

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="25"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2015"/> - * <input type="text" value="82"/>	Amendment No. (req. for Amendments *) <input type="text"/>
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Filing by **BATS Exchange**
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
			Rule		
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
Section 3C(b)(2) * <input type="checkbox"/>	

Exhibit 2 Sent As Paper Document <input checked="" type="checkbox"/>	Exhibit 3 Sent As Paper Document <input checked="" type="checkbox"/>
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Description

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

Amendment to the fee schedule of BATS Exchange, Inc.

Contact Information

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * <input type="text" value="Chris"/>	Last Name * <input type="text" value="Solgan"/>
Title * <input type="text" value="Assistant General Counsel"/>	
E-mail * <input type="text" value="csolgan@bats.com"/>	
Telephone * <input type="text" value="(646) 856-8723"/>	Fax <input type="text"/>

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 <input type="text" value="09/30/2015"/>	<input type="text" value="Assistant General Counsel"/>
By <input type="text" value="Chris Solgan"/>	<input type="text" value=""/>
(Name *)	

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

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

Add Remove View

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

Partial Amendment

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

1. Text of the Proposed Rule Change

(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 BATS Exchange, Inc. (“BZX” or the “Exchange”) proposes to amend its fees and rebates applicable to Members³ of the Exchange pursuant to Rule 15.1(a) and (c) (“Fee Schedule”) applicable to the use of the Exchange’s equities trading platform (“BZX Equities”) to: (i) adopt a new Step-Up Tier 4 under footnote 2; and (ii) amend the Tape B Volume Tier under footnote 13 to: (A) adopt a new Tape B Volume Tier to be named “Tier 1”; and (B) rename the existing Tape B Volume Tier as “Tier 2”. 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:

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

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

Chris Solgan
Assistant General Counsel
(646) 856-8723

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

(a) Purpose

The Exchange proposes amend the BZX Equities Fee Schedule to: (i) adopt a new Step-Up Tier 4 under footnote 2; and (ii) amend the Tape B Volume Tier under footnote 13 to: (A) adopt a new Tape B Volume Tier to be named "Tier 1"; and (B) rename the existing Tape B Volume Tier as "Tier 2". As is the case with any other rebates on the Fee Schedule, to the extent that a Member qualifies for higher rebates than those provided under the proposed tiers, the higher rebates shall apply.

Step-Up Tier 4

Currently, the Exchange determines the liquidity adding rebate that it will provide to Members using the Exchange's tiered pricing structure, which is based on the Member meeting certain volume tiers based on their ADAV⁴ as a percentage of TCV⁵ or

⁴ As provided in the Fee Schedule, for purposes of BATS Equities pricing, "ADAV" means average daily added volume calculated as the number of shares added per day on a monthly basis; the Exchange excludes from the ADAV calculation routed shares as well as shares added on any day that the Exchange's system experiences a disruption that lasts for more than 60 minutes during regular trading hours ("Exchange System Disruption"), on any day with a scheduled early market close and on the last Friday in June (the "Russell Reconstitution Day").

⁵ As provided in the Fee Schedule, for purposes of BATS Equities pricing, "TCV" means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply, excluding volume on any day that

ADV⁶ as a percentage of TCV. Under such pricing structure, a Member will receive an adding rebate of anywhere between \$0.0020 and \$0.0032 per share executed, depending on the volume tier for which such Member qualifies. The Exchange also maintains additional Step-Up Tiers in addition to the volume tiers described above. The Step-Up Tiers provide Members with additional ways to qualify for enhanced rebates.

The Exchange currently offers three Step-Up Tiers under footnote 2 of its Fee Schedule. Under Tier 1, a Members receives a rebate of \$0.0025 per share where their Step-Up Add TCV⁷ from January 2014 is equal to or greater than 0.07%. Under Tier 2, a Members receives a rebate of \$0.0029 per share where their Step-Up Add TCV from January 2014 is equal to or greater than 0.10%. Lastly, under Tier 3, a Members receives a rebate of \$0.0030 per share where their Step-Up Add TCV from January 2014 is equal to or greater than 0.15%. The Exchange proposes to add a fourth tier under footnote 2. Under proposed Tier 4, a Members would receive a rebate of \$0.0030 per share where their Step-Up Add TCV from August 2015 is equal to or greater than 0.08%; and (2) Member's ADAV as a percentage of TCV is equal to or greater than 0.35%.

the Exchange experiences an Exchange System Disruption, on any with a scheduled early market close and the Russell Reconstitution Day.

⁶ As provided in the fee schedule, for purposes of BATS Equities pricing, "ADV" means average daily volume calculated as the number of shares added or removed, combined, per day on a monthly basis; the Exchange excludes from the ADV calculation routed shares, and shares added on any day that the Exchange's system experiences an Exchange System Disruption, on any day with a scheduled early market close and on the Russell Reconstitution Day.

⁷ As provided in the fee schedule, for purposes of BATS Equities pricing, "Step-Up Add TCV" means ADAV as a percentage of TCV in the relevant baseline month subtracted from current ADAV as a percentage of TCV.

Tape B Volume Tiers

Currently, the Exchange offers a rebate of \$0.0020 per share as the standard rebate for orders with fee code B, which applies to orders that add liquidity to the Exchange in Tape B securities. The Exchange also offers a Tape B Volume Tier that provide Members with the opportunity to earn a higher rebate by meeting certain volume metrics. Specifically, the Tape B Volume Tier provides a rebate of \$0.0027 per share to a Member's orders with fee code B for which the Member's Tape B ADAV as a percentage of TCV is equal to or greater than 0.08%. The Exchange proposes to adopt a new Tape B Volume Tier to be named "Tier 1" under footnote 13 and rename the existing Tape B Volume Tier as "Tier 2". Under proposed Tier 1, a rebate of \$0.0025 per share would be provided to a Member's orders with a fee code of B for which the Member's Tape B ADAV as a percentage of TCV is equal to or greater than 0.05%.

Implementation Date

The Exchange proposes to implement this amendment to its Fee Schedule on October 1, 2015.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,⁸ in general, and furthers the objectives of Section 6(b)(4),⁹ 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 also notes that it operates in a highly-competitive market in

⁸ 15 U.S.C. 78f.

⁹ 15 U.S.C. 78f(b)(4).

which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive. The proposed rule change reflects a competitive pricing structure designed to incent market participants to direct their order flow to the Exchange. The Exchange believes that the proposed rates are equitable and non-discriminatory in that they apply uniformly to all Members. The Exchange believes the fees and credits remain competitive with those charged by other venues and therefore continue to be reasonable and equitably allocated to Members.

Volume-based rebates and fees such as those proposed herein have been widely adopted by equities and options exchanges and are equitable because they are open to all Members on an equal basis and provide additional benefits or discounts 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/or growth patterns, and introduction of higher volumes of orders into the price and volume discovery processes. The Exchange believes that proposed tiers are a reasonable, fair and equitable, and not unfairly discriminatory allocation of fees and rebates because they will provide Members with an additional incentive to reach certain thresholds on the Exchange.

Further, the Exchange believes that the proposed tiers will provide such enhancements in market quality on the Exchange by incentivizing participation. The Exchange notes that it is not proposing to modify any of the existing Step-Up Tiers or the Tape B Volume Tier (other than to rename the existing Tape B Volume Tier as Tier 2), but rather to add two new tiers that will provide Members with additional ways to receive higher rebates. Accordingly, under the proposal a Member will receive either

the same or a higher rebate than they would receive today. Accordingly, the Exchange believes that the proposed additions to the Exchange's tiered pricing structure and incentives are not unfairly discriminatory because they will apply uniformly to all Members and are consistent with the overall goals of enhancing market quality on the Exchange.

In particular, the Exchange believes the addition of a second Tape B Volume Tier is a reasonable means to encourage Members to increase their liquidity in Tape B securities. The Exchange also believes providing a rebate of \$0.0025 per share where a Member's Tape B ADAV as a percentage of TCV is equal to or greater than 0.05% is also equitable and reasonable. The Exchange notes that it currently provides a rebate of \$0.0027 per share to Member's Tape B ADAV as a percentage of TCV is equal to or greater than 0.08%. Such pricing programs thereby reward a Member's growth pattern in Tape B securities and such increased volume increases potential revenue to the Exchange, and will allow the Exchange to continue to provide and potentially expand the incentive programs operated by the Exchange. The Exchange also believes that the rebate amount provided by proposed Tier 1 is equitable and reasonable as compared to the existing Tape B Volume Tier because it reflects the lower criteria necessary to achieve the tier.

The Exchange believes that providing additional financial incentives to Members that demonstrate an increase over their August 2015 Step-Up Add TCV through the new proposed Step-Up Tier 4 offers additional, flexible ways to achieve financial incentives from the Exchange and encourage Members to add liquidity to the Exchange. The Exchange believes that these incentives are reasonable, fair and equitable because the

liquidity from each of these proposals also benefits all investors by deepening the Exchange's liquidity pool, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection. Such pricing programs thereby reward a Member's growth pattern and such increased volume increase potential revenue to the Exchange, and will allow the Exchange to continue to provide and potentially expand the incentive programs operated by the Exchange. These pricing programs are also fair and equitable in that they are available to all Members and will result in Members receiving either the same or an increased rebate than they would currently receive.

The Exchange also believes proposing a baseline eligibility for the proposed Step-Up Tier 4 is equitable and reasonable. The Exchange notes that current Tier 3 provides the same rebate as that proposed for Tier 4, \$0.0030 per share. However, Tier 3 calculates a Member's Step-Up Add TCV from a January 2014 baseline, while proposed Tier 4 would calculate a Member's Step-Up Add TCV from an August 2015 baseline. The primary objective of differing baseline eligibility criteria for the Step-Up Tiers is to increase the number of Members who may be eligible to achieve either the tier and receives the same \$0.0030 per share rebate. The choice of baseline criteria will enhance the value of the Step-Up Tiers to Members whose market participation was higher in January 2014 than August 2015, thereby encouraging them to increase their volume on the Exchange over such baseline. It also provides Members with additional means to achieve the \$0.0030 per share rebate that may not satisfy the current baseline criteria set forth in Tier 3 that is based on a Step-Up Add TCV from January 2014. Such increased volume would increase potential revenue to the Exchange and allow the

Exchange to spread its administrative and infrastructure costs over a greater number of shares, which would result in lower per share costs. The Exchange may then pass on these savings to Members in the form of reduced fees. The increased liquidity would also benefit all investors by deepening the Exchange's liquidity pool, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection.

Lastly, the Exchange believes that it is reasonable and equitable to offer an enhanced rebate to Members who satisfy a certain baseline eligibility because the Exchange believes that such Members are most likely to provide consistent liquidity during periods of market stress and to manage their quotes/orders in a coordinated manner that promotes price discovery and market stability.

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

The Exchange does not believe its proposed amendments to its Fee Schedule would 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 changes represent a significant departure from previous pricing offered by the Exchange or pricing offered by the Exchange's competitors. Additionally, Members may opt to disfavor the Exchange'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 Exchange does not believe that the proposed new tiers would burden competition, but instead, enhances competition, as they are intended to increase the

competitiveness of and draw additional volume to the Exchange. As stated above, the Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if the deemed fee structures to be unreasonable or excessive. The proposed changes are generally intended to enhance the rebates for liquidity added to the Exchange, which is intended to draw additional liquidity to the Exchange. The Exchange does not believe the proposed tiers would burden intramarket competition as they would apply to all Members uniformly.

5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any unsolicited written comments from Members or other interested parties.

6. Extension of Time Period for Commission Action

Not applicable.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

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

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

(c) Inapplicable.

¹⁰ 15 U.S.C. 78s(b)(3)(A)(ii).

¹¹ 17 CFR 240.19b-4(f)(2).

(d) Inapplicable.

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

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

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

Not applicable.

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

Not applicable.

11. Exhibits

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

Exhibit 5 – Text of the Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____; File No. SR-BATS-2015-82)

Self-Regulatory Organizations; BATS Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Related to Fees for Use of BATS Exchange, Inc.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on _____, BATS Exchange, Inc. (the “Exchange” or “BATS”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by the Exchange. The Exchange has designated the proposed rule change as one establishing or changing a member due, fee, or other charge imposed by the Exchange under Section 19(b)(3)(A)(ii) of the Act³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposed rule change effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange filed a proposal to amend its fees and rebates applicable to Members⁵ of the Exchange pursuant to Rule 15.1(a) and (c) (“Fee Schedule”) applicable

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

⁵ A Member is defined as “any registered broker or dealer that has been admitted to membership in the Exchange.” See Exchange Rule 1.5(n).

to the use of the Exchange's equities trading platform ("BZX Equities") to: (i) adopt a new Step-Up Tier 4 under footnote 2; and (ii) amend the Tape B Volume Tier under footnote 13 to: (A) adopt a new Tape B Volume Tier to be named "Tier 1"; and (B) rename the existing Tape B Volume Tier as "Tier 2".

The text of the proposed rule change is available at the Exchange's website at www.batstrading.com, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

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

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

1. Purpose

The Exchange proposes amend the BZX Equities Fee Schedule to: (i) adopt a new Step-Up Tier 4 under footnote 2; and (ii) amend the Tape B Volume Tier under footnote 13 to: (A) adopt a new Tape B Volume Tier to be named "Tier 1"; and (B) rename the existing Tape B Volume Tier as "Tier 2". As is the case with any other rebates on the Fee Schedule, to the extent that a Member qualifies for higher rebates than those provided under the proposed tiers, the higher rebates shall apply.

Step-Up Tier 4

Currently, the Exchange determines the liquidity adding rebate that it will provide to Members using the Exchange's tiered pricing structure, which is based on the Member meeting certain volume tiers based on their ADAV⁶ as a percentage of TCV⁷ or ADV⁸ as a percentage of TCV. Under such pricing structure, a Member will receive an adding rebate of anywhere between \$0.0020 and \$0.0032 per share executed, depending on the volume tier for which such Member qualifies. The Exchange also maintains additional Step-Up Tiers in addition to the volume tiers described above. The Step-Up Tiers provide Members with additional ways to qualify for enhanced rebates.

The Exchange currently offers three Step-Up Tiers under footnote 2 of its Fee Schedule. Under Tier 1, a Members receives a rebate of \$0.0025 per share where their Step-Up Add TCV⁹ from January 2014 is equal to or greater than 0.07%. Under Tier 2, a

⁶ As provided in the Fee Schedule, for purposes of BATS Equities pricing, "ADAV" means average daily added volume calculated as the number of shares added per day on a monthly basis; the Exchange excludes from the ADAV calculation routed shares as well as shares added on any day that the Exchange's system experiences a disruption that lasts for more than 60 minutes during regular trading hours ("Exchange System Disruption"), on any day with a scheduled early market close and on the last Friday in June (the "Russell Reconstitution Day").

⁷ As provided in the Fee Schedule, for purposes of BATS Equities pricing, "TCV" means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply, excluding volume on any day that the Exchange experiences an Exchange System Disruption, on any with a scheduled early market close and the Russell Reconstitution Day.

⁸ As provided in the fee schedule, for purposes of BATS Equities pricing, "ADV" means average daily volume calculated as the number of shares added or removed, combined, per day on a monthly basis; the Exchange excludes from the ADV calculation routed shares, and shares added on any day that the Exchange's system experiences an Exchange System Disruption, on any day with a scheduled early market close and on the Russell Reconstitution Day.

⁹ As provided in the fee schedule, for purposes of BATS Equities pricing, "Step-Up

Members receives a rebate of \$0.0029 per share where their Step-Up Add TCV from January 2014 is equal to or greater than 0.10%. Lastly, under Tier 3, a Members receives a rebate of \$0.0030 per share where their Step-Up Add TCV from January 2014 is equal to or greater than 0.15%. The Exchange proposes to add a fourth tier under footnote 2. Under proposed Tier 4, a Members would receive a rebate of \$0.0030 per share where their Step-Up Add TCV from August 2015 is equal to or greater than 0.08%; and (2) Member's ADAV as a percentage of TCV is equal to or greater than 0.35%.

Tape B Volume Tiers

Currently, the Exchange offers a rebate of \$0.0020 per share as the standard rebate for orders with fee code B, which applies to orders that add liquidity to the Exchange in Tape B securities. The Exchange also offers a Tape B Volume Tier that provide Members with the opportunity to earn a higher rebate by meeting certain volume metrics. Specifically, the Tape B Volume Tier provides a rebate of \$0.0027 per share to a Member's orders with fee code B for which the Member's Tape B ADAV as a percentage of TCV is equal to or greater than 0.08%. The Exchange proposes to adopt a new Tape B Volume Tier to be named "Tier 1" under footnote 13 and rename the existing Tape B Volume Tier as "Tier 2". Under proposed Tier 1, a rebate of \$0.0025 per share would be provided to a Member's orders with a fee code of B for which the Member's Tape B ADAV as a percentage of TCV is equal to or greater than 0.05%.

Implementation Date

The Exchange proposes to implement this amendment to its Fee Schedule on

Add TCV" means ADAV as a percentage of TCV in the relevant baseline month subtracted from current ADAV as a percentage of TCV.

October 1, 2015.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,¹⁰ in general, and furthers the objectives of Section 6(b)(4),¹¹ 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 also notes that it operates in a highly-competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive. The proposed rule change reflects a competitive pricing structure designed to incent market participants to direct their order flow to the Exchange. The Exchange believes that the proposed rates are equitable and non-discriminatory in that they apply uniformly to all Members. The Exchange believes the fees and credits remain competitive with those charged by other venues and therefore continue to be reasonable and equitably allocated to Members.

Volume-based rebates and fees such as those proposed herein have been widely adopted by equities and options exchanges and are equitable because they are open to all Members on an equal basis and provide additional benefits or discounts 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/or growth patterns, and introduction of higher volumes of orders into the price and volume

¹⁰ 15 U.S.C. 78f.

¹¹ 15 U.S.C. 78f(b)(4).

discovery processes. The Exchange believes that proposed tiers are a reasonable, fair and equitable, and not unfairly discriminatory allocation of fees and rebates because they will provide Members with an additional incentive to reach certain thresholds on the Exchange.

Further, the Exchange believes that the proposed tiers will provide such enhancements in market quality on the Exchange by incentivizing participation. The Exchange notes that it is not proposing to modify any of the existing Step-Up Tiers or the Tape B Volume Tier (other than to rename the existing Tape B Volume Tier as Tier 2), but rather to add two new tiers that will provide Members with additional ways to receive higher rebates. Accordingly, under the proposal a Member will receive either the same or a higher rebate than they would receive today. Accordingly, the Exchange believes that the proposed additions to the Exchange's tiered pricing structure and incentives are not unfairly discriminatory because they will apply uniformly to all Members and are consistent with the overall goals of enhancing market quality on the Exchange.

In particular, the Exchange believes the addition of a second Tape B Volume Tier is a reasonable means to encourage Members to increase their liquidity in Tape B securities. The Exchange also believes providing a rebate of \$0.0025 per share where a Member's Tape B ADAV as a percentage of TCV is equal to or greater than 0.05% is also equitable and reasonable. The Exchange notes that it currently provides a rebate of \$0.0027 per share to Member's Tape B ADAV as a percentage of TCV is equal to or greater than 0.08%. Such pricing programs thereby reward a Member's growth pattern in Tape B securities and such increased volume increases potential revenue to the Exchange, and will allow the Exchange to continue to provide and potentially expand the

incentive programs operated by the Exchange. The Exchange also believes that the rebate amount provided by proposed Tier 1 is equitable and reasonable as compared to the existing Tape B Volume Tier because it reflects the lower criteria necessary to achieve the tier.

The Exchange believes that providing additional financial incentives to Members that demonstrate an increase over their August 2015 Step-Up Add TCV through the new proposed Step-Up Tier 4 offers additional, flexible ways to achieve financial incentives from the Exchange and encourage Members to add liquidity to the Exchange. The Exchange believes that these incentives are reasonable, fair and equitable because the liquidity from each of these proposals also benefits all investors by deepening the Exchange's liquidity pool, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection. Such pricing programs thereby reward a Member's growth pattern and such increased volume increase potential revenue to the Exchange, and will allow the Exchange to continue to provide and potentially expand the incentive programs operated by the Exchange. These pricing programs are also fair and equitable in that they are available to all Members and will result in Members receiving either the same or an increased rebate than they would currently receive.

The Exchange also believes proposing a baseline eligibility for the proposed Step-Up Tier 4 is equitable and reasonable. The Exchange notes that current Tier 3 provides the same rebate as that proposed for Tier 4, \$0.0030 per share. However, Tier 3 calculates a Member's Step-Up Add TCV from a January 2014 baseline, while proposed Tier 4 would calculate a Member's Step-Up Add TCV from an August 2015 baseline.

The primary objective of differing baseline eligibility criteria for the Step-Up Tiers is to increase the number of Members who may be eligible to achieve either the tier and receives the same \$0.0030 per share rebate. The choice of baseline criteria will enhance the value of the Step-Up Tiers to Members whose market participation was higher in January 2014 than August 2015, thereby encouraging them to increase their volume on the Exchange over such baseline. It also provides Members with additional means to achieve the \$0.0030 per share rebate that may not satisfy the current baseline criteria set forth in Tier 3 that is based on a Step-Up Add TCV from January 2014. Such increased volume would increase potential revenue to the Exchange and allow the Exchange to spread its administrative and infrastructure costs over a greater number of shares, which would result in lower per share costs. The Exchange may then pass on these savings to Members in the form of reduced fees. The increased liquidity would also benefit all investors by deepening the Exchange's liquidity pool, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection.

Lastly, the Exchange believes that it is reasonable and equitable to offer an enhanced rebate to Members who satisfy a certain baseline eligibility because the Exchange believes that such Members are most likely to provide consistent liquidity during periods of market stress and to manage their quotes/orders in a coordinated manner that promotes price discovery and market stability.

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

The Exchange does not believe its proposed amendments to its Fee Schedule would 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 changes represent a significant departure from previous pricing offered by the Exchange or pricing offered by the Exchange's competitors. Additionally, Members may opt to disfavor the Exchange'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 Exchange does not believe that the proposed new tiers would burden competition, but instead, enhances competition, as they are intended to increase the competitiveness of and draw additional volume to the Exchange. As stated above, the Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if the deemed fee structures to be unreasonable or excessive. The proposed changes are generally intended to enhance the rebates for liquidity added to the Exchange, which is intended to draw additional liquidity to the Exchange. The Exchange does not believe the proposed tiers would burden intramarket competition as they would apply to all Members uniformly.

(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 Act¹² and paragraph (f) of Rule 19b-4 thereunder.¹³ At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposal is consistent with the Act.

Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File No. SR-BATS-2015-82 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File No. SR-BATS-2015-82. 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

¹² 15 U.S.C. 78s(b)(3)(A).

¹³ 17 CFR 240.19b-4(f).

to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. Copies of such filing will also be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File No. SR-BATS-2015-82 and should be submitted on or before [_____21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁴

Robert W. Errett
Deputy Secretary

¹⁴ 17 CFR 200.30-3(a)(12).

Proposed new language is underlined. Proposed deletions are in [brackets].

BATS BZX Exchange Fee Schedule

Effective [September 9]October 1, 2015

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Footnotes:

1. (No change).

2. **Step-Up Tiers**

Applicable to the following fee codes: B, V and Y.

Step-Up Tier	Rebate per share to Add	Member's Step-Up Add TCV from January 2014 is equal to or greater than
Tier 1 – Tier 3	(No change).	

<u>Step-Up Tier</u>	<u>Rebate per share to Add</u>	<u>Required Criteria</u>
<u>Tier 4</u>	<u>(\$0.0030)</u>	<u>(1) Member's Step-Up Add TCV from August 2015 is equal to or greater than 0.08%; and</u> <u>(2) Member's ADAV as a percentage of TCV is equal to or greater than 0.35%</u>

3. – 12. (No change).

13. **Tape B Volume Tiers**

Applicable to the following fee codes: B.

Tier	Rebate per share to Add	Required Criteria
<u>Tier 1</u>	<u>(\$0.0025)</u>	<u>Member's Tape B ADAV as a percentage of TCV is equal to or greater than 0.05%</u>

[Tape B Volume] Tier <u>2</u>	(\$0.0027)	Member's Tape B ADAV as a percentage of TCV is equal to or greater than 0.08%
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