

Required fields are shown with yellow backgrounds and asterisks.

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| Page 1 of * 21 | SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4 | File No.* SR - 2014 - * 051 Amendment No. (req. for Amendments *) |
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Filing by BATS Exchange
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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|---|--------------------------------------|-------------------------------------|---|---|--|
| 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"/> | | | <input type="checkbox"/> 19b-4(f)(1) | <input type="checkbox"/> 19b-4(f)(4) | |
| Date Expires * <input type="text"/> | | | <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) | |

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| 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 806(e)(2) * <input type="checkbox"/> |
| | 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 *).

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 * Last Name *
 Title *
 E-mail *
 Telephone * 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 By
 (Name *)

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 *

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

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

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

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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 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 February 11, 2014. 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.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ A Member is defined as “any registered broker or dealer that has been admitted to membership in the Exchange.” See Exchange Rule 1.5(n).

Eric Swanson
EVP, General Counsel
(913) 815-7000

Anders Franzon
VP, Associate General Counsel
(913) 815-7154

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

(a) Purpose

On April 17, 2014, the Exchange filed a proposal to adopt rules to create a Lead Market Maker Program (the “Program”) on an immediately effective basis.⁴ The Exchange then filed a proposal to adopt pricing related to the Program on May 28, 2014.⁵ The Program was implemented on June 2, 2014.

The Program provides enhanced rebates to market makers registered with the Exchange (“Market Makers”)⁶ that are also registered as a lead market maker (“LMM”) in an LMM Security⁷ and meet certain minimum quoting standards (“Minimum Performance Standards”)⁸ in BATS-listed ETPs⁹ based on the consolidated average daily volume (“CADV”) of the security. The annual listing fee for an ETP is also based on the

⁴ See Securities Exchange Act Release No. 72020 (April 25, 2014) 79 FR 24807 (May 1, 2014) (SR-BATS-2014-015).

⁵ See Securities Exchange Act Release No. 72333 (June 5, 2014) 79 FR 33630 (June 11, 2014) (SR-BATS-2014-019).

⁶ See BATS Rule 11.5.

⁷ As defined in Rule 11.8(e)(1)(C), LMM Security means an ETP that has an LMM.

⁸ As defined in Rule 11.8(e)(1)(D), Minimum Performance Standards means a set of standards applicable to an LMM that may be determined from time to time by the Exchange.

⁹ As defined in Rule 11.8(e)(1)(A), ETP means any security listed pursuant to Exchange Rule 14.11.

CADV of the security and was designed to offset the enhanced rebates paid to LMMs in the security. The Program was intended to strengthen market quality for BATS-listed ETPs. The Program, however, has not been adopted by issuers and market participants as readily as the Exchange had originally anticipated and there are currently no BATS-listed ETPs participating in the Program. The purpose of this filing is to eliminate such enhanced rebates and to make corresponding clarifying changes to the fee schedule. In coordination with this filing to eliminate the enhanced rebates for LMMs in LMM Securities, the Exchange has filed a separate filing to eliminate all annual listing fees for BATS-listed ETPs.¹⁰

The Exchange proposes to modify its pricing for orders that add displayed liquidity in LMM Securities entered by LMMs that meet the Minimum Performance Standards (a “Qualified LMM”). The Exchange is proposing to eliminate its existing tiered rebate structure that is based on the CADV of the LMM Security.¹¹ Currently, unless an LMM otherwise qualifies for a higher rebate, a Qualified LMM shall receive the following rebates for each share of added displayed liquidity: where the CADV is 10,000 or less, \$0.0070; where the CADV is between 10,001 and 40,000, \$0.0050; where the CADV is between 40,001 and 80,000, \$0.0045; where the CADV is between 80,001 and 150,000, \$0.0040; and where the CADV is greater than 150,000, \$0.0035. While not possible under the current pricing structure, in the event that a Qualified LMM is ever

¹⁰ See SR-BATS-2014-050, filed October 16, 2014, *available at*: http://www.batstrading.com/regulation/rule_filings/bzx/.

¹¹ As defined in the proposed fee schedule, “CADV” means consolidated average daily volume calculated as the average daily volume reported for a security by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the three calendar months preceding the month for which the fees apply.

eligible to receive a higher per share rebate under non-LMM pricing, the Qualified LMM will receive such higher non-LMM rebate. As currently implemented, LMM rebates are not eligible for additional rebates like the NBBO Setter or NBBO Joiner rebates currently offered by the Exchange. The Exchange is proposing to eliminate enhanced rebates for Qualifying LMMs that add liquidity in LMM securities and instead apply the standard fees and rebates to all Members in all securities, including BATS-listed securities.

The Exchange is not proposing to make any other changes to its existing price structure. The Exchange is also not proposing to terminate operation of the Program. Thus, while LMMs will not receive enhanced rebates in BATS-listed ETPs, Market Makers may continue to register as LMMs in such BATS-listed ETPs in accordance with BATS Rule 11.8(e).

Corresponding Changes

Finally, the Exchange proposes to make several non-substantive changes to the fee schedule, including removal of the text of footnote 3, which defines the term CADV, and reserving the footnote in order to maintain the current numbering of footnotes in the fee schedule.

(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.¹² Specifically, the Exchange believes that the proposed rule change is consistent

¹² 15 U.S.C. 78f.

with Section 6(b)(4) and 6(b)(5) of the Act,¹³ 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 and it does not unfairly discriminate between customers, issuers, brokers or dealers. The Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive.

The Exchange believes that the proposal to eliminate LMM rebates is reasonable, equitable, and not unfairly discriminatory because it will result in standard fees and rebates being applied equally to all Members of the Exchange. Further, the potential decrease in rebates to LMMs in LMM Securities is reasonable, equitable, and not unfairly discriminatory because there are not currently any LMM Securities listed on the Exchange.

The Exchange further believes that the proposal, especially when considered in conjunction with a separate proposal filed today that will eliminate annual listing fees for ETPs listed on the Exchange,¹⁴ will encourage the development of new financial products, provide a better trading environment for investors in ETPs, and generally encourage greater competition between listing venues by allowing the Exchange to provide issuers with a venue on which they are able to list ETPs without having to pay annual fees.

¹³ 15 U.S.C. 78f(b)(4) and (5).

¹⁴ See supra note 10.

Based on the foregoing, the Exchange believes that the proposed amendments to the fee schedule 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 and it does not unfairly discriminate between customers, issuers, brokers or dealers. Further, the Exchange believes that, combined with the amendment to eliminate annual listing fees, will enhance the Exchange's ability to compete as a listing venue in ETPs by allowing the Exchange to provide listing services without annual fees that it would otherwise not be able to provide if it continued to offer enhanced rebates. Accordingly, by allowing the Exchange to better compete as a listing venue, the Exchange believes that the proposal is designed 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. Further, the Exchange believes that the proposal will enhance the Exchange's program for listing securities on the Exchange, which will, in turn, provide issuers with another option for raising capital in the public markets, thereby promoting the principles discussed in Section 6(b)(5) of the Act.¹⁵

Corresponding Changes

Finally, the Exchange believes that the clarifying change that deletes the text of footnote 3 and designates it as being reserved is reasonable as it will help to avoid confusion for those that review the Exchange's fee schedule. The Exchange notes that this proposed change is not designed to amend any fee or rebate, nor alter the manner in which it assesses fees or calculates rebates. The Exchange believes that the proposed amendment is intended to make the fee schedule clearer and less confusing for investors

¹⁵ 15 U.S.C. 78f(b)(5).

and eliminate potential investor confusion, thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, in general, protecting investors and the public interest.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. The Exchange does not believe that the changes burden competition, but instead, enhance competition, as they are made in conjunction with the elimination of annual fees for ETPs listed on the Exchange,¹⁶ as described above, which the Exchange believes will increase the competitiveness of the Exchange's listings program. 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 the deem fee structures to be unreasonable or excessive. As such, the proposal is a competitive proposal that is intended to enhance the Exchange's ability to compete as a listing venue for ETPs, which will, in turn, benefit the Exchange, ETP issuers, and all Exchange participants. In addition, the Exchange believes that the proposed non-substantive changes to the footnotes on the fee schedule would not affect intermarket nor intramarket competition because the changes do not alter any fees or rebates on the Exchange or the criteria associated therewith.

¹⁶ See supra note 10.

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 Act¹⁷ and Rule 19b-4(f)(2) thereunder,¹⁸ 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.

¹⁷ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁸ 17 CFR 240.19b-4(f)(2).

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.

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-2014-051)

Self-Regulatory Organizations; BATS Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to 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 _____, 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 filed a proposal 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 defined as “any registered broker or dealer that has been admitted to membership in the Exchange.” See Exchange Rule 1.5(n).

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

On April 17, 2014, the Exchange filed a proposal to adopt rules to create a Lead Market Maker Program (the "Program") on an immediately effective basis.⁶ The Exchange then filed a proposal to adopt pricing related to the Program on May 28, 2014.⁷ The Program was implemented on June 2, 2014.

The Program provides enhanced rebates to market makers registered with the Exchange ("Market Makers")⁸ that are also registered as a lead market maker ("LMM")

⁶ See Securities Exchange Act Release No. 72020 (April 25, 2014) 79 FR 24807 (May 1, 2014) (SR-BATS-2014-015).

⁷ See Securities Exchange Act Release No. 72333 (June 5, 2014) 79 FR 33630 (June 11, 2014) (SR-BATS-2014-019).

⁸ See BATS Rule 11.5.

in an LMM Security⁹ and meet certain minimum quoting standards (“Minimum Performance Standards”)¹⁰ in BATS-listed ETPs¹¹ based on the consolidated average daily volume (“CADV”) of the security. The annual listing fee for an ETP is also based on the CADV of the security and was designed to offset the enhanced rebates paid to LMMs in the security. The Program was intended to strengthen market quality for BATS-listed ETPs. The Program, however, has not been adopted by issuers and market participants as readily as the Exchange had originally anticipated and there are currently no BATS-listed ETPs participating in the Program. The purpose of this filing is to eliminate such enhanced rebates and to make corresponding clarifying changes to the fee schedule. In coordination with this filing to eliminate the enhanced rebates for LMMs in LMM Securities, the Exchange has filed a separate filing to eliminate all annual listing fees for BATS-listed ETPs.¹²

The Exchange proposes to modify its pricing for orders that add displayed liquidity in LMM Securities entered by LMMs that meet the Minimum Performance Standards (a “Qualified LMM”). The Exchange is proposing to eliminate its existing tiered rebate structure that is based on the CADV of the LMM Security.¹³ Currently,

⁹ As defined in Rule 11.8(e)(1)(C), LMM Security means an ETP that has an LMM.

¹⁰ As defined in Rule 11.8(e)(1)(D), Minimum Performance Standards means a set of standards applicable to an LMM that may be determined from time to time by the Exchange.

¹¹ As defined in Rule 11.8(e)(1)(A), ETP means any security listed pursuant to Exchange Rule 14.11.

¹² See SR-BATS-2014-050, filed October 16, 2014, *available at*: http://www.batstrading.com/regulation/rule_filings/bzx/.

¹³ As defined in the proposed fee schedule, “CADV” means consolidated average daily volume calculated as the average daily volume reported for a security by all

unless an LMM otherwise qualifies for a higher rebate, a Qualified LMM shall receive the following rebates for each share of added displayed liquidity: where the CADV is 10,000 or less, \$0.0070; where the CADV is between 10,001 and 40,000, \$0.0050; where the CADV is between 40,001 and 80,000, \$0.0045; where the CADV is between 80,001 and 150,000, \$0.0040; and where the CADV is greater than 150,000, \$0.0035. While not possible under the current pricing structure, in the event that a Qualified LMM is ever eligible to receive a higher per share rebate under non-LMM pricing, the Qualified LMM will receive such higher non-LMM rebate. As currently implemented, LMM rebates are not eligible for additional rebates like the NBBO Setter or NBBO Joiner rebates currently offered by the Exchange. The Exchange is proposing to eliminate enhanced rebates for Qualifying LMMs that add liquidity in LMM securities and instead apply the standard fees and rebates to all Members in all securities, including BATS-listed securities.

The Exchange is not proposing to make any other changes to its existing price structure. The Exchange is also not proposing to terminate operation of the Program. Thus, while LMMs will not receive enhanced rebates in BATS-listed ETPs, Market Makers may continue to register as LMMs in such BATS-listed ETPs in accordance with BATS Rule 11.8(e).

Corresponding Changes

Finally, the Exchange proposes to make several non-substantive changes to the fee schedule, including removal of the text of footnote 3, which defines the term CADV, and reserving the footnote in order to maintain the current numbering of footnotes in the fee schedule.

exchanges and trade reporting facilities to a consolidated transaction reporting plan for the three calendar months preceding the month for which the fees apply.

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 Act.¹⁴ Specifically, the Exchange believes that the proposed rule change is consistent with Section 6(b)(4) and 6(b)(5) of the Act,¹⁵ 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 and it does not unfairly discriminate between customers, issuers, brokers or dealers. The Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive.

The Exchange believes that the proposal to eliminate LMM rebates is reasonable, equitable, and not unfairly discriminatory because it will result in standard fees and rebates being applied equally to all Members of the Exchange. Further, the potential decrease in rebates to LMMs in LMM Securities is reasonable, equitable, and not unfairly discriminatory because there are not currently any LMM Securities listed on the Exchange.

The Exchange further believes that the proposal, especially when considered in conjunction with a separate proposal filed today that will eliminate annual listing fees for ETPs listed on the Exchange,¹⁶ will encourage the development of new financial

¹⁴ 15 U.S.C. 78f.

¹⁵ 15 U.S.C. 78f(b)(4) and (5).

¹⁶ See supra note 12.

products, provide a better trading environment for investors in ETPs, and generally encourage greater competition between listing venues by allowing the Exchange to provide issuers with a venue on which they are able to list ETPs without having to pay annual fees.

Based on the foregoing, the Exchange believes that the proposed amendments to the fee schedule 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 and it does not unfairly discriminate between customers, issuers, brokers or dealers. Further, the Exchange believes that, combined with the amendment to eliminate annual listing fees, will enhance the Exchange's ability to compete as a listing venue in ETPs by allowing the Exchange to provide listing services without annual fees that it would otherwise not be able to provide if it continued to offer enhanced rebates. Accordingly, by allowing the Exchange to better compete as a listing venue, the Exchange believes that the proposal is designed 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. Further, the Exchange believes that the proposal will enhance the Exchange's program for listing securities on the Exchange, which will, in turn, provide issuers with another option for raising capital in the public markets, thereby promoting the principles discussed in Section 6(b)(5) of the Act.¹⁷

Corresponding Changes

Finally, the Exchange believes that the clarifying change that deletes the text of footnote 3 and designates it as being reserved is reasonable as it will help to avoid

¹⁷ 15 U.S.C. 78f(b)(5).

confusion for those that review the Exchange's fee schedule. The Exchange notes that this proposed change is not designed to amend any fee or rebate, nor alter the manner in which it assesses fees or calculates rebates. The Exchange believes that the proposed amendment is intended to make the fee schedule clearer and less confusing for investors and eliminate potential investor confusion, thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, in general, protecting investors and the public interest.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. The Exchange does not believe that the changes burden competition, but instead, enhance competition, as they are made in conjunction with the elimination of annual fees for ETPs listed on the Exchange,¹⁸ as described above, which the Exchange believes will increase the competitiveness of the Exchange's listings program. 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 the deem fee structures to be unreasonable or excessive. As such, the proposal is a competitive proposal that is intended to enhance the Exchange's ability to compete as a listing venue for ETPs, which will, in turn, benefit the Exchange, ETP issuers, and all Exchange participants. In addition, the Exchange believes that the proposed non-substantive changes to the footnotes on the fee schedule would not affect intermarket nor intramarket competition because the changes do not alter any fees or rebates on the

¹⁸ See supra note 12.

Exchange or the criteria associated therewith.

(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 Act¹⁹ and paragraph (f) of Rule 19b-4 thereunder.²⁰ 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-2014-051 on the subject line.

Paper Comments:

¹⁹ 15 U.S.C. 78s(b)(3)(A).

²⁰ 17 CFR 240.19b-4(f).

- 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-2014-051. 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-2014-051 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.²¹

Kevin M. O'Neill
Deputy Secretary

²¹ 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 [October 6]October 16, 2014

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.

Equities Pricing:

[Lead Market Maker (“LMM”) rebates: Unless an LMM otherwise qualifies for a higher rebate, LMMs in BATS-listed securities will receive the following rebates for adding displayed liquidity in each security for which they are a qualifying LMM, based on the security’s CADV³:

| CADV ³ | 0 - 10,000 | 10,001 - 40,000 | 40,001 - 80,000 | 80,001 - 150,000 | Greater than 150,000 |
|-------------------|------------|-----------------|-----------------|------------------|----------------------|
| Rebate Per Share | (\$0.0070) | (\$0.0050) | (\$0.0045) | (\$0.0040) | (\$0.0035)] |

[³ “CADV” means consolidated average daily volume calculated as the average daily volume reported for a security by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the three calendar months preceding the month for which the fees apply.]

³ Reserved.
