



October 23, 2019

**VIA HAND DELIVERY**

Ms. Vanessa Countryman  
Secretary  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549-7010

Re: MEMX LLC – Amendment No. 1 to Form 1 Application for Registration as a National Securities Exchange Pursuant to Section 6 of the Securities Exchange Act of 1934

Dear Ms. Countryman:

On behalf of MEMX LLC (“MEMX”), I write to file Amendment No. 1 to MEMX’s Form 1 application for registration as a national securities exchange pursuant to Section 6 of the Securities Exchange Act of 1934. Enclosed please find an original and two copies of Amendment No. 1. I would appreciate your returning the enclosed copy of this letter to acknowledge that your office has received Amendment No. 1 to MEMX’s Form 1 application.

Please note that this Amendment reflects the updates to Form 1 discussed with Commission staff, including updated versions of the Exhibits listed below. Please note that any exhibit not listed below has not changed since our initial filing on September 9, 2019.

*Amended Exhibits include in Amendment:*

- Exhibit A-5: Second Amended and Restated Limited Liability Company Agreement of MEMX LLC
- Exhibit B: Rules of MEMX
- Exhibit C-2: Third Amended and Restated Limited Liability Company Agreement of MEMX Holdings LLC dated September 5, 2019 (conformed copy including October 2019 amendments)
- Exhibit C-4: Amended and Restated Limited Liability Company Agreement of MEMX SubCo LLC dated September 5, 2019 (conformed copy including October 2019 amendments)

Please contact me at 201-831-8345 if you have any questions regarding any aspect of this application.

Regards,

A handwritten signature in black ink, appearing to read "Anders Franzon".

Anders Franzon  
General Counsel  
Members Exchange

Enclosures

cc: The Honorable Jay Clayton, Chairman, SEC  
The Honorable Robert J. Jackson, Commissioner, SEC  
The Honorable Hester M. Peirce, Commissioner, SEC  
The Honorable Elad L. Roisman, Commissioner, SEC  
The Honorable Allison Herren Lee, Commissioner, SEC  
Brett Redfearn, Director, Division of Trading and Markets, SEC  
David Shillman, Associate Director, Division of Trading and Markets, SEC  
Richard Holley III, Assistant Director, Division of Trading and Markets, SEC  
Jonathan Kellner, Chief Executive Officer, MEMX LLC  
Andre Owens, Partner, WilmerHale

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
APPLICATION FOR, AND AMENDMENTS TO APPLICATION FOR,  
REGISTRATION AS A NATIONAL SECURITIES EXCHANGE OR EXEMPTION  
FROM REGISTRATION PURSUANT TO SECTION 5 OF THE EXCHANGE ACT**

Date filed  
(MM/DD/YY):  
10/23/19

OFFICIAL  
USE  
ONLY

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of the applicant would violate the federal securities laws and may result in disciplinary, administrative, or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS

APPLICATION  AMENDMENT

1. State the name of the applicant: MEMX LLC
2. Provide the applicant's primary street address (Do not use a P.O. Box):  
545 Washington Blvd., 11th Floor, Jersey City, NJ 07310
3. Provide the applicant's mailing address (if different):  
\_\_\_\_\_
4. Provide the applicant's business telephone and facsimile number:  
201-331-7900 201-331-7904  
(Telephone) (Facsimile)
5. Provide the name, title, and telephone number of a contact employee:  
Jonathan Kellner Chief Executive Officer 201-331-7902  
(Name) (Title) (Telephone Number)
6. Provide the name and address of counsel for the applicant:  
Anders Franzon, General Counsel  
545 Washington Blvd., 11th Floor  
Jersey City, NJ 07310

7. Provide the date applicant's fiscal year ends: December 31

8. Indicate legal status of applicant:  Corporation  Sole Proprietorship  Partnership  
 Limited Liability Company  Other (specify): \_\_\_\_\_

If other than a sole proprietor, indicate the date and place where applicant obtained its legal status (e.g. state where incorporated, place where partnership agreement was filed or where applicant entity was formed):

(a) Date (MM/DD/YY): 10/03/18 (b) State/Country of formation: Delaware/United States of America

(c) Statute under which applicant was organized: Delaware Limited Liability Company Act

**EXECUTION:** The applicant consents that service of any civil action brought by , or notice of any proceeding before, the Securities and Exchange Commission in connection with the applicant's activities may be given by registered or certified mail or confirmed telegram to the applicant's contact employee at the main address, or mailing address if different, given in Items 2 and 3. The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of , and with the authority of , said applicant. The undersigned and applicant represent that the information and statements contained herein, including exhibits, schedules, or other documents attached hereto, and other information filed herewith, all of which are made a part hereof are current, true, and complete.

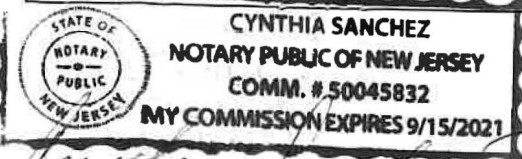
Date: 10/22/19 MEMX LLC  
(MM/DD/YY) (Name of applicant)

By: [Signature] Jonathan Kellner, Chief Executive Officer  
(Signature) (Printed Name and Title)

Subscribed and sworn before me this 22 day of October 2019 by [Signature]  
(Month) (Year) (Notary Public)

My Commission expires Sept 15, 2021 County of Madison State of New Jersey

*This page must always be completed in full with original, manual signature and notarization.  
Affix notary stamp or seal where applicable.*



Cynthia Sanchez 10-22-19