

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 15	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2015 - * 35	Amendment No. (req. for Amendments *)
----------------	--	----------------------------	---------------------------------------

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"/>
--	--

Description

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

Amendments to the fee schedule of EDGX 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 * Chris Last Name * Solgan

Title * Assistant General Counsel

E-mail * csolgan@bat.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 07/28/2015 Assistant General Counsel

By Chris Solgan

(Name *)

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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 *

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, 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

Add Remove View

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

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 EDGX Exchange, Inc. (“EDGX” or the “Exchange”) proposes to amend its schedule of fees and rebates applicable to Members³ and non-Members of the Exchange pursuant to EDGX Rule 15.1(a) and (c) (“Fee Schedule”) to remove fee code 5, which is appended to trades that inadvertently match against each other and share the same Market Participant Identifier (“MPID”) (“Internalized Trade”) during the Pre-Opening⁴ and Post-Closing Sessions.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

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.” See Exchange Rule 1.5(n).

⁴ The “Pre-Opening Session” is defined as “the time between 8:00 a.m. and 9:30 a.m. Eastern Time.” See Exchange Rule 1.5(r).

⁵ The “Post-Closing Session” is defined as “the time between 4:00 p.m. and 8:00 p.m. Eastern Time.” See Exchange Rule 1.5(s).

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

The Exchange proposes to amend its Fee Schedule to remove fee code 5, which is appended to Internalized Trade that add or remove liquidity during the Pre-Opening and Post-Closing Sessions. Orders that yield fee code 5 are charged a fee of \$0.00045 per share in securities priced at or above \$1.00 and 0.15% of the dollar value of the trade in securities priced below \$1.00. During Regular Trading Hours,⁶ fee code EA is appended to side of an Internalized Trade that adds liquidity, while fee code ER is appended to the side of an Internalized Trade that removes liquidity. Going forward, fee codes EA or ER will also be appended to Internalized Trades during the Pre-Opening and Post-Closing Sessions. Like fee code 5, orders that yield fee codes EA or ER are charged a fee of \$0.00045 per share in securities priced at or above \$1.00 and 0.15% of the dollar value of the trade in securities priced below \$1.00.

As a result of the proposed removal of fee code 5, the Exchange also proposes to:

(i) remove reference to fee code 5 from footnote 7 and; (ii) delete footnote 10. Under footnote 7, if a Member adds an ADV of at least 10,000,000 shares, then the Member's rate for fee codes 5, EA, or ER decreases to \$0.0001 per share per side. Fee codes EA

⁶ The "Regular Trading Hours" is defined as "the time between 9:30 a.m. and 4:00 p.m. Eastern Time." See Exchange Rule 1.5(y).

and ER would continue to remain eligible for the reduced fee under footnote 7.

Footnote 10 states that a Member's monthly volume attributed to fee code 5 will be allocated accordingly between the added fee codes and removal fee codes when determining whether that Member satisfied a certain tier. The Exchange proposes to delete footnote 10 as it will no longer be necessary once fee code 5 is deleted.

Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule on August 3, 2015.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,⁷ in general, and furthers the objectives of Section 6(b)(4),⁸ 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. Specifically, the Exchange believes it is equitable, reasonable and non-discriminatory to delete fee code 5 because, going forward, fee codes EA and ER will be applied to the applicable side of an Internalized Trade. The proposed deletion of fee code 5 does not amend the fees charged for Internalized Trades. Members would continue to be charged identical fees for Internalized Trades occurring during the Pre-Opening and Post-Closing sessions as the fees charged for fee codes EA and ER are the same as fee code 5. The charge for Members inadvertently matching with themselves

⁷ 15 U.S.C. 78f.

⁸ 15 U.S.C. 78f(b)(4).

will continue to be no more favorable than the Exchange's maker/taker spread enabling the Exchange to continue to discourage potential wash sales.⁹ In addition, the Exchange believes it is equitable and reasonable to remove a reference to fee code 5 in footnote 7 and delete footnote 10 as they are no longer necessary in light of the deletion of fee code 5 from the Exchange's Fee Schedule. Lastly, the Exchange also believes that the proposed amendment is non-discriminatory because it applies uniformly to all Members.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition. The proposed changes do not amend the amount or application of any fee or rebate. Members would continue to be charged identical fees for Internalized Trades occurring during the Pre-Opening and Post-Closing sessions as the fees charged for fee codes EA and ER are the same as those fees charged for orders that yielded fee code 5.

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)

⁹ The Exchange will continue to ensure that the fees applicable to Internalized Trades are no more favorable than the Exchange's prevailing maker/taker spread.

- (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.
- (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.

¹⁰ 15 U.S.C. 78s(b)(3)(A)(ii).

¹¹ 17 CFR 240.19b-4(f)(2).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____; File No. SR-EDGX-2015-35)

Self-Regulatory Organizations; EDGX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Related to Fees for Use of EDGX 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 _____, 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 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 schedule of fees and rebates applicable to Members⁵ and non-Members of the Exchange pursuant to EDGX Rule

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

15.1(a) and (c) (“Fee Schedule”) to remove fee code 5, which is appended to trades that inadvertently match against each other and share the same Market Participant Identifier (“MPID”) (“Internalized Trade”) during the Pre-Opening⁶ and Post-Closing Sessions.⁷

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 to amend its Fee Schedule to remove fee code 5, which is appended to Internalized Trade that add or remove liquidity during the Pre-Opening and Post-Closing Sessions. Orders that yield fee code 5 are charged a fee of \$0.00045 per

admitted to membership in the Exchange.” See Exchange Rule 1.5(n).

⁶ The “Pre-Opening Session” is defined as “the time between 8:00 a.m. and 9:30 a.m. Eastern Time.” See Exchange Rule 1.5(r).

⁷ The “Post-Closing Session” is defined as “the time between 4:00 p.m. and 8:00 p.m. Eastern Time.” See Exchange Rule 1.5(s).

share in securities priced at or above \$1.00 and 0.15% of the dollar value of the trade in securities priced below \$1.00. During Regular Trading Hours,⁸ fee code EA is appended to side of an Internalized Trade that adds liquidity, while fee code ER is appended to the side of an Internalized Trade that removes liquidity. Going forward, fee codes EA or ER will also be appended to Internalized Trades during the Pre-Opening and Post-Closing Sessions. Like fee code 5, orders that yield fee codes EA or ER are charged a fee of \$0.00045 per share in securities priced at or above \$1.00 and 0.15% of the dollar value of the trade in securities priced below \$1.00.

As a result of the proposed removal of fee code 5, the Exchange also proposes to:

(i) remove reference to fee code 5 from footnote 7 and; (ii) delete footnote 10. Under footnote 7, if a Member adds an ADV of at least 10,000,000 shares, then the Member's rate for fee codes 5, EA, or ER decreases to \$0.0001 per share per side. Fee codes EA and ER would continue to remain eligible for the reduced fee under footnote 7. Footnote 10 states that a Member's monthly volume attributed to fee code 5 will be allocated accordingly between the added fee codes and removal fee codes when determining whether that Member satisfied a certain tier. The Exchange proposes to delete footnote 10 as it will no longer be necessary once fee code 5 is deleted.

Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule on August 3, 2015.

⁸ The "Regular Trading Hours" is defined as "the time between 9:30 a.m. and 4:00 p.m. Eastern Time." See Exchange Rule 1.5(y).

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,⁹ in general, and furthers the objectives of Section 6(b)(4),¹⁰ 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. Specifically, the Exchange believes it is equitable, reasonable and non-discriminatory to delete fee code 5 because, going forward, fee codes EA and ER will be applied to the applicable side of an Internalized Trade. The proposed deletion of fee code 5 does not amend the fees charged for Internalized Trades. Members would continue to be charged identical fees for Internalized Trades occurring during the Pre-Opening and Post-Closing sessions as the fees charged for fee codes EA and ER are the same as fee code 5. The charge for Members inadvertently matching with themselves will continue to be no more favorable than the Exchange's maker/taker spread enabling the Exchange to continue to discourage potential wash sales.¹¹ In addition, the Exchange believes it is equitable and reasonable to remove a reference to fee code 5 in footnote 7 and delete footnote 10 as they are no longer necessary in light of the deletion of fee code 5 from the Exchange's Fee Schedule. Lastly, the Exchange also believes that the proposed amendment is non-discriminatory because it applies uniformly to all Members.

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

⁹ 15 U.S.C. 78f.

¹⁰ 15 U.S.C. 78f(b)(4).

¹¹ The Exchange will continue to ensure that the fees applicable to Internalized Trades are no more favorable than the Exchange's prevailing maker/taker spread.

The Exchange does not believe that the proposed rule change will impose any burden on competition. The proposed changes do not amend the amount or application of any fee or rebate. Members would continue to be charged identical fees for Internalized Trades occurring during the Pre-Opening and Post-Closing sessions as the fees charged for fee codes EA and ER are the same as those fees charged for orders that yielded fee code 5

(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.

¹² 15 U.S.C. 78s(b)(3)(A).

¹³ 17 CFR 240.19b-4(f).

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-EDGX-2015-35 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-EDGX-2015-35. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>).

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

EDGX-2015-35 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).

EXHIBIT 5

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

EDGX Exchange Fee Schedule

Effective [July 14]August 3, 2015

* * * * *

Fee Codes and Associated Fees:

Fee Code	Description	Fee/(Rebate) Securities at or above \$1.00	Fee/(Rebate) Securities below \$1.00
10 - 4 ^{1,2}	(No change).		
[5 ⁷	Internalization, pre and post market, per side	0.00045	0.15% of Dollar Value]
6 - ZR ⁴	(No change).		

* * * * *

Footnotes:

¹⁻⁶ (No change).

⁷ If a Member adds an ADV of at least 10,000,000 shares, then the Member's rate for internalization (fee codes [5,]EA or ER) decreases to \$0.0001 per share per side.

⁸⁻⁹ (No change).

¹⁰ Reserved.[A Member's monthly volume attributed to fee code 5 will be allocated accordingly between the added fee codes and removal fee codes when determining whether that Member satisfied a certain tier.]

¹¹ (No change).

* * * * *