

Required fields are shown with yellow backgrounds and asterisks.

Filing by EDGX Exchange, Inc.
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"/>
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Description

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

EDGX Exchange, Inc. proposes to amend the definitions of ADV and TCV in its 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 04/09/2014	Regulatory Counsel
By Chris Solgan (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 *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

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

Partial Amendment

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

1. Text of the Proposed Rule Change

(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 EDGX Exchange, Inc. (“EDGX” or the “Exchange”) proposes to amend its fees and rebates applicable to Members³ of the Exchange pursuant to EDGX Rule 15.1(a) and (c) (“Fee Schedule”) to harmonize the definitions of Average Daily Trading Volume (“ADV”) and Total Consolidated Volume (“TCV”) with those contained in the BATS Exchange, Inc. (“BATS”) and BATS-Y Exchange, Inc. (“BYX”) fee schedules by: (i) modifying the way that, for purposes of tiered pricing, the Exchange calculates ADV and average daily TCV; and (ii) clarify the manner in which Members may aggregate their ADV with other affiliated Members. 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 February 11, 2014. Exchange staff will advise the Exchange’s Board of Directors of any action taken pursuant to delegated authority. No other

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).

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:

Eric Swanson
Executive Vice President and
General Counsel
(913) 815-7000

Christopher Solgan
Regulatory Counsel
(201) 942-8321

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

(a) Purpose

On January 31, 2014, Direct Edge Holdings LLC ("DE Holdings"), the former parent company of the Exchange, completed its business combination with BATS Global Markets, Inc., the parent company of BATS and BYX.⁴ As part of its effort to reduce regulatory duplication and relieve firms that are members of the Exchange, BATS, and BYX of conflicting or unnecessary regulatory burdens, the Exchange is now engaged in the process of reviewing and amending certain Exchange, BATS, and BYX Rules. To conform to comparable BATS and BYX rules for purposes of its harmonization efforts due to its business combination, the Exchange proposes to amend the definitions of ADV and TCV to make each definition similar to those contained in the BATS and BYX fee schedules by modifying the way that, for purposes of tiered pricing: (i) the Exchange calculates ADV and average daily TCV; and (ii) the manner in

⁴ See Securities Exchange Act Release No. 71449 (January 30, 2014), 79 FR 6961 (February 5, 2014) (SR-EDGX-2013-43). Upon completion of the Combination, DE Holdings and BATS Global Markets, Inc. each became intermediate holding companies, held under a single new holding company. The new holding company, formerly named "BATS Global Markets Holdings, Inc.," changed its name to "BATS Global Markets, Inc."

which Members may aggregate their ADV with other affiliated Members. The Exchange notes that it is not proposing to modify any of the existing rebates or the percentage thresholds at which a Member may qualify for certain rebates pursuant to the tiered pricing structure.

ADV and TCV

Currently, the Exchange determines the liquidity adding rebate that it will provide to Members based on the Exchange's tiered pricing structure based on the calculation of ADV,⁵ and/or average daily TCV.⁶ Unlike on BATS and BYX, the Exchange does not currently exclude any trading days from its calculation of ADV and TCV. Therefore, to harmonize the calculation of ADV and TCV with BATS and BYX, the Exchange proposes to amend the definitions of ADV and TCV to exclude shares on: (i) any day that the Exchange's system experiences a disruption that lasts for more than 60 minutes during Regular Trading Hours⁷ ("Exchange System Disruption"); and (ii) the last Friday in June (the "Russell Reconstitution Day"). The Exchange also proposes to amend the definition of ADV to clarify that routed shares are not included in ADV calculation.

First, the Exchange proposes to modify the definitions of ADV and TCV to exclude trading days where the Exchange experiences a systems disruption that lasts for more than 60 minutes during Regular Trading Hours and define it as an Exchange System Disruption.⁸ As an

⁵ As provided in the Fee Schedule, "ADV" is currently defined as the average daily volume of shares that a Member executed on the Exchange for the month in which the fees are calculated.

⁶ As provided in the Fee Schedule, "TCV" is currently 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.

⁷ "Regular Trading Hours" is defined as "the time between 9:30 a.m. and 4:00 p.m. Eastern Time." See Exchange Rule 1.5(y).

⁸ See SR-BATS-2014-010 and SR-BYX-2014-006 (proposing to exclude Exchange System Disruptions from the definition of ADV).

example, an Exchange System Disruption may occur where a certain group of securities (i.e., securities in a select symbol range such as A through C) traded on the Exchange are unavailable for trading due to an Exchange system issue. Similarly, the Exchange may be able to perform certain functions with respect to accepting and processing orders, but may have a failure to another significant process, such as routing to other market centers, that would lead Members that rely on such process to avoid utilizing the Exchange until the Exchange's entire system was operational.

The Exchange believes that this modification is reasonable because it avoids penalizing Members that might otherwise qualify for certain tiered pricing but that, because of a significant Exchange system problem, did not participate on the Exchange to the extent that they might have otherwise participated. The Exchange believes that certain systems disruptions could preclude some Members from submitting orders to the Exchange even if such issue is not actually a complete systems outage. Therefore, the Exchange is proposing to modify its Fee Schedule to exclude trading activity occurring on any day that the Exchange experiences an Exchange System Disruption.

Second, the Exchange proposes to exclude the last Friday of June each year from the definition of ADV and TCV because the last Friday of June is the day that Russell Investments reconstitutes its family of indexes ("Russell Rebalance"), resulting in particularly high trading volumes, much of which the Exchange believes derives from market participants who are not generally as active entering the market to rebalance their holdings in-line with the Russell Rebalance.⁹ The Exchange believes that trading occurring as a result of the Russell Rebalance

⁹ Securities Exchange Act Release No. 69793 (July 18, 2013), 78 FR 37865 (July 24, 2013) (SR-BATS-2013-034) (excluding the Russell Reconstitution Day from the definition of ADV).

can significantly skew the calculation of ADV and TCV. For example, since 2008, on the last Friday in June, the TCV has exceeded the average daily TCV for the preceding trading days in June by approximately 43% on average. The chart below reflects the TCV on the last Friday of June for each year dating to 2008 and compares it to the average daily TCV for the preceding trading days in the month of June.

Russell Reconstitution Date (RCD)	TCV on RCD	MTD Average TCV as of Day Before RCD	% Difference
6/28/2013	10,211,508,622	6,954,840,047	46.83%
6/29/2012	7,924,340,355	6,833,486,672	15.96%
6/24/2011	10,472,502,657	7,237,593,514	44.70%
6/25/2010	14,482,717,113	8,981,067,278	61.26%
6/26/2009	13,024,518,377	9,597,498,903	35.71%
6/27/2008	12,010,692,402	7,835,813,201	53.28%

Because of the extremely high volume numbers and abnormally distributed daily volume or percentage of the TCV on this day, it stands that the ADV or percentage of average daily TCV can be significantly impacted.

As such, the Exchange believes that eliminating the last Friday of June from the definition of ADV and TCV, and thereby eliminating that day from the calculation as it relates to rebates for adding liquidity to the Exchange, will help to eliminate significant uncertainty faced by Members as to their monthly ADV or percentage of average daily TCV and the rebates that this percentage will qualify for, providing Members with an increased certainty as to their monthly cost for trades executed on the Exchange. The Exchange further believes that removing this uncertainty will encourage Members to participate in trading on the Exchange during the remaining trading days in June in a manner intended to be incented by the Exchange's Fee Schedule.

Lastly, the Exchange proposes to clarify within the definition of ADV that ADV does not include shares that are routed to other trading centers. ADV is defined as the average daily volume of shares executed on the Exchange for the month in which the fees are calculated. Clarifying that routed orders are not included in the definition of ADV is designed to add further clarity and harmonize the definition with BATS and BYX.

ADV Aggregation

The Exchange also proposes to amend when a Member may aggregate share volumes with other affiliated Members. Currently, under the “General Notes” section of the Fee Schedule, the Exchange will aggregate share volume calculations for wholly owned affiliates on a prospective basis upon a Member’s request. The Exchange proposes to relocate this provision to the definition of ADV and amend the language to allow a Member to aggregate 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).¹⁰ To the extent two or more affiliated companies maintain separate Exchange memberships and can demonstrate their affiliation by showing they control, are controlled by, or are under common control with each other, the Exchange will permit such Members to count overall volume of the affiliates in calculating ADV.

Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule on May 1, 2014.

(b) Statutory Basis

¹⁰ Securities Exchange Act Release No. 64211 (April 6, 2011), 76 FR 20414 (April 12, 2014) (SR-BATS-2011-012) (permitting Members to aggregate shares volumes with affiliated entities).

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,¹¹ in general, and furthers the objectives of Section 6(b)(4),¹² 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 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 structures at a particular venue to be unreasonable and/or excessive.

Members who are also members of BATS or BYX are subject to different definitions of ADV and TCV as well as differing standards for aggregating ADV with affiliated Members when seeking to qualify for certain tiered pricing. The Exchange believes that the proposed rule change will provide greater harmonization between similar Exchange, BATS and BYX rules, resulting in greater uniformity and less burdensome and more efficient regulatory compliance for common members. As such, the proposed rule change would foster cooperation and coordination with persons engaged in facilitating transactions in securities and would remove impediments to and perfect the mechanism of a free and open market and a national market system. Lastly, the Exchange believes that the proposed change is non-discriminatory because it applies uniformly to all Members.

Volume-based tiers such as the liquidity adding tiers maintained by the Exchange have been widely adopted, and are equitable and not unfairly discriminatory. They are open to all Members on an equal basis and provide higher rebates or lower fees that are reasonably related to the value to an exchange's market quality associated with higher levels of market activity,

¹¹ 15 U.S.C. 78f.

¹² 15 U.S.C. 78f(b)(4).

such as higher levels of liquidity provision and introduction of higher volumes of orders into the price and volume discovery process. Accordingly, the Exchange believes that the proposal is equitably allocated and not unfairly discriminatory because it is consistent with the overall goals of enhancing market quality. Further, the Exchange believes that a tiered pricing model not significantly altered by a day of atypical trading behavior which allows Members to predictably calculate what their costs associated with trading activity on the Exchange will be is reasonable, fair and equitable and not unreasonably discriminatory as it is uniform in application amongst Members and should enable such participants to operate their business without concern of unpredictable and potentially significant changes in expenses.

ADV and TCV

The Exchange believes that its proposed amendments to the definitions of ADV and TCV to exclude shares on the day of an Exchange System Disruption are reasonable because, as explained above, they will help provide Members with a greater level of certainty as to their level of rebates and costs for trading in any month where the Exchange experiences an Exchange System Disruption on one or more trading days. The Exchange is not proposing to amend the thresholds a Member must achieve to become eligible for, or the dollar value associated with, the tiered rebates or fees. By eliminating the inclusion of a trading day on which an Exchange System Disruption occurs the Exchange would almost certainly be excluding a day that would otherwise lower a Member's ADV or percentage of average daily TCV. Thus, the proposed change will make the majority of Members more likely to meet the minimum or higher tier thresholds, incentivizing Members to increase their participation on the Exchange in order to meet the next highest tier. In addition, the Exchange believes that the proposed changes to its Fee Schedule are equitably allocated among Exchange constituents and not unfairly

discriminatory as the methodology for calculating ADV and TCV will apply equally to all Members. While, although unlikely, certain Members may have a higher ADV or percentage of average daily TCV with their activity included from days where the Exchange experiences an Exchange System Disruption, the proposal will make all Members' cost of trading on the Exchange more predictable, regardless of how the proposal affects their ADV or percentage of average daily TCV.

The Exchange believes that its proposed amendments to the definitions of ADV and TCV to exclude shares on the Russell Reconstitution Day are reasonable because, as explained above, it will help provide Members with a greater level of certainty as to their level of rebates for trading in the month of June. The Exchange also believes that its proposal is reasonable because it is not changing the thresholds to become eligible or the dollar value associated with the rebates. Moreover, by eliminating the inclusion of a trading day that would almost certainly lower a Member's ADV or percentage of average daily TCV, it will make the majority of Members more likely to meet the minimum or higher tier thresholds, which will provide additional incentive to Members to increase their participation on the Exchange in order to meet the next tier. In addition, the Exchange believes that the proposed changes are equitably allocated among Exchange constituents as the methodology for calculating ADV and TCV will apply equally to all Members. While, although unlikely, certain Members may have a higher ADV or percentage of average daily TCV with the day included, the proposal will make June trading rebates more similar to other months. Moreover, all Members' cost of trading on the Exchange will become more predictable, regardless of how the proposal affects their ADV or percentage of average daily TCV, which in turn will preserve Members' incentives to participate in trading on the Exchange in a manner intended to be incented by the Exchange's Fee Schedule.

Lastly, the Exchange proposes to clarify within the definition of ADV that ADV does not include shares that are routed to other trading centers. Clarifying that routed orders are not included in the calculation of ADV will promote just and equitable principles of trade and remove impediments to a free and open market by providing greater transparency concerning the operation of the Exchange and a Member's share volumes that are included in their ADV.

ADV Aggregation

The proposed language permitting aggregation of volume amongst Members that share common control for purposes of the ADV calculation is intended to avoid disparate treatment of Members that have divided their various business activities between separate corporate entities as compared to Members that operate those business activities within a single corporate entity. By way of example, subject to appropriate information barriers, many firms that are Members of the Exchange operate both a market making desk and a public customer business within the same corporate entity. In contrast, other Members may be part of a corporate structure that separates those business lines into different corporate affiliates, either for business, compliance or historical reasons, and those affiliates are not also considered wholly owned affiliates. Those corporate affiliates, in turn, are required to maintain separate memberships with the Exchange. Absent the proposed change, such corporate affiliates that cannot be considered wholly owned but are under common control would not receive the same treatment as Members who are considered wholly owned affiliates. Current Members who aggregate share volumes on the Exchange with wholly owned affiliates will be considered as being under common control and continue to be able to aggregate share volumes. Accordingly, the Exchange believes that its proposed policy is fair and equitable, and not unreasonably discriminatory. In addition to ensuring fair and equal treatment of its Members, the Exchange does not want to create

incentives for its Members to restructure their business operations or compliance functions simply due to the Exchange's pricing structure.

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

The Exchange believes its proposed amendments to its Fee Schedule would 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 the proposed change represents a significant departure from previous pricing offered by the Exchange or pricing offered by the Exchange's competitors. Additionally, Members may opt to disfavor EDGX's pricing if they believe that alternatives offer them better value. 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.

The proposed change will help to promote intramarket competition by avoiding a penalty to Members for days when trading on the Exchange is disrupted for a significant portion of the day. In addition, excluding the Russell Rebalance Day from the definition of ADV and TCV will help the Exchange to continue to incentivize higher levels of liquidity at a tighter spread while providing more stable and predictable costs to its Members. Lastly, easing Member's ability to aggregate volumes with Members who are under common control would increase competition because it would incentivize Members that could not previously aggregate their volumes to send higher volume to the Exchange in an effort to achieve tier-based pricing. As stated above, the Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee 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 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 Act¹³ and paragraph (f)(2) of Rule 19b-4 thereunder.¹⁴

(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.

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 – 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-EDGX-2014-10)

[Date]

Self-Regulatory Organizations; EDGX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Amendments to the EDGX 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 _____, EDGX Exchange, Inc. (the “Exchange” or “EDGX”) 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 EDGX Rule 15.1(a) and (c) (“Fee Schedule”) to harmonize the definitions of Average Daily Trading Volume (“ADV”) and Total Consolidated Volume (“TCV”) with those contained in the BATS Exchange, Inc. (“BATS”) and BATS-Y

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).

Exchange, Inc. (“BYX”) fee schedules by: (i) modifying the way that, for purposes of tiered pricing, the Exchange calculates ADV and average daily TCV; and (ii) clarify the manner in which Members may aggregate their ADV with other affiliated Members. The text of the 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

On January 31, 2014, Direct Edge Holdings LLC (“DE Holdings”), the former parent company of the Exchange, completed its business combination with BATS Global Markets, Inc., the parent company of BATS and BYX.⁴ As part of its effort to reduce

⁴ See Securities Exchange Act Release No. 71449 (January 30, 2014), 79 FR 6961 (February 5, 2014) (SR-EDGX-2013-43). Upon completion of the Combination, DE Holdings and BATS Global Markets, Inc. each became intermediate holding companies, held under a single new holding company. The new holding company, formerly named “BATS Global Markets Holdings, Inc.,” changed its name to “BATS Global Markets, Inc.”

regulatory duplication and relieve firms that are members of the Exchange, BATS, and BYX of conflicting or unnecessary regulatory burdens, the Exchange is now engaged in the process of reviewing and amending certain Exchange, BATS, and BYX Rules. To conform to comparable BATS and BYX rules for purposes of its harmonization efforts due to its business combination, the Exchange proposes to amend the definitions of ADV and TCV to make each definition similar to those contained in the BATS and BYX fee schedules by modifying the way that, for purposes of tiered pricing: (i) the Exchange calculates ADV and average daily TCV; and (ii) the manner in which Members may aggregate their ADV with other affiliated Members. The Exchange notes that it is not proposing to modify any of the existing rebates or the percentage thresholds at which a Member may qualify for certain rebates pursuant to the tiered pricing structure.

ADV and TCV

Currently, the Exchange determines the liquidity adding rebate that it will provide to Members based on the Exchange's tiered pricing structure based on the calculation of ADV,⁵ and/or average daily TCV.⁶ Unlike on BATS and BYX, the Exchange does not currently exclude any trading days from its calculation of ADV and TCV. Therefore, to harmonize the calculation of ADV and TCV with BATS and BYX, the Exchange proposes to amend the definitions of ADV and TCV to exclude shares on: (i) any day

⁵ As provided in the Fee Schedule, "ADV" is currently defined as the average daily volume of shares that a Member executed on the Exchange for the month in which the fees are calculated.

⁶ As provided in the Fee Schedule, "TCV" is currently 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.

that the Exchange's system experiences a disruption that lasts for more than 60 minutes during Regular Trading Hours⁷ ("Exchange System Disruption"); and (ii) the last Friday in June (the "Russell Reconstitution Day"). The Exchange also proposes to amend the definition of ADV to clarify that routed shares are not included in ADV calculation.

First, the Exchange proposes to modify the definitions of ADV and TCV to exclude trading days where the Exchange experiences a systems disruption that lasts for more than 60 minutes during Regular Trading Hours and define it as an Exchange System Disruption.⁸ As an example, an Exchange System Disruption may occur where a certain group of securities (i.e., securities in a select symbol range such as A through C) traded on the Exchange are unavailable for trading due to an Exchange system issue. Similarly, the Exchange may be able to perform certain functions with respect to accepting and processing orders, but may have a failure to another significant process, such as routing to other market centers, that would lead Members that rely on such process to avoid utilizing the Exchange until the Exchange's entire system was operational.

The Exchange believes that this modification is reasonable because it avoids penalizing Members that might otherwise qualify for certain tiered pricing but that, because of a significant Exchange system problem, did not participate on the Exchange to the extent that they might have otherwise participated. The Exchange believes that certain systems disruptions could preclude some Members from submitting orders to the Exchange even if such issue is not actually a complete systems outage. Therefore, the

⁷ "Regular Trading Hours" is defined as "the time between 9:30 a.m. and 4:00 p.m. Eastern Time." See Exchange Rule 1.5(y).

⁸ See SR-BATS-2014-010 and SR-BYX-2014-006 (proposing to exclude Exchange System Disruptions from the definition of ADV).

Exchange is proposing to modify its Fee Schedule to exclude trading activity occurring on any day that the Exchange experiences an Exchange System Disruption.

Second, the Exchange proposes to exclude the last Friday of June each year from the definition of ADV and TCV because the last Friday of June is the day that Russell Investments reconstitutes its family of indexes (“Russell Rebalance”), resulting in particularly high trading volumes, much of which the Exchange believes derives from market participants who are not generally as active entering the market to rebalance their holdings in-line with the Russell Rebalance.⁹ The Exchange believes that trading occurring as a result of the Russell Rebalance can significantly skew the calculation of ADV and TCV. For example, since 2008, on the last Friday in June, the TCV has exceeded the average daily TCV for the preceding trading days in June by approximately 43% on average. The chart below reflects the TCV on the last Friday of June for each year dating to 2008 and compares it to the average daily TCV for the preceding trading days in the month of June.

Russell Reconstitution Date (RCD)	TCV on RCD	MTD Average TCV as of Day Before RCD	% Difference
6/28/2013	10,211,508,622	6,954,840,047	46.83%
6/29/2012	7,924,340,355	6,833,486,672	15.96%
6/24/2011	10,472,502,657	7,237,593,514	44.70%
6/25/2010	14,482,717,113	8,981,067,278	61.26%
6/26/2009	13,024,518,377	9,597,498,903	35.71%
6/27/2008	12,010,692,402	7,835,813,201	53.28%

Because of the extremely high volume numbers and abnormally distributed daily volume

⁹ Securities Exchange Act Release No. 69793 (July 18, 2013), 78 FR 37865 (July 24, 2013) (SR-BATS-2013-034) (excluding the Russell Reconstitution Day from the definition of ADV).

or percentage of the TCV on this day, it stands that the ADV or percentage of average daily TCV can be significantly impacted.

As such, the Exchange believes that eliminating the last Friday of June from the definition of ADV and TCV, and thereby eliminating that day from the calculation as it relates to rebates for adding liquidity to the Exchange, will help to eliminate significant uncertainty faced by Members as to their monthly ADV or percentage of average daily TCV and the rebates that this percentage will qualify for, providing Members with an increased certainty as to their monthly cost for trades executed on the Exchange. The Exchange further believes that removing this uncertainty will encourage Members to participate in trading on the Exchange during the remaining trading days in June in a manner intended to be incented by the Exchange's Fee Schedule.

Lastly, the Exchange proposes to clarify within the definition of ADV that ADV does not include shares that are routed to other trading centers. ADV is defined as the average daily volume of shares executed on the Exchange for the month in which the fees are calculated. Clarifying that routed orders are not included in the definition of ADV is designed to add further clarity and harmonize the definition with BATS and BYX.

ADV Aggregation

The Exchange also proposes to amend when a Member may aggregate share volumes with other affiliated Members. Currently, under the "General Notes" section of the Fee Schedule, the Exchange will aggregate share volume calculations for wholly owned affiliates on a prospective basis upon a Member's request. The Exchange proposes to relocate this provision to the definition of ADV and amend the language to allow a Member to aggregate 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).¹⁰ To the extent two or more affiliated companies maintain separate Exchange memberships and can demonstrate their affiliation by showing they control, are controlled by, or are under common control with each other, the Exchange will permit such Members to count overall volume of the affiliates in calculating ADV.

Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule on May 1, 2014.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,¹¹ in general, and furthers the objectives of Section 6(b)(4),¹² 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 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 structures at a particular venue to be unreasonable and/or excessive.

Members who are also members of BATS or BYX are subject to different definitions of ADV and TCV as well as differing standards for aggregating ADV with affiliated Members when seeking to qualify for certain tiered pricing. The Exchange

¹⁰ Securities Exchange Act Release No. 64211 (April 6, 2011), 76 FR 20414 (April 12, 2014) (SR-BATS-2011-012) (permitting Members to aggregate shares volumes with affiliated entities).

¹¹ 15 U.S.C. 78f.

¹² 15 U.S.C. 78f(b)(4).

believes that the proposed rule change will provide greater harmonization between similar Exchange, BATS and BYX rules, resulting in greater uniformity and less burdensome and more efficient regulatory compliance for common members. As such, the proposed rule change would foster cooperation and coordination with persons engaged in facilitating transactions in securities and would remove impediments to and perfect the mechanism of a free and open market and a national market system. Lastly, the Exchange believes that the proposed change is non-discriminatory because it applies uniformly to all Members.

Volume-based tiers such as the liquidity adding tiers maintained by the Exchange have been widely adopted, and are equitable and not unfairly discriminatory. They are open to all Members on an equal basis and provide higher rebates or lower fees that are reasonably related to the value to an exchange's market quality associated with higher levels of market activity, such as higher levels of liquidity provision and introduction of higher volumes of orders into the price and volume discovery process. Accordingly, the Exchange believes that the proposal is equitably allocated and not unfairly discriminatory because it is consistent with the overall goals of enhancing market quality. Further, the Exchange believes that a tiered pricing model not significantly altered by a day of atypical trading behavior which allows Members to predictably calculate what their costs associated with trading activity on the Exchange will be is reasonable, fair and equitable and not unreasonably discriminatory as it is uniform in application amongst Members and should enable such participants to operate their business without concern of unpredictable and potentially significant changes in expenses.

ADV and TCV

The Exchange believes that its proposed amendments to the definitions of ADV and TCV to exclude shares on the day of an Exchange System Disruption are reasonable because, as explained above, they will help provide Members with a greater level of certainty as to their level of rebates and costs for trading in any month where the Exchange experiences an Exchange System Disruption on one or more trading days. The Exchange is not proposing to amend the thresholds a Member must achieve to become eligible for, or the dollar value associated with, the tiered rebates or fees. By eliminating the inclusion of a trading day on which an Exchange System Disruption occurs the Exchange would almost certainly be excluding a day that would otherwise lower a Member's ADV or percentage of average daily TCV. Thus, the proposed change will make the majority of Members more likely to meet the minimum or higher tier thresholds, incentivizing Members to increase their participation on the Exchange in order to meet the next highest tier. In addition, the Exchange believes that the proposed changes to its Fee Schedule are equitably allocated among Exchange constituents and not unfairly discriminatory as the methodology for calculating ADV and TCV will apply equally to all Members. While, although unlikely, certain Members may have a higher ADV or percentage of average daily TCV with their activity included from days where the Exchange experiences an Exchange System Disruption, the proposal will make all Members' cost of trading on the Exchange more predictable, regardless of how the proposal affects their ADV or percentage of average daily TCV.

The Exchange believes that its proposed amendments to the definitions of ADV and TCV to exclude shares on the Russell Reconstitution Day are reasonable because, as explained above, it will help provide Members with a greater level of certainty as to their

level of rebates for trading in the month of June. The Exchange also believes that its proposal is reasonable because it is not changing the thresholds to become eligible or the dollar value associated with the rebates. Moreover, by eliminating the inclusion of a trading day that would almost certainly lower a Member's ADV or percentage of average daily TCV, it will make the majority of Members more likely to meet the minimum or higher tier thresholds, which will provide additional incentive to Members to increase their participation on the Exchange in order to meet the next tier. In addition, the Exchange believes that the proposed changes are equitably allocated among Exchange constituents as the methodology for calculating ADV and TCV will apply equally to all Members. While, although unlikely, certain Members may have a higher ADV or percentage of average daily TCV with the day included, the proposal will make June trading rebates more similar to other months. Moreover, all Members' cost of trading on the Exchange will become more predictable, regardless of how the proposal affects their ADV or percentage of average daily TCV, which in turn will preserve Members' incentives to participate in trading on the Exchange in a manner intended to be incented by the Exchange's Fee Schedule.

Lastly, the Exchange proposes to clarify within the definition of ADV that ADV does not include shares that are routed to other trading centers. Clarifying that routed orders are not included in the calculation of ADV will promote just and equitable principles of trade and remove impediments to a free and open market by providing greater transparency concerning the operation of the Exchange and a Member's share volumes that are included in their ADV.

ADV Aggregation

The proposed language permitting aggregation of volume amongst Members that share common control for purposes of the ADV calculation is intended to avoid disparate treatment of Members that have divided their various business activities between separate corporate entities as compared to Members that operate those business activities within a single corporate entity. By way of example, subject to appropriate information barriers, many firms that are Members of the Exchange operate both a market making desk and a public customer business within the same corporate entity. In contrast, other Members may be part of a corporate structure that separates those business lines into different corporate affiliates, either for business, compliance or historical reasons, and those affiliates are not also considered wholly owned affiliates. Those corporate affiliates, in turn, are required to maintain separate memberships with the Exchange. Absent the proposed change, such corporate affiliates that cannot be considered wholly owned but are under common control would not receive the same treatment as Members who are considered wholly owned affiliates. Current Members who aggregate share volumes on the Exchange with wholly owned affiliates will be considered as being under common control and continue to be able to aggregate share volumes. Accordingly, the Exchange believes that its proposed policy is fair and equitable, and not unreasonably discriminatory. In addition to ensuring fair and equal treatment of its Members, the Exchange does not want to create incentives for its Members to restructure their business operations or compliance functions simply due to the Exchange's pricing structure.

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

The Exchange believes its proposed amendments to its Fee Schedule would 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 the proposed change represents a significant departure from previous pricing offered by the Exchange or pricing offered by the Exchange's competitors. Additionally, Members may opt to disfavor EDGX's pricing if they believe that alternatives offer them better value. 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.

The proposed change will help to promote intramarket competition by avoiding a penalty to Members for days when trading on the Exchange is disrupted for a significant portion of the day. In addition, excluding the Russell Rebalance Day from the definition of ADV and TCV will help the Exchange to continue to incentivize higher levels of liquidity at a tighter spread while providing more stable and predictable costs to its Members. Lastly, easing Member's ability to aggregate volumes with Members who are under common control would increase competition because it would incentivize Members that could not previously aggregate their volumes to send higher volume to the Exchange in an effort to achieve tier-based pricing. As stated above, the Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee 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 unsolicited written comments from Members or other interested parties.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹³ and Rule 19b-4(f)(2)¹⁴ 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-EDGX-2014-10 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-EDGX-2014-10. This file number should be included on the subject line if e-mail is used. To help the Commission process

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 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-EDGX-2014-10 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.¹⁵

Kevin M. O'Neill
Deputy Secretary

¹⁵ 17 CFR 200.30-3(a)(12).

Exhibit 5

Additions are underlined; deletions are [bracketed].

EDGX Exchange, Inc. Fee Schedule – Effective [April]May 1, 2014

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:

* * * * *

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. ADV is calculated on a monthly basis, excluding shares 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”) and on the last Friday in June (the “Russell Reconstitution Day”). Routed shares are not included in ADV calculation.

With prior notice to the Exchange, a Member may aggregate 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).

- 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 volume on any day that the Exchange experiences an Exchange System Disruption or the Russell Reconstitution Day.

General Notes:

- Unless otherwise indicated, the following added flags are counted towards tiers: B, V, Y, 3, 4, HA, MM, RP and ZA.
- Unless otherwise indicated, the following removal flags are counted towards tiers: N, W, 6, BB, MT, PI, PR and ZR.
- Unless otherwise indicated, the following routed flag is counted towards tiers prior to 9:30 AM or after 4:00 PM: 7.
- The Exchange notes that to the extent a Member does not qualify for any of the below tiers, the rates listed in the above section titled “Liquidity Flags” will apply.
- To the extent a Member qualifies for higher rebates and/or lower fees than those provided by a tier for which such Member qualifies, the higher rebates and/or lower fees shall apply.
- Trading activity on days when the market closes early does not count toward volume tiers.
- [Upon a Member’s request, EDGX will aggregate share volume calculations for wholly owned affiliates on a prospective basis.]
- Variable rates provided by tiers apply only to executions in securities priced at or above \$1.00.

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