

OMB APPROVAL

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Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 22

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 Form 19b-4

File No.* SR - 2015 - * 50

Amendment No. (req. for Amendments *)

Filing by BATS Y-Exchange, Inc.

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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

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) *

Section 806(e)(2) *

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☐

Section 3C(b)(2) *

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Exhibit 2 Sent As Paper Document



Exhibit 3 Sent As Paper Document



Description

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

BATS Y-Exchange, Inc. proposes a rule change related to Fees.

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 * Assistant General Counsel
 E-mail * csolgan@bats.com
 Telephone * (646) 856-8723 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 12/15/2015

By Chris Solgan

(Name *)

Assistant General Counsel

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.

csolgan@bats.com

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFT 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

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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

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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

Add Remove View

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”),¹ and Rule 19b-4 thereunder,² BATS Y-Exchange, Inc. (“BYX” or the “Exchange”) proposes to amend its fees and rebates applicable to Members³ of the Exchange pursuant to BYX Rule 15.1(a) and (c) (“Fee Schedule”) to adopt fees for the recently adopted ALLB routing strategy. The Exchange also proposes to amend the Fee Codes and Associated Fees table of the Fee Schedule to indicate the amount of the fees and rebates as five decimal points, rather than four decimal points, by adding a zero to the end of each fee and rebate. 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.

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 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).

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

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

ALLB Routing Fees

The Exchange proposes to adopt fees for the ALLB routing strategy. In sum, ALLB is a routing option under which the order checks the System⁴ for available shares and is then sent to the BATS Exchange, Inc. ("BZX"), EDGA Exchange, Inc. ("EDGA"), and the EDGX Exchange, Inc. ("EDGX" collectively with the Exchange, BZX, and EDGA, the "BGM Affiliated Exchanges").⁵ Specifically, an order subject to the ALLB routing option would execute first against liquidity on the BATS Book.⁶ Any remainder would then be routed to BZX, EDGA, and/or EDGX in accordance with the System

⁴ The term "System" is defined as "the electronic communications and trading facility designated by the Board through which securities orders of Users are consolidated for ranking, execution and, when applicable, routing away." See Exchange Rule 1.5(aa).

⁵ See Exchange Rule 11.13(b)(3)(M). See also Securities Exchange Act Release No. 76457 (November 17, 2015), 80 FR 73026 (November 23, 2015) (SR-BYX-2015-46)

⁶ The term "BATS Book" is defined as "the System's electronic file of orders." See Exchange Rule 1.5(e).

routing table.⁷

The Exchange now proposes to adopt three new fee codes, AA, AX, and AZ and related fees for the ALLB routing strategy. These fee codes would enable the Exchange to pass through the rate that BATS Trading, Inc. (“BATS Trading”), the Exchange’s affiliated routing broker-dealer, would be charged for routing orders to BZX, EDGA, and EDGX.⁸ Each of the proposed fee codes are described as follows:

- Fee Code AA. Order routed to EDGA using the ALLB routing strategy would yield fee code AA and receive a rebate of \$0.00200 per share in securities priced at or above \$1.00. Under proposed footnote 11, orders yielding fee code AA in securities priced below \$1.00 would be charged no fee nor would they receive a rebate.
- Fee Code AX. Order routed to EDGX using the ALLB routing strategy would yield fee code AY and be charged a fee of \$0.00290 per share in securities priced at or above \$1.00. Under proposed footnote 12, orders yielding fee code AX in securities priced below \$1.00 would be charged a fee of 0.30% of the transaction’s dollar value.
- Fee Code AZ. Order routed to BZX using the ALLB routing strategy would yield fee code AZ and be charged a fee of \$0.00300 per share in securities priced at or above \$1.00. Under proposed footnote 13, orders

⁷ The term “System routing table” refers to the proprietary process for determining the specific trading venues to which the System routes orders and the order in which it routes them. See Exchange Rule 11.13(b)(3).

⁸ Orders using the ALLB routing option that execute on the Exchange would be subject to the Exchange’s standard fees and rebates, unless the Member achieves a volume tiered reduced fee or enhanced rebate.

yielding fee code AZ in securities priced below \$1.00 would be charged a fee of 0.30% of the transaction's dollar value.

BATS Trading will pass through the above rates to the Exchange and the Exchange, in turn, will pass through that exact rate to its Members. The proposed rates would enable the Exchange to equitably allocate its costs among all Members utilizing the ALLB routing strategy.

Fee Codes and Associated Fees Table

The Exchange also proposes to amend the Fee Codes and Associated Fees table to indicate the amount of the fees and rebates as five decimal points, rather than four decimal points, by adding a zero to the end of each fee and rebate, to reflect the order pricing format on the Exchange's website.⁹ The Exchange notes that none of these changes amend any fee or rebate, nor do they alter the manner in which it assesses fees or calculates rebates.

Implementation Date

The Exchange proposes to implement this amendment to its Fee Schedule on January 4, 2016, but the proposed fee codes and their associated rates will not be available until January 8, 2016, the date upon which it announced to Members that it would implement the ALLB routing strategy.¹⁰

⁹ The Exchange notes that fee code D already indicates its related fee as five decimal points.

¹⁰ See BATS Announces ALLB Routing Option, available at http://cdn.batstrading.com/resources/release_notes/2015/BATS-ALL-BATS-Routing-Strategy-Release-Schedule-Updated.pdf. The Exchange notes that the fee schedule's date was amended to January 4, 2016 in file no. SR-BYX-2015-51 (December 8, 2015).

(b) 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 believes that its proposed rates represent an equitable allocation of reasonable dues, fees, and other charges among Members and other persons using its facilities because the Exchange does not levy additional fees or offer additional rebates for orders that it routes to BZX, EDGA, and EDGX through BATS Trading. The Exchange believes that its proposed pass through the rate for orders that yield fee codes AA, AX or AZ is equitable and reasonable because it accounts for rate that BATS Trading would be subject to for orders it routes and are executed on BZX, EDGA, and EDGX. In addition, the proposal allows the Exchange to pass-through to its Members the rate for orders that are routed to BZX, EDGA, and EDGX using the ALLB routing strategy. Furthermore, the Exchange notes that routing through BATS Trading is voluntary. Lastly, the Exchange also believes that the proposed amendment is non-discriminatory because it applies uniformly to all Members.

The Exchange believes that the changes to the Fee Codes and Associated Fees table of the Fee Schedule are reasonable because they are designed to provide greater transparency to Members with regard to how the Exchange assesses fees and calculates rebates. The Exchange notes that none of the proposed changes are designed to amend

¹¹ 15 U.S.C. 78f.

¹² 15 U.S.C. 78f(b)(4).

any fee, nor alter the manner in which it assesses fees or calculates rebates. These changes to the Fee Schedule are 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.

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

This proposed rule change does 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 this 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 the Exchange's pricing if they believe that alternatives offer them better value. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of Members or competing venues to maintain their competitive standing in the financial markets. The Exchange believes that its proposal to pass through the rates that BATS Trading would be subject to for orders routing to BZX, EDGA, and EDGX using the ALLB routing strategy to Members would increase intermarket competition because it offers customers an alternative means to route orders to those venues. In addition, the proposed pricing would not provide any advantage to Users when routing to BZX, EDGA, and EDGX as compared to other methods of routing or connectivity available to Users by the Exchange because the proposed rates are identical to what the Member would be subject to if it routed to those venues directly. The Exchange believes that its proposal would not burden intramarket competition because the proposed rate would apply uniformly to all Members.

The Exchange believes that the changes to the Fee Codes and Associated Fees

table of the Fee Schedule would not affect intermarket nor intramarket competition because none of these changes are designed to amend any fee or alter the manner in which the Exchange assesses fees or calculates rebates. These changes are intended to provide greater clarity to Members with regard to how the Exchange access fees and calculates rebates.

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

¹³ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁴ 17 CFR 240.19b-4(f)(2).

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.

Exhibit 5 – Text of the Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____; File No. SR-BYX-2015-50)

Self-Regulatory Organizations; BATS Y-Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Related to Fees for Use of BATS Y-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 Y-Exchange, Inc. (the “Exchange” or “BYX”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Exchange has designated the proposed rule change as one establishing or changing a member due, fee, or other charge imposed by the Exchange under Section 19(b)(3)(A)(ii) of the Act³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposed rule change effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange filed a proposal to amend the fee schedule applicable to Members⁵

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 The term “Member” is defined as “any 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).

and non-members of the Exchange pursuant to BYX Rules 15.1(a) and (c) (“Fee Schedule”) to adopt fees for the recently adopted ALLB routing strategy. The Exchange also proposes to amend the Fee Codes and Associated Fees table of the Fee Schedule to indicate the amount of the fees and rebates as five decimal points, rather than four decimal points, by adding a zero to the end of each fee and rebate.

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

ALLB Routing Fees

The Exchange proposes to adopt fees for the ALLB routing strategy. In sum, ALLB is a routing option under which the order checks the System⁶ for available shares

⁶ The term “System” is defined as “the electronic communications and trading facility designated by the Board through which securities orders of Users are

and is then sent to the BATS Exchange, Inc. (“BZX”), EDGA Exchange, Inc. (“EDGA”), and the EDGX Exchange, Inc. (“EDGX” collectively with the Exchange, BZX, and EDGA, the “BGM Affiliated Exchanges”).⁷ Specifically, an order subject to the ALLB routing option would execute first against liquidity on the BATS Book.⁸ Any remainder would then be routed to BZX, EDGA, and/or EDGX in accordance with the System routing table.⁹

The Exchange now proposes to adopt three new fee codes, AA, AX, and AZ and related fees for the ALLB routing strategy. These fee codes would enable the Exchange to pass through the rate that BATS Trading, Inc. (“BATS Trading”), the Exchange’s affiliated routing broker-dealer, would be charged for routing orders to BZX, EDGA, and EDGX.¹⁰ Each of the proposed fee codes are described as follows:

- Fee Code AA. Order routed to EDGA using the ALLB routing strategy would yield fee code AA and receive a rebate of \$0.00200 per share in securities priced at or above \$1.00. Under proposed footnote 11, orders

consolidated for ranking, execution and, when applicable, routing away.” See Exchange Rule 1.5(aa).

⁷ See Exchange Rule 11.13(b)(3)(M). See also Securities Exchange Act Release No. 76457 (November 17, 2015), 80 FR 73026 (November 23, 2015) (SR-BYX-2015-46)

⁸ The term “BATS Book” is defined as “the System’s electronic file of orders.” See Exchange Rule 1.5(e).

⁹ The term “System routing table” refers to the proprietary process for determining the specific trading venues to which the System routes orders and the order in which it routes them. See Exchange Rule 11.13(b)(3).

¹⁰ Orders using the ALLB routing option that execute on the Exchange would be subject to the Exchange’s standard fees and rebates, unless the Member achieves a volume tiered reduced fee or enhanced rebate.

yielding fee code AA in securities priced below \$1.00 would be charged no fee nor would they receive a rebate.

- Fee Code AX. Order routed to EDGX using the ALLB routing strategy would yield fee code AY and be charged a fee of \$0.00290 per share in securities priced at or above \$1.00. Under proposed footnote 12, orders yielding fee code AX in securities priced below \$1.00 would be charged a fee of 0.30% of the transaction's dollar value.
- Fee Code AZ. Order routed to BZX using the ALLB routing strategy would yield fee code AZ and be charged a fee of \$0.00300 per share in securities priced at or above \$1.00. Under proposed footnote 13, orders yielding fee code AZ in securities priced below \$1.00 would be charged a fee of 0.30% of the transaction's dollar value.

BATS Trading will pass through the above rates to the Exchange and the Exchange, in turn, will pass through that exact rate to its Members. The proposed rates would enable the Exchange to equitably allocate its costs among all Members utilizing the ALLB routing strategy.

Fee Codes and Associated Fees Table

The Exchange also proposes to amend the Fee Codes and Associated Fees table to indicate the amount of the fees and rebates as five decimal points, rather than four decimal points, by adding a zero to the end of each fee and rebate, to reflect the order pricing format on the Exchange's website.¹¹ The Exchange notes that none of these

¹¹ The Exchange notes that fee code D already indicates its related fee as five decimal points.

changes amend any fee or rebate, nor do they alter the manner in which it assesses fees or calculates rebates.

Implementation Date

The Exchange proposes to implement this amendment to its Fee Schedule on January 4, 2016, but the proposed fee codes and their associated rates will not be available until January 8, 2016, the date upon which it announced to Members that it would implement the ALLB routing strategy.¹²

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,¹³ in general, and furthers the objectives of Section 6(b)(4),¹⁴ 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 believes that its proposed rates represent an equitable allocation of reasonable dues, fees, and other charges among Members and other persons using its facilities because the Exchange does not levy additional fees or offer additional rebates for orders that it routes to BZX, EDGA, and EDGX through BATS Trading. The Exchange believes that its proposed pass through the rate for orders that yield fee codes AA, AX or AZ is equitable and reasonable because it accounts for rate that BATS

¹² See BATS Announces ALLB Routing Option, [available at http://cdn.batstrading.com/resources/release_notes/2015/BATS-ALL-BATS-Routing-Strategy-Release-Schedule-Updated.pdf](http://cdn.batstrading.com/resources/release_notes/2015/BATS-ALL-BATS-Routing-Strategy-Release-Schedule-Updated.pdf). The Exchange notes that the fee schedule's date was amended to January 4, 2016 in file no. SR-BYX-2015-51 (December 8, 2015).

¹³ 15 U.S.C. 78f.

¹⁴ 15 U.S.C. 78f(b)(4).

Trading would be subject to for orders it routes and are executed on BZX, EDGA, and EDGX. In addition, the proposal allows the Exchange to pass-through to its Members the rate for orders that are routed to BZX, EDGA, and EDGX using the ALLB routing strategy. Furthermore, the Exchange notes that routing through BATS Trading is voluntary. Lastly, the Exchange also believes that the proposed amendment is non-discriminatory because it applies uniformly to all Members.

The Exchange believes that the changes to the Fee Codes and Associated Fees table of the Fee Schedule are reasonable because they are designed to provide greater transparency to Members with regard to how the Exchange assesses fees and calculates rebates. The Exchange notes that none of the proposed changes are designed to amend any fee, nor alter the manner in which it assesses fees or calculates rebates. These changes to the Fee Schedule are intended to make the Fee Schedule clearer and less confusing for investors and eliminate potential investor confusion, thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, in general, protecting investors and the public interest.

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

This proposed rule change does 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 this 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 the Exchange's pricing if they believe that alternatives offer them better value. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of Members or competing venues to maintain their

competitive standing in the financial markets. The Exchange believes that its proposal to pass through the rates that BATS Trading would be subject to for orders routing to BZX, EDGA, and EDGX using the ALLB routing strategy to Members would increase intermarket competition because it offers customers an alternative means to route orders to those venues. In addition, the proposed pricing would not provide any advantage to Users when routing to BZX, EDGA, and EDGX as compared to other methods of routing or connectivity available to Users by the Exchange because the proposed rates are identical to what the Member would be subject to if it routed to those venues directly. The Exchange believes that its proposal would not burden intramarket competition because the proposed rate would apply uniformly to all Members.

The Exchange believes that the changes to the Fee Codes and Associated Fees table of the Fee Schedule would not affect intermarket nor intramarket competition because none of these changes are designed to amend any fee or alter the manner in which the Exchange assesses fees or calculates rebates. These changes are intended to provide greater clarity to Members with regard to how the Exchange access fees and calculates rebates.

(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 Act¹⁵ and paragraph (f) of Rule 19b-4 thereunder.¹⁶ At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

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

Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File No. SR-BYX-2015-50 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-BYX-2015-50. 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

¹⁵ 15 U.S.C. 78s(b)(3)(A).

¹⁶ 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-BYX-2015-50 and should be submitted on or before [_____] 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁷

Robert W. Errett
Deputy Secretary

¹⁷ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

BATS BYX Exchange Fee Schedule

Effective January 4, 2015

* * * * *

Fee Codes and Associated Fees:

Fee Code	Description	Fee/(Rebate)
10 ¹⁰	Routed to NYSE Arca, adds liquidity (Tape B)	(0.00220)
8 ¹⁰	Routed to NYSE MKT, adds liquidity	(0.00150)
9 ¹⁰	Routed to NYSE Arca, adds liquidity (Tapes A or C)	(0.00210)
A ¹⁰	Routed to NASDAQ, adds liquidity	(0.00150)
<u>AA¹¹</u>	<u>Routed to EDGA using ALLB routing strategy</u>	<u>(0.00020)</u>
<u>AX¹²</u>	<u>Routed to EDGX using ALLB routing strategy</u>	<u>0.00290</u>
<u>AZ¹³</u>	<u>Routed to BZX using ALLB routing strategy</u>	<u>0.00300</u>
B ^{1,7}	Displayed order, adds liquidity to BYX (Tape B)	0.00180
BA	Routed to NYSE Arca using Destination Specific routing strategy (Tape B)	0.00270
BB ⁶	Removes liquidity from BYX (Tape B)	(0.00150)
BJ	Routed to EDGA using Destination Specific, TRIM or TRIM2 routing strategy	(0.00020)
BO	Routed using Destination Specific routing strategy unless otherwise specified	0.00300
C ³	Routed to NASDAQ BX using Destination Specific, TRIM or TRIM2 routing strategy	(0.00100)
CL	Routed to listing market closing process	0.00100
D	(No change).	
F ¹⁰	Routed to NYSE, adds liquidity	(0.00150)
G	Routed to NYSE Arca using Destination Specific routing strategy (Tapes A or C)	0.00290
HA ^{4,7}	Non-displayed order, adds liquidity	0.00240

HI ^{4,7}	Non-displayed order that receives price improvement, adds liquidity	0.0030 <u>0</u>
J	Routed to NASDAQ using Destination Specific or INET routing strategy	0.0029 <u>0</u>
MM ^{2,7}	Non-displayed order, adds liquidity using Mid-Point Peg	0.0010 <u>0</u>
MT ⁶	(No change).	
N ⁶	Removes liquidity from BYX (Tape C)	(0.0015 <u>0</u>)
O	Routed to listing market opening or re-opening cross	0.0015 <u>0</u>
OO	(No change).	
P ¹⁰	Routed to EDGX, adds liquidity	(0.0020 <u>0</u>)
PX ⁸	Routed using RMPT or routed to EDGX MPM using ICMT or IOCM routing strategy	0.0012 <u>0</u>
R	Re-routed by NYSE using RDOT, RDOX or Post to Away routing strategy	0.0030 <u>0</u>
RA ¹⁰	Routed to EDGA, adds liquidity	0.0005 <u>0</u>
RB ¹⁰	Routed to NASDAQ BX, adds liquidity	0.0020 <u>0</u>
RN	Routed to NASDAQ using ROOC routing strategy, adds liquidity	(0.0015 <u>0</u>)
RP ⁷	Non-displayed order, adds liquidity using Supplemental Peg	0.0024 <u>0</u>
RZ ¹⁰	Routed to BZX, adds liquidity	(0.0020 <u>0</u>)
S	Directed ISO	0.0033 <u>0</u>
SW ⁹	Routed using Parallel T or SWPA/B routing strategy	0.0033 <u>0</u>
SX	Routed using SLIM routing strategy (except to BZX or NYSE)	0.0027 <u>0</u>
SZ	Routed to BZX using SLIM or TRIM routing strategy	0.0030 <u>0</u>
V ^{1,7}	Displayed order, adds liquidity to BYX (Tape A)	0.0018 <u>0</u>
VI ⁷	Displayed order subject to price sliding that receives price improvement, adds liquidity	0.0030 <u>0</u>
W ⁶	Removes liquidity from BYX (Tape A)	(0.0015 <u>0</u>)
X ⁸	Routed to a displayed market to remove liquidity using Parallel D, Parallel 2D, ROUT, ROUX or Post to Away routing strategy	0.0029 <u>0</u>
Y ^{1,7}	Displayed order, adds liquidity to BYX (Tape C)	0.0018 <u>0</u>
Z	Routed to a dark liquidity venue (except through SLIM)	0.0020 <u>0</u>

ZP ⁷	Retail Price Improving Order, adds liquidity	0.0025 <u>0</u>
ZR ^{5,6}	Retail Order, removes liquidity against a Retail Price Improving Order	(0.0025 <u>0</u>)

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Footnotes:

1. – 10. (No change).

11. Remove liquidity from EDGA using ALLB routing strategy for securities priced below \$1.00: no fee or charge.

12. Remove liquidity from EDGX using ALLB routing strategy for securities priced below \$1.00: 0.30% charge of the total dollar value.

13. Remove liquidity from BZX using ALLB routing strategy for securities priced below \$1.00: 0.30% charge of the total dollar value.

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