's trading characteristics, which would include: (i) the Exchange's relative quote presence, including time at the NBBO and the ratio of displayed to non-displayed liquidity executed on the Exchange; (ii) market-wide quoted and effective spreads; (iii) share price and average daily notional value traded; (iv) closing-auction notional value and closing-price dislocation relative to volume-weighted average price in the final minutes of trading; and/or (v) the cost of quoting, including the capital committed to a Round Lot[5] quote at the NBBO and the security's volatility.

The Exchange would consider these factors together to assess both the need for additional liquidity and the cost and risk of providing it. Quote presence and spread measures would help identify where additional displayed interest and execution-quality competition could improve market quality. Price, trading activity, and volatility would inform the assessment of the capital

[5] See Exchange Rule 11.006(q)(1) (defining "Round Lot").

and inventory risk associated with quoting. Closing Auction[6] activity and price dislocation would inform the potential benefit of additional auction participation.

The higher allocations in Tiers II and III are intended to provide stronger incentives where the assessed need for liquidity support or the cost and risk of meeting the Program's standards is greater. For example, maintaining Round Lot quotes in a higher-priced security may require more capital, while greater volatility may increase inventory and adverse-selection risk and require more active quote management. The same quoting percentages may therefore entail different economic costs in different securities. The tier structure would allow the Exchange to account for those differences while directing incentives toward activity expected to improve quoting, execution quality, and auction participation.

This approach is generally comparable to IEX's designation of securities for different levels of its Supplemental Market Quality Program. IEX applies objective trading-characteristic factors and offers higher payments for a category of securities that is more difficult to quote, citing greater capital exposure, adverse-selection risk, and quote-management demands.[7] TXSE's proposed tiers would address its listed common stocks and would determine the size of two stipend pools; the proposal would not adopt IEX's minimum-security counts or its method of adding time at the NBB and NBO.

The Exchange would publish the ELP Securities and their assigned tiers on its website and in Trader Notices in advance of their listing on the Exchange. The Exchange will review and re-assign tiers on a monthly basis and would not change tiers intra-month and will notify RMMs at least one trading day before a tier change takes effect. Tier designations could be reassessed as

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6 See Exchange Rule 11.022(c) (governing the Closing Auction).

7 See Securities Exchange Act Release No. 104221 (November 19, 2025), 90 FR 53037 (November 24, 2025) (SR-IEX-2025-27).

trading characteristics change, applying the same factors. This would allow participants to identify the applicable pool amounts before a change becomes effective.

Quoting Pool

An ELP would be a "Qualified Quoting Pool ELP" or "QQP ELP" for a security and month if it satisfies the Quoting Pool Standards. Those standards would require the ELP to display a minimum of one Round Lot from the same designated market participant identifier ("MPID"), a bid at the national best bid ("NBB") and an offer at the national best offer ("NBO") simultaneously, for at least 50% of the time from 9:30 a.m. up to 3:50 p.m. and at least 70% of the time from 3:50 p.m. up to 4:00 p.m. during the month. All times are Eastern Time. A bid on one designated MPID and an offer on another would not be combined to satisfy the standard.

Performance would be measured monthly by aggregating time at the NBB and NBO simultaneously. Both qualifying quoting time and total measured time would exclude time before completion of the ELP Security's Opening Auction;[8] trading halts, pauses, and LULD Plan Limit State or Straddle State;[9] locked or crossed NBBOs; and announced Exchange system or securities information processor ("SIP") disruptions.

Each QQP ELP would receive the Quoting Pool Tier Allocation divided by the number of QQP ELPs in that security for the month. For example, if three ELPs qualify in a Tier II security, each would receive one-third of the $5,000 Quoting Pool. No execution or volume minimum would apply to Quoting Pool qualification.

For an ELP enrolled after the first trading day of a month, the Quoting Pool Standards would be measured over the trading days on which it was enrolled. Each QQP ELP would be

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8 See Exchange Rule 11.022(b) (governing the Opening Auction).

9 See Exchange Rule 1.005(m) (defining "LULD Plan" and incorporating the Plan's definitions of "Limit State" and "Straddle State").

weighted by the fraction of the month's trading days on which it was enrolled, and would receive the Quoting Pool Tier Allocation multiplied by its weight divided by the sum of the weights of all QQP ELPs in that security, provided that no ELP would receive more than the Quoting Pool Tier Allocation multiplied by its weight. The Quoting Pool Standards would determine eligibility for a stipend and would be separate from an RMM's existing regulatory and market-making obligations.[10] Failure to satisfy these standards would not, by itself, constitute a violation of those obligations.

Execution Pool

An ELP would be a "Qualified Execution Pool ELP" or "QEP ELP" for a security and month if it has at least 200 executions in that security on TXSE during the month. For purposes of the execution minimum, each distinct execution in the ELP Security on TXSE during the ELP's enrollment would count once, including auction and non-auction executions and regardless of whether the execution earns points. Multiple partial executions of an order would count separately. Cancelled or reversed executions and executions in which the same ELP is both buyer and seller would not count, and corrected executions would be counted using the corrected execution record without duplication. The execution minimum would determine qualification; the amount payable after qualification would depend on execution points rather than execution count. An ELP would not be required to satisfy the Quoting Pool Standards to qualify for the Execution Pool.

"QEP Monthly Execution Points" would be calculated using the notional value of the ELP's qualifying executions in the ELP Security, with the following multipliers:

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[10] See Exchange Rule 11.018(d) (governing Market Makers' quotation requirements and obligations).

- LOO.L orders, LOC.L orders,[11] and Continuous Book[12] orders executing in an Opening Auction or Closing Auction at or within the Participation Bands[13] would receive 10 times their executed notional value.
- Those orders executing in an Opening Auction or Closing Auction outside the Participation Bands would receive two times their executed notional value. The applicable multiplier would depend on the auction execution price relative to the Participation Bands, rather than the limit price of the ELP's order.
- The ELP's executions on TXSE during Regular Trading Hours,[14] excluding auction executions, would receive a multiplier of one for their executed notional value if the ELP's monthly Effective Half-Spread in the security is lower than the security's EHS Reference for the same month. Displayed and non-displayed executions, including midpoint fills, would be included. Auction executions would be counted only under the applicable auction multiplier.

"Effective Half-Spread" would equal the absolute difference between the execution price and the SIP NBBO Midpoint, divided by that midpoint and multiplied by 10,000, expressed in basis points. "SIP NBBO Midpoint" would mean the midpoint of the national best bid and offer disseminated by the applicable securities information processor immediately before the execution. The monthly Effective Half-Spread would be the dollar-weighted average of eligible regular-way executions during Regular Trading Hours, excluding auctions.

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11 See Exchange Rules 11.022(a)(12) and (11) (defining "Limit-On-Open-Late" or "LOO.L" and "Limit-On-Close-Late" or "LOC.L," respectively).
12 See Exchange Rule 11.022(a)(7) (defining "Continuous Book").
13 See Exchange Rule 11.022(a)(20) (defining "Participation Bands").
14 See Exchange Rule 1.005(z) (defining "Regular Trading Hours").

For a TXSE primary listing, the "EHS Reference" would be the monthly Effective Half-Spread of all executions in the security outside TXSE, including other exchanges and off-exchange venues. For a dual listing for which TXSE is not the primary listing exchange, the EHS Reference would be the monthly Effective Half-Spread of eligible executions on the primary listing exchange. The EHS Reference would use the same monthly measurement period and calculation methodology as the ELP's Effective Half-Spread. The comparison would be determined after month-end.

Each QEP ELP would receive the Execution Pool Tier Allocation multiplied by its QEP Monthly Execution Points divided by the Total QEP ELP Monthly Execution Points for the security and month. Total points would include only the points of QEP ELPs. For example, if a QEP ELP earns 25% of qualifying points in a Tier III security, it would receive $2,500, or 25% of that security's $10,000 Execution Pool.

The pools would operate independently. An ELP qualifying for only one pool would receive its payment from that pool. Unearned Quoting Pool amounts would not increase the Execution Pool. If no ELP qualifies for the Quoting Pool, or no QEP ELP earns Execution Pool points, the applicable pool would not be paid for that month. Calculations would be performed separately for each ELP Security and calendar month. For an ELP enrolled after the first trading day of a month, the execution minimum would equal 200 multiplied by the ELP's enrolled trading days divided by the trading days in the month, rounded up.

The separate pools are intended to encourage both sustained displayed liquidity and execution activity. The higher auction weights are intended to encourage participation in price formation at the opening and closing auctions, with the greatest weight assigned to executions at

or within the Participation Bands. The continuous-trading comparison is intended to reward executions closer to the prevailing NBBO midpoint than the applicable EHS Reference.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,[15] in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,[16] in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among Members,[17] issuers, and other persons using the Exchange's facilities and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange also believes that the proposal would further Section 6(b)(5) by encouraging simultaneously accessible displayed liquidity at national best prices and participation in opening and closing price formation. The Quoting Pool would reward displayed trading opportunities even when they do not result in executions, while the Execution Pool would separately reward qualifying executed activity. These incentives are intended to strengthen competition among liquidity providers and improve trading opportunities for investors. Participation would not alter order-execution priority or relieve Members of their existing Market Maker, anti-manipulation, or applicable best-execution obligations.

TXSE notes that the Exchange operates in a highly competitive marketplace for the listing of companies.[18] The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities

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15 15 U.S.C. 78f(b).

16 15 U.S.C. 78f(b)(4) and (5).

17 See Exchange Rule 1.005(q) (defining "Member").

18 The Justice Department has noted the intense competitive environment for exchange listings. See "NASDAQ OMX Group Inc. and Intercontinental Exchange Inc. Abandon Their Proposed Acquisition Of NYSE Euronext After Justice Department Threatens Lawsuit" (May 16, 2011), available at http://www.justice.gov/atr/public/press_releases/2011/271214.htm.

markets. The Exchange believes that the ever-shifting market share among exchanges with respect to new listings and the transfer of existing listings between competitor exchanges demonstrates that issuers can choose different listing markets in response to a number of different factors, including liquidity programs. Moreover, new competitors, such as the Exchange, can enter the space, as well as existing exchanges currently without listing programs. Accordingly, competitive forces constrain the Exchange's listing fees and associated liquidity provisioning programs and changes to these arrangements can have a direct effect on the ability of TXSE to compete for new listings and retain existing listings.

The Exchange believes that the Quoting Pool is reasonable, equitably allocated, and not unfairly discriminatory because all ELPs would be subject to the same quoting standards and allocation methodology, including the adjustments for partial-month participation. The 50% threshold would require simultaneous two-sided quoting at the NBBO for at least half of the eligible measurement time, thereby rewarding sustained participation rather than isolated quoting activity. The higher 70% threshold during the final ten minutes would place additional emphasis on displayed liquidity during the period leading into the Closing Auction. Requiring at least one Round Lot on each side from the same designated MPID would ensure that qualification reflects simultaneously available displayed buying and selling interest attributable to the same ELP. Equal allocations among full-month qualifying ELPs would recognize satisfaction of the same quoting standard without requiring executions to earn the Quoting Pool stipend.

The Exchange believes that the Execution Pool is reasonable, equitably allocated, and not unfairly discriminatory because payments would be proportional to weighted qualifying executed notional value under common qualification and scoring rules. The 200-execution minimum would require repeated execution activity before an ELP participates in the pool, while allocating

payments by executed notional value rather than execution count would distinguish qualification from the amount payable. Notional weighting would recognize the dollar amount of qualifying trading activity rather than treating equal share quantities at different prices as equivalent. The 10-times and two-times auction weights would place greater emphasis on auction participation than the one-times continuous-trading weight. Eligible auction executions at or within the Participation Bands would receive five times as many points per dollar as eligible auction executions outside the Participation Bands, thereby directing the strongest incentive toward auctions clearing at or within those bands while continuing to recognize participation outside them. Continuous-trading executions would earn points only when the ELP's monthly Effective Half-Spread is lower than the applicable EHS Reference.

The Exchange believes that using different reference venues for primary and dual listings is appropriate because the comparisons address different listing relationships. For a TXSE primary listing, trading across other exchanges and off-exchange venues would provide a broader reference for assessing the ELP's execution performance against trading elsewhere in the security. For a dual listing for which TXSE is not the primary listing exchange, the primary listing exchange would provide a direct comparison with the security's existing primary listing venue. The distinction would depend on the security's listing status rather than the identity of the ELP, and every ELP in the same security would be evaluated against the same reference. Applying the same measurement month and calculation methodology within each comparison would account for contemporaneous conditions, although differences in trading activity and order composition across venues could affect the resulting measures.

The Exchange believes that assigning securities to different incentive tiers is reasonable and not unfairly discriminatory because the distinctions would be based on trading characteristics

relevant to liquidity provision and the Program's objectives. The framework would assess the potential benefit of additional quoting and execution activity alongside the capital, inventory risk, and quote-management demands of providing that activity. Higher pool allocations would provide stronger incentives where that assessment supports greater liquidity support. The designations would not depend on the identity of an ELP, and all ELPs in a security would be subject to the same qualification standards and payment formulas.

Security-based distinctions of this kind are reflected in other exchange incentive programs. In addition to IEX's different SMQ levels, LTSE has described the selection of securities for market-maker incentives using objective trading-characteristic criteria and cited IEX's Level 2 designations as a comparable approach.[19] These filings support the use of reasoned distinctions among securities akin to what TXSE is proposing herein.

The total monthly allocations of $5,000, $10,000, or $20,000 would establish a fixed maximum incentive budget for each security while providing progressively greater support as the assessed need for liquidity provision or its associated cost and risk increases. Allocating half of each security's monthly amount to each pool would reserve equal funding for two distinct contributions: sustained displayed quoting and qualifying execution activity. Neither contribution would have to generate the other to receive funding. The fixed allocations would also limit the Exchange's aggregate payment obligation for a security regardless of the number of participating ELPs. Publication of tier assignments and advance notice of changes would allow participants to identify the applicable pool amounts before those changes become effective.

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[19] See Securities Exchange Act Release No. 106653 (October 13, 2026), 91 FR 65827 (October 16, 2026) (SR-LTSE-2026-22).

Limiting the program to RMMs that participate as ELPs is appropriate because those participants undertake market-making obligations in the security. Among ELPs, qualification and payments would depend on the same performance measures. Any Member may register as an RMM in an ELP Security under the same registration requirements that apply to all Members, and the ELP Program does not limit the number of ELPs in a security. Members and investors trading with the resulting liquidity could benefit regardless of whether they participate in the ELP Program. The proposal would establish payment conditions without changing existing RMM obligations. This eligibility restriction is comparable to LTSE's Market Maker Incentive Program, which limits participation to registered market makers registered in at least one dually listed security and explains that market-maker registration criteria apply equally to all Members.

The Exchange believes that limiting the Program to TXSE-listed common stocks of operating companies is reasonably related to its objective of supporting liquidity in its corporate listings. Primary and dual listings would both be eligible because displayed quoting and auction participation can support trading in either category. Securities traded solely pursuant to unlisted trading privileges would fall outside this listing-focused scope. The proposal would not establish incentives for exchange-traded products or other security types, whose eligibility and appropriate incentive arrangements could be considered separately.

Automatic enrollment of RMMs already registered in an ELP Security, with the ability to opt out, is consistent with the Act because it would allow those RMMs to participate without additional administrative steps, while any other RMM may enroll at any time. Adjusting Quoting Pool payments and the execution minimum for partial-month enrollment would accommodate participation beginning during a month while recognizing the shorter participation period.

Weighting Quoting Pool payments by enrolled trading days would limit dilution relative to allocating equal shares to full- and partial-month participants.

4. 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 that is not necessary or appropriate in furtherance of the purposes of the Act.[20]

With respect to intramarket competition, RMMs participating as ELPs in the same security would be subject to the same quoting thresholds, execution minimum, point weights, and payment formulas. Differences in available pool amounts across securities would reflect the objective tier-designation factors, rather than preferential treatment of a particular ELP. ELPs could compete for payments in any ELP Security in which they participate, and larger allocations are intended to encourage competition where additional liquidity support or compensation for quoting risk is warranted. An ELP could qualify for either pool independently, allowing participants with different trading strategies to compete for the relevant incentive.

With respect to intermarket competition, the proposal would provide an additional incentive to trade on TXSE. Other trading venues would remain able to compete for liquidity through their own fees, incentives, and trading services. Participation would be voluntary, and the program would not require exclusive quoting or trading on TXSE.

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

The Exchange neither solicited nor received written comments on the proposed rule change.

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[20] 15 U.S.C. 78f(b)(8).

6. Extension of Time Period for Commission Action

Not applicable.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

The proposed rule change is filed for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act[21] and Rule 19b-4(f)(2) thereunder.[22] The Exchange designates that the proposed rule change establishes a due, fee, or other charge imposed by the Exchange, which renders the proposed rule change effective upon filing with the Commission. At any time within 60 days of the filing, the Commission summarily may temporarily suspend the proposed rule change if it appears 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 will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

8. Proposed Rule Change Based on Rule of Another Self-Regulatory Organization or of the Commission

The proposal combines features of other exchange liquidity incentive programs. IEX's Supplemental Market Quality Program uses trading-characteristic factors to designate securities for different incentive levels and provides payments based on qualifying quoting activity.[23] LTSE's Market Maker Incentive Program provides monthly payments to qualifying registered market makers, including different incentives for dually listed securities.[24] These programs

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21 15 U.S.C. 78s(b)(3)(A).

22 17 CFR 240.19b-4(f)(2).

23 See Securities Exchange Act Release No. 104221 (November 19, 2025), 90 FR 53037 (November 24, 2025) (SR-IEX-2025-27).

24 See Securities Exchange Act Release No. 106653 (October 13, 2026), 91 FR 65827 (October 16, 2026) (SR-LTSE-2026-22).

provide comparisons for the ELP Program's security-based incentive distinctions, quoting incentives and market-maker eligibility.

Other exchange programs provide comparisons for determining separate incentive awards using performance over a measurement period. NYSE's DMM Exchange Traded Product Incentive provides another comparison for the proposed ELP Program. Under that program, eligibility for specified monthly per-security credits depends on both quoting performance and the DMM's share of liquidity-providing executed volume during the billing month. Similarly, the ELP Program would provide monthly per-security incentives based on qualifying quoting and execution activity during the applicable month. The ELP Program would differ by establishing separate Quoting and Execution Pools and allocating the Execution Pool among qualifying ELPs in proportion to their weighted execution points.[25] In addition, 24X's Warrant Performance Incentive Program allocates equity purchase rights among qualifying participants on a pro rata basis based on their volume contributions during the applicable measurement period.[26]

The Exchange also notes its own Rodeo Program, under which trading performance over a measurement period determines warrant vesting and the exercise prices assigned through a competition based on Multiplier Adjusted Volume, including an auction-volume multiplier.[27] Although the Rodeo Program is not a rule of another self-regulatory organization, it provides an additional comparison for incentives determined using aggregate trading performance.

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25 See NYSE Price List, "DMM Exchange Traded Product ('ETP') Incentive"; Securities Exchange Act Release No. 103354 (June 30, 2025), 90 FR 29609 (July 3, 2025) (SR-NYSE-2025-23); see also Securities Exchange Act Release No. 104868 (February 19, 2026), 91 FR 8926 (February 24, 2026) (SR-NYSE-2026-09).

26 See Securities Exchange Act Release No. 106663 (October 14, 2026), 91 FR 66182 (October 19, 2026) (SR-24X-2026-26).

27 See Securities Exchange Act Release No. 105090 (March 26, 2026), 91 FR 16044 (March 31, 2026) (SR-TXSE-2026-003).

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

Exhibit 1: Form of Notice of the Proposed Rule Change for Publication in the Federal Register.

Exhibits 2–4: Not applicable.

Exhibit 5: Text of the proposed Fee Schedule.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34- ; File No. SR-TXSE-2026-046]

[Insert Date]

Self-Regulatory Organizations; Texas Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Establish an Enhanced Liquidity Provider Program for TXSE-listed Common Stocks of Operating Companies.

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 [insert date], Texas Stock Exchange LLC (the "Exchange" or "TXSE") 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 establish an Enhanced Liquidity Provider Program (the "ELP Program") for TXSE-listed common stocks of operating companies. The text of the proposed rule change is available on the Commission's website (https://www.sec/gov/rules/sro.shtml) at the Exchange's website (https://www.txse.com/reuglations/rules-filings), 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

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

2 17 CFR 240.19b-4.

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 Exchange proposes to add Section I to its fee schedule to establish the Enhanced Liquidity Provider Program (the "ELP Program") to incentivize displayed quoting, auction participation, and execution quality in ELP Securities, as defined below. Under the ELP Program, Registered Market Makers ("RMMs")[3] that participate as Enhanced Liquidity Providers ("ELPs") in an ELP Security may earn Exchange-funded monthly stipends from two separate pools: a Quoting Pool, which would reward displayed two-sided quoting at the national best bid and offer ("NBBO"),[4] and an Execution Pool, which would reward auction participation and execution quality. The Exchange proposes to implement the ELP Program on November 2, 2026.

Program Eligibility and Tiers

As proposed, an "ELP Security" would be a primary class of common stock of an operating company listed on TXSE, whether as a primary listing venue or a dual listing

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3 See Exchange Rules 1.005(n) and 16.002(a)(15) (defining "Market Maker") and Exchange Rules 11.015 and 11.017 (governing Market Maker registration and registration in an individual security, respectively).

4 See Exchange Rule 1.005(r) (defining "National Best Bid," "NBB," "National Best Offer," "NBO," and "NBBO").

venue. An ELP would be an RMM that registers as an ELP in the particular ELP Security. Participation would be voluntary. An RMM registered in an ELP Security on the date the ELP Program begins, or on the date a security becomes an ELP Security, would be enrolled as an ELP in that security unless it notifies the Exchange that it opts out. Any opt-out or withdrawal would be effective at the end of the month in which notice is received. Any other RMM registered in an ELP Security may enroll by notifying the Exchange, and enrollment would be effective on the trading day the Exchange confirms it. To receive a payment for a month, an ELP must remain enrolled through the end of that month.

The Exchange would designate each ELP Security as Tier I, Tier II, or Tier III using published, objective metrics concerning its trading characteristics, with higher stipend amounts intended to compensate ELPs for greater capital exposure, adverse-selection risk, and quote-management demands associated with providing liquidity in more difficult-to-quote securities. These designations would determine the monthly stipend amounts available for each security, rather than impose different qualification standards on ELPs. Each tier would allocate equal amounts to the Quoting Pool and Execution Pool, as follows:

Tier	**Quoting Pool** **Tier Allocation**	**Execution Pool** **Tier Allocation**
Tier I	$2,500	$2,500
Tier II	$5,000	$5,000
Tier III	$10,000	$10,000

The Exchange would designate each ELP Security as Tier I, Tier II, or Tier III by applying several objective factors concerning the security's trading characteristics, which would include: (i) the Exchange's relative quote presence, including time at the NBBO and the ratio of displayed to non-displayed liquidity executed on the Exchange; (ii) market-wide quoted and effective spreads; (iii) share price and average daily notional value traded; (iv) closing-auction notional value and closing-price dislocation relative to volume-weighted average price in the final minutes of trading; and/or (v) the cost of quoting, including the capital committed to a Round Lot[5] quote at the NBBO and the security's volatility.

The Exchange would consider these factors together to assess both the need for additional liquidity and the cost and risk of providing it. Quote presence and spread measures would help identify where additional displayed interest and execution-quality competition could improve market quality. Price, trading activity, and volatility would inform the assessment of the capital and inventory risk associated with quoting. Closing Auction[6] activity and price dislocation would inform the potential benefit of additional auction participation.

The higher allocations in Tiers II and III are intended to provide stronger incentives where the assessed need for liquidity support or the cost and risk of meeting the Program's standards is greater. For example, maintaining Round Lot quotes in a higher-priced security may require more capital, while greater volatility may increase inventory and adverse-selection risk and require more active quote management. The same quoting percentages may therefore entail different economic costs in different

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5 See Exchange Rule 11.006(q)(1) (defining "Round Lot").

6 See Exchange Rule 11.022(c) (governing the Closing Auction).

securities. The tier structure would allow the Exchange to account for those differences while directing incentives toward activity expected to improve quoting, execution quality, and auction participation.

This approach is generally comparable to IEX's designation of securities for different levels of its Supplemental Market Quality Program. IEX applies objective trading-characteristic factors and offers higher payments for a category of securities that is more difficult to quote, citing greater capital exposure, adverse-selection risk, and quote-management demands.[7] TXSE's proposed tiers would address its listed common stocks and would determine the size of two stipend pools; the proposal would not adopt IEX's minimum-security counts or its method of adding time at the NBB and NBO.

The Exchange would publish the ELP Securities and their assigned tiers on its website and in Trader Notices in advance of their listing on the Exchange. The Exchange will review and re-assign tiers on a monthly basis and would not change tiers intra-month and will notify RMMs at least one trading day before a tier change takes effect. Tier designations could be reassessed as trading characteristics change, applying the same factors. This would allow participants to identify the applicable pool amounts before a change becomes effective.

Quoting Pool

An ELP would be a "Qualified Quoting Pool ELP" or "QQP ELP" for a security and month if it satisfies the Quoting Pool Standards. Those standards would require the ELP to display a minimum of one Round Lot from the same designated market participant identifier ("MPID"), a bid at the national best bid ("NBB") and an

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7 See Securities Exchange Act Release No. 104221 (November 19, 2025), 90 FR 53037 (November 24, 2025) (SR-IEX-2025-27).

offer at the national best offer ("NBO") simultaneously, for at least 50% of the time from 9:30 a.m. up to 3:50 p.m. and at least 70% of the time from 3:50 p.m. up to 4:00 p.m. during the month. All times are Eastern Time. A bid on one designated MPID and an offer on another would not be combined to satisfy the standard.

Performance would be measured monthly by aggregating time at the NBB and NBO simultaneously. Both qualifying quoting time and total measured time would exclude time before completion of the ELP Security's Opening Auction;[8] trading halts, pauses, and LULD Plan Limit State or Straddle State;[9] locked or crossed NBBOs; and announced Exchange system or securities information processor ("SIP") disruptions.

Each QQP ELP would receive the Quoting Pool Tier Allocation divided by the number of QQP ELPs in that security for the month. For example, if three ELPs qualify in a Tier II security, each would receive one-third of the $5,000 Quoting Pool. No execution or volume minimum would apply to Quoting Pool qualification.

For an ELP enrolled after the first trading day of a month, the Quoting Pool Standards would be measured over the trading days on which it was enrolled. Each QQP ELP would be weighted by the fraction of the month's trading days on which it was enrolled, and would receive the Quoting Pool Tier Allocation multiplied by its weight divided by the sum of the weights of all QQP ELPs in that security, provided that no ELP would receive more than the Quoting Pool Tier Allocation multiplied by its weight. The Quoting Pool Standards would determine eligibility for a stipend and would be separate from an RMM's existing regulatory and market-making obligations.[10] Failure to satisfy

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8 See Exchange Rule 11.022(b) (governing the Opening Auction).

9 See Exchange Rule 1.005(m) (defining "LULD Plan" and incorporating the Plan's definitions of "Limit State" and "Straddle State").

10 See Exchange Rule 11.018(d) (governing Market Makers' quotation requirements and

these standards would not, by itself, constitute a violation of those obligations.

Execution Pool

An ELP would be a "Qualified Execution Pool ELP" or "QEP ELP" for a security and month if it has at least 200 executions in that security on TXSE during the month. For purposes of the execution minimum, each distinct execution in the ELP Security on TXSE during the ELP's enrollment would count once, including auction and non-auction executions and regardless of whether the execution earns points. Multiple partial executions of an order would count separately. Cancelled or reversed executions and executions in which the same ELP is both buyer and seller would not count, and corrected executions would be counted using the corrected execution record without duplication. The execution minimum would determine qualification; the amount payable after qualification would depend on execution points rather than execution count. An ELP would not be required to satisfy the Quoting Pool Standards to qualify for the Execution Pool.

"QEP Monthly Execution Points" would be calculated using the notional value of the ELP's qualifying executions in the ELP Security, with the following multipliers:

- LOO.L orders, LOC.L orders,[11] and Continuous Book[12] orders executing in an Opening Auction or Closing Auction at or within the Participation Bands[13] would receive 10 times their executed notional value.
- Those orders executing in an Opening Auction or Closing Auction outside

obligations).

11 See Exchange Rules 11.022(a)(12) and (11) (defining "Limit-On-Open-Late" or "LOO.L" and "Limit-On-Close-Late" or "LOC.L," respectively).

12 See Exchange Rule 11.022(a)(7) (defining "Continuous Book").

13 See Exchange Rule 11.022(a)(20) (defining "Participation Bands").

the Participation Bands would receive two times their executed notional value. The applicable multiplier would depend on the auction execution price relative to the Participation Bands, rather than the limit price of the ELP's order.

- The ELP's executions on TXSE during Regular Trading Hours,[14] excluding auction executions, would receive a multiplier of one for their executed notional value if the ELP's monthly Effective Half-Spread in the security is lower than the security's EHS Reference for the same month. Displayed and non-displayed executions, including midpoint fills, would be included. Auction executions would be counted only under the applicable auction multiplier.

"Effective Half-Spread" would equal the absolute difference between the execution price and the SIP NBBO Midpoint, divided by that midpoint and multiplied by 10,000, expressed in basis points. "SIP NBBO Midpoint" would mean the midpoint of the national best bid and offer disseminated by the applicable securities information processor immediately before the execution. The monthly Effective Half-Spread would be the dollar-weighted average of eligible regular-way executions during Regular Trading Hours, excluding auctions.

For a TXSE primary listing, the "EHS Reference" would be the monthly Effective Half-Spread of all executions in the security outside TXSE, including other exchanges and off-exchange venues. For a dual listing for which TXSE is not the primary listing exchange, the EHS Reference would be the monthly Effective Half-Spread of eligible

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14 See Exchange Rule 1.005(z) (defining "Regular Trading Hours").

executions on the primary listing exchange. The EHS Reference would use the same monthly measurement period and calculation methodology as the ELP's Effective Half-Spread. The comparison would be determined after month-end.

Each QEP ELP would receive the Execution Pool Tier Allocation multiplied by its QEP Monthly Execution Points divided by the Total QEP ELP Monthly Execution Points for the security and month. Total points would include only the points of QEP ELPs. For example, if a QEP ELP earns 25% of qualifying points in a Tier III security, it would receive $2,500, or 25% of that security's $10,000 Execution Pool.

The pools would operate independently. An ELP qualifying for only one pool would receive its payment from that pool. Unearned Quoting Pool amounts would not increase the Execution Pool. If no ELP qualifies for the Quoting Pool, or no QEP ELP earns Execution Pool points, the applicable pool would not be paid for that month. Calculations would be performed separately for each ELP Security and calendar month. For an ELP enrolled after the first trading day of a month, the execution minimum would equal 200 multiplied by the ELP's enrolled trading days divided by the trading days in the month, rounded up.

The separate pools are intended to encourage both sustained displayed liquidity and execution activity. The higher auction weights are intended to encourage participation in price formation at the opening and closing auctions, with the greatest weight assigned to executions at or within the Participation Bands. The continuous-trading comparison is intended to reward executions closer to the prevailing NBBO midpoint than the applicable EHS Reference.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,[15] in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,[16] in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among Members,[17] issuers, and other persons using the Exchange's facilities and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange also believes that the proposal would further Section 6(b)(5) by encouraging simultaneously accessible displayed liquidity at national best prices and participation in opening and closing price formation. The Quoting Pool would reward displayed trading opportunities even when they do not result in executions, while the Execution Pool would separately reward qualifying executed activity. These incentives are intended to strengthen competition among liquidity providers and improve trading opportunities for investors. Participation would not alter order-execution priority or relieve Members of their existing Market Maker, anti-manipulation, or applicable best-execution obligations.

TXSE notes that the Exchange operates in a highly competitive marketplace for the listing of companies.[18] The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. The Exchange believes that the ever-shifting market share among

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15 15 U.S.C. 78f(b).

16 15 U.S.C. 78f(b)(4) and (5).

17 See Exchange Rule 1.005(q) (defining "Member").

18 The Justice Department has noted the intense competitive environment for exchange listings. See "NASDAQ OMX Group Inc. and Intercontinental Exchange Inc. Abandon Their Proposed Acquisition Of NYSE Euronext After Justice Department Threatens Lawsuit" (May 16, 2011), available at http://www.justice.gov/atr/public/press_releases/2011/271214.htm.

exchanges with respect to new listings and the transfer of existing listings between competitor exchanges demonstrates that issuers can choose different listing markets in response to a number of different factors, including liquidity programs. Moreover, new competitors, such as the Exchange, can enter the space, as well as existing exchanges currently without listing programs. Accordingly, competitive forces constrain the Exchange's listing fees and associated liquidity provisioning programs and changes to these arrangements can have a direct effect on the ability of TXSE to compete for new listings and retain existing listings.

The Exchange believes that the Quoting Pool is reasonable, equitably allocated, and not unfairly discriminatory because all ELPs would be subject to the same quoting standards and allocation methodology, including the adjustments for partial-month participation. The 50% threshold would require simultaneous two-sided quoting at the NBBO for at least half of the eligible measurement time, thereby rewarding sustained participation rather than isolated quoting activity. The higher 70% threshold during the final ten minutes would place additional emphasis on displayed liquidity during the period leading into the Closing Auction. Requiring at least one Round Lot on each side from the same designated MPID would ensure that qualification reflects simultaneously available displayed buying and selling interest attributable to the same ELP. Equal allocations among full-month qualifying ELPs would recognize satisfaction of the same quoting standard without requiring executions to earn the Quoting Pool stipend.

The Exchange believes that the Execution Pool is reasonable, equitably allocated, and not unfairly discriminatory because payments would be proportional to weighted qualifying executed notional value under common qualification and scoring rules. The

200-execution minimum would require repeated execution activity before an ELP participates in the pool, while allocating payments by executed notional value rather than execution count would distinguish qualification from the amount payable. Notional weighting would recognize the dollar amount of qualifying trading activity rather than treating equal share quantities at different prices as equivalent. The 10-times and two-times auction weights would place greater emphasis on auction participation than the one-times continuous-trading weight. Eligible auction executions at or within the Participation Bands would receive five times as many points per dollar as eligible auction executions outside the Participation Bands, thereby directing the strongest incentive toward auctions clearing at or within those bands while continuing to recognize participation outside them. Continuous-trading executions would earn points only when the ELP's monthly Effective Half-Spread is lower than the applicable EHS Reference.

The Exchange believes that using different reference venues for primary and dual listings is appropriate because the comparisons address different listing relationships. For a TXSE primary listing, trading across other exchanges and off-exchange venues would provide a broader reference for assessing the ELP's execution performance against trading elsewhere in the security. For a dual listing for which TXSE is not the primary listing exchange, the primary listing exchange would provide a direct comparison with the security's existing primary listing venue. The distinction would depend on the security's listing status rather than the identity of the ELP, and every ELP in the same security would be evaluated against the same reference. Applying the same measurement month and calculation methodology within each comparison would account for

contemporaneous conditions, although differences in trading activity and order composition across venues could affect the resulting measures.

The Exchange believes that assigning securities to different incentive tiers is reasonable and not unfairly discriminatory because the distinctions would be based on trading characteristics relevant to liquidity provision and the Program's objectives. The framework would assess the potential benefit of additional quoting and execution activity alongside the capital, inventory risk, and quote-management demands of providing that activity. Higher pool allocations would provide stronger incentives where that assessment supports greater liquidity support. The designations would not depend on the identity of an ELP, and all ELPs in a security would be subject to the same qualification standards and payment formulas.

Security-based distinctions of this kind are reflected in other exchange incentive programs. In addition to IEX's different SMQ levels, LTSE has described the selection of securities for market-maker incentives using objective trading-characteristic criteria and cited IEX's Level 2 designations as a comparable approach.[19] These filings support the use of reasoned distinctions among securities akin to what TXSE is proposing herein.

The total monthly allocations of $5,000, $10,000, or $20,000 would establish a fixed maximum incentive budget for each security while providing progressively greater support as the assessed need for liquidity provision or its associated cost and risk increases. Allocating half of each security's monthly amount to each pool would reserve equal funding for two distinct contributions: sustained displayed quoting and qualifying execution activity. Neither contribution would have to generate the other to receive

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[19] See Securities Exchange Act Release No. 106653 (October 13, 2026), 91 FR 65827 (October 16, 2026) (SR-LTSE-2026-22).

funding. The fixed allocations would also limit the Exchange's aggregate payment obligation for a security regardless of the number of participating ELPs. Publication of tier assignments and advance notice of changes would allow participants to identify the applicable pool amounts before those changes become effective.

Limiting the program to RMMs that participate as ELPs is appropriate because those participants undertake market-making obligations in the security. Among ELPs, qualification and payments would depend on the same performance measures. Any Member may register as an RMM in an ELP Security under the same registration requirements that apply to all Members, and the ELP Program does not limit the number of ELPs in a security. Members and investors trading with the resulting liquidity could benefit regardless of whether they participate in the ELP Program. The proposal would establish payment conditions without changing existing RMM obligations. This eligibility restriction is comparable to LTSE's Market Maker Incentive Program, which limits participation to registered market makers registered in at least one dually listed security and explains that market-maker registration criteria apply equally to all Members.

The Exchange believes that limiting the Program to TXSE-listed common stocks of operating companies is reasonably related to its objective of supporting liquidity in its corporate listings. Primary and dual listings would both be eligible because displayed quoting and auction participation can support trading in either category. Securities traded solely pursuant to unlisted trading privileges would fall outside this listing-focused scope. The proposal would not establish incentives for exchange-traded products or other

security types, whose eligibility and appropriate incentive arrangements could be considered separately.

Automatic enrollment of RMMs already registered in an ELP Security, with the ability to opt out, is consistent with the Act because it would allow those RMMs to participate without additional administrative steps, while any other RMM may enroll at any time. Adjusting Quoting Pool payments and the execution minimum for partial-month enrollment would accommodate participation beginning during a month while recognizing the shorter participation period. Weighting Quoting Pool payments by enrolled trading days would limit dilution relative to allocating equal shares to full- and partial-month participants.

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 that is not necessary or appropriate in furtherance of the purposes of the Act.[20]

With respect to intramarket competition, RMMs participating as ELPs in the same security would be subject to the same quoting thresholds, execution minimum, point weights, and payment formulas. Differences in available pool amounts across securities would reflect the objective tier-designation factors, rather than preferential treatment of a particular ELP. ELPs could compete for payments in any ELP Security in which they participate, and larger allocations are intended to encourage competition where additional liquidity support or compensation for quoting risk is warranted. An ELP could qualify for

[20] 15 U.S.C. 78f(b)(8).

either pool independently, allowing participants with different trading strategies to compete for the relevant incentive.

With respect to intermarket competition, the proposal would provide an additional incentive to trade on TXSE. Other trading venues would remain able to compete for liquidity through their own fees, incentives, and trading services. Participation would be voluntary, and the program would not require exclusive quoting or trading on TXSE.

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

The Exchange has neither solicited nor received written comments on the proposed rule change.

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) of the Act[21] and Rule 19b-4(f)(2) thereunder,[22] because it establishes or changes a due, or fee. 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.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments

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21 15 U.S.C. 78s(b)(3)(A).

22 17 CFR 240.19b-4(f)(2).

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 e-mail to rule-comments@sec.gov. Please include SR-TXSE-2026-046 on the subject line.

Paper Comments:

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

All submissions should refer to File Number SR-TXSE-2026-046. This file number should be included on the subject line if e-mail 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-TXSE-2026-046 and should be submitted on or before [INSERT DATE 21 DAYS FROM PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[23]

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[23] 17 CFR 200.30-3(a)(12).

Sherry R. Haywood,

Assistant Secretary.

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

Fee Schedule of Texas Stock Exchange LLC

* * * * *

Section I - Enhanced Liquidity Providers

Definitions

"Effective Half-Spread" means |execution price - SIP NBBO Midpoint| / SIP NBBO Midpoint x 10,000. For purposes of calculating an ELP's monthly Effective Half-Spread and the applicable EHS Reference, the monthly measure shall be the dollar-weighted average of eligible regular-way executions during Regular Trading Hours, excluding auctions.

"EHS Reference" means, for TXSE primary listings, the Effective Half-Spread of all executions in the ELP Security excluding the Exchange (including other exchanges and off-exchange venues) and for dual-listings in which TXSE is not the primary listing venue, the Effective Half-Spread of all executions in the ELP Security on its primary listing exchange.

"ELP Security" means a TXSE-listed primary class of common stock of an operating company.

"ELP Tier" means the tier assigned to an ELP Security based on metrics published by the Exchange that determines the monthly stipend pool available for ELP Securities as follows:

Tier	Quoting Pool Tier Allocation	Execution Pool Tier Allocation
Tier I	$2,500	$2,500
Tier II	$5,000	$5,000
Tier III	$10,000	$10,000

"Enhanced Liquidity Provider" or "ELP" means a Market Maker participating in the ELP Program in an ELP Security.

"QEP Monthly Execution Points" means the sum of the notional executed volume for the applicable month in a particular ELP Security in the following transactions, subject to the multipliers:

(i) 10x the notional value of LOO.L orders, LOC.L orders, and Continuous Book orders that execute in the Opening or Closing Auction where an Opening Auction or a Closing Auction occurs at or within the Participation Bands;

(ii) 2x the notional value of LOO.L orders, LOC.L orders, and Continuous Book orders that execute in the Opening or Closing Auction where an Opening Auction or a Closing Auction occurs outside the Participation Bands; and

(iii) 1x the notional value of the ELP's executions in the ELP Security on TXSE during Regular Trading Hours, excluding executions in auctions on the Exchange, where the ELP's Effective Half-Spread for the month in the ELP Security is lower than the EHS Reference of the ELP Security for the month.

"Qualified Execution Pool ELP" or "QEP ELP" means an ELP that has at least 200 executions in the ELP Security on TXSE for the applicable month.

"Qualified Quoting Pool ELP" or "QQP ELP" means an ELP in a particular ELP Security that has met the Quoting Pool Standards for the applicable month.

"Quoting Pool Standards" means displayed round lot orders at the NBB and NBO simultaneously from the same designated MPID for at least 50% of the time in a month from 9:30 a.m. up to 3:50 p.m. and at least 70% of the time in a month from 3:50 up to 4:00 p.m. Time measurements are calculated separately for each period as aggregated time at the NBB and NBO simultaneously divided by the total time in that period (9:30 a.m. up to 3:50 p.m., and 3:50 p.m. up to 4:00 p.m.) for the applicable month. Both qualifying quoting time and total measured time shall exclude: (i) time before completion of the ELP Security's Opening Auction; (ii) trading halts, trading pauses, and LULD Plan Limit States or Straddle States; (iii) periods when the NBBO is locked or crossed; and (iv) periods of announced Exchange system or securities information processor disruptions

"SIP NBBO Midpoint" means the midpoint of the national best bid and offer disseminated by the applicable securities information processor immediately prior to the applicable execution.

"Total QEP ELP Monthly Execution Points" means the sum of the QEP Monthly Execution Points of all QEP ELPs for the applicable month in a particular ELP Security.

Quoting Pool

Each Qualified Quoting Pool ELP shall receive a stipend equal to the Quoting Pool Tier Allocation divided by the number of QQP ELPs in that ELP Security for that month, subject to the partial-month adjustments below.

Execution Pool

Each Qualified Execution Pool ELP shall receive a stipend equal to the Execution Pool Tier Allocation for a particular ELP Security x (the QEP ELP's QEP Monthly Execution Points / Total QEP ELP Monthly Execution Points) for that month. If Total QEP ELP Monthly Execution Points equal zero, no Execution Pool stipend shall be paid for that ELP Security for that month.

Partial-Month Participation

For an ELP enrolled after the first trading day of a month, the Quoting Pool Standards shall be measured over its enrolled trading days, and the execution minimum for qualification as a QEP ELP shall equal 200 multiplied by its enrolled trading days divided by the trading days in the month, rounded up to the next whole number.

If any QQP ELP in an ELP Security participated for less than the full month, each QQP ELP's Quoting Pool stipend shall equal the Quoting Pool Tier Allocation multiplied by its enrolled trading days divided by the aggregate enrolled trading days of all QQP ELPs in that security for that month. No QQP ELP shall receive more than the Quoting Pool Tier Allocation multiplied by its enrolled trading days divided by the trading days in the month.