

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 21	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2013 - * 017
Amendment No. (req. for Amendments *)		

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

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input checked="" 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)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) <input type="checkbox"/>	Section 3C(b)(2) <input type="checkbox"/>
Section 806(e)(2) <input type="checkbox"/>	

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 action (limit 250 characters, required when Initial is checked *).

Amendments to the fee schedule of BATS Exchange, Inc. to adopt changes to pricing for BATS Options.

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 *)

Date 03/01/2013
 By Anders Franzon (Name *)

VP, Associate General Counsel

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 *

Add Remove View

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 *

Add Remove View

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

Add Remove View

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

Add Remove View

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

Add Remove View

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

Add Remove View

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

Add Remove View

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

Add Remove View

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 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 and non-members of the Exchange pursuant to BATS Rules 15.1(a) and (c). Changes to the fee schedule pursuant to this proposal are effective upon filing.

(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 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.

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 pricing applicable to the Exchange's options platform ("BATS Options") with respect to executions subject to the Quoting Incentive Program (the "QIP"). Specifically, the Exchange proposes to require that a Member is registered as a BATS Options Market Maker in order to receive any additional rebate subject to the QIP and to add volume tiers that will determine the amount of the additional rebate a BATS Options Market Maker will receive for executions that are eligible for the QIP.

Currently under the QIP, Professional,⁴ Firm, and Market Maker⁵ orders entered on BATS Options receive a rebate of \$0.05 per contract, in addition to any other applicable liquidity rebate, for executions subject to the QIP. Qualifying Customer⁶ order executions subject to the QIP currently receive an additional rebate of \$0.01 per contract. To qualify for the QIP a BATS Options Market Maker must be at the NBB or NBO 60% of the time for series trading between \$0.03 and \$5.00 for the front three (3) expiration months in that underlying during the current trading month. A Member not registered as

⁴ The term "Professional" is defined in Exchange Rule 16.1 to mean any person or entity that (A) is not a broker or dealer in securities, and (B) places more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s).

⁵ As defined on the Exchange's fee schedule, the terms "Firm" and "Market Maker" apply to any transaction identified by a member for clearing in the Firm or Market Maker range, respectively, at the Options Clearing Corporation ("OCC").

⁶ As defined on the Exchange's fee schedule, a Customer order refers to an order identified by a Member for clearing in the Customer range at the OCC, excluding any transaction for a "Professional" as defined in Exchange Rule 16.1.

a BATS Options Market Maker can also qualify for the QIP by quoting at the NBB or NBO 70% of the time in such series.

The Exchange proposes to require that a Member is registered as a Market Maker in order to be eligible to receive any rebates subject to the QIP. This modification will help to incentivize Members that are not currently registered as Market Makers that currently receive rebates subject to the QIP to register as BATS Options Market Makers. Additionally, the Exchange proposes to require that, in order to receive QIP rebates for executions of contracts in an options class, a Market Maker must be registered in an average of 20% or more of the associated options series in that class. This requirement will ensure that Market Makers are not eligible for QIP rebates without being registered in what the Exchange believes to be a meaningful number of series.

The Exchange also proposes to add volume tiers that will determine the amount of the additional rebate a BATS Options Market Maker will receive for executions that are eligible for the QIP. Specifically, under the proposed tiered pricing structure, Market Makers with an average daily volume (“ADV”)⁷ less than 0.25% of average total consolidated volume (“TCV”)⁸ will receive an additional \$0.01 per contract executed on BATS Options for Customer orders and an additional \$0.05 per contract executed on BATS Options for Professional, Firm, and Market Maker orders. Market Makers with an ADV equal to or greater than 0.25%, but less than 0.75% of TCV will receive an

⁷ As defined on the Exchange’s fee schedule, ADV is average daily volume calculated as the number of contracts added or removed, combined, per day on a monthly basis. The fee schedule also provides that routed contracts are not included in ADV calculation.

⁸ As defined on the Exchange’s fee schedule, TCV is total consolidated volume calculated as the volume reported by all exchanges to the consolidated transaction reporting plan for the month for which the fees apply.

additional \$0.03 per contract executed on BATS Options for Customer orders and an additional \$0.05 per contract executed on BATS Options for Professional, Firm, and Market Maker orders. Market Makers with an ADV equal to or greater than 0.75%, but less than 1.25% of TCV will receive an additional \$0.03 per contract executed on BATS Options for Customer orders and an additional \$0.06 per contract executed on BATS Options for Professional, Firm, and Market Maker orders. Finally, Market Makers with an ADV equal to or greater than 1.25% of TCV will receive an additional \$0.03 per contract executed on BATS Options for Customer orders and an additional \$0.08 per contract executed on BATS Options for Professional, Firm, and Market Maker 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.⁹ Specifically, the Exchange believes that the proposed rule change is consistent with Section 6(b)(4) of the Act,¹⁰ 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 or providers of routing services if they deem fee levels to be excessive.

The Exchange believes that requiring Members to register as Market Makers in order to receive rebates subject to QIP will help to incentivize Members to register with

⁹ 15 U.S.C. 78f.

¹⁰ 15 U.S.C. 78f(b)(4).

BATS Options as Market Makers. The Exchange believes that registration by additional Members as Market Makers will help to continue to increase the breadth and depth of quotations available on the Exchange, which is beneficial to all market participants. The Exchange believes that it is reasonable, equitable and not unreasonably discriminatory to provide an incentive available only to BATS Options Market Makers because of the requisite quoting and other obligations applicable to registered BATS Options Market Makers. The Exchange further believes that the proposal is not unfairly discriminatory, despite the requirement that a Member is registered as a Market Maker in order to receive rebates pursuant to the QIP, due to the fact that registration as a BATS Options Market Maker is equally available to all Members. Additionally, the Exchange believes that requiring that a Market Maker be registered in an average of 20% or more of the associated options series in a class in order to qualify for QIP rebates for that class will further help to increase the breadth and depth of quotations available on the Exchange by requiring Market Makers to meet the BATS Options Market Maker quoting requirements in a meaningful number of series in a class.

Volume-based rebates such as the ones maintained by the Exchange have been widely adopted in the cash equities markets and are increasingly in use by the options exchanges. Volume-based tiers are equitable in this instance because they are open to all BATS Options Market Makers on an equal basis and will provide enhanced rebates that are reasonably related to the value to the Exchange's market quality associated with higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns, and introduction of higher volumes of orders into the price and volume discovery processes. Accordingly, the Exchange believes that offering volume-based

rebates for orders subject to the QIP is not unfairly discriminatory because it is consistent with the overall goals of enhancing market quality. Additionally, the Exchange believes that the proposed volume-based tiers, which will incentivize the provision of competitively priced, sustained liquidity that will create tighter spreads, benefitting both Members and public investors. Similarly, the Exchange believes that basing the proposed tiered fee structure on overall TCV, rather than a static number of contracts irrespective of overall volume in the options industry, is a fair and equitable approach to pricing. The Exchange notes that this proposal is not reducing the base QIP rebate, but rather, the proposal will provide enhanced QIP rebates to Market Makers that meet certain volume thresholds.

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. The proposed changes will help the Exchange to create higher levels of liquidity provision and/or growth patterns, and introduction of higher volumes of orders into the price and volume discovery processes. As stated above, 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 to be excessive or providers of routing services if they deem fee levels to be excessive.

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 Act¹¹ and Rule 19b-4(f)(2) thereunder,¹² the Exchange has designated this proposal as establishing or changing a due, fee, or other charge applicable to the Exchange's Members and non-members, which renders the proposed rule change effective upon filing.

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.

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

Not applicable.

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.

¹¹ 15 U.S.C. 78s(b)(3)(A)(ii).

¹² 17 CFR 240.19b-4(f)(2).

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-2013-017)

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 March 1, 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, II and III below, which Items have been prepared by the Exchange. The Exchange 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 amend the fee schedule applicable to Members⁵ and non-members of the Exchange pursuant to BATS Rules 15.1(a) and (c). Changes to the fee schedule pursuant to this proposal are effective upon filing.

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).

⁵ A Member is any registered broker or dealer that has been admitted to membership in the Exchange.

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 pricing applicable to the Exchange's options platform ("BATS Options") with respect to executions subject to the Quoting Incentive Program (the "QIP"). Specifically, the Exchange proposes to require that a Member is registered as a BATS Options Market Maker in order to receive any additional rebate subject to the QIP and to add volume tiers that will determine the amount of the additional rebate a BATS Options Market Maker will receive for executions that are eligible for the QIP.

Currently under the QIP, Professional,⁶ Firm, and Market Maker⁷ orders entered on BATS Options receive a rebate of \$0.05 per contract, in addition to any other

⁶ The term "Professional" is defined in Exchange Rule 16.1 to mean any person or entity that (A) is not a broker or dealer in securities, and (B) places more than 390

applicable liquidity rebate, for executions subject to the QIP. Qualifying Customer⁸ order executions subject to the QIP currently receive an additional rebate of \$0.01 per contract. To qualify for the QIP a BATS Options Market Maker must be at the NBB or NBO 60% of the time for series trading between \$0.03 and \$5.00 for the front three (3) expiration months in that underlying during the current trading month. A Member not registered as a BATS Options Market Maker can also qualify for the QIP by quoting at the NBB or NBO 70% of the time in such series.

The Exchange proposes to require that a Member is registered as a Market Maker in order to be eligible to receive any rebates subject to the QIP. This modification will help to incentivize Members that are not currently registered as Market Makers that currently receive rebates subject to the QIP to register as BATS Options Market Makers. Additionally, the Exchange proposes to require that, in order to receive QIP rebates for executions of contracts in an options class, a Market Maker must be registered in an average of 20% or more of the associated options series in that class. This requirement will ensure that Market Makers are not eligible for QIP rebates without being registered in what the Exchange believes to be a meaningful number of series.

The Exchange also proposes to add volume tiers that will determine the amount of the additional rebate a BATS Options Market Maker will receive for executions that are

orders in listed options per day on average during a calendar month for its own beneficial account(s).

⁷ As defined on the Exchange's fee schedule, the terms "Firm" and "Market Maker" apply to any transaction identified by a member for clearing in the Firm or Market Maker range, respectively, at the Options Clearing Corporation ("OCC").

⁸ As defined on the Exchange's fee schedule, a Customer order refers to an order identified by a Member for clearing in the Customer range at the OCC, excluding any transaction for a "Professional" as defined in Exchange Rule 16.1.

eligible for the QIP. Specifically, under the proposed tiered pricing structure, Market Makers with an average daily volume (“ADV”)⁹ less than 0.25% of average total consolidated volume (“TCV”)¹⁰ will receive an additional \$0.01 per contract executed on BATS Options for Customer orders and an additional \$0.05 per contract executed on BATS Options for Professional, Firm, and Market Maker orders. Market Makers with an ADV equal to or greater than 0.25%, but less than 0.75% of TCV will receive an additional \$0.03 per contract executed on BATS Options for Customer orders and an additional \$0.05 per contract executed on BATS Options for Professional, Firm, and Market Maker orders. Market Makers with an ADV equal to or greater than 0.75%, but less than 1.25% of TCV will receive an additional \$0.03 per contract executed on BATS Options for Customer orders and an additional \$0.06 per contract executed on BATS Options for Professional, Firm, and Market Maker orders. Finally, Market Makers with an ADV equal to or greater than 1.25% of TCV will receive an additional \$0.03 per contract executed on BATS Options for Customer orders and an additional \$0.08 per contract executed on BATS Options for Professional, Firm, and Market Maker 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

⁹ As defined on the Exchange’s fee schedule, ADV is average daily volume calculated as the number of contracts added or removed, combined, per day on a monthly basis. The fee schedule also provides that routed contracts are not included in ADV calculation.

¹⁰ As defined on the Exchange’s fee schedule, TCV is total consolidated volume calculated as the volume reported by all exchanges to the consolidated transaction reporting plan for the month for which the fees apply.

Act.¹¹ Specifically, the Exchange believes that the proposed rule change is consistent with Section 6(b)(4) of the Act,¹² 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 or providers of routing services if they deem fee levels to be excessive.

The Exchange believes that requiring Members to register as Market Makers in order to receive rebates subject to QIP will help to incentivize Members to register with BATS Options as Market Makers. The Exchange believes that registration by additional Members as Market Makers will help to continue to increase the breadth and depth of quotations available on the Exchange, which is beneficial to all market participants. The Exchange believes that it is reasonable, equitable and not unreasonably discriminatory to provide an incentive available only to BATS Options Market Makers because of the requisite quoting and other obligations applicable to registered BATS Options Market Makers. The Exchange further believes that the proposal is not unfairly discriminatory, despite the requirement that a Member is registered as a Market Maker in order to receive rebates pursuant to the QIP, due to the fact that registration as a BATS Options Market Maker is equally available to all Members. Additionally, the Exchange believes that requiring that a Market Maker be registered in an average of 20% or more of the associated options series in a class in order to qualify for QIP rebates for that class will

¹¹ 15 U.S.C. 78f.

¹² 15 U.S.C. 78f(b)(4).

further help to increase the breadth and depth of quotations available on the Exchange by requiring Market Makers to meet the BATS Options Market Maker quoting requirements in a meaningful number of series in a class.

Volume-based rebates such as the ones maintained by the Exchange have been widely adopted in the cash equities markets and are increasingly in use by the options exchanges. Volume-based tiers are equitable in this instance because they are open to all BATS Options Market Makers on an equal basis and will provide enhanced rebates that are reasonably related to the value to the Exchange's market quality associated with higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns, and introduction of higher volumes of orders into the price and volume discovery processes. Accordingly, the Exchange believes that offering volume-based rebates for orders subject to the QIP is not unfairly discriminatory because it is consistent with the overall goals of enhancing market quality. Additionally, the Exchange believes that the proposed volume-based tiers, which will incentivize the provision of competitively priced, sustained liquidity that will create tighter spreads, benefitting both Members and public investors. Similarly, the Exchange believes that basing the proposed tiered fee structure on overall TCV, rather than a static number of contracts irrespective of overall volume in the options industry, is a fair and equitable approach to pricing. The Exchange notes that this proposal is not reducing the base QIP rebate, but rather, the proposal will provide enhanced QIP rebates to Market Makers that meet certain volume thresholds.

(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. The proposed changes will help the Exchange to create higher levels of liquidity provision and/or growth patterns, and introduction of higher volumes of orders into the price and volume discovery processes. As stated above, 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 to be excessive or providers of routing services if they deem fee levels to be excessive.

(C) 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.

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 Act¹³ and paragraph (f) of Rule 19b-4 thereunder.¹⁴ 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.

¹³ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁴ 17 CFR 240.19b-4(f).

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-2013-017 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-2013-017. 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 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 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 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-2013-017 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.¹⁵

Kevin M. O'Neill
Deputy Secretary

¹⁵ 17 CFR 200.30-3(a)(12).

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

BATS BZX Exchange Fee Schedule
Effective [February 11] March 1, 2013

The following is the Schedule of Fees (pursuant to Rule 15.1(a) and (c)) for BATS Exchange, Inc. (“BZX Exchange” or “BZX”). The Schedule of Fees is divided into Equities Pricing, Options Pricing and Physical Connection Charges.

* * * * *

Options Pricing:

* * * * *

Quoting Incentive Program (“QIP”) Liquidity Rebates – additional rebate per contract for an order that adds liquidity to the BATS Options order book in options classes⁵ in which a Member is a Market Maker registered on BATS Options pursuant to Rule 22.2. [(in addition to any other applicable liquidity rebates)]

<u>ADV of BATS Options Registered Market Maker</u>	<u>Customer</u>	<u>Professional/Firm/Market Maker</u>
<u>ADV less than 0.25% TCV</u>	<u>\$0.01</u>	<u>\$0.05</u>
<u>ADV equal to or greater than 0.25% but less than 0.75% TCV</u>	<u>\$0.03</u>	<u>\$0.05</u>
<u>ADV equal to or greater than 0.75% but less than 1.25% TCV</u>	<u>\$0.03</u>	<u>\$0.06</u>
<u>ADV equal to or greater than 1.25% TCV</u>	<u>\$0.03</u>	<u>\$0.08</u>

[\$0.01 additional rebate per contract for a Customer order that adds liquidity to the BATS Options order book in options products in which Members meet one of the following quoting levels:

\$0.05 additional rebate per contract for a Professional, Firm or Market Maker order that adds liquidity to the BATS Options order book in options products in which Members meet one of the following quoting levels:

- (1) BATS Options Market Makers that quote at the national best bid or offer 60% of the time for series trading between \$0.03 and \$5.00⁵ for the front three (3) expiration months in that underlying for the month for which fees apply; or

- (2) All other BATS Options Members that quote at the national best bid or offer 70% of the time for series trading between \$0.03 and \$5.00⁵ for the front three (3) expiration months in that underlying for the month for which fees apply.]

* * * * *

⁵ [The \$0.03 and \$5.00 price range qualification is determined by the last trade in an option series each day. Option series which do not have an execution or are restricted to closing transactions only are removed from the following day's Quoting Incentive Program calculations.] A Market Maker must be registered with BATS Options in an average of 20% or more of the associated options series in a class in order to qualify for QIP rebates for that class.

* * * * *