

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input style="width: 40px;" type="text" value="4"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input style="width: 40px;" type="text" value="2011"/> - * <input style="width: 40px;" type="text" value="035"/> Amendment No. (req. for Amendments *) <input style="width: 40px;" type="text" value="1"/>
Proposed Rule Change by BATS Exchange Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934		
Initial * <input type="checkbox"/>	Amendment * <input checked="" type="checkbox"/>	Withdrawal <input type="checkbox"/>
Section 19(b)(2) * <input checked="" type="checkbox"/>		
Section 19(b)(3)(A) * <input type="checkbox"/>		
Section 19(b)(3)(B) * <input type="checkbox"/>		
Rule		
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input style="width: 80px;" type="text"/>
<input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(4) <input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(5) <input type="checkbox"/> 19b-4(f)(3) <input type="checkbox"/> 19b-4(f)(6)		
Exhibit 2 Sent As Paper Document <input type="checkbox"/> Exhibit 3 Sent As Paper Document <input type="checkbox"/>		
Description Provide a brief description of the proposed rule change (limit 250 characters, required when Initial is checked *). <div style="border: 1px solid black; height: 40px; width: 100%; margin-top: 5px;"></div>		
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 proposed rule change. First Name * <input style="width: 200px;" type="text" value="Anders"/> Last Name * <input style="width: 200px;" type="text" value="Franzon"/> Title * <input style="width: 500px;" type="text" value="VP, Associate General Counsel"/> E-mail * <input style="width: 500px;" type="text" value="afranzone@batstrading.com"/> Telephone * <input style="width: 100px;" type="text" value="(913) 815-7154"/> Fax <input style="width: 100px;" type="text" value="(913) 815-7119"/>		
Signature Pursuant to the requirements of the Securities Exchange Act of 1934, has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized officer. Date <input style="width: 80px;" type="text" value="11/03/2011"/> By <input style="width: 200px;" type="text" value="Anders Franzon"/> <input style="width: 300px;" type="text" value="VP, Associate General Counsel"/> <div style="text-align: center; margin-left: 100px;">(Name *)</div> <div style="text-align: center; margin-left: 300px;">(Title *)</div> <div style="text-align: center; margin-left: 300px; margin-top: 10px;"> <input style="background-color: #cccccc; border: none; padding: 5px 20px;" type="button" value="Anders Franzon,"/> </div> <p style="font-size: small; margin-top: 10px;">NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.</p>		

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information (required)

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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 (required)

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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.

BATS Exchange, Inc. (the “Exchange” or “BATS”) is filing this partial amendment to SR-BATS-2011-035, which was originally filed on September 7, 2011 (the “Proposal”), to modify the Proposal to correct an inconsistency between the proposed Third Amended and Restated Certificate of Incorporation¹ of the Exchange’s sole stockholder, BATS Global Markets, Inc., and the amended bylaws of BGM. In order to effect this change, on page 37 of 59 of the Proposal, the Exchange proposes to replace paragraph (c) of Section 2.10 in its entirety with the following:

* * * * *

(c) Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Stockholders who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that written consents signed by a sufficient number of holders to take the action were delivered to the corporation as provided in Section 2.10(b). If the action which is consented to is such as would have required the filing of a certificate under any section of the General Corporation Law of the State of Delaware if such action had been voted on by Stockholders at a meeting thereof, then the certificate filed under such section shall state, in lieu of any statement required by such section concerning any vote of Stockholders, that written notice and written consent have been given as provided in Section 228 of the General Corporation Law of the State of Delaware. Notwithstanding the foregoing, except as provided in the Certificate of Incorporation no [such] action by written consent may be taken following the [closing of the initial public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (the “1933 Act”), covering the offer and sale of Common Stock of the Corporation (the “Initial Public Offering”)]occurrence of a Change in Ownership (as defined in the Certificate of Incorporation).

* * * * *

¹ The Exchange separately proposed amendments to the Third Amended and Restated Certificate of Incorporation of BGM. See Securities Exchange Act Release No. 65298 (September 8, 2011), 76 FR 56840 (September 14, 2011) (SR-BATS-2011-033).

Consistent with this change, the Exchange proposes to replace the first full sentence on page 10 of 59 of the purpose section with the following text

The New Bylaws would amend Section 2.10(c) to instead provide that, except as provided in the New Certificate of Incorporation, no action by written consent may be taken following a Change in Ownership, as defined in the New Certificate of Incorporation.

The Exchange proposes inserting the same language in the Exhibit 1 at the bottom on page 22 and top of page 23 of 59.

The Exchange believes the proposed modifications will resolve an inconsistency between the proposed amended and restated bylaws set forth in the Proposal and the proposed amendments to the Third Amended and Restated Certificate of Incorporation of BGM. No other changes are proposed through this partial amendment.