

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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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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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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Exhibit Sent As Paper Document

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 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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 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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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

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 BATS Exchange, Inc. (the “Exchange” or “BATS”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to amend the fee schedule applicable to Members³ of the Exchange pursuant to BATS Rules 15.1(a) and (c). While changes to the fee schedule pursuant to this proposal will be effective upon filing, the changes will become operative on June 1, 2009.

(a) The text of the proposed rule change is attached as Exhibit 5. Material proposed to be added is underlined. Material proposed to be deleted is enclosed in brackets.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The Board of Directors of the Exchange approved this proposed rule change on May 27, 2009. This action constitutes requisite approval under the Exchange’s By-Laws.

Questions regarding this rule filing may be directed to Eric Swanson, Senior Vice President and General Counsel of the Exchange at (212) 378-8520.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ A Member is any registered broker or dealer that has been admitted to membership in the Exchange.

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

(a) Purpose

The Exchange proposes to modify its fee schedule applicable to use of the Exchange effective June 1, 2009, in order to (i) implement pricing for its recently introduced BATS Optional Liquidity Technology (“BOLT”) program; and (ii) increase the fee charged by the Exchange for Destination Specific Orders for Tape A and C securities routed to NYSE Arca from \$0.0027 per share to \$0.0030 per share. Each of these proposals is discussed in further detail below.

(i) BOLT Pricing

On May 22, 2009, the Exchange adopted changes to BATS Rules 11.9 and 11.13 pursuant to an immediately effective rule filing that will permit the Exchange to offer both a “BATS Only BOLT Order” and a pre-routing processing method (“BOLT Routing”) that will each include an optional display period through which a marketable order will be displayed to Exchange Users (and market data recipients) for a brief period of time designated by the Exchange (the “variable BOLT display period”) for potential execution.⁴ As explained in more detail below, with the exception of orders subject to BOLT Routing that are executed on the Exchange during the variable BOLT display period, BATS Only BOLT Orders and orders subject to BOLT Routing will be charged fees and will receive rebates consistent with all other orders executed on the Exchange or routed from the Exchange to away trading centers.

⁴ See SR-BATS-2009-014 (May 22, 2009), *available at* http://www.batstrading.com/regulation/rule_filings/.

BATS Only BOLT Orders in securities priced at any limit price will be treated in the same manner as other such orders submitted to the Exchange. Thus, to the extent a BATS Only BOLT Order removes liquidity from the BATS Book in securities priced \$1.00 or above it will be charged the Exchange's standard fee for removing liquidity from the BATS Book (\$0.0025 per share); to the extent a BATS Only BOLT Order adds liquidity to the BATS Book in securities priced \$1.00 or above it will receive the Exchange's standard \$0.0024 per share rebate for adding liquidity.

Similarly, BATS Only BOLT Orders in securities priced below \$1.00 will be treated in the same manner as all other such orders priced below \$1.00 submitted to the Exchange. Specifically, for executions on the Exchange, the Exchange does not propose to provide any rebates for BATS Only BOLT Orders that add liquidity to the BATS Book in securities priced below \$1.00 nor does the Exchange propose to charge a fee for BATS Only BOLT Orders that remove liquidity in securities priced below \$1.00.

Orders subject to BOLT Routing in securities priced below \$1.00 will also be treated in the same manner as all other such orders priced below \$1.00 submitted to the Exchange (*i.e.*, no rebate and no charge). With respect to orders subject to BOLT Routing in securities priced below \$1.00 that are routed and executed at an away trading center, such orders will be charged fees applicable to all other routed orders in securities priced below \$1.00 (*e.g.*, \$0.0020 charge per share for shares executed at a dark liquidity venue, or "DART" routing; 0.25% charge of the total dollar value for executions occurring through CYCLE or RECYCLE routing). Thus, as set forth above, the Exchange has not proposed any changes to its fee schedule related to BATS Only BOLT

Orders priced at any limit price, or orders subject to BOLT Routing in securities priced below \$1.00.

To the extent an order subject to BOLT Routing removes liquidity from the BATS Book prior to entering the variable BOLT display period in securities priced \$1.00, such order will be charged the Exchange's standard fee for removing liquidity from the BATS Book (\$0.0025 per share). In addition, orders subject to BOLT Routing in securities priced \$1.00 or above that are routed and executed at an away trading center after the variable BOLT display period will be charged the Exchange's standard routing fees. Thus, the Exchange has not proposed any changes to its fee schedule for orders subject to BOLT Routing that remove liquidity from the BATS Book or that execute after routing to an away trading center. However, with respect to orders subject to BOLT Routing that execute on the Exchange during the pre-routing variable BOLT display period, the Exchange proposes to pay Members a \$0.0015 per share rebate. The Exchange proposes to reflect this new rebate on the revised fee schedule.

As explained in the Exchange's rule filing, the Exchange expects to have technological changes in place to support the proposed rule change on or about June 5, 2009. Accordingly, although the changes to the fee schedule proposed in this filing will become operative on June 1, 2009, the fees and rebates applicable to BOLT will not be charged or paid to Members until BOLT is implemented by the Exchange.

(ii) BATS + NYSE ARCA Destination Specific Orders

The Exchange currently charges a consistent, discounted fee for Destination Specific Orders routed to certain of the largest market centers measured by volume (NYSE, NYSE Arca and NASDAQ), which, in each instance is \$0.0001 less per share for

orders routed to such market centers by the Exchange than such market centers currently charge for removing liquidity (referred to by the Exchange as “One Under” pricing).

NYSE Arca recently announced an increase to its liquidity removal fee from \$0.0028 per share to \$0.0030 per share in Tape A and Tape C securities.⁵ In order to maintain its One Under pricing with respect to Destination Specific Orders routed to NYSE Arca, BATS proposes to charge \$0.0029 per share for BATS + NYSE ARCA Destination Specific Orders executed at NYSE Arca in Tape A or Tape C securities. The Exchange’s “One Under” pricing does not apply to securities priced below \$1.00 nor does it apply to odd lot orders routed to NYSE Arca; such order types will continue to be priced as set forth on the Exchange’s fee schedule. In addition, the Exchange will maintain the pricing currently charged by the Exchange for BATS + NYSE ARCA Destination Specific Orders for Tape B securities and for all other Destination Specific Orders.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6 of the Act.⁶ Specifically, the Exchange believes that the proposed rule change is consistent with Section 6(b)(4) of the Act,⁷ in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and other persons using any facility or system which the Exchange operates or controls. The Exchange notes that it operates in a

⁵ See NYSE Arca Client Notice (May 19, 2009), *available at* http://www.nyse.com/pdfs/NYSEArca_Fee_Notice_6109.pdf.

⁶ 15 U.S.C. 78f.

⁷ 15 U.S.C. 78f(b)(4).

highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive. Finally, the Exchange believes that the proposed rates are equitable in that they apply uniformly to all Members.

4. Self-Regulatory Organization's Statement on Burden on Competition

The proposed rule change does not impose any burden on competition.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any written comments from members or other interested parties.

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)

Pursuant to Section 19(b)(3)(A)(ii) of the Act⁸ and Rule 19b-4(f)(2) thereunder,⁹ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge applicable to its members, which renders the proposed rule change effective upon filing.

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

Not applicable.

⁸ 15 U.S.C. 78s(b)(3)(A)(ii).

⁹ 17 CFR 240.19b-4(f)(2).

9. Exhibits

Exhibit 1: Completed Notice of the Proposed Rule Change for publication in the Federal Register.

Exhibit 2 – 4: Not applicable.

Exhibit 5: Text of Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____ ; File No. SR-BATS-2009-017)

Self-Regulatory Organizations; BATS Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Related to Fees for Use of BATS Exchange, Inc.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on May 28, 2009, BATS Exchange, Inc. (the “Exchange” or “BATS”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by the Exchange. BATS has designated the proposed rule change as one establishing or changing a member due, fee, or other charge imposed by the Exchange under Section 19(b)(3)(A)(ii) of the Act³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposed rule change effective upon filing with the Commission. 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 modify its fee schedule applicable to use of the Exchange. While changes to the fee schedule pursuant to this proposal will be effective upon filing, the changes will become operative on June 1, 2009.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

The text of the proposed rule change is available at the Exchange's website at <http://www.batstrading.com>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the Exchange 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 Exchange has prepared summaries, set forth in Sections A, B, and C below, of the most significant parts 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 modify its fee schedule applicable to use of the Exchange effective June 1, 2009, in order to (i) implement pricing for its recently introduced BATS Optional Liquidity Technology ("BOLT") program; and (ii) increase the fee charged by the Exchange for Destination Specific Orders for Tape A and C securities routed to NYSE Arca from \$0.0027 per share to \$0.0030 per share. Each of these proposals is discussed in further detail below.

(i) BOLT Pricing

On May 22, 2009, the Exchange adopted changes to BATS Rules 11.9 and 11.13 pursuant to an immediately effective rule filing that will permit the Exchange to offer both a "BATS Only BOLT Order" and a pre-routing processing method ("BOLT Routing") that will each include an optional display period through which a marketable order will be displayed to Exchange Users (and market data recipients) for a brief period

of time designated by the Exchange (the “variable BOLT display period”) for potential execution.⁵ As explained in more detail below, with the exception of orders subject to BOLT Routing that are executed on the Exchange during the variable BOLT display period, BATS Only BOLT Orders and orders subject to BOLT Routing will be charged fees and will receive rebates consistent with all other orders executed on the Exchange or routed from the Exchange to away trading centers.

BATS Only BOLT Orders in securities priced at any limit price will be treated in the same manner as other such orders submitted to the Exchange. Thus, to the extent a BATS Only BOLT Order removes liquidity from the BATS Book in securities priced \$1.00 or above it will be charged the Exchange’s standard fee for removing liquidity from the BATS Book (\$0.0025 per share); to the extent a BATS Only BOLT Order adds liquidity to the BATS Book in securities priced \$1.00 or above it will receive the Exchange’s standard \$0.0024 per share rebate for adding liquidity.

Similarly, BATS Only BOLT Orders in securities priced below \$1.00 will be treated in the same manner as all other such orders priced below \$1.00 submitted to the Exchange. Specifically, for executions on the Exchange, the Exchange does not propose to provide any rebates for BATS Only BOLT Orders that add liquidity to the BATS Book in securities priced below \$1.00 nor does the Exchange propose to charge a fee for BATS Only BOLT Orders that remove liquidity in securities priced below \$1.00.

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Routing in securities priced below \$1.00 that are routed and executed at an away trading center, such orders will be charged fees applicable to all other routed orders in securities priced below \$1.00 (*e.g.*, \$0.0020 charge per share for shares executed at a dark liquidity venue, or “DART” routing; 0.25% charge of the total dollar value for executions occurring through CYCLE or RECYCLE routing). Thus, as set forth above, the Exchange has not proposed any changes to its fee schedule related to BATS Only BOLT Orders priced at any limit price, or orders subject to BOLT Routing in securities priced below \$1.00.

To the extent an order subject to BOLT Routing removes liquidity from the BATS Book prior to entering the variable BOLT display period in securities priced \$1.00, such order will be charged the Exchange’s standard fee for removing liquidity from the BATS Book (\$0.0025 per share). In addition, orders subject to BOLT Routing in securities priced \$1.00 or above that are routed and executed at an away trading center after the variable BOLT display period will be charged the Exchange’s standard routing fees. Thus, the Exchange has not proposed any changes to its fee schedule for orders subject to BOLT Routing that remove liquidity from the BATS Book or that execute after routing to an away trading center. However, with respect to orders subject to BOLT Routing that execute on the Exchange during the pre-routing variable BOLT display period, the Exchange proposes to pay Members a \$0.0015 per share rebate. The Exchange proposes to reflect this new rebate on the revised fee schedule.

As explained in the Exchange’s rule filing, the Exchange expects to have technological changes in place to support the proposed rule change on or about June 5, 2009. Accordingly, although the changes to the fee schedule proposed in this filing will

become operative on June 1, 2009, the fees and rebates applicable to BOLT will not be charged or paid to Members until BOLT is implemented by the Exchange.

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The Exchange currently charges a consistent, discounted fee for Destination Specific Orders routed to certain of the largest market centers measured by volume (NYSE, NYSE Arca and NASDAQ), which, in each instance is \$0.0001 less per share for orders routed to such market centers by the Exchange than such market centers currently charge for removing liquidity (referred to by the Exchange as “One Under” pricing). NYSE Arca recently announced an increase to its liquidity removal fee from \$0.0028 per share to \$0.0030 per share in Tape A and Tape C securities.⁶ In order to maintain its One Under pricing with respect to Destination Specific Orders routed to NYSE Arca, BATS proposes to charge \$0.0029 per share for BATS + NYSE ARCA Destination Specific Orders executed at NYSE Arca in Tape A or Tape C securities. The Exchange’s “One Under” pricing does not apply to securities priced below \$1.00 nor does it apply to odd lot orders routed to NYSE Arca; such order types will continue to be priced as set forth on the Exchange’s fee schedule. In addition, the Exchange will maintain the pricing currently charged by the Exchange for BATS + NYSE ARCA Destination Specific Orders for Tape B securities and for all other Destination Specific Orders.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6 of the

⁶ See NYSE Arca Client Notice (May 19, 2009), *available at* http://www.nyse.com/pdfs/NYSEArca_Fee_Notice_6109.pdf.

Act.⁷ Specifically, the Exchange believes that the proposed rule change is consistent with Section 6(b)(4) of the Act,⁸ in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and other persons using any facility or system which the Exchange operates or controls. The Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive. Finally, the Exchange believes that the proposed rates are equitable in that they apply uniformly to all Members.

(B) Self-Regulatory Organization's Statement of Burden on Competition

The Exchange does not believe that the proposed rule change imposes any burden on competition.

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

No written comments were solicited or received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing proposed rule change has been designated as a fee change pursuant to Section 19(b)(3)(A)(ii) of the Act⁹ and Rule 19b-4(f)(2) thereunder,¹⁰ because it establishes or changes a due, fee or other charge imposed on members by the Exchange. Accordingly, the proposal is effective upon filing with the Commission.

⁷ 15 U.S.C. 78f.

⁸ 15 U.S.C. 78f(b)(4).

⁹ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁰ 17 CFR 240.19b-4(f)(2).

At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate 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.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposal is consistent with the Act.

Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File No. SR-BATS-2009-017 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File No. SR-BATS-2009-017. 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 Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room, 100 F Street, NE,

Washington, DC 20549. Copies of such filing will also be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File No. SR-BATS-2009-017 and should be submitted on or before [_____21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹¹

Florence E. Harmon
Deputy Secretary

¹¹ 17 CFR 200.30-3(a)(12).

Note: Proposed new language is underlined. Proposed deletions are enclosed in brackets.

BATS Exchange, Inc. Fee Schedule
Effective [May 22]June 1, 2009

The following reflects the Schedule of Fees (pursuant to Rule 15.1(a) and Rule 15.1(c)) for BATS Exchange, Inc. (the "Exchange"). All references to "per share" mean "per share executed."

Fees for Accessing Liquidity for All Securities Priced \$1.00 or Above

\$0.0025 charge per share that removes liquidity from the BATS book

Liquidity Rebates for All Securities Priced \$1.00 or Above

\$0.0024 rebate per share that adds liquidity to the BATS book

\$0.0020 rebate per share that adds non-displayed* (hidden) liquidity to the BATS book

Securities Priced Below \$1.00

No charge or liquidity rebate for securities priced below \$1.00 traded on the BATS Book

Standard Routing [Charges]Pricing – Best Execution Routing

\$0.0015 rebate per share for routable shares displayed and then executed on BATS through the BOLT display process

\$0.0020 charge per share for shares executed at a dark liquidity venue ("DART" routing)

\$0.0025 charge per share for shares executed at any other venue ("CYCLE" and "RECYCLE" routing)

Note: Default Best Execution Routing = BOLT + DART + CYCLE

Discounted Destination Specific Routing ("One Under") to NYSE, NYSE ARCA and NASDAQ

- BATS + NYSE Destination Specific Orders: \$0.0017 charge per share
- BATS + NYSE ARCA Destination Specific Orders for Tape B: \$0.0027 charge per share
- BATS + NYSE ARCA Destination Specific Orders for Tapes A and C: \$0.0029 charge per share
- BATS + NASDAQ Destination Specific Orders: \$0.0029 charge per share

Other Non-Standard Routing Options – Specific Order Types, Odd Lots, and Securities Priced Below \$1.00

- BATS ("Dark Scan") Modified Destination Specific Orders routed to a dark liquidity venue: \$0.0001 rebate per share
- BATS + (Protected Market Center) Destination Specific Orders other than NYSE, NYSE ARCA and NASDAQ: \$0.0030 charge per share
- Directed ISO's: \$0.0033 charge per share
- ARCA Odd Lots Tape A: \$0.03 charge per share
- ARCA Odd Lots Tape B: \$0.03 charge per share
- ARCA Odd Lots Tape C: \$0.004 charge per share
- Stocks Priced Below \$1.00 for CYCLE and RECYCLE routed executions: 0.25% charge of the total dollar value

* Non-displayed order types include all forms of Pegged, Mid-Point Peg and Non-Displayed Limit orders. The non-displayed rebate does not apply to Reserve or Discretionary orders.