

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 21	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2014 - * 16	Amendment No. (req. for Amendments *)
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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 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 06/02/2014 By Chris Solgan (Name \*)  
 Regulatory Counsel  
 csolgan@directedge.com

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF website.

**Form 19b-4 Information \***

Add Remove View

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

**Exhibit 1 - Notice of Proposed Rule Change \***

Add Remove View

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

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

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

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

Add Remove View

Exhibit Sent As Paper Document

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

**Exhibit 3 - Form, Report, or Questionnaire**

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Exhibit Sent As Paper Document

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

**Exhibit 4 - Marked Copies**

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

**Exhibit 5 - Proposed Rule Text**

Add Remove View

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

**Partial Amendment**

Add Remove View

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

## 1. Text of the Proposed Rule Change

(a) Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act” or “Exchange Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> EDGX Exchange, Inc. (“EDGX” or the “Exchange”) proposes to amend its fees and rebates applicable to Members<sup>3</sup> of the Exchange pursuant to EDGX Rule 15.1(a) and (c) (“Fee Schedule”) to: (i) delete Flag RC, which routes to the National Stock Exchange, Inc. (“NSX”) and adds liquidity; and (ii) make a corrective change to the definition of Average Daily Trading Volume (“ADV”) to state that ADV includes shared routed by the Exchange. 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 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:

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> 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).

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

The Exchange proposes to amend its Fee Schedule to: (i) delete Flag RC, which routes to the NSX and adds liquidity; and (ii) make a corrective change to the definition of ADV to state that ADV includes shared routed by the Exchange.

Flag RC

The Exchange proposes to amend its Fee Schedule to delete Flag RC, which routes to the NSX and adds liquidity, in response to the NSX's announcement that it will cease market operations and its last day of trading will be Friday, May 30, 2014.<sup>4</sup> The Exchange currently charges a fee of \$0.0001 per share in securities priced at or above \$1.00 and no fee in securities priced below \$1.00 for Members' orders that yield Flag RC. The fee for orders that yield Flag RC represents a pass through of the rate that DE Route, the Exchange's affiliated routing broker-dealer, is charged for routing orders that add liquidity to NSX. As of June 1, 2014, the Exchange, via DE Route, will no longer be able to route orders to NSX because it ceased operations, and, therefore, proposes to remove Flag RC from its Fee Schedule.

ADV

The Exchange proposes to make a corrective change to the definition of ADV to state that a Member's ADV does include shares that are routed to other trading centers. The

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<sup>4</sup> See Securities Exchange Act Release No. 72107 (May 6, 2014), 79 FR 27017 (May 12, 2014) (SR-NSX-2014-14) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Cease Trading on Its Trading System).

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, and/or average daily Total Consolidated Volume.<sup>5</sup> On May 1, 2014, the Exchange harmonized its definition of ADV with that contained in the BATS Exchange, Inc. ("BATS") and BATS-Y Exchange, Inc. ("BYX") fee schedules by amending the definitions of ADV to state that routed shares are not included in ADV calculation.<sup>6</sup>

The Exchange's Fee Schedule currently states that Flag 7, which is yielded on orders routed during the pre and post market sessions, is considered when determining the liquidity adding rebate that the Exchange will provide to Members based on its tiered pricing structure. In harmonizing its definition of ADV with BATS and BYX, the Exchange mistakenly included a provision that excluded routed shares from the definition of ADV, thereby creating a conflict with the above provision in the Fee Schedule stating that Flag 7 is considered when determining the liquidity adding rebate under its tiered pricing structure. The Exchange now seeks to make a corrective change to the definition of ADV to state that routed orders are included in a Member's ADV calculation. The proposed rule change is designed to resolve a conflict in the Fee Schedule between the definition of ADV and the inclusion of orders that yield Flag 7 when determining the liquidity adding rebate under its tiered pricing structure. The Exchange notes that its

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<sup>5</sup> 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, excluding volume on any day that the Exchange experiences an Exchange System Disruption or the Russell Reconstitution Day.

<sup>6</sup> See Securities Exchange Act Release No. 72002 (April 23, 2014), 79 FR 24028 (April 29, 2014) (SR-EDGX-2014-10). The Exchange also amended the definition of ADV 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 Hours ("Exchange System Disruption"); and (ii) the last Friday in June (the "Russell Reconstitution Day"). *Id.*

proposal conforms to an existing practice and does not modify the fees or rebate that the Exchange has been providing its Members for achieving tier-based pricing.

Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule on June 2, 2014.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,<sup>7</sup> in general, and furthers the objectives of Section 6(b)(4),<sup>8</sup> 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.

Flag RC

The Exchange believes that its proposal to delete Flag RC in its Fee Schedule represents an equitable allocation of reasonable dues, fees, and other charges among Members and other persons using its facilities. The proposed change is in response to NSX's announcement that it will cease market operations and its last day of trading will Friday, May 30, 2014.<sup>9</sup> As of June 1, 2014, the Exchange, via DE Route, will no longer be able to route orders to NSX and, therefore, proposes to remove Flag RC from its Fee Schedule. The Exchange believes that the proposed amendment is intended to make the Fee Schedule clearer and less confusing for investors and eliminate potential investor confusion, thereby removing impediments to and perfecting the

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<sup>7</sup> 15 U.S.C. 78f.

<sup>8</sup> 15 U.S.C. 78f(b)(4).

<sup>9</sup> See Securities Exchange Act Release No. 72107 (May 6, 2014), 79 FR 27017 (May 12, 2014) (SR-NSX-2014-14) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Cease Trading on Its Trading System).

mechanism of a free and open market and a national market system, and, in general, protecting investors and the public interest.

#### ADV

The Exchange believes that correcting an inadvertent error in the definition of ADV with regard to routed orders is reasonable because it will increase the level of transparency on the Exchange's Fee Schedule and improve the Exchange's ability to effectively convey the criteria necessary to achieve tier-based pricing and resolve a conflict in the Fee Schedule between the definition of ADV and the inclusion of orders that yield Flag 7 when determining the liquidity adding rebate under its tiered pricing structure. The Exchange notes that its proposal conforms to an existing practice and does not modify the rebates or fees that the Exchange provides its Members for achieving tier-based pricing. The Exchange has historically in practice and will continue to include routed shares when calculating a Member's ADV by including orders that yield that yield Flag 7 when determining the liquidity adding rebate under its tiered pricing structure. Other than this correction, which resolves a conflict in the Fee Schedule, the remainder of the definition of ADV would remain unchanged. Lastly, the Exchange also believes that these proposed amendments are non-discriminatory because they apply uniformly to all Members.

#### 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.

#### Flag RC

The Exchange believes that its proposal to delete Flag RC in its Fee Schedule would not affect intermarket nor intramarket competition because this change is not designed to amend any fee or rebate or alter the manner in which the Exchange assesses fees or calculates rebates. It is simply proposed in response to NSX announcement that it will cease market operations and its last day of trading will be Friday, May 30, 2014.<sup>10</sup>

#### ADV

The Exchange believes that correcting an inadvertent error in the definition of ADV would not impose a burden on intermarket or intramarket competition because it simply conforms to an existing practice by resolving a conflict in the Fee Schedule and does not modify the rebates or fees that the Exchange provides its Members for achieving tier-based pricing. The Exchange has historically in practice and will continue to include routed shares when calculating a Member's ADV by including orders that yield Flag 7 when determining the liquidity adding rebate under its tiered pricing structure. Other than this correction, the remainder of the definition of ADV would remain unchanged.

#### 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

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<sup>10</sup> See Securities Exchange Act Release No. 72107 (May 6, 2014), 79 FR 27017 (May 12, 2014) (SR-NSX-2014-14) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Cease Trading on Its Trading System).

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 Act<sup>11</sup> and paragraph (f)(2) of Rule 19b-4 thereunder.<sup>12</sup>

(c) Inapplicable.

(d) Inapplicable.

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

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

9. Security Based- Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

Exhibit 1 – Form of Notice of Proposed Rule Change for Publication in the Federal Register.

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<sup>11</sup> 15 U.S.C. 78s(b)(3)(A)(ii).

<sup>12</sup> 17 CFR 240.19b-4(f)(2).

Exhibit 5 – Text of the Proposed Rule Change.

## EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34- \_\_\_\_\_ ; File No. SR-EDGX-2014-16)

[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”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> 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 Members<sup>3</sup> of the Exchange pursuant to EDGX Rule 15.1(a) and (c) (“Fee Schedule”) to: (i) delete Flag RC, which routes to the National Stock Exchange, Inc. (“NSX”) and adds liquidity; and (ii) make a corrective change to the definition of Average Daily Trading Volume

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> 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).

(“ADV”) to state that ADV includes shared routed by the Exchange. The text of the proposed rule change is available on the Exchange’s Internet website at [www.directedge.com](http://www.directedge.com), at the Exchange’s principal office, and at the Public Reference Room of the Commission.

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

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization has prepared summaries, set forth in sections A, B and C below, of the most significant aspects of such statements.

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

1. Purpose

The Exchange proposes to amend its Fee Schedule to: (i) delete Flag RC, which routes to the NSX and adds liquidity; and (ii) make a corrective change to the definition of ADV to state that ADV includes shared routed by the Exchange.

Flag RC

The Exchange proposes to amend its Fee Schedule to delete Flag RC, which routes to the NSX and adds liquidity, in response to the NSX’s announcement that it will cease market operations and its last day of trading will be Friday, May 30, 2014.<sup>4</sup> The

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<sup>4</sup> See Securities Exchange Act Release No. 72107 (May 6, 2014), 79 FR 27017 (May 12, 2014) (SR-NSX-2014-14) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Cease Trading on Its Trading System).

Exchange currently charges a fee of \$0.0001 per share in securities priced at or above \$1.00 and no fee in securities priced below \$1.00 for Members' orders that yield Flag RC. The fee for orders that yield Flag RC represents a pass through of the rate that DE Route, the Exchange's affiliated routing broker-dealer, is charged for routing orders that add liquidity to NSX. As of June 1, 2014, the Exchange, via DE Route, will no longer be able to route orders to NSX because it ceased operations, and, therefore, proposes to remove Flag RC from its Fee Schedule.

### ADV

The Exchange proposes to make a corrective change to the definition of ADV to state that a Member's ADV does include shares that are routed to other trading centers. 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, and/or average daily Total Consolidated Volume.<sup>5</sup> On May 1, 2014, the Exchange harmonized its definition of ADV with that contained in the BATS Exchange, Inc. ("BATS") and BATS-Y Exchange, Inc. ("BYX") fee schedules by amending the definitions of ADV to state that routed shares are not included in ADV calculation.<sup>6</sup>

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<sup>5</sup> 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, excluding volume on any day that the Exchange experiences an Exchange System Disruption or the Russell Reconstitution Day.

<sup>6</sup> See Securities Exchange Act Release No. 72002 (April 23, 2014), 79 FR 24028 (April 29, 2014) (SR-EDGX-2014-10). The Exchange also amended the definition of ADV 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 Hours ("Exchange System Disruption"); and (ii) the last Friday in June (the "Russell Reconstitution Day"). Id.

The Exchange's Fee Schedule currently states that Flag 7, which is yielded on orders routed during the pre and post market sessions, is considered when determining the liquidity adding rebate that the Exchange will provide to Members based on its tiered pricing structure. In harmonizing its definition of ADV with BATS and BYX, the Exchange mistakenly included a provision that excluded routed shares from the definition of ADV, thereby creating a conflict with the above provision in the Fee Schedule stating that Flag 7 is considered when determining the liquidity adding rebate under its tiered pricing structure. The Exchange now seeks to make a corrective change to the definition of ADV to state that routed orders are included in a Member's ADV calculation. The proposed rule change is designed to resolve a conflict in the Fee Schedule between the definition of ADV and the inclusion of orders that yield Flag 7 when determining the liquidity adding rebate under its tiered pricing structure. The Exchange notes that its proposal conforms to an existing practice and does not modify the fees or rebate that the Exchange has been providing its Members for achieving tier-based pricing.

#### Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule on June 2, 2014.

#### 2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,<sup>7</sup> in general, and furthers the objectives of Section 6(b)(4),<sup>8</sup> in particular, as it is designed to provide for the equitable allocation of

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<sup>7</sup> 15 U.S.C. 78f.

<sup>8</sup> 15 U.S.C. 78f(b)(4).

reasonable dues, fees and other charges among its Members and other persons using its facilities.

#### Flag RC

The Exchange believes that its proposal to delete Flag RC in its Fee Schedule represents an equitable allocation of reasonable dues, fees, and other charges among Members and other persons using its facilities. The proposed change is in response to NSX's announcement that it will cease market operations and its last day of trading will Friday, May 30, 2014.<sup>9</sup> As of June 1, 2014, the Exchange, via DE Route, will no longer be able to route orders to NSX and, therefore, proposes to remove Flag RC from its Fee Schedule. The Exchange believes that the proposed amendment is intended to make the Fee Schedule clearer and less confusing for investors and eliminate potential investor confusion, thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, in general, protecting investors and the public interest.

#### ADV

The Exchange believes that correcting an inadvertent error in the definition of ADV with regard to routed orders is reasonable because it will increase the level of transparency on the Exchange's Fee Schedule and improve the Exchange's ability to effectively convey the criteria necessary to achieve tier-based pricing and resolve a conflict in the Fee Schedule between the definition of ADV and the inclusion of orders that yield Flag 7 when determining the liquidity adding rebate under its tiered pricing

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<sup>9</sup> See Securities Exchange Act Release No. 72107 (May 6, 2014), 79 FR 27017 (May 12, 2014) (SR-NSX-2014-14) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Cease Trading on Its Trading System).

structure. The Exchange notes that its proposal conforms to an existing practice and does not modify the rebates or fees that the Exchange provides its Members for achieving tier-based pricing. The Exchange has historically in practice and will continue to include routed shares when calculating a Member's ADV by including orders that yield that yield Flag 7 when determining the liquidity adding rebate under its tiered pricing structure. Other than this correction, which resolves a conflict in the Fee Schedule, the remainder of the definition of ADV would remain unchanged. Lastly, the Exchange also believes that these proposed amendments are non-discriminatory because they apply uniformly to all Members.

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.

Flag RC

The Exchange believes that its proposal to delete Flag RC in its Fee Schedule would not affect intermarket nor intramarket competition because this change is not designed to amend any fee or rebate or alter the manner in which the Exchange assesses

fees or calculates rebates. It is simply proposed in response to NSX announcement that it will cease market operations and its last day of trading will be Friday, May 30, 2014.<sup>10</sup>

### ADV

The Exchange believes that correcting an inadvertent error in the definition of ADV would not impose a burden on intermarket or intramarket competition because it simply conforms to an existing practice by resolving a conflict in the Fee Schedule and does not modify the rebates or fees that the Exchange provides its Members for achieving tier-based pricing. The Exchange has historically in practice and will continue to include routed shares when calculating a Member's ADV by including orders that yield Flag 7 when determining the liquidity adding rebate under its tiered pricing structure. Other than this correction, the remainder of the definition of ADV would remain unchanged.

### 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 Act<sup>11</sup> and Rule 19b-4(f)(2)<sup>12</sup> thereunder. At any time within 60 days of the filing

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<sup>10</sup> See Securities Exchange Act Release No. 72107 (May 6, 2014), 79 FR 27017 (May 12, 2014) (SR-NSX-2014-14) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Cease Trading on Its Trading System).

<sup>11</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>12</sup> 17 CFR 240.19b-4 (f)(2).

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](mailto:rule-comments@sec.gov). Please include File Number SR-EDGX-2014-16 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-2014-16. 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 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-2014-16 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.<sup>13</sup>

Kevin M. O'Neill  
Deputy Secretary

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<sup>13</sup> 17 CFR 200.30-3(a)(12).

**Exhibit 5**

Additions are underlined; deletions are [bracketed].

EDGX Exchange, Inc. Fee Schedule – Effective [May 1]June 2, 2014

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**Rebates & Charges for Adding, Removing or Routing Liquidity per share for Tape A, B, & C securities<sup>1</sup>:**

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.

\* \* \* \* \*

**Liquidity Flags:**

Flag	Description	Fee/(Rebate) Securities at or above \$1.00	Fee/(Rebate) Securities below \$1.00
A – RB	(No change).		
[RC	<u>Routed to NSX, adds liquidity</u>	<u>0.0001</u>	<u>FREE]</u>
RP - ZR <sup>4</sup>	(No change).		

\* \* \* \* \*

**Definitions:**

- Average Daily Volume (“ADV”) is defined as the average daily volume of shares that a Member executed on, or routed by, 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).

\* \* \* \* \*