

THE NASDAQ OPTIONS MARKET LLC
LETTER OF ACCEPTANCE, WAIVER, AND CONSENT
Case No. 2021.08.0337

TO: The Nasdaq Options Market LLC
NOM Enforcement Department

RE: Virtu Americas LLC
Respondent Member Firm
CRD No. 149823

Pursuant to Rule 9216 of The Nasdaq Stock Market LLC (“Nasdaq”)¹ Code of Procedure, Respondent Virtu Americas LLC (“Virtu” or the “Firm”) submits this Letter of Acceptance, Waiver, and Consent (“AWC”) for the purpose of proposing a settlement of the alleged rule violations described below. This AWC is submitted on the condition that, if accepted, Nasdaq will not bring any future actions against the Firm alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

A. Virtu hereby accepts and consents, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of Nasdaq, or to which Nasdaq is a party, prior to a hearing and without adjudication of any issue of law or fact, to the entry of the following findings by Nasdaq.

BACKGROUND AND RELEVANT DISCIPLINARY HISTORY

Virtu is a registered broker-dealer with its principal office in New York, NY. The Firm engages in both customer-facing execution services and proprietary trading operations. Virtu became a member of the Nasdaq Options Market (“NOM”) in October 2019. Its registration remains in effect.

On August 27, 2021, Virtu consented to findings with NOM that, during the period September 1, 2020 through October 30, 2020, the Firm violated NOM Rules Options 2, Section 4 and Options 2, Section 5(d)(1)(A) by failing to provide two-sided quotations in 60% of the cumulative number of seconds for which the Firm’s assigned options series were open for trading on nineteen trade dates. The Firm also consented to findings that it violated NOM Rules Options 9, Section 2(b) and Nasdaq Rule General 9, Sections 20(a) and 1(a). The Firm was fined \$35,000.²

¹ All Nasdaq Options Market LLC disciplinary matters are governed by the Nasdaq Code of Procedure.

² Nasdaq Case No. 2020.11.0260.

SUMMARY

Between February 24, 2022 and August 19, 2022 (the “Continuous Quoting Review Period”), the Firm was registered as a Market Maker on NOM. On 13 instances during the Continuous Quoting Review Period, the Firm did not provide two-sided quotations in at least 60% of the cumulative number of seconds for which the Firm’s assigned options series were open for trading. Further, during the period July 16, 2021 through August 19, 2022 (the “Supervisory Review Period”), the Firm did not adhere to the supervisory procedures it had established to supervise the activities of the registered representatives and associated persons responsible for achieving compliance with NOM’s continuous quoting requirements. Based on the foregoing, the Firm violated NOM Rule Options 2, Section 5(d)(1)(A) and Nasdaq Rule General 9, Sections 1(a) and 20(a).

FACTS AND VIOLATIVE CONDUCT

1. This matter originated from surveillance conducted by the Nasdaq Options Review Department.
2. NOM Rule Options 2, Section 4(a) provides that “[i]n registering as a Market Maker, an Options Participant commits himself to various obligations.” In particular, “[d]uring trading hours, a Market Maker must maintain a two-sided market, pursuant to Section 5(d)(1) of this Rule, in those options in which the Market Maker is registered to trade, in a manner that enhances the depth, liquidity and competitiveness of the market.”
3. NOM Rule Options 2, Section 5(d)(1) provides that a “Market Maker must enter bids and offers for the options to which it is registered” on a daily basis.” NOM Rule Options 2, Section 5(d)(1)(A) provides, in relevant part, that “Market Makers, associated with the same Options Participant, are collectively required to provide two-sided quotations in 60% of the cumulative number of seconds, or such higher percentage as NOM may announce in advance, for which that Options Participant’s assigned options series are open for trading.”
4. On 13 instances between February 24, 2022 and August 19, 2022, the Firm, acting as a Market Maker, did not provide two-sided quotations in 60% of the cumulative number of seconds for which the Firm’s assigned options series were open for trading. The violations occurred, in part, due to a technological issue that affected the way that the Firm processed quote width exemptions.
5. The conduct described in paragraph 4 constitutes a violation of NOM Options 2, Section 5(d)(1)(A).
6. Nasdaq Rule General 9, Section 20(a) provides: “Each member shall establish and maintain a system to supervise the activities of each registered representative and associated person that is reasonably designed to achieve compliance with applicable securities laws and regulations and with applicable Nasdaq rules.”

7. Nasdaq Rule General 9, Section 1(a) provides that “[a] member, in the conduct of its business, shall observe high standards of commercial honor and just and equitable principles of trade.” A violation of Nasdaq Rule General 9, Section 20(a) constitutes a violation of Nasdaq Rule General 9, Section 1(a).
8. While the Firm’s written supervisory procedures set forth a system for supervising the activities of Firm personnel that was reasonably designed to achieve compliance with NOM Rule Options 2, Section 5(d)(1)(A), the Firm did not to adhere to the procedures it set forth for itself in its WSPs. Specifically, the Firm did not review its continuous quoting performance in accordance with the schedule set forth in its WSPs, resulting in delays in detecting deficiencies in its continuous quoting performance and identifying the underlying cause.
9. The conduct in paragraph 8 constitutes a violation of Nasdaq Rule General 9, Sections 20(a) and 1(a).

The Firm also consents to the imposition of the following sanctions:

1. A censure; and
2. A fine in the amount of \$13,750 (resolved simultaneously with similar matters for a total fine of \$55,000).

The Firm agrees to pay the fine upon notice that this AWC has been accepted and that such payment is due and payable. The Firm has submitted a Payment Information form showing the method by which it proposes to pay the fine imposed.

The Firm specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, the fine imposed in this matter.

The sanctions imposed herein shall be effective on a date set by Nasdaq Enforcement Department staff.

II.

WAIVER OF PROCEDURAL RIGHTS

The Firm specifically and voluntarily waives the following rights granted under Nasdaq’s Code of Procedure:

- A. To have a Complaint issued specifying the allegations against the Firm;
- B. To be notified of the Complaint and have the opportunity to answer the allegations in writing;
- C. To defend against the allegations in a disciplinary hearing before a hearing panel, to have a written record of the hearing made, and to have a written decision issued; and

D. To appeal any such decision to the Exchange Review Council and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, the Firm specifically and voluntarily waives any right to claim bias or pre-judgment of the Chief Regulatory Officer, the Exchange Review Council, or any member of the Exchange Review Council, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

The Firm further specifically and voluntarily waives any right to claim that a person violated the ex parte prohibitions of Nasdaq Rule 9143 or the separation of functions prohibitions of Nasdaq Rule 9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including its acceptance or rejection.

III.

OTHER MATTERS

The Firm understands that:

- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the Nasdaq Enforcement Department and the Exchange Review Council, the Review Subcommittee, or the Office of Disciplinary Affairs, pursuant to Nasdaq Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against the Firm; and
- C. If accepted:
 1. This AWC will become part of the Firm's permanent disciplinary record and may be considered in any future actions brought by NOM or any other regulator against it;
 2. Nasdaq may release this AWC or make a public announcement concerning this agreement and the subject matter thereof in accordance with Nasdaq Rule 8310 and IM-8310-3; and
 3. The Firm may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. The Firm may not take any position in any proceeding brought by or on behalf of Nasdaq, or to which Nasdaq is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects the Firm's right to take legal or factual positions in litigation or other legal proceedings in which Nasdaq is not a party.

D. The Firm may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. The Firm understands that it may not deny the changes or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by Nasdaq, nor does it reflect the views of Nasdaq or its staff.

The undersigned, on behalf of the Firm, certifies that a person duly authorized to act on its behalf has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that the Firm has agreed to the AWC's provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein and the prospect of avoiding the issuance of a Complaint, has been made to induce the Firm to submit it.

July 9, 2025

Date



Virtu Americas LLC
Respondent

Justin Miller

Name

Chief Compliance Officer

Title

Accepted by NOM:

July 16, 2025

Date



Reagan Drake
Enforcement Counsel
Nasdaq Enforcement Department

On behalf of NOM, by delegated
authority from the Director of ODA