February 25, 2019 Nasdaq Futures, Inc.

FMC Tower, Level 8,

Christopher J. Kirkpatrick 2929 Walnut Street

Office of the Secretariat Philadelphia, PA 19104 / USA

Commodity Futures Trading Commission

Three Lafayette Center business.nasdaq.com/futures

1155 21st Street, NW

Washington, DC 20581

**Rule Self-Certification: Rule Certification for Amendment to NFX Certificate of Incorporation & By-Laws**

**Reference File: SR-NFX-2019-05**

Dear Mr. Kirkpatrick:

Pursuant to Section 5c(c)(1) of the Commodity Exchange Act, as amended (“Act”), and Section 40.6 of the Commission’s regulations thereunder, NASDAQ Futures, Inc. (“NFX” or “Exchange”) hereby submits amendments to the NFX Certificate of Incorporation and By-Laws. The Certificate of Incorporation and By-Laws have been amended to reflect various changes including the domicile of incorporation, qualification standards for Board members and the change in name of the Exchange from NASDAQ Futures, Inc. to Nasdaq Futures, Inc., among others. The amendments to the Certificate of Incorporation and By-Laws were approved by the NFX Board of Directors at the Board meeting held on September 17, 2018.

**Certificate of Incorporation**

The amendments to the Certificate of Incorporation were adopted by the NFX Board of Directors to approve the following changes. The Name of the Exchange, NASDAQ Futures, Inc. has been changed to Nasdaq Futures, Inc. This is in conformance with a name change that has been adopted across Nasdaq entities. The amendments also note the change in corporate domicile from Pennsylvania to Delaware. Additional amendments throughout the amended Certificate of Incorporation remove references to Pennsylvania law that are no longer applicable. The amendments also reiterate that no one may serve on the Board or any review panel or disciplinary committee if they meet any of the disqualifying criteria enumerated in §1.63(b) of the CFTC’s regulations.

**NFX By-Laws**

The By-Laws for the Exchange have been amended and approved by the Board. The amendments add new terms to the “Definitions” section, and drop references to Commission Regulation §1.64 as DCMs are exempt from compliance in accordance with §38.2. Furthermore, the Regulatory Oversight Committee (ROC) must be comprised of at least two directors, and all ROC directors must be Public Directors.

**DCM Core Principles**

The Exchange has reviewed the designated contract market core principles (“Core Principles”) as set forth in the Act in connection with the amendments presented herein. Consistent with Core Principle 7 - Availability of General Information, the Exchange will post general information, including the NFX Certificate of Incorporation and By-Laws, on its website: [business.nasdaq.com/futures](http://business.nasdaq.com/nasdaq-futures/nfx-market).

**Certifications**

There were no opposing views among NFX’s Board of Directors, members or market participants. The Exchange hereby certifies that the Certificate of Incorporation and By-Laws set forth herein comply with the Act and the Commission’s regulations thereunder. The Exchange also certifies that notice of pending certification and a copy of this submission have been concurrently posted on the Exchange’s website at [business.nasdaq.com/futures](http://business.nasdaq.com/nasdaq-futures).

If you require any additional information regarding the submission, please contact Aravind Menon at (301) 978-8416 or aravind.menon@nasdaq.com. Please refer to SR-NFX-2019-05 in any related correspondence.

Regards,



Kevin Kennedy

Chief Executive Officer

Attachments:

Exhibit A: Amended Certificate of Incorporation

Exhibit B: Amended By-Laws