

OMB APPROVAL

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Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 17

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 Form 19b-4

File No.* SR - 2013 - * 37

Amendment No. (req. for Amendments *)

Filing by EDGA Exchange, Inc.

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 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

Section 806(e)(1)



Section 806(e)(2)



Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 3C(b)(2)



Exhibit 2 Sent As Paper Document



Exhibit 3 Sent As Paper Document



Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

EDGA Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Amendments to the EDGA Exchange, Inc. Fee Schedule

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 * Chris Last Name * Solgan
 Title * Regulatory Counsel
 E-mail * csolgan@directedge.com
 Telephone * (201) 942-8321 Fax

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 12/06/2013

By Chris Solgan

(Name *)

Regulatory Counsel

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.

csolgan@directedge.com

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFT 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

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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

Add Remove View

Exhibit Sent As Paper Document

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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

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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

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

(a) Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act” or “Exchange Act”),¹ and Rule 19b-4 thereunder,² EDGA Exchange, Inc. (“EDGA” or the “Exchange”) proposes to amend its fees and rebates applicable to Members³ of the Exchange pursuant to EDGA Rule 15.1(a) and (c) (“Fee Schedule”) to exclude odd lot transactions from its definition of Total Consolidated Volume (“TCV”), which is used to determine whether a Member is eligible for certain pricing tiers. The text of the proposed rule change is attached as Exhibit 5.

(b) Inapplicable.

(c) Inapplicable.

2. Procedures of the Self-Regulatory Organization

The Exchange submits the proposed rule change pursuant to authority delegated by the Board of Directors of the Exchange on April 27, 2010. Exchange staff will advise the Exchange’s Board of Directors of any action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change and, therefore, the Exchange’s internal procedures with respect to the proposed change are complete.

The persons on the Exchange staff prepared to respond to questions and comments on the proposed rule change are:

Thomas N. McManus
Chief Regulatory Officer
EDGA Exchange, Inc.
(201) 418-3471

Christopher Solgan
Regulatory Counsel
EDGA Exchange, Inc.
(201) 942-8321

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

(a) Purpose

The Exchange currently defines TCV as “the volume reported by all exchanges and trade reporting facilities to the consolidated transaction reporting plans for Tapes A, B and C securities

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The term “Member” is defined as “any registered broker or dealer, or any person associated with a registered broker or dealer, that has been admitted to membership in the Exchange. A Member will have the status of a “member” of the Exchange as that term is defined in Section 3(a)(3) of the Act.” See Exchange Rule 1.5(n).

for the month in which the fees are calculated.”⁴ An odd lot transaction, which is generally an execution of less than 100 shares,⁵ is currently not reported to the consolidated tape, and therefore, not included in the Exchange’s calculation of TCV. Beginning December 9, 2013, odd lot transactions will be reported to the consolidated tape.⁶ The Exchange, therefore, proposes to amend its Fee Schedule to exclude odd lot transactions from its definition of TCV, which is used to determine whether a Member is eligible for certain pricing tiers, through January 31, 2014. The proposal would allow Members additional time to adjust to the potential impact of including odd lot transactions within consolidated volumes. Odd lots will continue to be included in each Member’s average daily trading volume (“ADV”) as they are today.

The Exchange provides Members with the opportunity to qualify for an Add Volume pricing tier based on its level of activity during a particular month. Each tier provides a Member with lower pricing to add liquidity on the Exchange. Each tier uses a specific percentage of TCV during the billing cycle as a threshold that a Member must meet or exceed to qualify for a particular tier. For example, to qualify for the Volume Tier 1 and be charged a reduced fee of \$0.0003 per share, a Member must add more than 1% of the TCV in ADV on EDGA, including non-displayed orders that add liquidity on a daily basis, measured monthly. To qualify for Volume Tier 2 and also be charged a reduced fee of \$0.0003 per share, a Member must add more than 0.25% of the TCV on EDGA, including non-displayed orders that add liquidity; and remove more than 0.25% of the TCV in ADV on a daily basis, measured monthly.

The proposal to exclude odd lot transactions from the TCV calculation is intended to allow Members additional time to adjust to the potential impact of including odd lot transactions within consolidated volumes. The proposed rule change is not intended to address any other

⁴ See Exchange Fee Schedule available at <http://www.directedge.com/Trading/EDGAFeeSchedule.aspx> (December 2, 2013)

⁵ See Exchange Rule 11.6.

⁶ See Securities Exchange Act Release No. 70794 (October 31, 2013), 78 FR 66789 (November 6, 2013) (SR-CTA-2013-05) (Order Approving the Eighteenth Substantive Amendment to the Second Restatement of the CTA Plan). See also Securities Exchange Act Release No. 70793 (October 31, 2013), 78 FR 66788 (November 6, 2013) (File No. S7-24-89) (Order Approving Amendment No. 30 to the Joint Self-Regulatory Organization Plan Governing the Collection, Consolidation and Dissemination of Quotation and Transaction Information for Nasdaq-Listed Securities Traded on Exchanges on an Unlisted Trading Privileges Basis). See also Securities Exchange Act Release No. 70898 (November 19, 2013) (SR-NYSE-2013-75). See also announcements regarding December 9, 2013 implementation date, available at <https://cta.nyxdata.com/cta/popup/news/2385> and <http://www.nasdaqtrader.com/TraderNews.aspx?id=uva2013-11>. If the inclusion of odd lot transactions in the consolidated tape is delayed to a date after December 9, 2013, the manner of inclusion or exclusion of odd lot transactions described in this proposal for purposes of billing on the Exchange would similarly take effect on such later date.

issues and the Exchange is not aware of any problems that Members would have in complying with the proposed rule change.

Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule on December 9, 2013. The amendments would be effective through January 31, 2014.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,⁷ in general, and furthers the objectives of Section 6(b)(4),⁸ in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities.

The Exchange believes its proposal to exclude odd lot transactions from its TCV calculation is reasonable because it allows the Exchange to maintain, albeit temporarily, the status quo when measuring a Member's activity and whether they satisfy the criteria necessary to achieve preferred pricing under each pricing tier. Absent this change, the denominator of tier threshold calculation (i.e., TCV) would increase immediately when odd lot transactions begin to be reported to the consolidated tape and a Member would need to immediately increase their own activity (i.e., the numerator) to continue to qualify for the tier. However, such an increase in the Member's activity would not result in a corresponding benefit to the Member because the Exchange is not proposing to change the tier rates. The Exchange anticipates that the eventual impact on determining tier qualifications would be minimal when odd lot transactions begin to be included in the TCV. Nonetheless, the Exchange believes that it is reasonable to provide Members with a limited transition period to adapt to such impact.

The proposed rule change is also equitable and not unfairly discriminatory because it would apply to all Members uniformly. In addition, the inclusion of odd lots in the TCV calculation would occur for all Members on February 1, 2014, after the same nearly two month transition period.

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

The proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that this change represent a significant departure from previous pricing offered by the Exchange or pricing offered by the Exchange's competitors. The proposed rule change is designed to provide consistency to Members by allowing the Exchange to maintain, albeit temporarily, the status quo when measuring a Member's activity and whether they satisfy the criteria necessary to achieve preferred pricing under each pricing tier. The proposal to exclude odd lot transactions from the TCV calculation is intended to allow Members additional time to

⁷ 15 U.S.C. 78f.

⁸ 15 U.S.C. 78f(b)(4).

adjust to the potential impact of including odd lot transactions within consolidated volumes. Accordingly, the Exchange does not believe that the proposed change will impair the ability of Members or competing venues to maintain their competitive standing in the financial markets.

This proposed rule change is also designed to maintain intermarket competition by eliminating the potential for Members to immediately fail to qualify for a tier due to the inclusion of odd lot transactions in the consolidated tape beginning December 9, 2013. Other exchanges have also announced their intention of filed proposed rule changes to exclude odd lot transactions from the consolidated volume calculations from December 9, 2013 thru January 31, 2014.⁹ The proposal is also designed to maintain intramarket completion by maintaining consistent calculations amongst exchanges.

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 unsolicited 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)

(a) This proposed rule change is filed pursuant to paragraph (A) of Section 19(b)(3) of the Act.

(b) This proposed rule change establishes dues, fees or other charges among its members and, as such, may take effect upon filing with the Commission pursuant to Section 19(b)(3)(A)(ii) of the Act¹⁰ and paragraph (f)(2) of Rule 19b-4 thereunder.¹¹

⁹ See File No. SR-NYSE-2013-78 (proposal by the New York Stock Exchange, Inc. ("NYSE") to amend its price list to exclude odd lot transactions from its consolidated average daily trading volume calculations thru January 31, 2014); see also, BATS Exchange, Inc. and BATS-Y Exchange, Inc. Tier Calculation Update available at http://cdn.batstrading.com/resources/fee_schedule/BATS-BZX-Exchange-and-BYX-Exchange-Tier-Calculation-Update-Effective-December-9-2013.pdf (announcing intention to exclude odd lot transactions from its consolidated average daily trading volume calculations thru January 31, 2014).

¹⁰ 15 U.S.C. 78s(b)(3)(A)(ii).

¹¹ 17 CFR 240.19b-4(f)(2).

(c) Inapplicable.

(d) Inapplicable.

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

This proposed rule change is not based on the rules of another self-regulatory organization or of the Commission.

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 – Form of Notice of Proposed Rule Change for Publication in the Federal Register.

Exhibit 5 – Text of the Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-EDGA-2013-37)

[Date]

Self-Regulatory Organizations; EDGA Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Amendments to the EDGA Exchange, Inc. Fee Schedule

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 _____, EDGA Exchange, Inc. (the “Exchange” or “EDGA”) 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 self-regulatory organization. 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 its fees and rebates applicable to Members³ of the Exchange pursuant to EDGA Rule 15.1(a) and (c) (“Fee Schedule”) to exclude odd lot transactions from its definition of Total Consolidated Volume (“TCV”), which is used to determine whether a Member is eligible for certain pricing tiers. The text of the

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The term “Member” is defined as “any registered broker or dealer, or any person associated with a registered broker or dealer, that has been admitted to membership in the Exchange. A Member will have the status of a “member” of the Exchange as that term is defined in Section 3(a)(3) of the Act.” See Exchange Rule 1.5(n).

proposed rule change is available on the Exchange's Internet website at www.directedge.com, at the Exchange's principal office, and at the Public Reference Room of the Commission.

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 self-regulatory organization 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 self-regulatory organization has prepared summaries, set forth in sections A, B and C below, of the most significant aspects of such statements.

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

1. Purpose

The Exchange currently defines TCV as "the volume reported by all exchanges and trade reporting facilities to the consolidated transaction reporting plans for Tapes A, B and C securities for the month in which the fees are calculated."⁴ An odd lot transaction, which is generally an execution of less than 100 shares,⁵ is currently not reported to the consolidated tape, and therefore, not included in the Exchange's calculation of TCV. Beginning December 9, 2013, odd lot transactions will be reported

⁴ See Exchange Fee Schedule available at <http://www.directedge.com/Trading/EDGAFeeSchedule.aspx> (December 2, 2013)

⁵ See Exchange Rule 11.6.

to the consolidated tape.⁶ The Exchange, therefore, proposes to amend its Fee Schedule to exclude odd lot transactions from its definition of TCV, which is used to determine whether a Member is eligible for certain pricing tiers, through January 31, 2014. The proposal would allow Members additional time to adjust to the potential impact of including odd lot transactions within consolidated volumes. Odd lots will continue to be included in each Member's average daily trading volume ("ADV") as they are today.

The Exchange provides Members with the opportunity to qualify for an Add Volume pricing tier based on its level of activity during a particular month. Each tier provides a Member with lower pricing to add liquidity on the Exchange. Each tier uses a specific percentage of TCV during the billing cycle as a threshold that a Member must meet or exceed to qualify for a particular tier. For example, to qualify for the Volume Tier 1 and be charged a reduced fee of \$0.0003 per share, a Member must add more than 1% of the TCV in ADV on EDGA, including non-displayed orders that add liquidity on a

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daily basis, measured monthly. To qualify for Volume Tier 2 and also be charged a reduced fee of \$0.0003 per share, a Member must add more than 0.25% of the TCV on EDGA, including non-displayed orders that add liquidity; and remove more than 0.25% of the TCV in ADV on a daily basis, measured monthly.

The proposal to exclude odd lot transactions from the TCV calculation is intended to allow Members additional time to adjust to the potential impact of including odd lot transactions within consolidated volumes. The proposed rule change is not intended to address any other issues and the Exchange is not aware of any problems that Members would have in complying with the proposed rule change.

Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule on December 9, 2013. The amendments would be effective through January 31, 2014.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,⁷ in general, and furthers the objectives of Section 6(b)(4),⁸ in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities.

The Exchange believes its proposal to exclude odd lot transactions from its TCV calculation is reasonable because it allows the Exchange to maintain, albeit temporarily, the status quo when measuring a Member's activity and whether they satisfy the criteria

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necessary to achieve preferred pricing under each pricing tier. Absent this change, the denominator of tier threshold calculation (i.e., TCV) would increase immediately when odd lot transactions begin to be reported to the consolidated tape and a Member would need to immediately increase their own activity (i.e., the numerator) to continue to qualify for the tier. However, such an increase in the Member's activity would not result in a corresponding benefit to the Member because the Exchange is not proposing to change the tier rates. The Exchange anticipates that the eventual impact on determining tier qualifications would be minimal when odd lot transactions begin to be included in the TCV. Nonetheless, the Exchange believes that it is reasonable to provide Members with a limited transition period to adapt to such impact.

The proposed rule change is also equitable and not unfairly discriminatory because it would apply to all Members uniformly. In addition, the inclusion of odd lots in the TCV calculation would occur for all Members on February 1, 2014, after the same nearly two month transition period.

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

The proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that this change represent a significant departure from previous pricing offered by the Exchange or pricing offered by the Exchange's competitors. The proposed rule change is designed to provide consistency to Members by allowing the Exchange to maintain, albeit temporarily, the status quo when measuring a Member's activity and whether they satisfy the criteria necessary to achieve preferred pricing under each pricing tier. The proposal to exclude odd lot transactions from the TCV calculation is intended to

allow Members additional time to adjust to the potential impact of including odd lot transactions within consolidated volumes. Accordingly, the Exchange does not believe that the proposed change will impair the ability of Members or competing venues to maintain their competitive standing in the financial markets.

This proposed rule change is also designed to maintain intermarket competition by eliminating the potential for Members to immediately fail to qualify for a tier due to the inclusion of odd lot transactions in the consolidated tape beginning December 9, 2013. Other exchanges have also announced their intention of filed proposed rule changes to exclude odd lot transactions from the consolidated volume calculations from December 9, 2013 thru January 31, 2014.⁹ The proposal is also designed to maintain intramarket completion by maintaining consistent calculations amongst exchanges.

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 unsolicited written comments from Members or other interested parties.

⁹ See File No. SR-NYSE-2013-78 (proposal by the New York Stock Exchange, Inc. ("NYSE") to amend its price list to exclude odd lot transactions from its consolidated average daily trading volume calculations thru January 31, 2014); see also, BATS Exchange, Inc. and BATS-Y Exchange, Inc. Tier Calculation Update available at http://cdn.batstrading.com/resources/fee_schedule/BATS-BZX-Exchange-and-BYX-Exchange-Tier-Calculation-Update-Effective-December-9-2013.pdf (announcing intention to exclude odd lot transactions from its consolidated average daily trading volume calculations thru January 31, 2014).

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 Act¹⁰ and Rule 19b-4(f)(2)¹¹ thereunder. At any time within 60 days of the filing of such 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 proposed rule change 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 Number SR-EDGA-2013-37 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 Number SR-EDGA-2013-37. This file number should be included on the subject line if e-mail is used. To help the Commission process

¹⁰ 15 U.S.C. 78s(b)(3)(A).

¹¹ 17 CFR 240.19b-4 (f)(2).

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 a.m. and 3:00 p.m. Copies of the filing also will 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 Number SR-EDGA-2013-37 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹²

Kevin M. O'Neill
Deputy Secretary

¹² 17 CFR 200.30-3(a)(12).

Exhibit 5

Additions are underlined; deletions are [bracketed].

EDGA Exchange, Inc. Fee Schedule – Effective December [2]9, 2013

Download in pdf format.

Rebates & Charges for Adding, Removing or Routing Liquidity per share for Tape A, B, & C securities¹:

Rebates indicated by parentheses ().

The rates listed in the Standard Rates table apply unless a Member is assigned a liquidity flag other than a standard flag. If a Member is assigned a liquidity flag other than a standard flag, the rates listed in the Liquidity Flags table will apply.

Footnotes provide further explanatory text or, where annotated to flags, indicate variable rate changes, provided the conditions in the footnote are met.

Standard Rates:

Category	Adding Liquidity	Removing Liquidity	Routing and Removing Liquidity
Securities at or above \$1.00	\$0.0005 ⁴	\$(0.0002) ¹	\$0.0029
Securities below \$1.00	FREE	FREE ¹	0.30% of Dollar Value
Standard Flags	B, V, Y, 3, 4	N, W, 6, BB, CR, PR, XR	X

Liquidity Flags:

Flag	Description	Fee/(Rebate) Securities at or above \$1.00	Fee/(Rebate) Securities below \$1.00
A – XR	(No change).		

Definitions:

- Average Daily Volume (“ADV”) is defined as the average daily volume of shares that a Member executed on the Exchange for the month in which the fees are calculated.

- Total Consolidated Volume (“TCV”) is defined as the volume reported by all exchanges and trade reporting facilities to the consolidated transaction reporting plans for Tapes A, B and C securities for the month in which the fees are calculated, excluding odd lots through January 31, 2014.

* * * * *