

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 27	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR - 2014 - * 063	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"/>	
			Rule	
Pilot <input type="checkbox"/>	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 806(e)(2) * <input type="checkbox"/>		Section 3C(b)(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 *).				
<input type="text" value="Amendments to the fee schedule of BATS Exchange, Inc."/>				
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	12/01/2014	VP, Associate General Counsel		
By	Anders Franzon	<input type="text" value=""/>		
(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.				
<input type="button" value="afranzon@bats.com"/>				

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

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

Pursuant to 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

The Exchange proposes to modify its fee schedule effective immediately in order to adopt pricing for ROOC orders, to adopt pricing for orders that execute pursuant to Rule 11.24, titled "Opening Process for Non-BATS-Listed Securities," to adjust the requirements to achieve Tier 3 of the Cross-Asset Step-Up Tiers, and to amend pricing for and add two additional tiers to the NBBO Setter program, as described below.

ROOC

The Exchange recently filed a rule change to adopt a new routing strategy, ROOC, which provides that orders entered on the Exchange may be designated for participation in the opening, re-opening (following a halt suspension or pause), or closing process (collectively, an "Auction") of a primary listing market other than the Exchange if received before the opening/re-opening/closing time of such market.⁴ As such, the Exchange proposes to adopt pricing related to this new routing strategy: the Exchange is proposing to charge \$0.0015 per share for ROOC orders routed and executed in the listing market's opening or re-opening cross and charge \$0.0010 per share for orders routed and executed in the listing market's closing process.

Opening Process

⁴ See Securities Exchange Act Release No. 73418 (October 23, 2014), 79 FR 64431 (October 29, 2014) (SR-BATS-2014-052).

The Exchange recently filed and the Commission approved a proposed rule change to adopt Rule 11.24, establishing an opening and re-opening process on the Exchange in non-BATS-listed securities (the “Opening Process”).⁵ The Opening Process is substantially similar to the opening processes on EDGA Exchange, Inc. (“EDGA”) and EDGX Exchange, Inc. (“EDGX”). The Exchange proposes to adopt pricing for the new Opening Process such that any non-BATS-listed security that is executed in the Opening Process will be charged \$0.0005 per share.⁶

Cross-Asset Step-Up Tiers

Currently, a Member receives a \$0.0032 rebate per share when they achieve Tier 3 of the Cross-Asset Step-Up Tier, which requires that the Member’s Step-Up Add TCV⁷ to be equal to or greater than 0.30% (“Requirement One”) and that the Member’s Options Step-Up Add TCV⁸ is equal to or greater than 0.40% (“Requirement Two”). There is no minimum that a Member’s Step-Up Add TCV must meet in order to achieve Cross-Asset Step-Up Tiers 1 and 2. The Exchange is proposing to amend Requirement One in order to change the measurement from a Member’s Step-Up Add TCV to a Member’s ADAV⁹

⁵ See Securities Exchange Act Release No. 73473 (October 30, 2014), 79 FR 65744 (November 5, 2014) (SR-BATS-2014-037).

⁶ The Exchange notes that this proposed fee is \$0.0005 less than the fee charged for executions in the opening process on EDGX.

⁷ “Step-Up Add TCV” means ADAV as a percentage of TCV in January 2014 subtracted from current ADAV as a percentage of TCV.

⁸ “Options Step-Up Add TCV” means ADAV as a percentage of TCV in January 2014 subtracted from current ADAV as a percentage of TCV, using the definitions of ADAV and TCV as provided under Options Pricing.

⁹ “ADAV” means average daily added volume calculated as the number of shares added.

as a percentage of TCV¹⁰ and to lower the threshold required to satisfy Requirement One from 0.30% to 0.20%. This means that a Member would fulfill Requirement One by achieving where the Member's ADAV as a percentage of TCV is greater than 0.20%. This proposed change would make Requirement One significantly easier for Members to meet, not only because the numerical threshold has been lowered from 0.30% to 0.20%, but also because the entirety of a Member's monthly ADAV would be included in the calculation (ADAV/TCV) instead of only including the increase in the Member's ADAV as a percentage of TCV for the current month as compared to January 2014, as is currently the case ($[\text{ADAV}/\text{TCV}] - [\text{ADAV in January 2014}/\text{TCV in January 2014}]$). In coordination with lowering the threshold for Requirement One, the Exchange is also proposing to increase the threshold for meeting Requirement Two by requiring a Member's Options Step-Up Add TCV to be equal to or greater than 0.60% instead of 0.40%. The Exchange believes that the combination of these two proposed changes will allow more Members to meet Requirement One, which will incentivize a greater number of Members to seek to meet Requirement Two, thereby enhancing liquidity on both the Exchange and the Exchange's options platform ("BATS Options") and providing more Members with the opportunity to receive enhanced rebates.

NBBO Setter

Currently, the Exchange only offers a single NBBO Setter rebate, which provides that an order that establishes a new NBBO receives an additional rebate of \$0.0002 per

¹⁰ "TCV" means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply, excluding volume on any day that the Exchange experiences an Exchange System Disruption, on any day with a scheduled early market close and the Russell Reconstitution Day.

share, and a single NBBO Joiner rebate, which provides that any order that joins the NBBO when BATS is not already at the NBBO receives an additional rebate of \$0.0001 per share. The Exchange is proposing to add two additional tiers at which Members may receive additional rebates for setting the NBBO and to amend the rebate per share associated with both the current NBBO Setter rebate and the NBBO Joiner rebate. In conjunction with the addition of these two new tiers, the Exchange is proposing to add additional language to footnote one on the fee schedule in order to establish the definition of Setter Add TCV as meaning the average daily added volume calculated as the number of displayed shares added that establish a new NBBO as a percentage of TCV.

First, the Exchange is proposing to add an NBBO Setter Tier 2 and NBBO Setter Tier 3, as well as changing the existing NBBO Setter rebate to NBBO Setter Tier 1. The Exchange is proposing that NBBO Setter Tier 2 shall state that any order that establishes a new NBBO and the Member's Setter Add TCV is equal to or greater than 0.05% shall receive an additional rebate of \$0.0002 per share. The Exchange is also proposing that NBBO Setter Tier 3 shall state that any order establishing a new NBBO where such Member's Setter Add TCV is equal to or greater than 0.10% shall receive an additional rebate of \$0.0004 per share. Finally, the Exchange is proposing to change the rebate for NBBO Setter Tier 1 to \$0.0001 per share and the NBBO Joiner rebate to \$0.00005 per share.

The Exchange proposes to implement the amendments to its fee schedule effective immediately.

(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.¹¹ Specifically, the Exchange believes that the proposed rule change is consistent with Sections 6(b)(4) of the Act and 6(b)(5) 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 if they deem fee levels at a particular venue to be excessive.

The Exchange believes that the proposed changes to the Exchange's fee schedule to add fees for the ROOC routing strategy when routed and executed in the listing market's Auction represent a reasonable and equitable allocation of fees because they are equal to or roughly equivalent to the fees that will be charged pursuant to the applicable exchange's fee schedule for participation in an Auction. The Exchange further believes that the proposed fees for ROOC are non-discriminatory because they apply uniformly to all Members and, again, because they approximate the fees at the away venue.

The Exchange also believes that its proposed pricing for the Opening Process is reasonable and equitable because the Opening Process is generally analogous to the opening and halt auctions in BATS-listed securities (the "Opening Auctions") in that they

¹¹ 15 U.S.C. 78f.

¹² 15 U.S.C. 78f(b)(4) and (5).

both allow orders to queue for participation at the market open or to roll over into the continuous book and the proposed fees are equal to the standard fees applicable to orders that participate in the Opening Auctions. Further, the fee per share for participation in the Opening Process is \$0.0005 less than the fee charged for executions in the opening process on EDGX. The Exchange also believes that the proposed fees for the Opening Process are non-discriminatory because they apply uniformly to all Members and, again, because they are equal to or less the fees charged at other venues for analogous executions.

The Exchange also believes that its proposed additional tiers and associated rebates to the NBBO Setter are reasonable and equitable because the tiers based on Setter Add TCV is intended to reward those Members that and incentivize other Members to add a larger amount of volume that sets the NBBO on the Exchange by providing additional rebates of \$0.0002 and \$0.0004 per share for Members that have a Setter Add TCV of 0.05% and 0.10%, respectively. Further, the Exchange believes that the new NBBO Setter tiers are reasonable and equitable because they incentivize and reward Members for posting liquidity that sets the NBBO on the Exchange, which is consistent with the overall goals of enhancing market quality on the Exchange. The Exchange also believes that the proposed rebates associated with these tiers are non-discriminatory in that they are equally available to all Members and, again, because they are consistent with the goal of enhancing market quality on the Exchange.

Similarly, the Exchange believes that the reductions to the NBBO Setter Tier 1 and NBBO Joiner rebates are reasonable and equitable because, while they mark reductions to the standard additional rebates, Members have the opportunity to receive

equal or greater rebates through the addition of NBBO Setter Tier 2, which allows Members to receive the old NBBO Setter Tier 1 rebate (\$0.0002) if they achieve a modest Setter Add TCV (0.05%), and the addition of NBBO Setter Tier 3, which allows Members to potentially receive \$0.0004 per share where the Member achieves NBBO Setter Tier 3 (0.10% Setter Add TCV). Further, because the Exchange is lowering the NBBO Setter Tier 1 rebate to \$0.0001 per share, it follows that the NBBO Joiner rebate should be reduced to an amount less than \$0.0001 because NBBO Joiner liquidity is providing less value to the broader market and the Exchange by only joining the already established NBBO than an order that sets the NBBO for the entire market. The Exchange believes that such proposed fee changes for NBBO Setter Tier 1 and NBBO Joiner are non-discriminatory because they will apply uniformly to all Members and all Members will still have the opportunity to achieve the higher rebates by achieving the requirements to meet NBBO Setter Tiers 2 and 3.

Finally, the Exchange believes that the proposed changes to the Cross-Asset Step-Up Tier 3 are reasonable and equitable because the threshold for achieving Requirement One is being significantly reduced by: (i) adjusting the calculation to include only ADAV as a percentage of TCV from the current month instead of ADAV as a percentage of TCV from the current month minus ADAV as a percentage of TCV in January of 2014; and (ii) by reducing the required percentage from 0.30% to 0.20%, both of which combined will make it easier for Members to satisfy Requirement One. While the proposed changes in Requirement Two to the Options Step-Up TCV threshold will mark an increase in the Options Step-Up TCV necessary to satisfy Requirement Two, the Exchange believes that this proposal is reasonable and equitable when evaluated in conjunction with the

relaxation of Requirement One. Specifically, the Exchange believes that the relaxation of Requirement One will generally make Tier 3 more attainable to more Members and will incentivize Members that otherwise would not have been eligible for Tier 3 to add more liquidity to both the Exchange and BATS Options, thereby improving market quality on both markets. The Exchange believes that these proposed amendments to Cross-Asset Step-Up Tier 3 are non-discriminatory in that they apply uniformly to all Members.

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. To the contrary, the Exchange believes that the proposed changes will allow the Exchange to compete more ably with other execution venues by providing additional competitive services (ROOC, Opening Process) at competitive prices as well as to amend its fee schedule to increase the market quality in securities traded on the Exchange, thereby making it a more desirable destination venue for its customers. Also, because the market for order execution is extremely competitive, Members may readily opt to disfavor the Exchange's routing services if they believe that alternatives offer them better value. For orders routed through ROOC, the proposed fees approximate the cost to the Exchange of executing the orders on away trading venues. 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 deemed fee structures to be unreasonable or 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 Act¹³ and Rule 19b-4(f)(2) thereunder,¹⁴ 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.

¹³ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁴ 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-2014-063)

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

The Exchange proposes to modify its fee schedule effective immediately in order to adopt pricing for ROOC orders, to adopt pricing for orders that execute pursuant to Rule 11.24, titled "Opening Process for Non-BATS-Listed Securities," to adjust the requirements to achieve Tier 3 of the Cross-Asset Step-Up Tiers, and to amend pricing for and add two additional tiers to the NBBO Setter program, as described below.

ROOC

The Exchange recently filed a rule change to adopt a new routing strategy, ROOC, which provides that orders entered on the Exchange may be designated for participation in the opening, re-opening (following a halt suspension or pause), or closing process (collectively, an "Auction") of a primary listing market other than the Exchange

if received before the opening/re-opening/closing time of such market.⁶ As such, the Exchange proposes to adopt pricing related to this new routing strategy: the Exchange is proposing to charge \$0.0015 per share for ROOC orders routed and executed in the listing market's opening or re-opening cross and charge \$0.0010 per share for orders routed and executed in the listing market's closing process.

Opening Process

The Exchange recently filed and the Commission approved a proposed rule change to adopt Rule 11.24, establishing an opening and re-opening process on the Exchange in non-BATS-listed securities (the "Opening Process").⁷ The Opening Process is substantially similar to the opening processes on EDGA Exchange, Inc. ("EDGA") and EDGX Exchange, Inc. ("EDGX"). The Exchange proposes to adopt pricing for the new Opening Process such that any non-BATS-listed security that is executed in the Opening Process will be charged \$0.0005 per share.⁸

Cross-Asset Step-Up Tiers

Currently, a Member receives a \$0.0032 rebate per share when they achieve Tier 3 of the Cross-Asset Step-Up Tier, which requires that the Member's Step-Up Add TCV⁹ to be equal to or greater than 0.30% ("Requirement One") and that the Member's Options

⁶ See Securities Exchange Act Release No. 73418 (October 23, 2014), 79 FR 64431 (October 29, 2014) (SR-BATS-2014-052).

⁷ See Securities Exchange Act Release No. 73473 (October 30, 2014), 79 FR 65744 (November 5, 2014) (SR-BATS-2014-037).

⁸ The Exchange notes that this proposed fee is \$0.0005 less than the fee charged for executions in the opening process on EDGX.

⁹ "Step-Up Add TCV" means ADAV as a percentage of TCV in January 2014 subtracted from current ADAV as a percentage of TCV.

Step-Up Add TCV¹⁰ is equal to or greater than 0.40% (“Requirement Two”). There is no minimum that a Member’s Step-Up Add TCV must meet in order to achieve Cross-Asset Step-Up Tiers 1 and 2. The Exchange is proposing to amend Requirement One in order to change the measurement from a Member’s Step-Up Add TCV to a Member’s ADAV¹¹ as a percentage of TCV¹² and to lower the threshold required to satisfy Requirement One from 0.30% to 0.20%. This means that a Member would fulfill Requirement One by achieving where the Member’s ADAV as a percentage of TCV is greater than 0.20%. This proposed change would make Requirement One significantly easier for Members to meet, not only because the numerical threshold has been lowered from 0.30% to 0.20%, but also because the entirety of a Member’s monthly ADAV would be included in the calculation (ADAV/TCV) instead of only including the increase in the Member’s ADAV as a percentage of TCV for the current month as compared to January 2014, as is currently the case ($[\text{ADAV}/\text{TCV}] - [\text{ADAV in January 2014}/\text{TCV in January 2014}]$). In coordination with lowering the threshold for Requirement One, the Exchange is also proposing to increase the threshold for meeting Requirement Two by requiring a Member’s Options Step-Up Add TCV to be equal to or greater than 0.60% instead of 0.40%. The Exchange believes that the combination of these two proposed changes will

¹⁰ “Options Step-Up Add TCV” means ADAV as a percentage of TCV in January 2014 subtracted from current ADAV as a percentage of TCV, using the definitions of ADAV and TCV as provided under Options Pricing.

¹¹ “ADAV” means average daily added volume calculated as the number of shares added.

¹² “TCV” means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply, excluding volume on any day that the Exchange experiences an Exchange System Disruption, on any day with a scheduled early market close and the Russell Reconstitution Day.

allow more Members to meet Requirement One, which will incentivize a greater number of Members to seek to meet Requirement Two, thereby enhancing liquidity on both the Exchange and the Exchange's options platform ("BATS Options") and providing more Members with the opportunity to receive enhanced rebates.

NBBO Setter

Currently, the Exchange only offers a single NBBO Setter rebate, which provides that an order that establishes a new NBBO receives an additional rebate of \$0.0002 per share, and a single NBBO Joiner rebate, which provides that any order that joins the NBBO when BATS is not already at the NBBO receives an additional rebate of \$0.0001 per share. The Exchange is proposing to add two additional tiers at which Members may receive additional rebates for setting the NBBO and to amend the rebate per share associated with both the current NBBO Setter rebate and the NBBO Joiner rebate. In conjunction with the addition of these two new tiers, the Exchange is proposing to add additional language to footnote one on the fee schedule in order to establish the definition of Setter Add TCV as meaning the average daily added volume calculated as the number of displayed shares added that establish a new NBBO as a percentage of TCV.

First, the Exchange is proposing to add an NBBO Setter Tier 2 and NBBO Setter Tier 3, as well as changing the existing NBBO Setter rebate to NBBO Setter Tier 1. The Exchange is proposing that NBBO Setter Tier 2 shall state that any order that establishes a new NBBO and the Member's Setter Add TCV is equal to or greater than 0.05% shall receive an additional rebate of \$0.0002 per share. The Exchange is also proposing that NBBO Setter Tier 3 shall state that any order establishing a new NBBO where such Member's Setter Add TCV is equal to or greater than 0.10% shall receive an additional

rebate of \$0.0004 per share. Finally, the Exchange is proposing to change the rebate for NBBO Setter Tier 1 to \$0.0001 per share and the NBBO Joiner rebate to \$0.00005 per share.

The Exchange proposes to implement the amendments to its fee schedule effective immediately.

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.¹³ Specifically, the Exchange believes that the proposed rule change is consistent with Sections 6(b)(4) of the Act and 6(b)(5) of the Act,¹⁴ 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 if they deem fee levels at a particular venue to be excessive.

The Exchange believes that the proposed changes to the Exchange's fee schedule to add fees for the ROOC routing strategy when routed and executed in the listing market's Auction represent a reasonable and equitable allocation of fees because they are equal to or roughly equivalent to the fees that will be charged pursuant to the applicable exchange's fee schedule for participation in an Auction. The Exchange further believes

¹³ 15 U.S.C. 78f.

¹⁴ 15 U.S.C. 78f(b)(4) and (5).

that the proposed fees for ROOC are non-discriminatory because they apply uniformly to all Members and, again, because they approximate the fees at the away venue.

The Exchange also believes that its proposed pricing for the Opening Process is reasonable and equitable because the Opening Process is generally analogous to the opening and halt auctions in BATS-listed securities (the “Opening Auctions”) in that they both allow orders to queue for participation at the market open or to roll over into the continuous book and the proposed fees are equal to the standard fees applicable to orders that participate in the Opening Auctions. Further, the fee per share for participation in the Opening Process is \$0.0005 less than the fee charged for executions in the opening process on EDGX. The Exchange also believes that the proposed fees for the Opening Process are non-discriminatory because they apply uniformly to all Members and, again, because they are equal to or less the fees charged at other venues for analogous executions.

The Exchange also believes that its proposed additional tiers and associated rebates to the NBBO Setter are reasonable and equitable because the tiers based on Setter Add TCV is intended to reward those Members that and incentivize other Members to add a larger amount of volume that sets the NBBO on the Exchange by providing additional rebates of \$0.0002 and \$0.0004 per share for Members that have a Setter Add TCV of 0.05% and 0.10%, respectively. Further, the Exchange believes that the new NBBO Setter tiers are reasonable and equitable because they incentivize and reward Members for posting liquidity that sets the NBBO on the Exchange, which is consistent with the overall goals of enhancing market quality on the Exchange. The Exchange also believes that the proposed rebates associated with these tiers are non-discriminatory in

that they are equally available to all Members and, again, because they are consistent with the goal of enhancing market quality on the Exchange.

Similarly, the Exchange believes that the reductions to the NBBO Setter Tier 1 and NBBO Joiner rebates are reasonable and equitable because, while they mark reductions to the standard additional rebates, Members have the opportunity to receive equal or greater rebates through the addition of NBBO Setter Tier 2, which allows Members to receive the old NBBO Setter Tier 1 rebate (\$0.0002) if they achieve a modest Setter Add TCV (0.05%), and the addition of NBBO Setter Tier 3, which allows Members to potentially receive \$0.0004 per share where the Member achieves NBBO Setter Tier 3 (0.10% Setter Add TCV). Further, because the Exchange is lowering the NBBO Setter Tier 1 rebate to \$0.0001 per share, it follows that the NBBO Joiner rebate should be reduced to an amount less than \$0.0001 because NBBO Joiner liquidity is providing less value to the broader market and the Exchange by only joining the already established NBBO than an order that sets the NBBO for the entire market. The Exchange believes that such proposed fee changes for NBBO Setter Tier 1 and NBBO Joiner are non-discriminatory because they will apply uniformly to all Members and all Members will still have the opportunity to achieve the higher rebates by achieving the requirements to meet NBBO Setter Tiers 2 and 3.

Finally, the Exchange believes that the proposed changes to the Cross-Asset Step-Up Tier 3 are reasonable and equitable because the threshold for achieving Requirement One is being significantly reduced by: (i) adjusting the calculation to include only ADAV as a percentage of TCV from the current month instead of ADAV as a percentage of TCV from the current month minus ADAV as a percentage of TCV in January of 2014; and (ii)

by reducing the required percentage from 0.30% to 0.20%, both of which combined will make it easier for Members to satisfy Requirement One. While the proposed changes in Requirement Two to the Options Step-Up TCV threshold will mark an increase in the Options Step-Up TCV necessary to satisfy Requirement Two, the Exchange believes that this proposal is reasonable and equitable when evaluated in conjunction with the relaxation of Requirement One. Specifically, the Exchange believes that the relaxation of Requirement One will generally make Tier 3 more attainable to more Members and will incentivize Members that otherwise would not have been eligible for Tier 3 to add more liquidity to both the Exchange and BATS Options, thereby improving market quality on both markets. The Exchange believes that these proposed amendments to Cross-Asset Step-Up Tier 3 are non-discriminatory in that they apply uniformly to all Members.

(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. To the contrary, the Exchange believes that the proposed changes will allow the Exchange to compete more ably with other execution venues by providing additional competitive services (ROOC, Opening Process) at competitive prices as well as to amend its fee schedule to increase the market quality in securities traded on the Exchange, thereby making it a more desirable destination venue for its customers. Also, because the market for order execution is extremely competitive, Members may readily opt to disfavor the Exchange's routing services if they believe that alternatives offer them better value. For orders routed through ROOC, the proposed fees approximate the cost to the Exchange of executing the orders on away trading venues. 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 deemed fee structures to be unreasonable or 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 Act¹⁵ and paragraph (f) of Rule 19b-4 thereunder.¹⁶ 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-

¹⁵ 15 U.S.C. 78s(b)(3)(A).

¹⁶ 17 CFR 240.19b-4(f).

2014-063 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-2014-063. 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-2014-063 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.¹⁷

Kevin M. O'Neill
Deputy Secretary

¹⁷ 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 24]December 1, 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:

* * * * *

Cross-Asset Step-Up Tier	Member’s [Step-Up Add TCV] <u>ADAV</u> ¹ is equal to or greater than:		Member’s Options Step-Up Add TCV ¹ is equal to or greater than:	Rebate per share
Tier 1	N/A		0.30%	(\$0.0027)
Tier 2	N/A		0.40%	(\$0.0028)
Tier 3	[0.30] <u>0.20%</u>	and	[0.40] <u>0.60%</u>	(\$0.0032)

¹ “ADAV” means average daily added volume calculated as the number of shares added and “ADV” means average daily volume calculated as the number of shares added or removed, combined, per day. “Step-Up Add TCV” means ADAV as a percentage of TCV in January 2014 subtracted from current ADAV as a percentage of TCV. “Setter Add TCV” means average daily added volume calculated as the number of displayed shares added that establish a new NBBO as a percentage of TCV. For purposes of Equities Pricing, “Options Step-Up Add TCV” means ADAV as a percentage of TCV in January 2014 subtracted from current ADAV as a percentage of TCV, using the definitions of ADAV and TCV as provided under Options Pricing. ADAV and ADV are calculated on a monthly basis, excluding shares added or removed on any day that the Exchange’s system experiences a disruption that lasts for more than 60 minutes during regular trading hours (“Exchange System Disruption”), on any day with a scheduled early market close and on the last Friday in June (the “Russell Reconstitution Day”). Routed shares are not included in ADAV or ADV calculation. With prior notice to the Exchange, a Member may aggregate ADAV or ADV with other Members that control, are controlled by, or are under common control with such Member (as evidenced on such Member’s Form BD).

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Additional Rebate Type	Qualifying orders	Additional Rebate Per Share
<u>NBBO Setter – Tier 1</u>	Any order establishing a new NBBO	<u>[(\$0.0002)] \$0.0001</u>
<u>NBBO Setter – Tier 2</u>	<u>Any order establishing a new NBBO where such Member’s Setter Add TCV¹ is equal to or greater than 0.05%</u>	<u>(\$0.0002)</u>
<u>NBBO Setter – Tier 3</u>	<u>Any order establishing a new NBBO where such Member’s Setter Add TCV¹ is equal to or greater than 0.10%</u>	<u>(\$0.0004)</u>

NBBO Joiner	Any order joining the NBBO when BZX Exchange is not already at the NBBO	[\$0.0001] (\$0.00005)
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Auctions for Exchange Listed Securities; Opening and Re-Opening Process for Non-Listed Securities

Exchange Listed

\$0.0005 charge per share that executes in an Opening Auction, IPO Auction or Halt Auction

\$0.0010 charge per share that executes in a Closing Auction

No charge per share for Auction executions of Continuous Book, Late-Limit-On-Open or Late-Limit-On-Close orders as defined in BZX Exchange Rule 11.23(a)

Other Securities, Not Listed on BZX

\$0.0005 charge per share that executes in the Opening or Re-Opening Process

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Other Non-Standard Routing Options – Specific Routing Strategies

- Remove liquidity at a DRT venue other than through the SLIM routing strategy: \$0.0020 charge per share

- Remove liquidity at BYX through Destination Specific routing (“B2B”): \$0.0016 rebate per share

- Remove liquidity through ROLF or Destination Specific routing at any other non-DRT venue: \$0.0030 charge per share

- Remove liquidity through Post to Away routing: \$0.0029 charge per share

- Remove liquidity through RDOT, RDOX or Post to Away when re-routed by NYSE: \$0.0030 charge per share

- Directed ISO’s: \$0.0033 charge per share

- Routed and executed in listing market’s opening or re-opening cross: \$0.0015 per share

- Routed and executed in listing market’s closing process: \$0.0010 per share

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