

Required fields are shown with yellow backgrounds and asterisks.

Filing by BATS Exchange
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial *	Amendment *	Withdrawal	Section 19(b)(2) *	Section 19(b)(3)(A) *	Section 19(b)(3)(B) *
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Pilot <input type="checkbox"/> Extension of Time Period for Commission Action * <input type="checkbox"/> Date Expires * <input type="text"/>			Rule		
			<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 checked="" type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Section 806(e)(1) <input type="checkbox"/> Section 806(e)(2) <input type="checkbox"/>	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) <input type="checkbox"/>
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Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description
Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Proposal to amend Rule 11.18 in connection with the upcoming operation of the Plan to Address Extraordinary Market Volatility Pursuant to Rule 608 of Regulation NMS under the Act (the "Limit Up-Limit Down Plan").

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 action.

First Name * Anders Last Name * Franzon
 Title * VP, Associate General Counsel
 E-mail * afranzon@bats.com
 Telephone * (913) 815-7154 Fax (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.

(Title *)
VP, Associate General Counsel

Date 02/28/2013
By Anders Franzon (Name *)

Anders Franzon,

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.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF 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 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies

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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, security-based swap submission, or advance notice 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 proposal to amend Rule 11.18 in connection with the upcoming operation of the Plan to Address Extraordinary Market Volatility Pursuant to Rule 608 of Regulation NMS under the Act (the “Limit Up-Limit Down Plan” or “Plan”).³ The Exchange has designated this proposal as non-controversial and provided the Commission with the notice required by Rule 19b-4(f)(6)(iii) under the Act.⁴

(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 proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors of the Exchange on November 10, 2009. Exchange staff will advise the Board of Directors of the Exchange of any

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 67091 (May 31, 2012), 77 FR 33498 (June 6, 2012) (the “Limit Up-Limit Down Release”).

⁴ 17 CFR 240.19b-4(f)(6)(iii).

action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change.

Questions regarding this rule filing may be directed to Eric Swanson, Senior Vice President and General Counsel of the Exchange at (913) 815-7000.

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

(a) Purpose

The Exchange proposes to amend Exchange Rule 11.18 to establish rules to comply with the requirements of the Limit Up-Limit Down Plan. The Exchange proposes to adopt the changes to become operative on a date that coincides with the commencement of operations of the Plan, which is currently scheduled as a one-year pilot to begin on April 8, 2013. Accordingly, as proposed, the Exchange has designated an operative date of April 8, 2013 to allow the Rules to become effective and operative on the initial date of operation of the Plan.

Background

Since May 6, 2010, when the markets experienced excessive volatility in an abbreviated time period, i.e., the "flash crash," the equities exchanges and FINRA have implemented market-wide measures designed to restore investor confidence by reducing the potential for excessive market volatility. Among the measures adopted include pilot plans for stock-by-stock trading pauses⁵ and related changes to the equities market clearly erroneous execution rules⁶ and more stringent equities market maker quoting

⁵ See, e.g., Rule 11.18.

⁶ See, e.g., Rule 11.17.

requirements.⁷ On May 31, 2012, the Commission approved the Plan, as amended, on a one-year pilot basis.⁸ In addition, the Commission approved changes to the equities market-wide circuit breaker rules on a pilot basis to coincide with the pilot period for the Plan.⁹

The Plan is designed to prevent trades in individual NMS Stocks from occurring outside of specified Price Bands.¹⁰ As described more fully below, the requirements of the Plan are coupled with Trading Pauses to accommodate more fundamental price moves (as opposed to erroneous trades or momentary gaps in liquidity). All trading centers in NMS Stocks, including both those operated by Participants and those operated by members of Participants, are required to establish, maintain, and enforce written policies and procedures that are reasonably designed to comply with the requirements specified in the Plan.¹¹ As set forth in more detail in the Plan, Price Bands consisting of a Lower Price Band and an Upper Price Band for each NMS Stock are calculated by the Processors.¹² When the National Best Bid (Offer) is below (above) the Lower (Upper)

⁷ See, e.g., Rule 11.8.

⁸ See Securities Exchange Act Release No. 67091 (May 31, 2012), 77 FR 33498 (June 6, 2012) (File No. 4-631) (Order Approving, on a Pilot Basis, the National Market System Plan To Address Extraordinary Market Volatility).

⁹ See Securities Exchange Act Release No. 67090 (May 31, 2012), 77 FR 33531 (June 6, 2012) (SR-BATS-2011-038; SR-BYX-2011-025; SR-BX-2011-068; SR-CBOE-2011-087; SR-C2-2011-024; SR-CHX-2011-30; SR-EDGA-2011-31; SR-EDGX-2011-30; SR-FINRA-2011-054; SR-ISE-2011-61; SR-NASDAQ-2011-131; SR-NSX-2011-11; SR-NYSE-2011-48; SR-NYSEAmex-2011-73; SR-NYSEArca-2011-68; SR-Phlx-2011-129).

¹⁰ Unless otherwise specified, capitalized terms used in this rule filing are based on the defined terms of the Plan.

¹¹ The Exchange is a Participant in the Plan.

¹² See Section (V)(A) of the Plan.

Price Band, the Processors shall disseminate such National Best Bid (Offer) with an appropriate flag identifying it as non-executable. When the National Best Bid (Offer) is equal to the Upper (Lower) Price Band, the Processors shall distribute such National Best Bid (Offer) with an appropriate flag identifying it as a Limit State Quotation.¹³ All trading centers in NMS Stocks must maintain written policies and procedures that are reasonably designed to prevent the display of offers below the Lower Price Band and bids above the Upper Price Band for NMS Stocks. Notwithstanding this requirement, the Processor shall display an offer below the Lower Price Band or a bid above the Upper Price Band, but with a flag that it is non-executable. Such bids or offers shall not be included in the National Best Bid or National Best Offer calculations.¹⁴

Trading in an NMS Stock immediately enters a Limit State if the National Best Offer (Bid) equals but does not cross the Lower (Upper) Price Band.¹⁵ Trading for an NMS stock exits a Limit State if, within 15 seconds of entering the Limit State, all Limit State Quotations were executed or canceled in their entirety. If the market does not exit a Limit State within 15 seconds, then the Primary Listing Exchange would declare a five-minute Trading Pause pursuant to Section VII of the Limit Up-Limit Down Plan, which would be applicable to all markets trading the security.¹⁶ In addition, the Plan defines a Straddle State as when the National Best Bid (Offer) is below (above) the Lower (Upper)

¹³ See Section VI(A) of the Plan.

¹⁴ See Section VI(A)(3) of the Plan.

¹⁵ See Section VI(B)(1) of the Plan.

¹⁶ The primary listing market would declare a trading pause in an NMS Stock; upon notification by the primary listing market, the Processor would disseminate this information to the public. No trades in that NMS Stock could occur during the trading pause, but all bids and offers may be displayed. *See* Section VII(A) of the Plan.

Price Band and the NMS Stock is not in a Limit State. For example, assume the Lower Price Band for an NMS Stock is \$9.50 and the Upper Price Band is \$10.50, such NMS stock would be in a Straddle State if the National Best Bid were below \$9.50, and therefore non-executable, and the National Best Offer were above \$9.50 (including a National Best Offer that could be above \$10.50). If an NMS Stock is in a Straddle State and trading in that stock deviates from normal trading characteristics, the Primary Listing Exchange may declare a Trading Pause for that NMS Stock.

Proposed Amendment to Rule 11.18

The Exchange is required by the Plan to establish, maintain, and enforce written policies and procedures that are reasonably designed to comply with the limit up-limit down and trading pause requirements specified in the Plan. In response to the new Plan, the Exchange proposes to amend its Rules accordingly.

The Exchange proposes to add Rule 11.18(e)(1)(A) to define that “Plan” means the Plan to Address Extraordinary Market Volatility Pursuant to Rule 608 of Regulation NMS under the Act, as amended from time to time. In addition, proposed Rule 11.18(e)(1)(B) provides that all capitalized terms not otherwise defined in paragraph (e) of the Rule shall have the meanings set forth in the Plan or Exchange rules, as applicable.

The Exchange proposes to add Rule 11.18(e)(2) to provide that the Exchange is a Participant in, and subject to the applicable requirements of, the Plan, which establishes procedures to address extraordinary volatility in NMS Stocks.

The Exchange proposes to add Rule 11.18(e)(3) to provide that Exchange Members shall comply with the applicable provisions of the Plan. The Exchange

believes that this requirement will help ensure the compliance by its Members with the provisions of the Plan as required pursuant to Section II(B) of the Plan.¹⁷

The Exchange proposes to add Rule 11.18(e)(4) to provide that the Exchange's System¹⁸ shall not display or execute buy (sell) interest above (below) the Upper (Lower) Price Bands, unless such interest is specifically exempted under the Plan. The Exchange believes that this requirement is reasonably designed to help ensure the compliance with the limit up-limit down and trading pause requirements specified in the Plan, by preventing executions outside the Price Bands as required pursuant to Section VI(A)(1) of the Plan.¹⁹

The Exchange proposes Rules regarding the treatment of certain trading interest on the Exchange in order to prevent executions outside the Price Bands and to comply with the new Limit Up-Limit Down Plan. In particular, the Exchange proposes to add Rule 11.18(e)(5) to provide that Exchange systems shall re-price and/or cancel buy (sell) interest that is priced or could be executed²⁰ above (below) the Upper (Lower) Price Band. When re-pricing resting orders because such orders are above (below) the Upper (Lower) Price Band, the Exchange will provide new timestamps to such orders. The Exchange will also provide new timestamps to resting orders at the less aggressive price

¹⁷ See Section II(B) of the Plan.

¹⁸ The "System" is defined in BATS Rule 1.5(aa) as "the electronic communications and trading facility designated by the Board through which securities orders of Users are consolidated for ranking, execution and, when applicable, routing away."

¹⁹ See Section VI(A)(1) of the Plan.

²⁰ The Exchange notes that this includes any interest that is displayed and/or resting at a less aggressive price but executable at a more aggressive price, such as orders subject to price sliding and discretionary order types.

to which such orders are re-priced. Any resting interest that is re-priced pursuant to this Rule shall maintain priority ahead of interest that was originally less aggressively priced, regardless of the original timestamps for such orders.

Specifically, the Exchange proposes the following provisions regarding the re-pricing or canceling of certain trading interest:

- Market Orders and IOC Orders. The System will only execute BATS market orders or IOC Orders at or within the Price Bands. If a Market Order or IOC Order cannot be fully executed at or within the Price Bands, the System shall cancel any unexecuted portion of the order without posting such order to the Exchange's order book.
- Limit-priced Interest. Limit-priced Interest.
 - Orders Not Subject to Re-Pricing. Limit-priced interest will be cancelled if a User has entered instructions not to use the re-pricing process and such interest to buy (sell) is priced above (below) the Upper (Lower) Price Band.
 - Incoming Orders. If re-pricing is permitted based on a User's instructions, both displayable and non-displayable incoming limit-priced interest to buy (sell) that is priced above (below) the Upper (Lower) Price Band shall be re-priced to the Upper (Lower) Price Band.
 - Resting Orders. The System shall re-price resting limit-priced interest to buy (sell) to the Upper (Lower) Price Band if Price Bands move such that the price of resting limit-priced interest to buy (sell) would be above (below) the Upper (Lower) Price Band. If the Price Bands move again

and the original limit price of displayed and re-priced interest is at or within the Price Bands and a User has opted into the Exchange's optional multiple price sliding process, as described in Rule 11.9(g), the System shall re-price such displayed limit interest to the most aggressive permissible price up to the order's limit price. All other displayed and non-displayed limit interest re-priced pursuant to this paragraph (e) will remain at its new price unless the Price Bands move such that the price of resting limit-priced interest to buy (sell) would again be above (below) the Upper (Lower) Price Band.

- Pegged Interest. Pegged interest to buy (sell) shall peg to the specified pegging price or the Upper (Lower) Price Band, whichever is lower (higher).
- Routable Orders. If routing is permitted based on a User's instructions, orders shall be routed away from the Exchange pursuant to Rule 11.13. The Exchange is not proposing any changes to its routing functionality in connection with the implementation of the Limit Up-Limit Down Plan.
- Sell Short Orders. During a Short Sale Price Test, as defined in Rule 11.19(b)(2), Short Sale Orders priced below the Lower Price Band shall be re-priced to the higher of the Lower Price Band or the Permitted Price, as defined in Rule 11.9(g)(2)(A).

- Auction Orders. Eligible Auction Orders²¹ are not price slid or cancelled due to applicable Price Bands.

The Exchange proposes to adopt Rule 11.18(e)(6) to state that securities shall remain subject to the requirements of paragraph (d) of the Rule until such securities become subject to the Plan. As described in further detail below, paragraph (d) relates to existing individual single stock trading pauses issued by each primary listing market for an NMS Stock. As set forth in proposed Rule 11.18(e)(6), once an NMS Stock is subject to the Plan, the security shall only be subject to a Trading Pause under the Plan consistent with paragraph (f) of the Rule. Thus, paragraph (d) will no longer apply to NMS Stocks subject to the Plan.

The Exchange also proposes to adopt Rule 11.18(e)(7) regarding Trading Pauses during a Straddle State. Consistent with the Plan,²² the Exchange may declare a Trading Pause for a NMS Stock listed on the Exchange when (i) the National Best Bid (Offer) is below (above) the Lower (Upper) Price Band and the NMS Stock is not in a Limit State; and (ii) trading in that NMS Stock deviates from normal trading characteristics.

With respect to the re-opening of trading following a Trading Pause, the Exchange proposes to adopt Rule 11.18(e)(8) to provide that the Exchange shall re-open the security in a manner similar to the procedures set forth in Rule 11.23, which is the Exchange's Rule for auctions of Exchange-listed securities, including halt auctions.

²¹ The term "Eligible Auction Order" is defined in Rule 11.23(a)(8) is defined to include all orders specifically designated to participate in an Exchange auction and not on the Exchange's continuous order book.

²² See Section VII(A)(2) of the Plan.

The Exchange believes that the provisions proposed above are reasonably designed to prevent executions outside the Price Bands as required by the limit up-limit down and trading pause requirements specified in the Plan.

Finally, the Exchange is proposing to codify its functionally related to the issuance of individual stock trading pauses for Exchange-listed securities. On June 10, 2010, the Commission approved on a pilot basis changes to BATS Rule 11.18 to provide for uniform market-wide trading pause standards for individual securities in the S&P 500[®] Index that experience rapid price movement.²³ Later, the Exchange and other markets proposed extension of the trading pause standards on a pilot basis to individual securities in the Russell 1000[®] Index and specified Exchange Traded Products, which changes the Commission approved on September 10, 2010.²⁴ More recently, the Exchange proposed expansion of the pilot program to apply to all NMS stocks.²⁵ This expansion was approved on June 23, 2011.²⁶ Most recently, the Exchange extended the proposal to continue on a pilot basis until individual stocks become, on a rolling basis,

²³ Securities Exchange Act Release No. 62252 (June 10, 2010), 75 FR 34186 (June 16, 2010) (SR-BATS-2010-014).

²⁴ Securities Exchange Act Release No. 62884 (September 10, 2010), 75 FR 56618 (September 16, 2010) (SR-BATS-2010-018).

²⁵ Securities Exchange Act Release No. 64435 (May 6, 2011), 76 FR 27684 (May 12, 2011) (SR-BATS-2011-016).

²⁶ Securities Exchange Act Release No. 64735 (June 23, 2011), 76 FR 38243 (June 29, 2011) (File Nos. SR-BATS-2011-016; SR-BYX-2011-011; SR-BX-2011-025; SR-CBOE-2011-049; SR-CHX-2011-09; SR-EDGA-2011-15; SR-EDGX-2011-14; SR-FINRA-2011-023; SR-ISE-2011-028; SR-NASDAQ-2011-067; SR-NYSE-2011-21; SR-NYSEAmex-2011-32; SR-NYSEArca-2011-26; SR-NSX-2011-06; SR-Phlx-2011-64).

subject to the Plan.²⁷ The Exchange began operation last year as the primary listing market for certain securities,²⁸ and at that time adopted functionality to implement primary market trading pauses. Notwithstanding the foregoing, however, the Exchange has not previously set forth in its Rules the specific standards used to calculate individual stock trading pauses in its capacity as a primary listings market. As set forth below, the Exchange proposes to adopt the same language as other primary listing markets related to trading pauses of individual stocks, as set forth below.

Under existing Exchange Rule 11.18(d), if a primary listing market issues an individual stock trading pause in any Circuit Breaker Securities, which term now means all NMS stocks, the Exchange will pause trading in that security until trading has resumed on the primary listing market. If, however, trading has not resumed on the primary listing market and ten minutes have passed since the individual stock trading pause message has been received from the responsible single plan processor, the Exchange may resume trading in such stock. The Exchange notes that such trading pauses will be phased out as securities become subject to the Limit Up-Limit Down Plan, as described above and as set forth in proposed Rule 11.18(e)(7).

The Exchange proposes to amend Rule 11.18(d) to state that, between 9:45 a.m. and 3:35 p.m., or in the case of an early scheduled close, 25 minutes before the close of trading, the Exchange shall immediately pause trading for 5 minutes in any Exchange-

²⁷ Securities Exchange Act Release No. 68851 (February 6, 2013), 78 FR 9955 (February, 12 2013) (SR-BATS-2013-009).

²⁸ The Exchange is currently the primary listings market for seventeen (17) exchange-traded funds (“ETFs”).

listed security, other than rights and warrants, when the price of such security moves a percentage specified below within a 5-minute period, as follows:

- (1) The price move shall be 10% or more with respect to securities included in the S&P 500® Index, Russell 1000® Index, and a pilot list of Exchange Traded Products;
- (2) The price move shall be 30% or more with respect to all NMS stocks not subject to sub-paragraph (d)(1) of the Rule with a price equal to or greater than \$1; and
- (3) The price move shall be 50% or more with respect to all NMS stocks not subject to sub-paragraph (d)(1) of the Rule with a price less than \$1.

The determination that the price of a stock is equal to or greater than \$1 under sub-paragraph (2) above or less than \$1 under sub-paragraph (3) above shall be based on the closing price on the previous trading day, or, if no closing price exists, the last sale reported to the Consolidated Tape on the previous trading day.

The Exchange also proposes to modify Rule 11.18(d) to state that at the end of the trading pause, the Exchange will re-open the security using the Halt Auction process set forth in Rule 11.23. In the event of a significant imbalance at the end of a trading pause, the Exchange may delay the re-opening of a security. The Exchange will issue a notification if it cannot resume trading for a reason other than a significant imbalance.

Price moves under paragraph (d), as proposed to be amended, will be calculated by changes in each consolidated last-sale price disseminated by a network processor over a five minute rolling period measured continuously. Only regular way in-sequence transactions qualify for use in calculations of price moves. The Exchange also proposes to make clear that it can exclude a transaction price from use if it concludes that the transaction price resulted from an erroneous trade. If a trading pause is triggered under paragraph (d), the Exchange shall immediately notify the single plan processor

responsible for consolidation of information for the security pursuant to Rule 603 of Regulation NMS under the Act.

The proposed changes to Exchange Rule 11.18(d) will result in such rule being substantively identical to paragraph (a)(11) of Rule 4120 of the rules of The NASDAQ Stock Market LLC (“Nasdaq”), Rule 80C of the rules of the New York Stock Exchange, LLC (“NYSE”), Rule 80C of the rules of NYSE MKT LLC (“NYSE MKT”), and paragraph (a) of Rule 7.11 of the rules of NYSE Arca Equities, Inc. (“NYSE Arca”).

Finally, the Exchange proposes to clarify in paragraph (e) of existing Rule 11.18 (to be re-designated as paragraph (f)), that Eligible Auction Orders are not cancelled as part of the Exchange’s normal process to cancel all outstanding orders in the System in the event of a trading halt imposed or recognized pursuant to Rule 11.18. Although the Exchange cancels most orders as a safety mechanism in the event of any trading halt, the Exchange does not cancel orders that are being held by the Exchange for an auction to occur at a later time (i.e., Eligible Auction Orders).

(b) Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act²⁹ in general, and furthers the objectives of Section 6(b)(5) of the Act³⁰ in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest. The proposal will ensure that the Exchange’s System will not display or execute trading interest

²⁹ 15 U.S.C. 78f(b).

³⁰ 15 U.S.C. 78f(b)(5).

outside the Price Bands in a manner that promotes just and equitable principles of trade and removes impediments to, and perfects the mechanism of, a free and open market and a national market system.

The proposal will also ensure that the trading interest on the Exchange is either re-priced to maintain priority or canceled in a manner that promotes just and equitable principles of trade and removes impediments to, and perfects the mechanism of, a free and open market and a national market system. Specifically, the proposal will help allow market participants to continue to trade NMS Stocks within Price Bands in compliance with the Plan with certainty on how certain orders and trading interest will be treated. Thus, reducing uncertainty regarding the treatment and priority of trading interest with the Price Bands should help encourage market participants to continue to provide liquidity during extraordinary market volatility. The Exchange believes it is consistent with the protection of investors and the promotion of just and equitable principles of trade to allow resting orders to retain their priority ahead of less aggressively priced liquidity in the event such resting orders are re-priced in compliance with the Plan. To do otherwise, the Exchange believes, would reduce incentives to enter the most aggressively priced, displayed liquidity, and might encourage firms to maintain interest that is one increment away from the most aggressive price level in order to be first in priority in the event of a re-pricing due to a Price Band.

Finally, the proposal to add the primary market threshold standards for the Exchange's issuance of individual stock trading pauses promotes just and equitable principles of trade and removes impediments to, and perfects the mechanism of, a free and open market and a national market system. Individual stock trading pauses, along

with other changes, were implemented to help to strengthen investor confidence in the markets and, thus, were intended to enhance and promote capital formation. By codifying the primary listing market standards with respect to trading pauses in its rules, the Exchange will help to alleviate any potential confusion with respect to such pauses, particularly in light of the implementation of the Limit Up-Limit Down Plan. The proposed rule change is also consistent with Section 11A(a)(1) of the Act³¹ in that it seeks to assure fair competition among brokers and dealers and exchange markets. The Exchange believes that the proposed rule changes promote just and equitable principles of trade in that they promote uniformity across listing markets concerning the application of individual stock trading pauses.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. To the contrary, the Exchange believes that the proposal enhances cooperation among markets and other trading venues to promote fair and orderly markets and to protect the interests of the public and of investors. The Limit Up-Limit Down Plan is part of a coordinated effort amongst various parties including the Exchange and other self-regulatory organizations as well as other market participants. While the specific proposals to implement changes to Exchange functionality consistent with the Plan may differ in certain ways from the implementation adopted by other market centers, the Exchange believes its proposals are consistent with the requirements and purpose of the Plan.

³¹ 15 U.S.C. 78k-1(a)(1).

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)

The Exchange believes that the foregoing proposed rule change may take effect upon filing with the Commission pursuant to Section 19(b)(3)(A)³² of the Act and Rule 19b-4(f)(6)(iii) thereunder³³ because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate.

The Exchange believes that its rule change proposal is appropriate for filing on an immediately effective basis under paragraph (f)(6) of Rule 19b-4. In particular, the Exchange believes that this proposal is non-controversial and eligible to become effective immediately because it establishes rules that are reasonably designed to comply with the limit up-limit down and trading pause requirements specified in the Plan. Specifically, the proposal is designed to ensure that the Exchange systems will not display or execute trading interest outside the Price Bands and to help allow market participants to continue

³² 15 U.S.C. 78s(b)(3)(A)

³³ 17 CFR 240.19b-4(f)(6)(iii).

to trade NMS Stocks within Price Bands in compliance with the Plan with certainty on how certain orders and trading interest will be treated, in a manner that help encourages market participants to continue to provide liquidity during extraordinary market volatility while protecting investors and the public interest. For the foregoing reasons, this rule filing qualifies for immediate effectiveness as a “non-controversial” rule change under paragraph (f)(6) of Rule 19b-4.³⁴

A proposed rule change filed under Rule 19b-4(f)(6) normally does not become operative prior to 30 days after the date of filing. Rule 19b-4(f)(6)(iii), however, permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange requests the Commission to waive the noted operative delay so that the Exchange may implement the proposal prior to the current scheduled date for the Limit Up-Limit Down Plan to commence operation. Such waiver would help to ensure that market participants can anticipate how their orders will be treated once the Plan has commenced.

Furthermore, Rule 19b-4(f)(6)(iii) requires a self-regulatory organization to give the Commission written notice of its intent to file a proposed rule change under that subsection at least five business days prior to the date of filing, or such shorter time as designated by the Commission. The Exchange has provided such notice.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is: (i) necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) otherwise in furtherance of the purposes of the Act. If

³⁴ Id.

the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

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

The proposed changes to Exchange Rule 11.18(d) to add individual stock trading pause thresholds are based on Nasdaq Rule 4120(a)(11), NYSE Rule 80C, NYSE MKT Rule 80C, NYSE Arca Rule 7.11(a).

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

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

Exhibits 2 – 4: Not applicable.

Exhibit 5: Text of Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____; File No. SR-BATS-2013-015)

Self-Regulatory Organizations; BATS Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend Exchange Rules in Connection with Limit Up-Limit Down Plan.

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 February 28, 2013, BATS Exchange, Inc. (the “Exchange” or “BATS”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Exchange has designated this proposal as a “non-controversial” proposed rule change pursuant to Section 19(b)(3)(A) of the Act³ and Rule 19b-4(f)(6)(iii) thereunder,⁴ which renders it 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 is proposing to amend Rule 11.18 in connection with the upcoming operation of the Plan to Address Extraordinary Market Volatility Pursuant to Rule 608 of Regulation NMS under the Act (the “Limit Up-Limit Down Plan” or “Plan”).⁵

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(6)(iii).

⁵ See Securities Exchange Act Release No. 67091 (May 31, 2012), 77 FR 33498 (June 6, 2012) (the “Limit Up-Limit Down Release”).

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 amend Exchange Rule 11.18 to establish rules to comply with the requirements of the Limit Up-Limit Down Plan. The Exchange proposes to adopt the changes to become operative on a date that coincides with the commencement of operations of the Plan, which is currently scheduled as a one-year pilot to begin on April 8, 2013. Accordingly, as proposed, the Exchange has designated an operative date of April 8, 2013 to allow the Rules to become effective and operative on the initial date of operation of the Plan.

Background

Since May 6, 2010, when the markets experienced excessive volatility in an abbreviated time period, i.e., the "flash crash," the equities exchanges and FINRA have implemented market-wide measures designed to restore investor confidence by reducing the potential for excessive market volatility. Among the measures adopted include pilot

plans for stock-by-stock trading pauses⁶ and related changes to the equities market clearly erroneous execution rules⁷ and more stringent equities market maker quoting requirements.⁸ On May 31, 2012, the Commission approved the Plan, as amended, on a one-year pilot basis.⁹ In addition, the Commission approved changes to the equities market-wide circuit breaker rules on a pilot basis to coincide with the pilot period for the Plan.¹⁰

The Plan is designed to prevent trades in individual NMS Stocks from occurring outside of specified Price Bands.¹¹ As described more fully below, the requirements of the Plan are coupled with Trading Pauses to accommodate more fundamental price moves (as opposed to erroneous trades or momentary gaps in liquidity). All trading centers in NMS Stocks, including both those operated by Participants and those operated by members of Participants, are required to establish, maintain, and enforce written policies and procedures that are reasonably designed to comply with the requirements

⁶ See, e.g., Rule 11.18.

⁷ See, e.g., Rule 11.17.

⁸ See, e.g., Rule 11.8.

⁹ See Securities Exchange Act Release No. 67091 (May 31, 2012), 77 FR 33498 (June 6, 2012) (File No. 4-631) (Order Approving, on a Pilot Basis, the National Market System Plan To Address Extraordinary Market Volatility).

¹⁰ See Securities Exchange Act Release No. 67090 (May 31, 2012), 77 FR 33531 (June 6, 2012) (SR-BATS-2011-038; SR-BYX-2011-025; SR-BX-2011-068; SR-CBOE-2011-087; SR-C2-2011-024; SR-CHX-2011-30; SR-EDGA-2011-31; SR-EDGX-2011-30; SR-FINRA-2011-054; SR-ISE-2011-61; SR-NASDAQ-2011-131; SR-NSX-2011-11; SR-NYSE-2011-48; SR-NYSEAmex-2011-73; SR-NYSEArca-2011-68; SR-Phlx-2011-129).

¹¹ Unless otherwise specified, capitalized terms used in this rule filing are based on the defined terms of the Plan.

specified in the Plan.¹² As set forth in more detail in the Plan, Price Bands consisting of a Lower Price Band and an Upper Price Band for each NMS Stock are calculated by the Processors.¹³ When the National Best Bid (Offer) is below (above) the Lower (Upper) Price Band, the Processors shall disseminate such National Best Bid (Offer) with an appropriate flag identifying it as non-executable. When the National Best Bid (Offer) is equal to the Upper (Lower) Price Band, the Processors shall distribute such National Best Bid (Offer) with an appropriate flag identifying it as a Limit State Quotation.¹⁴ All trading centers in NMS Stocks must maintain written policies and procedures that are reasonably designed to prevent the display of offers below the Lower Price Band and bids above the Upper Price Band for NMS Stocks. Notwithstanding this requirement, the Processor shall display an offer below the Lower Price Band or a bid above the Upper Price Band, but with a flag that it is non-executable. Such bids or offers shall not be included in the National Best Bid or National Best Offer calculations.¹⁵

Trading in an NMS Stock immediately enters a Limit State if the National Best Offer (Bid) equals but does not cross the Lower (Upper) Price Band.¹⁶ Trading for an NMS stock exits a Limit State if, within 15 seconds of entering the Limit State, all Limit State Quotations were executed or canceled in their entirety. If the market does not exit a Limit State within 15 seconds, then the Primary Listing Exchange would declare a five-minute Trading Pause pursuant to Section VII of the Limit Up-Limit Down Plan, which

¹² The Exchange is a Participant in the Plan.

¹³ See Section (V)(A) of the Plan.

¹⁴ See Section VI(A) of the Plan.

¹⁵ See Section VI(A)(3) of the Plan.

¹⁶ See Section VI(B)(1) of the Plan.

would be applicable to all markets trading the security.¹⁷ In addition, the Plan defines a Straddle State as when the National Best Bid (Offer) is below (above) the Lower (Upper) Price Band and the NMS Stock is not in a Limit State. For example, assume the Lower Price Band for an NMS Stock is \$9.50 and the Upper Price Band is \$10.50, such NMS stock would be in a Straddle State if the National Best Bid were below \$9.50, and therefore non-executable, and the National Best Offer were above \$9.50 (including a National Best Offer that could be above \$10.50). If an NMS Stock is in a Straddle State and trading in that stock deviates from normal trading characteristics, the Primary Listing Exchange may declare a Trading Pause for that NMS Stock.

Proposed Amendment to Rule 11.18

The Exchange is required by the Plan to establish, maintain, and enforce written policies and procedures that are reasonably designed to comply with the limit up-limit down and trading pause requirements specified in the Plan. In response to the new Plan, the Exchange proposes to amend its Rules accordingly.

The Exchange proposes to add Rule 11.18(e)(1)(A) to define that “Plan” means the Plan to Address Extraordinary Market Volatility Pursuant to Rule 608 of Regulation NMS under the Act, as amended from time to time. In addition, proposed Rule 11.18(e)(1)(B) provides that all capitalized terms not otherwise defined in paragraph (e) of the Rule shall have the meanings set forth in the Plan or Exchange rules, as applicable.

¹⁷ The primary listing market would declare a trading pause in an NMS Stock; upon notification by the primary listing market, the Processor would disseminate this information to the public. No trades in that NMS Stock could occur during the trading pause, but all bids and offers may be displayed. See Section VII(A) of the Plan.

The Exchange proposes to add Rule 11.18(e)(2) to provide that the Exchange is a Participant in, and subject to the applicable requirements of, the Plan, which establishes procedures to address extraordinary volatility in NMS Stocks.

The Exchange proposes to add Rule 11.18(e)(3) to provide that Exchange Members shall comply with the applicable provisions of the Plan. The Exchange believes that this requirement will help ensure the compliance by its Members with the provisions of the Plan as required pursuant to Section II(B) of the Plan.¹⁸

The Exchange proposes to add Rule 11.18(e)(4) to provide that the Exchange's System¹⁹ shall not display or execute buy (sell) interest above (below) the Upper (Lower) Price Bands, unless such interest is specifically exempted under the Plan. The Exchange believes that this requirement is reasonably designed to help ensure the compliance with the limit up-limit down and trading pause requirements specified in the Plan, by preventing executions outside the Price Bands as required pursuant to Section VI(A)(1) of the Plan.²⁰

The Exchange proposes Rules regarding the treatment of certain trading interest on the Exchange in order to prevent executions outside the Price Bands and to comply with the new Limit Up-Limit Down Plan. In particular, the Exchange proposes to add Rule 11.18(e)(5) to provide that Exchange systems shall re-price and/or cancel buy (sell)

¹⁸ See Section II(B) of the Plan.

¹⁹ The "System" is defined in BATS Rule 1.5(aa) as "the electronic communications and trading facility designated by the Board through which securities orders of Users are consolidated for ranking, execution and, when applicable, routing away."

²⁰ See Section VI(A)(1) of the Plan.

interest that is priced or could be executed²¹ above (below) the Upper (Lower) Price Band. When re-pricing resting orders because such orders are above (below) the Upper (Lower) Price Band, the Exchange will provide new timestamps to such orders. The Exchange will also provide new timestamps to resting orders at the less aggressive price to which such orders are re-priced. Any resting interest that is re-priced pursuant to this Rule shall maintain priority ahead of interest that was originally less aggressively priced, regardless of the original timestamps for such orders.

Specifically, the Exchange proposes the following provisions regarding the re-pricing or canceling of certain trading interest:

- Market Orders and IOC Orders. The System will only execute BATS market orders or IOC Orders at or within the Price Bands. If a Market Order or IOC Order cannot be fully executed at or within the Price Bands, the System shall cancel any unexecuted portion of the order without posting such order to the Exchange's order book.
- Limit-priced Interest. Limit-priced Interest.
 - Orders Not Subject to Re-Pricing. Limit-priced interest will be cancelled if a User has entered instructions not to use the re-pricing process and such interest to buy (sell) is priced above (below) the Upper (Lower) Price Band.
 - Incoming Orders. If re-pricing is permitted based on a User's instructions, both displayable and non-displayable incoming limit-priced interest to buy

²¹ The Exchange notes that this includes any interest that is displayed and/or resting at a less aggressive price but executable at a more aggressive price, such as orders subject to price sliding and discretionary order types.

(sell) that is priced above (below) the Upper (Lower) Price Band shall be re-priced to the Upper (Lower) Price Band.

- Resting Orders. The System shall re-price resting limit-priced interest to buy (sell) to the Upper (Lower) Price Band if Price Bands move such that the price of resting limit-priced interest to buy (sell) would be above (below) the Upper (Lower) Price Band. If the Price Bands move again and the original limit price of displayed and re-priced interest is at or within the Price Bands and a User has opted into the Exchange's optional multiple price sliding process, as described in Rule 11.9(g), the System shall re-price such displayed limit interest to the most aggressive permissible price up to the order's limit price. All other displayed and non-displayed limit interest re-priced pursuant to this paragraph (e) will remain at its new price unless the Price Bands move such that the price of resting limit-priced interest to buy (sell) would again be above (below) the Upper (Lower) Price Band.
- Pegged Interest. Pegged interest to buy (sell) shall peg to the specified pegging price or the Upper (Lower) Price Band, whichever is lower (higher).
- Routable Orders. If routing is permitted based on a User's instructions, orders shall be routed away from the Exchange pursuant to Rule 11.13. The Exchange is not proposing any changes to its routing functionality in connection with the implementation of the Limit Up-Limit Down Plan.
- Sell Short Orders. During a Short Sale Price Test, as defined in Rule 11.19(b)(2), Short Sale Orders priced below the Lower Price Band shall be re-

priced to the higher of the Lower Price Band or the Permitted Price, as defined in Rule 11.9(g)(2)(A).

- Auction Orders. Eligible Auction Orders²² are not price slid or cancelled due to applicable Price Bands.

The Exchange proposes to adopt Rule 11.18(e)(6) to state that securities shall remain subject to the requirements of paragraph (d) of the Rule until such securities become subject to the Plan. As described in further detail below, paragraph (d) relates to existing individual single stock trading pauses issued by each primary listing market for an NMS Stock. As set forth in proposed Rule 11.18(e)(6), once an NMS Stock is subject to the Plan, the security shall only be subject to a Trading Pause under the Plan consistent with paragraph (f) of the Rule. Thus, paragraph (d) will no longer apply to NMS Stocks subject to the Plan.

The Exchange also proposes to adopt Rule 11.18(e)(7) regarding Trading Pauses during a Straddle State. Consistent with the Plan,²³ the Exchange may declare a Trading Pause for a NMS Stock listed on the Exchange when (i) the National Best Bid (Offer) is below (above) the Lower (Upper) Price Band and the NMS Stock is not in a Limit State; and (ii) trading in that NMS Stock deviates from normal trading characteristics.

With respect to the re-opening of trading following a Trading Pause, the Exchange proposes to adopt Rule 11.18(e)(8) to provide that the Exchange shall re-open

²² The term “Eligible Auction Order” is defined in Rule 11.23(a)(8) is defined to include all orders specifically designated to participate in an Exchange auction and not on the Exchange’s continuous order book.

²³ See Section VII(A)(2) of the Plan.

the security in a manner similar to the procedures set forth in Rule 11.23, which is the Exchange's Rule for auctions of Exchange-listed securities, including halt auctions.

The Exchange believes that the provisions proposed above are reasonably designed to prevent executions outside the Price Bands as required by the limit up-limit down and trading pause requirements specified in the Plan.

Finally, the Exchange is proposing to codify its functionally related to the issuance of individual stock trading pauses for Exchange-listed securities. On June 10, 2010, the Commission approved on a pilot basis changes to BATS Rule 11.18 to provide for uniform market-wide trading pause standards for individual securities in the S&P 500[®] Index that experience rapid price movement.²⁴ Later, the Exchange and other markets proposed extension of the trading pause standards on a pilot basis to individual securities in the Russell 1000[®] Index and specified Exchange Traded Products, which changes the Commission approved on September 10, 2010.²⁵ More recently, the Exchange proposed expansion of the pilot program to apply to all NMS stocks.²⁶ This expansion was approved on June 23, 2011.²⁷ Most recently, the Exchange extended the proposal to continue on a pilot basis until individual stocks become, on a rolling basis,

²⁴ Securities Exchange Act Release No. 62252 (June 10, 2010), 75 FR 34186 (June 16, 2010) (SR-BATS-2010-014).

²⁵ Securities Exchange Act Release No. 62884 (September 10, 2010), 75 FR 56618 (September 16, 2010) (SR-BATS-2010-018).

²⁶ Securities Exchange Act Release No. 64435 (May 6, 2011), 76 FR 27684 (May 12, 2011) (SR-BATS-2011-016).

²⁷ Securities Exchange Act Release No. 64735 (June 23, 2011), 76 FR 38243 (June 29, 2011) (File Nos. SR-BATS-2011-016; SR-BYX-2011-011; SR-BX-2011-025; SR-CBOE-2011-049; SR-CHX-2011-09; SR-EDGA-2011-15; SR-EDGX-2011-14; SR-FINRA-2011-023; SR-ISE-2011-028; SR-NASDAQ-2011-067; SR-NYSE-2011-21; SR-NYSEAmex-2011-32; SR-NYSEArca-2011-26; SR-NSX-2011-06; SR-Phlx-2011-64).

subject to the Plan.²⁸ The Exchange began operation last year as the primary listing market for certain securities,²⁹ and at that time adopted functionality to implement primary market trading pauses. Notwithstanding the foregoing, however, the Exchange has not previously set forth in its Rules the specific standards used to calculate individual stock trading pauses in its capacity as a primary listings market. As set forth below, the Exchange proposes to adopt the same language as other primary listing markets related to trading pauses of individual stocks, as set forth below.

Under existing Exchange Rule 11.18(d), if a primary listing market issues an individual stock trading pause in any Circuit Breaker Securities, which term now means all NMS stocks, the Exchange will pause trading in that security until trading has resumed on the primary listing market. If, however, trading has not resumed on the primary listing market and ten minutes have passed since the individual stock trading pause message has been received from the responsible single plan processor, the Exchange may resume trading in such stock. The Exchange notes that such trading pauses will be phased out as securities become subject to the Limit Up-Limit Down Plan, as described above and as set forth in proposed Rule 11.18(e)(7).

The Exchange proposes to amend Rule 11.18(d) to state that, between 9:45 a.m. and 3:35 p.m., or in the case of an early scheduled close, 25 minutes before the close of trading, the Exchange shall immediately pause trading for 5 minutes in any Exchange-

²⁸ Securities Exchange Act Release No. 68851 (February 6, 2013), 78 FR 9955 (February, 12 2013) (SR-BATS-2013-009).

²⁹ The Exchange is currently the primary listings market for seventeen (17) exchange-traded funds (“ETFs”).

listed security, other than rights and warrants, when the price of such security moves a percentage specified below within a 5-minute period, as follows:

- (1) The price move shall be 10% or more with respect to securities included in the S&P 500® Index, Russell 1000® Index, and a pilot list of Exchange Traded Products;
- (2) The price move shall be 30% or more with respect to all NMS stocks not subject to sub-paragraph (d)(1) of the Rule with a price equal to or greater than \$1; and
- (3) The price move shall be 50% or more with respect to all NMS stocks not subject to sub-paragraph (d)(1) of the Rule with a price less than \$1.

The determination that the price of a stock is equal to or greater than \$1 under sub-paragraph (2) above or less than \$1 under sub-paragraph (3) above shall be based on the closing price on the previous trading day, or, if no closing price exists, the last sale reported to the Consolidated Tape on the previous trading day.

The Exchange also proposes to modify Rule 11.18(d) to state that at the end of the trading pause, the Exchange will re-open the security using the Halt Auction process set forth in Rule 11.23. In the event of a significant imbalance at the end of a trading pause, the Exchange may delay the re-opening of a security. The Exchange will issue a notification if it cannot resume trading for a reason other than a significant imbalance.

Price moves under paragraph (d), as proposed to be amended, will be calculated by changes in each consolidated last-sale price disseminated by a network processor over a five minute rolling period measured continuously. Only regular way in-sequence transactions qualify for use in calculations of price moves. The Exchange also proposes to make clear that it can exclude a transaction price from use if it concludes that the transaction price resulted from an erroneous trade. If a trading pause is triggered under paragraph (d), the Exchange shall immediately notify the single plan processor

responsible for consolidation of information for the security pursuant to Rule 603 of Regulation NMS under the Act.

The proposed changes to Exchange Rule 11.18(d) will result in such rule being substantively identical to paragraph (a)(11) of Rule 4120 of the rules of The NASDAQ Stock Market LLC (“Nasdaq”), Rule 80C of the rules of the New York Stock Exchange, LLC (“NYSE”), Rule 80C of the rules of NYSE MKT LLC (“NYSE MKT”), and paragraph (a) of Rule 7.11 of the rules of NYSE Arca Equities, Inc. (“NYSE Arca”).

Finally, the Exchange proposes to clarify in paragraph (e) of existing Rule 11.18 (to be re-designated as paragraph (f)), that Eligible Auction Orders are not cancelled as part of the Exchange’s normal process to cancel all outstanding orders in the System in the event of a trading halt imposed or recognized pursuant to Rule 11.18. Although the Exchange cancels most orders as a safety mechanism in the event of any trading halt, the Exchange does not cancel orders that are being held by the Exchange for an auction to occur at a later time (i.e., Eligible Auction Orders).

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act³⁰ in general, and furthers the objectives of Section 6(b)(5) of the Act³¹ in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest. The proposal will ensure that the Exchange’s System will not display or execute trading interest

³⁰ 15 U.S.C. 78f(b).

³¹ 15 U.S.C. 78f(b)(5).

outside the Price Bands in a manner that promotes just and equitable principles of trade and removes impediments to, and perfects the mechanism of, a free and open market and a national market system.

The proposal will also ensure that the trading interest on the Exchange is either re-priced to maintain priority or canceled in a manner that promotes just and equitable principles of trade and removes impediments to, and perfects the mechanism of, a free and open market and a national market system. Specifically, the proposal will help allow market participants to continue to trade NMS Stocks within Price Bands in compliance with the Plan with certainty on how certain orders and trading interest will be treated. Thus, reducing uncertainty regarding the treatment and priority of trading interest with the Price Bands should help encourage market participants to continue to provide liquidity during extraordinary market volatility. The Exchange believes it is consistent with the protection of investors and the promotion of just and equitable principles of trade to allow resting orders to retain their priority ahead of less aggressively priced liquidity in the event such resting orders are re-priced in compliance with the Plan. To do otherwise, the Exchange believes, would reduce incentives to enter the most aggressively priced, displayed liquidity, and might encourage firms to maintain interest that is one increment away from the most aggressive price level in order to be first in priority in the event of a re-pricing due to a Price Band.

Finally, the proposal to add the primary market threshold standards for the Exchange's issuance of individual stock trading pauses promotes just and equitable principles of trade and removes impediments to, and perfects the mechanism of, a free and open market and a national market system. Individual stock trading pauses, along

with other changes, were implemented to help to strengthen investor confidence in the markets and, thus, were intended to enhance and promote capital formation. By codifying the primary listing market standards with respect to trading pauses in its rules, the Exchange will help to alleviate any potential confusion with respect to such pauses, particularly in light of the implementation of the Limit Up-Limit Down Plan. The proposed rule change is also consistent with Section 11A(a)(1) of the Act³² in that it seeks to assure fair competition among brokers and dealers and exchange markets. The Exchange believes that the proposed rule changes promote just and equitable principles of trade in that they promote uniformity across listing markets concerning the application of individual stock trading pauses.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. To the contrary, the Exchange believes that the proposal enhances cooperation among markets and other trading venues to promote fair and orderly markets and to protect the interests of the public and of investors. The Limit Up-Limit Down Plan is part of a coordinated effort amongst various parties including the Exchange and other self-regulatory organizations as well as other market participants. While the specific proposals to implement changes to Exchange functionality consistent with the Plan may differ in certain ways from the implementation adopted by other market centers, the Exchange believes its proposals are consistent with the requirements and purpose of the Plan.

³² 15 U.S.C. 78k-1(a)(1).

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

The Exchange has neither solicited nor received written comments on the proposed rule change.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act³³ and paragraph (f) of Rule 19b-4 thereunder.³⁴ At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend 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-2013-015 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.

³³ 15 U.S.C. 78s(b)(3)(A)(ii).

³⁴ 17 CFR 240.19b-4(f).

All submissions should refer to File No. SR-BATS-2013-015. 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 website (<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 changes 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 website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. 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-2013-015 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.³⁵

Kevin M. O'Neill
Deputy Secretary

³⁵ 17 CFR 200.30-3(a)(12).

wwwNote: Proposed new language is underlined. Proposed deletions are enclosed in [brackets].

Rules of BATS Exchange, Inc.

* * *

CHAPTER XI. TRADING RULES

* * *

Rule 11.18. Trading Halts Due to Extraordinary Market Volatility

(a)-(c) (No changes.)

(d) Between 9:45 a.m. and 3:35 p.m., or in the case of an early scheduled close, 25 minutes before the close of trading, the Exchange shall immediately pause trading for 5 minutes in any Exchange-listed security, other than rights and warrants, when the price of such security moves a percentage specified below within a 5-minute period, as follows:

(1) The price move shall be 10% or more with respect to securities included in the S&P 500® Index, Russell 1000® Index, and a pilot list of Exchange Traded Products;

(2) The price move shall be 30% or more with respect to all NMS stocks not subject to sub-paragraph (d)(1) of this Rule with a price equal to or greater than \$1; and

(3) The price move shall be 50% or more with respect to all NMS stocks not subject to sub-paragraph (d)(1) of this Rule with a price less than \$1.

The determination that the price of a stock is equal to or greater than \$1 under sub-paragraph (2) above or less than \$1 under sub-paragraph (3) above shall be based on the closing price on the previous trading day, or, if no closing price exists, the last sale reported to the Consolidated Tape on the previous trading day.

At the end of the trading pause, the Exchange will re-open the security using the Halt Auction process set forth in Rule 11.23. In the event of a significant imbalance at the end of a trading pause, the Exchange may delay the re-opening of a security. The Exchange will issue a notification if it cannot resume trading for a reason other than a significant imbalance.

Price moves under this paragraph (d) will be calculated by changes in each consolidated last-sale price disseminated by a network processor over a five minute rolling period measured continuously. Only regular way in-sequence transactions qualify for use in calculations of price moves. The Exchange can exclude a transaction price from use if it concludes that the transaction price resulted from an erroneous trade. If a trading pause is triggered under this paragraph, the Exchange shall immediately notify the single plan processor responsible for consolidation of information for the security pursuant to Rule 603 of Regulation NMS under the Securities Exchange Act of 1934.

If a primary listing market other than the Exchange issues an individual stock trading pause in any of the Circuit Breaker Securities, as defined in Interpretation and Policy .05 of this Rule, the Exchange will pause trading in that security until trading has resumed on the primary listing market. If, however, trading has not resumed on the primary listing market and ten minutes have passed since the individual stock trading pause message has been received from the responsible single plan processor, the Exchange may resume trading in such stock.

(e) Limit Up-Limit Down Mechanism (operative as of April 8, 2013).

(1) Definitions.

(A) The term “Plan” or “Limit Up-Limit Down Plan” means the Plan to Address Extraordinary Market Volatility Pursuant to Rule 608 of Regulation NMS under the Act, as amended from time to time.

(B) All capitalized terms not otherwise defined in this paragraph (e) shall have the meanings set forth in the Plan or Exchange rules, as applicable.

(2) Exchange Participation in the Plan. The Exchange is a Participant in, and subject to the applicable requirements of, the Plan, which establishes procedures to address extraordinary volatility in NMS Stocks.

(3) Member Compliance. Members shall comply with the applicable provisions of the Plan.

(4) Exchange Compliance with the Plan. The System shall not display or execute buy (sell) interest above (below) the Upper (Lower) Price Bands, unless such interest is specifically exempted under the Plan.

(5) Re-pricing and Cancellation of Interest. Depending on a User’s instructions, the System shall re-price and/or cancel buy (sell) interest that is priced or could be executed above (below) the Upper (Lower) Price Band. When re-pricing resting orders because such orders are above (below) the Upper (Lower) Price Band, the Exchange will provide new timestamps to such orders. The Exchange will also provide new timestamps to resting orders at the less aggressive price to which such orders are re-priced. Any resting interest that is re-priced pursuant to this Rule shall maintain priority ahead of interest that was originally less aggressively priced, regardless of the original timestamps for such orders.

(A) Market Orders and IOC Orders. The System will only execute BATS market orders or IOC Orders at or within the Price Bands. If a Market Order or IOC Order cannot be fully executed at or within the Price Bands, the System shall cancel any unexecuted portion of the order without posting such order to the Exchange’s order book.

(B) Limit-priced Interest. Limit-priced interest will be cancelled if a User has entered instructions not to use the re-pricing process and such interest to

buy (sell) is priced above (below) the Upper (Lower) Price Band. If re-pricing is permitted based on a User's instructions, both displayable and non-displayable incoming limit-priced interest to buy (sell) that is priced above (below) the Upper (Lower) Price Band shall be re-priced to the Upper (Lower) Price Band. The System shall re-price resting limit-priced interest to buy (sell) to the Upper (Lower) Price Band if Price Bands move such that the price of resting limit-priced interest to buy (sell) would be above (below) the Upper (Lower) Price Band. If the Price Bands move again and the original limit price of displayed and re-priced interest is at or within the Price Bands and a User has opted into the Exchange's optional multiple price sliding process, as described in Rule 11.9(g), the System shall re-price such displayed limit interest to the most aggressive permissible price up to the order's limit price. All other displayed and non-displayed limit interest re-priced pursuant to this paragraph (e) will remain at its new price unless the Price Bands move such that the price of resting limit-priced interest to buy (sell) would again be above (below) the Upper (Lower) Price Band.

(C) Pegged Interest. Pegged interest to buy (sell) shall peg to the specified pegging price or the Upper (Lower) Price Band, whichever is lower (higher).

(D) Routable Orders. If routing is permitted based on a User's instructions, orders shall be routed away from the Exchange pursuant to Rule 11.13.

(E) Sell Short Orders. During a Short Sale Price Test, as defined in Rule 11.19(b)(2), Short Sale Orders priced below the Lower Price Band shall be re-priced to the higher of the Lower Price Band or the Permitted Price, as defined in Rule 11.9(g)(2)(A).

(F) Auction Orders. Eligible Auction Orders are not price slid or cancelled due to applicable Price Bands.

(6) Trading Pause. Securities shall remain subject to the requirements of paragraph (d) of this Rule until such securities become subject to the Plan. Once an NMS Stock is subject to the Plan, the security shall only be subject to a Trading Pause under the Plan consistent with paragraph (f) of this Rule.

(7) Trading Pause during a Straddle State. The Exchange may declare a Trading Pause for a NMS Stock listed on the Exchange when (i) the National Best Bid (Offer) is below (above) the Lower (Upper) Price Band and the NMS Stock is not in a Limit State; and (ii) trading in that NMS Stock deviates from normal trading characteristics.

(8) Re-opening of Trading following a Trading Pause. At the end of the Trading Pause, the Exchange shall re-open the security in a manner similar to the procedures set forth in Rule 11.23.

(f)[(e)] On the occurrence of any trading halt pursuant to this Rule, all outstanding orders in the System, other than Eligible Auction Orders, will be cancelled.

Interpretations and Policies:

.01-.05 (No changes.)

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