

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="53"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2016"/> - * <input type="text" value="29"/>	Amendment No. (req. for Amendments *) <input type="text" value="1"/>
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Filing by **Bats BZX Exchange, Inc.**
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input type="checkbox"/>	Amendment * <input checked="" type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input checked="" type="checkbox"/>	Section 19(b)(3)(A) * <input 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 type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

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

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

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

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="09/01/2016"/>	<input type="text" value="Assistant General Counsel"/>
By <input type="text" value="Chris Solgan"/>	<input type="text"/>
(Name *)	

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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

Exhibit 1 - Notice of Proposed Rule Change *

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

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

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

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

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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

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

Partial Amendment

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

1. Text of the Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ Bats BZX Exchange, Inc. (“BZX” or “Exchange”) is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposed rule change to adopt paragraph (c) to Exchange Rule 11.27 to describe changes to System² functionality necessary to implement the Regulation NMS Plan to Implement a Tick Size Pilot Program (“Plan” or “Pilot”).³ In determining the scope of the proposed changes to implement the Pilot,⁴ the Exchange carefully weighed the impact on the Pilot, System complexity, and the usage of such order types in Pilot Securities.

The text of the proposed rule change is attached as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors of the Exchange on February 11, 2014. Exchange staff will advise the Board of Directors of the Exchange of any action taken pursuant to delegated authority. No other action is necessary for the filing of

¹ 15 U.S.C. 78s(b)(1).

² 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).

³ See Securities Exchange Act Release No. 74892 (May 6, 2015), 80 FR 27513 (May 13, 2015) (“Approval Order”).

⁴ Unless otherwise specified, capitalized terms used in this rule filing are defined as set forth in the Plan.

the rule change.

The persons on the Exchange staff prepared to respond to questions and comments on the proposed rule change are:

Eric Swanson
EVP, General Counsel
(913) 815-7000

Chris Solgan
Assistant General Counsel
(646) 856-8723

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

(a) Purpose

This Amendment No. 1 to SR-BatsBZX-2016-29 amends and replaces in its entirety the proposal as originally submitted on June 29, 2016. The Exchange submits this amendment to delete certain aspects of the proposal and to expand certain proposed behavior that was limited to Test Group Three to all test groups, including the Control Group.

Background

On August 25, 2014, NYSE Group, Inc., on behalf of the Exchange, Bats BYX Exchange, Inc. ("BYX"), Chicago Stock Exchange, Inc., Bats EDGA Exchange, Inc. ("EDGA"), Bats EDGX Exchange, Inc. ("EDGX"), Financial Industry Regulatory Authority, Inc. ("FINRA"), NASDAQ OMX BX, Inc., NASDAQ OMX PHLX LLC, the Nasdaq Stock Market LLC, New York Stock Exchange LLC ("NYSE"), NYSE MKT LLC, and NYSE Arca, Inc. (collectively "Participants"), filed with the Commission, pursuant to Section 11A of the Act⁵ and Rule 608 of Regulation NMS thereunder, the

⁵ 15 U.S.C. 78k-1.

Plan to implement a tick size pilot program.⁶ The Participants filed the Plan to comply with an order issued by the Commission on June 24, 2014.⁷ The Plan was published for comment in the Federal Register on November 7, 2014, and approved by the Commission, as modified, on May 6, 2015.⁸

The Plan is designed to allow the Commission, market participants, and the public to study and assess the impact of increment conventions on the liquidity and trading of the common stocks of small-capitalization companies. Each Participant is required to comply, and to enforce compliance by its member organizations, as applicable, with the provisions of the Plan.

The Pilot will include stocks of companies with \$3 billion or less in market capitalization, an average daily trading volume of one million shares or less, and a volume weighted average price of at least \$2.00 for every trading day. The Pilot will consist of a Control Group of approximately 1400 Pilot Securities and three Test Groups with 400 Pilot Securities in each Test Group selected by a stratified sampling.⁹ During the Pilot, Pilot Securities in the Control Group will be quoted and traded at the currently permissible increments. Pilot Securities in the first Test Group (“Test Group One”) will be quoted in \$0.05 minimum increments but will continue to trade at any price increment

⁶ See Letter from Brendon J. Weiss, Vice President, Intercontinental Exchange, Inc., to Secretary, Commission, dated August 25, 2014.

⁷ See Securities Exchange Act Release No. 72460 (June 24, 2014), 79 FR 36840 (June 30, 2014).

⁸ See Approval Order, *supra* note 3.

⁹ See Section V of the Plan for identification of Pilot Securities, including criteria for selection and grouping.

that is currently permitted.¹⁰ Pilot Securities in the second Test Group (“Test Group Two”) will be quoted in \$0.05 minimum increments and will trade at \$0.05 minimum increments subject to a midpoint exception, a retail investor order exception, and a negotiated trade exception.¹¹ Pilot Securities in the third Test Group (“Test Group Three”) will be subject to the same restrictions as Test Group Two and also will be subject to the “Trade-at” requirement to prevent price matching by a market participant that is not displaying at a price of a Trading Center’s¹² “Best Protected Bid” or “Best Protected Offer,” unless an enumerated exception applies.¹³ The same exceptions provided under Test Group Two will also be available under the Trade-at Prohibition, with an additional exception for Block Size orders and exceptions that mirror those under Rule 611 of Regulation NMS.¹⁴

The Plan requires the Exchange to establish, maintain, and enforce written policies and procedures that are reasonably designed to comply with applicable quoting and trading requirements specified in the Plan. Accordingly, the Exchange adopted paragraph (a) of Rule 11.27 to require Members¹⁵ to comply with the quoting and trading

¹⁰ See Section VI(B) of the Plan.

¹¹ See Section VI(C) of the Plan.

¹² The Plan incorporates the definition of “Trading Center” from Rule 600(b)(78) of Regulation NMS. Regulation NMS defines a Trading Center as “a national securities exchange or national securities association that operates an SRO trading facility, an alternative trading system, an exchange market maker, an OTC market maker, or any other broker or dealer that executes orders internally by trading as principal or crossing orders as agent.”

¹³ See Section VI(D) of the Plan.

¹⁴ 17 CFR 242.611.

¹⁵ 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).

provisions of the Plan.¹⁶ The Exchange also adopted paragraph (b) of Rule 11.27 to require Members to comply with the data collection provisions under Appendix B and C of the Plan.¹⁷

Proposed System Changes

The Exchange proposes to adopt paragraph (c) of Exchange Rule 11.27 to describe changes to System functionality necessary to implement the Plan. Paragraph (c) of Rule 11.27 would set forth the Exchange's specific procedures for handling, executing, re-pricing and displaying of certain order types and order type instructions applicable to Pilot Securities in the Control Group and Test Groups One, Two, and Three. The proposed changes include amendments to the operation of: (i) BZX Market Orders; (ii) Market Pegged Orders; (iii) Mid-Point Peg Orders; (iv) Discretionary Orders; (v) Market Maker Peg Orders; (vi) Supplemental Peg Orders; and (vii) orders subject to the Display-Price Sliding process.

In determining the scope of these proposed changes to implement the Plan, the Exchange carefully weighed the impact on the Pilot, System complexity, and the usage of such order types in Pilot Securities. These proposed changes are designed to directly comply with the Plan and to assist the Exchange in meeting its regulatory obligations pursuant to the Plan. As discussed below, certain of these changes are also intended to reduce risk in the System by eliminating unnecessary complexity based on infrequent

¹⁶ See Securities Exchange Act Release No. 77291 (March 3, 2016), 81 FR 12543 (March 9, 2016) (SR-BATS-2015-108).

¹⁷ See Securities Exchange Act Release Nos. 77105 (February 10, 2016), 81 FR 8112 (February 17, 2016) (SR-BATS-2015-102); and 77310 (March 7, 2016), 81 FR 13012 (March 11, 2016) (SR-BATS-2016-27).

current usage of certain order types in Pilot Securities and/or their limited ability to execute under the Trade-at Prohibition. Therefore, the Exchange firmly believes that these changes will have little or no impact on the operation and data collection elements of the Plan. The Exchange further believes that the proposed rule changes are reasonably designed to comply with applicable quoting and trading requirements specified in the Plan.

BZX Market Orders

A BZX Market Order is an order to buy or sell a stated amount of a security that is to be executed at the NBBO when the order reaches the Exchange. BZX Market Orders shall not trade through Protected Quotations.¹⁸ Any portion of a BZX Market Order that would execute at a price more than \$0.50 or 5 percent worse than the NBBO at the time the order initially reaches the Exchange, whichever is greater, will be cancelled.¹⁹ In order to comply with the minimum quoting increments set forth in the Plan, the Exchange proposes to state under proposed Rule 11.27(c)(1) that for purposes of determining whether a BZX Market Order's execution price is more than 5 percent worse than the NBBO under Rule 11.9(a)(2), the execution price for a buy (sell) order will be rounded down (up) to the nearest permissible increment.

Market Pegged Orders

The Exchange proposes to amend the operation of Market Pegged Orders to reduce risk in its System by eliminating unnecessary complexity based on infrequent current usage in Pilot Securities and their limited ability to execute under the Trade-at

¹⁸ See Exchange Rule 11.9(a)(2).

¹⁹ Id.

Prohibition in Test Group Three. A Pegged Order is a limit order that after entry into the System, the price of the order is automatically adjusted by the System in response to changes in the NBBO. A Pegged Order will peg to the NBB or NBO or a certain amount away from the NBB or NBO.²⁰ A Market Pegged Order is pegged to the contra-side NBBO.²¹ A User²² entering a Market Pegged Order can specify that such order's price will offset the inside quote on the contra-side of the market by an amount (the "Offset") set by the User. Market Pegged Orders are not eligible to be displayed on the Exchange.

The Exchange proposes to not accept Market Pegged Orders in the Control Group and all Test Groups based on limited current usage, additional System complexity, and their limited ability to execute in Test Group Three under the Trade-at Prohibition. Exchange Rule 11.27(a)(6)(D) sets forth the Trade-at Prohibition, which is the prohibition against executions by a Member that operates a Trading Center of a sell order for a Pilot Security in Test Group Three at the price of a Protected Bid or the execution of a buy order for a Pilot Security in Test Group Three at the price of a Protected Offer during Regular Trading Hours,²³ unless an enumerated exception applies.²⁴ The Exchange believes that their de minimis usage and limited ability to execute due to the Trade-at Prohibition does not justify the complexity that would be created by supporting

²⁰ See Exchange Rule 11.9(c)(8).

²¹ See Exchange Rule 11.9(c)(8)(B).

²² A "User" is defined as any member or sponsored participant of the Exchange who is authorized to obtain access to the System pursuant to Rule 11.3. See Exchange Rule 1.5(cc).

²³ The term "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(w).

²⁴ See also Section VI(D) of the Plan.

Market Pegged Orders in Test Group Three. A vast majority of Market Pegged Orders are entered into the System with a zero Offset and, therefore, create a locked market with the contra-side NBBO. Under the Trade-at Prohibition, a Market Pegged Order would not be eligible for execution at the locking price, including when a Trade-at Intermarket Sweep Order (“ISO”)²⁵ is entered, because of non-cleared contra-side Protected Quotations. For example, assume the NBBO is \$10.00 (NYSE) x \$10.05 (Nasdaq) in a Test Group 3 security. A Market Pegged Order to buy at \$10.10 with a zero Offset is entered on the Exchange. The order would be ranked and hidden on the BZX Book at \$10.05. A Trade-at ISO to sell at \$10.05 is then entered. In this example, no execution occurs on the Exchange because Nasdaq is displaying an order to sell at \$10.05. The Trade-at ISO instruction only indicates that all of the better and equal priced buy orders have been cleared. It does not indicate that the seller has cleared any Protected Offers. Therefore, the Exchange proposes to not accept Market Pegged Orders in all Test Groups in an effort to maintain consistent behavior amongst all Pilot Securities, reduce unnecessary System complexity, avoid an internally locked book, and due to the limited

²⁵ A Trade-at ISO is a Limit Order for a Pilot Security that meets the following requirements: (i) when routed to a Trading Center, the limit order is identified as a Trade-at Intermarket Sweep Order; and (ii) simultaneously with the routing of the limit order identified as a Trade-at Intermarket Sweep Order, one or more additional limit orders, as necessary, are routed to execute against the full size of any protected bid, in the case of a limit order to sell, or the full displayed size of any protected offer, in the case of a limit order to buy, for the Pilot Security with a price that is better than or equal to the limit price of the limit order identified as a Trade-at Intermarket Sweep Order. See Exchange Rule 11.27(a)(7)(A)(i). These additional routed orders also must be marked as Trade-at Intermarket Sweep Orders. Id.

execution opportunities for Market Pegged Orders due to the Trade-at Prohibition in Test Group Three.

Mid-Point Peg Orders

A Mid-Point Peg Order is an order whose price is automatically adjusted by the System in response to changes in the NBBO to be pegged to the midpoint of the NBBO, or, alternatively, pegged to the less aggressive of the midpoint of the NBBO or one minimum price variation²⁶ inside the same side of the NBBO as the order.²⁷ The Plan and current Exchange rules permit the acceptance of orders priced to execute at the midpoint of the NBBO to be ranked and accepted in increments of less than \$0.05.²⁸ Consistent with previous guidance issued by the Participants,²⁹ Mid-Point Peg Orders in Pilot Securities may not be entered in increments other than \$0.05. In order to comply with the minimum quoting and trading increments of the Plan and reduce unnecessary System complexity, a Mid-Point Peg Order will not be permitted to alternatively peg to one minimum price variation inside the same side of the NBBO as the order in Pilot Securities across the Control Group and all Test Groups. The Exchange believes that the current de minimis usage of the alternative pegging functionality in Pilot Securities does not justify the complexity and risk that would be created by re-programming the System to support this functionality under the Plan.

²⁶ See Exchange Rule 11.11.

²⁷ See Exchange Rule 11.9(c)(9).

²⁸ See Sections VI(B), (C), and (D) of the Plan.

²⁹ See e.g., Question 42 of the Tick Size Pilot Program Trading and Quoting FAQs available at <http://www.finra.org/sites/default/files/TSPP-Trading-and-Quoting-FAQs.pdf>

Discretionary Orders

The Exchange proposes to not accept Discretionary Orders in all Test Groups, including the Control Group, to reduce risk in the System by eliminating unnecessary complexity based on infrequent current usage in Pilot Securities. In sum, a Discretionary Order is a Limit Order with a displayed or non-displayed ranked price and size and an additional non-displayed “discretionary price”.³⁰ The discretionary price is a non-displayed upward offset at which a User is willing to buy, if necessary, or a non-displayed downward offset at which a User is willing to sell, if necessary. The System changes necessary for a Discretionary Order to comply with the Plan become increasingly complex because both the displayed price and discretionary price must comply with the Plan’s minimum quoting and trading increments as well as the Trade-at restriction in Test Group Three. In addition, Users do not currently set discretionary prices less than \$0.05 away from the order’s displayed price and the Exchange does not anticipate Users doing so under the Plan. To date, Discretionary Orders are rarely entered in Pilot Securities and the Exchange anticipates their usage to further decrease due to the Plan’s minimum quoting increments. The Exchange believes that the current extremely limited usage of Discretionary Orders in Pilot Securities does not justify the additional System complexity that would be created by supporting Discretionary Orders. As a result of these factors the Exchange proposes to not accept Discretionary Orders in all Test Groups and the Control Group.

Market Maker Peg Orders

³⁰ See Exchange Rule 11.9(c)(10).

A Market Maker Peg Order is a Limit Order that is automatically priced by the System at the Designated Percentage (as defined in Exchange Rule 11.8) away from the then current NBB and NBO, or if no NBB or NBO, at the Designated Percentage away from the last reported sale from the responsible single plan processor in order to comply with the quotation requirements for Market Makers set forth in Exchange Rule 11.8(d).³¹ Should the above pricing result in a Market Maker Peg Order being priced at an increment other than \$0.05, the Exchange proposes to round an order to buy (sell) up (down) to the nearest permissible increment in order to comply with the minimum quoting increments of the Plan.

Supplemental Peg Orders

The Exchange proposes to not accept Supplemental Peg Orders in the Control Group and all Test Groups in order to reduce risk in the System by eliminating unnecessary complexity based on infrequent current usage in Pilot Securities and their limited ability to execute under the Trade-at Prohibition in Test Group Three. A Supplemental Peg Order is a non-displayed Limit Order that posts to the BZX Book, and thereafter is eligible for execution at the NBB for buy orders and NBO for sell orders against routable orders that are equal to or less than the aggregate size of the Supplemental Peg Order interest available at that price.³² In sum, Supplemental Peg Orders are only executable at the NBBO against an order that is in the process of being routed away. In such case, the Exchange is not displaying a Protected Quotation and, therefore, the Supplemental Peg Order would be unable to execute in Test Group Three

³¹ See Exchange Rule 11.9(c)(16).

³² See Exchange Rule 11.9(c)(19).

due to the Trade-at Prohibition.³³ Therefore, the Exchange proposes to not accept Supplemental Peg Orders in Test Group Three. The Exchange also proposes to not accept Supplemental Peg Orders in the Control Group and Test Groups One and Two in order to maintain consistent functionality amongst all Pilot Securities.

Display-Price Sliding

Under the Display-Price Sliding process, an order eligible for display by the Exchange that, at the time of entry, would create a violation of Rule 610(d) of Regulation NMS by locking or crossing a Protected Quotation of an external market, will be ranked at the locking price in the BZX Book and displayed by the System at one minimum price variation (i.e., \$0.05) below the current NBO (for bids) or one minimum price variation above the current NBB (for offers).³⁴ The ranked and displayed prices of an order subject to the Display-Price Sliding process may be adjusted once or multiple times depending upon the instructions of a User and changes to the prevailing NBBO.³⁵

Orders subject to Display-Price Sliding that are unexecutable at the locking price will be ranked at the midpoint of the NBBO in the BZX Book and displayed by the System one minimum price variation below the current NBO (for bids) or one minimum

³³ The Exchange notes that the likelihood of a Supplemental Peg Order qualifying for an exception to the Trade-at Prohibition is small. For example, Supplemental Peg Orders are only executable against orders that are to be routed away and would not be eligible to execute against an incoming ISO or Trade-at ISO. Also, the Exchange would not be displaying a Protected Quotation. In addition, the Exchange does not frequently receive orders of Block Size and, in order to qualify for the Block exception, the contra-side Block Order must be routable and the Supplemental Peg Order be of Block Size.

³⁴ See Exchange Rule 11.9(g)(1)(A).

³⁵ See Exchange Rule 11.9(g)(1)(C).

price variation above the current NBB (for offers). As a result, orders in Pilot Securities in the Control Group, Test Groups One and Two will continue to be ranked at the locking price upon entry, and will be later ranked at the midpoint of the NBBO where an incoming BZX Post Only Order³⁶ is entered at the locking price.³⁷ In the Control Group and all three Test Groups, orders subject to Display-Price Sliding will continue to be displayed one minimum price variation below the current NBO (for bids) or one minimum price variation above the current NBB (for offers).

As described above, Exchange Rule 11.27(a)(6)(D) sets forth the Trade-at Prohibition, which is the prohibition against executions by a Member that operates a Trading Center of a sell order for a Pilot Security in Test Group Three at the price of a Protected Bid or the execution of a buy order for a Pilot Security in Test Group Three at the price of a Protected Offer during Regular Trading Hours, unless an exception applies. Orders that are priced to execute at the midpoint of the NBBO are exempt from the Trade-at Prohibition. Therefore, the Exchange proposes to rank orders in Test Group Three that are subject to the Display-Price Sliding process at the midpoint of the NBBO in the BZX Book and display such orders one minimum price variation below the current NBO (for bids) or one minimum price variation above the current NBB (for offers).

The Exchange also proposes to cancel orders subject to Display-Price Sliding in the Control Group and all Test Groups that are only to be adjusted once and not multiple times in the event the NBBO widens and a contra-side Non-Displayed Order is resting on the BZX Book at the price to which the order subject to Display-Price Sliding would be

³⁶ See Exchange Rule 11.9(c)(6).

³⁷ See Exchange Rules 11.13(a)(4)(D).

adjusted. Due to the increased minimum quoting increments under the Plan, the Exchange is unable to safely re-price an order subject to single Display-Price Sliding to the original locking price in such circumstances and doing so would add additional System complexity and risk. As discussed above, orders subject to Display-Price Sliding that are unexecutable at the locking price are to be ranked at the midpoint of the NBBO. In the event the NBBO changes such that an order subject to Display-Price Sliding would not lock or cross a Protected Quotation of an external market, the order will receive a new timestamp, and will be displayed at the order's limit price.³⁸ Due to technological limitations arising from the increased minimum quoting increments under the Plan, however, the Exchange is unable to safely re-program its System to re-price such order to the original locking price when the NBBO widens and a contra-side Non-Displayed Order is resting on the BZX Book at the price to which the order subject to Display-Price Sliding would be adjusted. Therefore, the Exchange proposes to cancel orders subject to the single Display-Price Sliding process in such circumstances. Users who prefer an execution in such a scenario may elect to use the multiple Display-Price Sliding process.

Ministerial Change

Currently, both Interpretation and Policy .03 to Rule 11.27(a) and Interpretation and Policy .11 to Rule 11.27(b) state that Rule 11.27 shall be in effect during a pilot period to coincide with the pilot period for the Plan (including any extensions to the pilot period for the Plan). The Exchange proposes to include this language at the beginning of Rule 11.27 and, therefore, proposes to delete both Interpretation and Policy .03 to Rule

³⁸

Id.

11.27(a) and Interpretation and Policy .11 to Rule 11.27(b) as those provisions would be redundant and unnecessary. The Exchange also proposes to amend the last sentence of Rule 11.27(a)(4) to specify that the current permissible price increments are set forth under Exchange Rule 11.11, Price Variations.

Implementation Date

If the Commission approves the proposed rule change, the proposed rule change and Amendment No. 1 thereto will be effective upon Commission approval and shall become operative upon the commencement of the Pilot Period.

(b) Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act³⁹ in general, and furthers the objectives of Section 6(b)(5) of the Act⁴⁰ in particular, in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, to protect investors and the public interest. The Plan requires the Exchange to establish, maintain, and enforce written policies and procedures that are reasonably designed to comply with applicable quoting and trading requirements specified in the Plan. The proposed rule change is designed to comply with the Plan, reduce complexity and enhance System resiliency while not adversely affecting the data collected under the Plan. In addition, the proposed rule change, as amended by this Amendment No. 1, ensures that order types and system

³⁹ 15 U.S.C. 78f(b).

⁴⁰ 15 U.S.C. 78f(b)(5).

functionality are consistent across the Control Group and all three Test Groups.

Therefore, the Exchange believes that the proposed rule changes are reasonably designed to comply with applicable quoting and trading requirements specified in the Plan and, as discussed further below, other applicable regulations.

The Exchange believes that the proposed changes regarding BZX Market Orders, Mid-Point Peg Orders, Market Maker Peg Orders, and Display-Price Sliding are consistent with the Act because they are intended to modify the Exchange's System to comply with the provisions of the Plan, and are designed to assist the Exchange in meeting its regulatory obligations pursuant to the Plan. In approving the Plan, the SEC noted that the Pilot was an appropriate, data-driven test that was designed to evaluate the impact of a wider tick size on trading, liquidity, and the market quality of securities of smaller capitalization companies, and was therefore in furtherance of the purposes of the Act. To the extent that these proposals are intended to comply with the Plan, the Exchange believes that these proposals are in furtherance of the objectives of the Plan, as identified by the Commission, and is therefore consistent with the Act.

The Exchange believes not supporting Market Pegged Orders, Discretionary Orders, and Supplemental Peg Orders across the Control Group and three Test Groups is consistent with the Act and the intentions of the Tick Pilot because it would allow the Exchange to offer the same order types for all Pilot Securities, thereby ensuring consistent functionality while further decreasing any potential impact on data analysis. The Exchange also believes that its proposed changes to Market Pegged Orders, Discretionary Orders, and Supplemental Peg Orders are also consistent with the Act because they are intended to eliminate unnecessary System complexity and risk across

the Control Group and three Test Groups based on the de minimis current usage of such order types and instructions in Pilot Securities and/or their limited ability to execute under the Plan's minimum trading and quoting increments or Trade-at Prohibition.⁴¹ For example, during March 2016, the alternative pegging functionality of Mid-Point Peg Orders, Market Pegged Orders, Non-Displayed Orders, and Supplemental Peg Orders accounted for 0.01%, 0.02%, 0.92%, and 0.01%, respectively, of volume in eligible Pilot Securities on the Exchange, BYX, EDGA and EDGX combined. Notably, Discretionary Orders accounted for 0.00% of volume in eligible Pilot Securities on the Exchange, BYX, EDGA and EDGX combined.

The Commission adopted Regulation Systems Compliance and Integrity ("Regulation SCI") in November 2014 to strengthen the technology infrastructure of the U.S. securities markets.⁴² Regulation SCI is designed to reduce the occurrence of systems issues, improve resiliency when systems problems do occur, and enhance the Commission's oversight and enforcement of securities market technology infrastructure. Regulation SCI required the Exchange to establish written policies and procedures reasonably designed to ensure that their systems have levels of capacity, integrity, resiliency, availability, and security adequate to maintain their operational capability and promote the maintenance of fair and orderly markets, and that they operate in a manner

⁴¹ The Commission has also expressed concern regarding potential market instability caused by technological risks. See e.g., Chair Mary Jo White, Commission, [Enhancing Our Equity Market Structure](https://www.sec.gov/News/Speech/Detail/Speech/1370542004312#.VD2HW610w6Y) (June 5, 2014) available at <https://www.sec.gov/News/Speech/Detail/Speech/1370542004312#.VD2HW610w6Y>.

⁴² See Securities Exchange Act Release No. 73639 (November 19, 2014), 79 FR 72251 (December 5, 2014) ("Regulation SCI Approval Order").

that complies with the Exchange Act. Each of these proposed changes are intended to reduce complexity and risk in the System to ensure the Exchange's technology remains robust and resilient. In determining the scope of the proposed changes, the Exchange carefully weighed the impact on the Pilot, System complexity, and the usage of such order types in Pilot Securities.⁴³ The potential complexity results from code changes for a majority of the Exchange's order types, which requires the implementation and testing of a separate branch of code for each Test Group. For example, the Exchange currently utilizes one branch of code for which to implement and test changes. Development work for the Tick Pilot results in the creation of four additional branches of code that are to be developed and tested (e.g., Control Group + three Test Groups). The Exchange determined that the changes proposed herein are necessary to ensure continued System resiliency in accordance with the requirements of Regulation SCI. Ensuring that order types and system functionality are consistent across the Control Group and all three Test Groups will reduce system complexity. Therefore, the Exchange believes the proposed rule change promotes just and equitable principles of trade, removes impediments to and perfects the mechanism of a free and open market and a national market system and, in general, to protect investors and the public interest.

In addition, each of these proposed changes would have a de minimis to zero impact on the data reported pursuant to the Plan. As evidenced above, Market Pegged Orders, Discretionary Orders, the alternative pegging functionality of Mid-Point Peg

⁴³ But for the Plan, the Exchange notes that it would not have proposed to amend the operation of Market Pegged Orders, Discretionary Orders, Non-Displayed Orders, Supplemental Peg Orders, and Display-Price Sliding as described herein.

Orders, and Supplemental Peg Orders are infrequently used in Pilot Securities or the execution of such orders would be scarce due to the Plan's minimum trading and quoting requirement and Trade-at Prohibition. The limited usage and execution scenarios do not justify the additional system complexity which would be created by modifying the System to support such order types in order to comply with the Plan. Therefore, the Exchange believes each proposed change is a reasonable means to ensure that the System's integrity, resiliency, and availability continues to promote the maintenance of fair and orderly markets. Due to the additional complexity, limited usage and execution opportunities, the Exchange believes it is not unfairly discriminatory to apply the changes proposed herein to only Pilot Securities as such changes are necessary to reduce complexity and ensure continued System resiliency in accordance with the requirements of Regulation SCI.

The Exchange believes ranking orders subject to Display-Price Sliding at the midpoint of the NBBO where such orders are not executable at the locking price is also consistent with the Act in that it would enable the Exchange to provide consistent treatment of all Pilot Securities. The Exchange also believes it is reasonable and appropriate to cancel an order subject to the single Display-Price Sliding process in the event that the NBBO widens and a contra-side Non-Displayed Order is resting on the BZX Book at the price to which the order subject to Display-Price Sliding would be adjusted. Due to technological limitations and the Plan's increased minimum quoting increments, the Exchange is unable to safely re-program its System to re-price such orders to the original locking price in such circumstances. The Exchange also anticipates that the scenario under which it proposes to cancel the Display-Price Sliding order will be

infrequent in Tick Pilot Securities. Users who prefer an execution in such a scenario may elect to use the multiple Display-Price Sliding process. Therefore, the Exchange believes it is consistent with the Act to set forth this scenario in its rules so that Users will understand how the System operates and how their orders would be handled in this discrete scenario.

Lastly, the Exchange believes the ministerial changes to Rule 11.27 are also consistent with the Act as they would: (i) clarify a provision under paragraph (a)(4); and (ii) remove redundant provisions from the rule.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange notes that the proposed rule change is designed to assist the Exchange in meeting its regulatory obligations pursuant to the Plan, reduce System complexity and enhance resiliency. The Exchange also notes that the proposed rule change will apply equally to all Members that trade Pilot Securities.

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

The Exchange submitted one comment letter. No other written comments were received.

6. Extension of Time Period for Commission Action

The Exchange does not consent at this time to an extension of the time period for Commission action specified in Section 19(b)(2) of the Act.⁴⁴

⁴⁴ 15 U.S.C. 78s(b)(2).

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

This Amendment No. 1 to the proposed rule change is filed for accelerated effectiveness pursuant to Section 19(b)(2) of the Act.⁴⁵ The Exchange requests that the Commission approve this proposed rule change and Amendment No. 1 on an accelerated basis pursuant to Section 19(b)(2) of the Act so that it may be operative as soon as practicable. The Exchange believes that there is good cause for the Commission to accelerate effectiveness because the proposed rule change was subject to a full public notice and comment period during which no comment letters in opposition to the proposed rule change were received. In addition, this Amendment No. 1 does not propose new functionality that was not including in the initial filing. Rather, this Amendment No. 1 eliminates certain aspects of the original proposal and expands other aspect to cover all Pilot Securities. In addition, accelerated effectiveness of this Amendment No. 1 would enable the Exchange to finalize the necessary system changes in a timely manner and in advance of the implementation of the Pilot on October 3, 2016. Therefore, the Exchange believes there is good cause for the Commission to accelerate effectiveness of this Amendment No. 1.

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

Not applicable.

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

Not applicable.

⁴⁵ 15 U.S.C. 78s(b)(2).

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

Not applicable.

11. Exhibits

Exhibit 1. Completed 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-BatsBZX-2016-29 Amendment No. 1)

Self-Regulatory Organizations; Bats BZX Exchange, Inc.; Notice of Filing of a Proposed Rule Change to Adopt Paragraph (c) to Exchange Rule 11.27 to Describe Changes to System Functionality Necessary to Implement the Regulation NMS Plan to Implement a Tick Size Pilot Program

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 BZX Exchange, Inc. (the “Exchange” or “BZX”) 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 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 adopt paragraph (c) to Exchange Rule 11.27 to describe changes to System³ functionality necessary to implement the Regulation NMS Plan to Implement a Tick Size Pilot Program (“Plan” or “Pilot”).⁴ In determining the

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 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).

⁴ See Securities Exchange Act Release No. 74892 (May 6, 2015), 80 FR 27513 (May 13, 2015) (“Approval Order”).

scope of the proposed changes to implement the Pilot,⁵ the Exchange carefully weighed the impact on the Pilot, System complexity, and the usage of such order types in Pilot Securities.

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

This Amendment No. 1 to SR-BatsBZX-2016-29 amends and replaces in its entirety the proposal as originally submitted on June 29, 2016. The Exchange submits this amendment to delete certain aspects of the proposal and to expand certain proposed behavior that was limited to Test Group Three to all test groups, including the Control Group.

Background

⁵ Unless otherwise specified, capitalized terms used in this rule filing are defined as set forth in the Plan.

On August 25, 2014, NYSE Group, Inc., on behalf of the Exchange, Bats BYX Exchange, Inc. (“BYX”), Chicago Stock Exchange, Inc., Bats EDGA Exchange, Inc. (“EDGA”), Bats EDGX Exchange, Inc. (“EDGX”), Financial Industry Regulatory Authority, Inc. (“FINRA”), NASDAQ OMX BX, Inc., NASDAQ OMX PHLX LLC, the Nasdaq Stock Market LLC, New York Stock Exchange LLC (“NYSE”), NYSE MKT LLC, and NYSE Arca, Inc. (collectively “Participants”), filed with the Commission, pursuant to Section 11A of the Act⁶ and Rule 608 of Regulation NMS thereunder, the Plan to implement a tick size pilot program.⁷ The Participants filed the Plan to comply with an order issued by the Commission on June 24, 2014.⁸ The Plan was published for comment in the Federal Register on November 7, 2014, and approved by the Commission, as modified, on May 6, 2015.⁹

The Plan is designed to allow the Commission, market participants, and the public to study and assess the impact of increment conventions on the liquidity and trading of the common stocks of small-capitalization companies. Each Participant is required to comply, and to enforce compliance by its member organizations, as applicable, with the provisions of the Plan.

The Pilot will include stocks of companies with \$3 billion or less in market capitalization, an average daily trading volume of one million shares or less, and a

⁶ 15 U.S.C. 78k-1.

⁷ See Letter from Brendon J. Weiss, Vice President, Intercontinental Exchange, Inc., to Secretary, Commission, dated August 25, 2014.

⁸ See Securities Exchange Act Release No. 72460 (June 24, 2014), 79 FR 36840 (June 30, 2014).

⁹ See Approval Order, supra note 4.

volume weighted average price of at least \$2.00 for every trading day. The Pilot will consist of a Control Group of approximately 1400 Pilot Securities and three Test Groups with 400 Pilot Securities in each Test Group selected by a stratified sampling.¹⁰ During the Pilot, Pilot Securities in the Control Group will be quoted and traded at the currently permissible increments. Pilot Securities in the first Test Group (“Test Group One”) will be quoted in \$0.05 minimum increments but will continue to trade at any price increment that is currently permitted.¹¹ Pilot Securities in the second Test Group (“Test Group Two”) will be quoted in \$0.05 minimum increments and will trade at \$0.05 minimum increments subject to a midpoint exception, a retail investor order exception, and a negotiated trade exception.¹² Pilot Securities in the third Test Group (“Test Group Three”) will be subject to the same restrictions as Test Group Two and also will be subject to the “Trade-at” requirement to prevent price matching by a market participant that is not displaying at a price of a Trading Center’s¹³ “Best Protected Bid” or “Best Protected Offer,” unless an enumerated exception applies.¹⁴ The same exceptions provided under Test Group Two will also be available under the Trade-at Prohibition, with an additional exception for Block Size orders and exceptions that mirror those under

¹⁰ See Section V of the Plan for identification of Pilot Securities, including criteria for selection and grouping.

¹¹ See Section VI(B) of the Plan.

¹² See Section VI(C) of the Plan.

¹³ The Plan incorporates the definition of “Trading Center” from Rule 600(b)(78) of Regulation NMS. Regulation NMS defines a Trading Center as “a national securities exchange or national securities association that operates an SRO trading facility, an alternative trading system, an exchange market maker, an OTC market maker, or any other broker or dealer that executes orders internally by trading as principal or crossing orders as agent.”

¹⁴ See Section VI(D) of the Plan.

Rule 611 of Regulation NMS.¹⁵

The Plan requires the Exchange to establish, maintain, and enforce written policies and procedures that are reasonably designed to comply with applicable quoting and trading requirements specified in the Plan. Accordingly, the Exchange adopted paragraph (a) of Rule 11.27 to require Members¹⁶ to comply with the quoting and trading provisions of the Plan.¹⁷ The Exchange also adopted paragraph (b) of Rule 11.27 to require Members to comply with the data collection provisions under Appendix B and C of the Plan.¹⁸

Proposed System Changes

The Exchange proposes to adopt paragraph (c) of Exchange Rule 11.27 to describe changes to System functionality necessary to implement the Plan. Paragraph (c) of Rule 11.27 would set forth the Exchange's specific procedures for handling, executing, re-pricing and displaying of certain order types and order type instructions applicable to Pilot Securities in the Control Group and Test Groups One, Two, and Three. The proposed changes include amendments to the operation of: (i) BZX Market Orders; (ii) Market Pegged Orders; (iii) Mid-Point Peg Orders; (iv) Discretionary Orders; (v) Market Maker Peg Orders; (vi) Supplemental Peg Orders; and (vii) orders subject to the Display-

¹⁵ 17 CFR 242.611.

¹⁶ 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).

¹⁷ See Securities Exchange Act Release No. 77291 (March 3, 2016), 81 FR 12543 (March 9, 2016) (SR-BATS-2015-108).

¹⁸ See Securities Exchange Act Release Nos. 77105 (February 10, 2016), 81 FR 8112 (February 17, 2016) (SR-BATS-2015-102); and 77310 (March 7, 2016), 81 FR 13012 (March 11, 2016) (SR-BATS-2016-27).

Price Sliding process.

In determining the scope of these proposed changes to implement the Plan, the Exchange carefully weighed the impact on the Pilot, System complexity, and the usage of such order types in Pilot Securities. These proposed changes are designed to directly comply with the Plan and to assist the Exchange in meeting its regulatory obligations pursuant to the Plan. As discussed below, certain of these changes are also intended to reduce risk in the System by eliminating unnecessary complexity based on infrequent current usage of certain order types in Pilot Securities and/or their limited ability to execute under the Trade-at Prohibition. Therefore, the Exchange firmly believes that these changes will have little or no impact on the operation and data collection elements of the Plan. The Exchange further believes that the proposed rule changes are reasonably designed to comply with applicable quoting and trading requirements specified in the Plan.

BZX Market Orders

A BZX Market Order is an order to buy or sell a stated amount of a security that is to be executed at the NBBO when the order reaches the Exchange. BZX Market Orders shall not trade through Protected Quotations.¹⁹ Any portion of a BZX Market Order that would execute at a price more than \$0.50 or 5 percent worse than the NBBO at the time the order initially reaches the Exchange, whichever is greater, will be cancelled.²⁰ In order to comply with the minimum quoting increments set forth in the Plan, the Exchange proposes to state under proposed Rule 11.27(c)(1) that for purposes

¹⁹ See Exchange Rule 11.9(a)(2).

²⁰ Id.

of determining whether a BZX Market Order's execution price is more than 5 percent worse than the NBBO under Rule 11.9(a)(2), the execution price for a buy (sell) order will be rounded down (up) to the nearest permissible increment.

Market Pegged Orders

The Exchange proposes to amend the operation of Market Pegged Orders to reduce risk in its System by eliminating unnecessary complexity based on infrequent current usage in Pilot Securities and their limited ability to execute under the Trade-at Prohibition in Test Group Three. A Pegged Order is a limit order that after entry into the System, the price of the order is automatically adjusted by the System in response to changes in the NBBO. A Pegged Order will peg to the NBB or NBO or a certain amount away from the NBB or NBO.²¹ A Market Pegged Order is pegged to the contra-side NBBO.²² A User²³ entering a Market Pegged Order can specify that such order's price will offset the inside quote on the contra-side of the market by an amount (the "Offset") set by the User. Market Pegged Orders are not eligible to be displayed on the Exchange.

The Exchange proposes to not accept Market Pegged Orders in the Control Group and all Test Groups based on limited current usage, additional System complexity, and their limited ability to execute in Test Group Three under the Trade-at Prohibition.

Exchange Rule 11.27(a)(6)(D) sets forth the Trade-at Prohibition, which is the prohibition against executions by a Member that operates a Trading Center of a sell order

²¹ See Exchange Rule 11.9(c)(8).

²² See Exchange Rule 11.9(c)(8)(B).

²³ A "User" is defined as any member or sponsored participant of the Exchange who is authorized to obtain access to the System pursuant to Rule 11.3. See Exchange Rule 1.5(cc).

for a Pilot Security in Test Group Three at the price of a Protected Bid or the execution of a buy order for a Pilot Security in Test Group Three at the price of a Protected Offer during Regular Trading Hours,²⁴ unless an enumerated exception applies.²⁵ The Exchange believes that their de minimis usage and limited ability to execute due to the Trade-at Prohibition does not justify the complexity that would be created by supporting Market Pegged Orders in Test Group Three. A vast majority of Market Pegged Orders are entered into the System with a zero Offset and, therefore, create a locked market with the contra-side NBBO. Under the Trade-at Prohibition, a Market Pegged Order would not be eligible for execution at the locking price, including when a Trade-at Intermarket Sweep Order (“ISO”)²⁶ is entered, because of non-cleared contra-side Protected Quotations. For example, assume the NBBO is \$10.00 (NYSE) x \$10.05 (Nasdaq) in a Test Group 3 security. A Market Pegged Order to buy at \$10.10 with a zero Offset is entered on the Exchange. The order would be ranked and hidden on the BZX Book at \$10.05. A Trade-at ISO to sell at \$10.05 is then entered. In this example, no execution occurs on the Exchange because Nasdaq is displaying an order to sell at \$10.05. The

²⁴ The term “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(w).

²⁵ See also Section VI(D) of the Plan.

²⁶ A Trade-at ISO is a Limit Order for a Pilot Security that meets the following requirements: (i) when routed to a Trading Center, the limit order is identified as a Trade-at Intermarket Sweep Order; and (ii) simultaneously with the routing of the limit order identified as a Trade-at Intermarket Sweep Order, one or more additional limit orders, as necessary, are routed to execute against the full size of any protected bid, in the case of a limit order to sell, or the full displayed size of any protected offer, in the case of a limit order to buy, for the Pilot Security with a price that is better than or equal to the limit price of the limit order identified as a Trade-at Intermarket Sweep Order. See Exchange Rule 11.27(a)(7)(A)(i). These additional routed orders also must be marked as Trade-at Intermarket Sweep Orders. Id.

Trade-at ISO instruction only indicates that all of the better and equal priced buy orders have been cleared. It does not indicate that the seller has cleared any Protected Offers. Therefore, the Exchange proposes to not accept Market Pegged Orders in all Test Groups in an effort to maintain consistent behavior amongst all Pilot Securities, reduce unnecessary System complexity, avoid an internally locked book, and due to the limited execution opportunities for Market Pegged Orders due to the Trade-at Prohibition in Test Group Three.

Mid-Point Peg Orders

A Mid-Point Peg Order is an order whose price is automatically adjusted by the System in response to changes in the NBBO to be pegged to the midpoint of the NBBO, or, alternatively, pegged to the less aggressive of the midpoint of the NBBO or one minimum price variation²⁷ inside the same side of the NBBO as the order.²⁸ The Plan and current Exchange rules permit the acceptance of orders priced to execute at the midpoint of the NBBO to be ranked and accepted in increments of less than \$0.05.²⁹ Consistent with previous guidance issued by the Participants,³⁰ Mid-Point Peg Orders in Pilot Securities may not be entered in increments other than \$0.05. In order to comply with the minimum quoting and trading increments of the Plan and reduce unnecessary System complexity, a Mid-Point Peg Order will not be permitted to alternatively peg to

²⁷ See Exchange Rule 11.11.

²⁸ See Exchange Rule 11.9(c)(9).

²⁹ See Sections VI(B), (C), and (D) of the Plan.

³⁰ See e.g., Question 42 of the Tick Size Pilot Program Trading and Quoting FAQs available at <http://www.finra.org/sites/default/files/TSPP-Trading-and-Quoting-FAQs.pdf>

one minimum price variation inside the same side of the NBBO as the order in Pilot Securities across the Control Group and all Test Groups. The Exchange believes that the current de minimis usage of the alternative pegging functionality in Pilot Securities does not justify the complexity and risk that would be created by re-programming the System to support this functionality under the Plan.

Discretionary Orders

The Exchange proposes to not accept Discretionary Orders in all Test Groups, including the Control Group, to reduce risk in the System by eliminating unnecessary complexity based on infrequent current usage in Pilot Securities. In sum, a Discretionary Order is a Limit Order with a displayed or non-displayed ranked price and size and an additional non-displayed “discretionary price”.³¹ The discretionary price is a non-displayed upward offset at which a User is willing to buy, if necessary, or a non-displayed downward offset at which a User is willing to sell, if necessary. The System changes necessary for a Discretionary Order to comply with the Plan become increasingly complex because both the displayed price and discretionary price must comply with the Plan’s minimum quoting and trading increments as well as the Trade-at restriction in Test Group Three. In addition, Users do not currently set discretionary prices less than \$0.05 away from the order’s displayed price and the Exchange does not anticipate Users doing so under the Plan. To date, Discretionary Orders are rarely entered in Pilot Securities and the Exchange anticipates their usage to further decrease due to the Plan’s minimum quoting increments. The Exchange believes that the current extremely limited usage of Discretionary Orders in Pilot Securities does not justify the

³¹ See Exchange Rule 11.9(c)(10).

additional System complexity that would be created by supporting Discretionary Orders. As a result of these factors the Exchange proposes to not accept Discretionary Orders in all Test Groups and the Control Group.

Market Maker Peg Orders

A Market Maker Peg Order is a Limit Order that is automatically priced by the System at the Designated Percentage (as defined in Exchange Rule 11.8) away from the then current NBB and NBO, or if no NBB or NBO, at the Designated Percentage away from the last reported sale from the responsible single plan processor in order to comply with the quotation requirements for Market Makers set forth in Exchange Rule 11.8(d).³² Should the above pricing result in a Market Maker Peg Order being priced at an increment other than \$0.05, the Exchange proposes to round an order to buy (sell) up (down) to the nearest permissible increment in order to comply with the minimum quoting increments of the Plan.

Supplemental Peg Orders

The Exchange proposes to not accept Supplemental Peg Orders in the Control Group and all Test Groups in order to reduce risk in the System by eliminating unnecessary complexity based on infrequent current usage in Pilot Securities and their limited ability to execute under the Trade-at Prohibition in Test Group Three. A Supplemental Peg Order is a non-displayed Limit Order that posts to the BZX Book, and thereafter is eligible for execution at the NBB for buy orders and NBO for sell orders against routable orders that are equal to or less than the aggregate size of the

³² See Exchange Rule 11.9(c)(16).

Supplemental Peg Order interest available at that price.³³ In sum, Supplemental Peg Orders are only executable at the NBBO against an order that is in the process of being routed away. In such case, the Exchange is not displaying a Protected Quotation and, therefore, the Supplemental Peg Order would be unable to execute in Test Group Three due to the Trade-at Prohibition.³⁴ Therefore, the Exchange proposes to not accept Supplemental Peg Orders in Test Group Three. The Exchange also proposes to not accept Supplemental Peg Orders in the Control Group and Test Groups One and Two in order to maintain consistent functionality amongst all Pilot Securities.

Display-Price Sliding

Under the Display-Price Sliding process, an order eligible for display by the Exchange that, at the time of entry, would create a violation of Rule 610(d) of Regulation NMS by locking or crossing a Protected Quotation of an external market, will be ranked at the locking price in the BZX Book and displayed by the System at one minimum price variation (i.e., \$0.05) below the current NBO (for bids) or one minimum price variation above the current NBB (for offers).³⁵ The ranked and displayed prices of an order subject to the Display-Price Sliding process may be adjusted once or multiple times

³³ See Exchange Rule 11.9(c)(19).

³⁴ The Exchange notes that the likelihood of a Supplemental Peg Order qualifying for an exception to the Trade-at Prohibition is small. For example, Supplemental Peg Orders are only executable against orders that are to be routed away and would not be eligible to execute against an incoming ISO or Trade-at ISO. Also, the Exchange would not be displaying a Protected Quotation. In addition, the Exchange does not frequently receive orders of Block Size and, in order to qualify for the Block exception, the contra-side Block Order must be routable and the Supplemental Peg Order be of Block Size.

³⁵ See Exchange Rule 11.9(g)(1)(A).

depending upon the instructions of a User and changes to the prevailing NBBO.³⁶

Orders subject to Display-Price Sliding that are unexecutable at the locking price will be ranked at the midpoint of the NBBO in the BZX Book and displayed by the System one minimum price variation below the current NBO (for bids) or one minimum price variation above the current NBB (for offers). As a result, orders in Pilot Securities in the Control Group, Test Groups One and Two will continue to be ranked at the locking price upon entry, and will be later ranked at the midpoint of the NBBO where an incoming BZX Post Only Order³⁷ is entered at the locking price.³⁸ In the Control Group and all three Test Groups, orders subject to Display-Price Sliding will continue to be displayed one minimum price variation below the current NBO (for bids) or one minimum price variation above the current NBB (for offers).

As described above, Exchange Rule 11.27(a)(6)(D) sets forth the Trade-at Prohibition, which is the prohibition against executions by a Member that operates a Trading Center of a sell order for a Pilot Security in Test Group Three at the price of a Protected Bid or the execution of a buy order for a Pilot Security in Test Group Three at the price of a Protected Offer during Regular Trading Hours, unless an exception applies. Orders that are priced to execute at the midpoint of the NBBO are exempt from the Trade-at Prohibition. Therefore, the Exchange proposes to rank orders in Test Group Three that are subject to the Display-Price Sliding process at the midpoint of the NBBO in the BZX Book and display such orders one minimum price variation below the current

³⁶ See Exchange Rule 11.9(g)(1)(C).

³⁷ See Exchange Rule 11.9(c)(6).

³⁸ See Exchange Rules 11.13(a)(4)(D).

NBO (for bids) or one minimum price variation above the current NBB (for offers).

The Exchange also proposes to cancel orders subject to Display-Price Sliding in the Control Group and all Test Groups that are only to be adjusted once and not multiple times in the event the NBBO widens and a contra-side Non-Displayed Order is resting on the BZX Book at the price to which the order subject to Display-Price Sliding would be adjusted. Due to the increased minimum quoting increments under the Plan, the Exchange is unable to safely re-price an order subject to single Display-Price Sliding to the original locking price in such circumstances and doing so would add additional System complexity and risk. As discussed above, orders subject to Display-Price Sliding that are unexecutable at the locking price are to be ranked at the midpoint of the NBBO. In the event the NBBO changes such that an order subject to Display-Price Sliding would not lock or cross a Protected Quotation of an external market, the order will receive a new timestamp, and will be displayed at the order's limit price.³⁹ Due to technological limitations arising from the increased minimum quoting increments under the Plan, however, the Exchange is unable to safely re-program its System to re-price such order to the original locking price when the NBBO widens and a contra-side Non-Displayed Order is resting on the BZX Book at the price to which the order subject to Display-Price Sliding would be adjusted. Therefore, the Exchange proposes to cancel orders subject to the single Display-Price Sliding process in such circumstances. Users who prefer an execution in such a scenario may elect to use the multiple Display-Price Sliding process.

Ministerial Change

Currently, both Interpretation and Policy .03 to Rule 11.27(a) and Interpretation

³⁹ Id.

and Policy .11 to Rule 11.27(b) state that Rule 11.27 shall be in effect during a pilot period to coincide with the pilot period for the Plan (including any extensions to the pilot period for the Plan). The Exchange proposes to include this language at the beginning of Rule 11.27 and, therefore, proposes to delete both Interpretation and Policy .03 to Rule 11.27(a) and Interpretation and Policy .11 to Rule 11.27(b) as those provisions would be redundant and unnecessary. The Exchange also proposes to amend the last sentence of Rule 11.27(a)(4) to specify that the current permissible price increments are set forth under Exchange Rule 11.11, Price Variations.

Implementation Date

If the Commission approves the proposed rule change, the proposed rule change and Amendment No. 1 thereto will be effective upon Commission approval and shall become operative upon the commencement of the Pilot Period.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act⁴⁰ in general, and furthers the objectives of Section 6(b)(5) of the Act⁴¹ in particular, in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, to protect investors and the public interest. The Plan requires the Exchange to establish, maintain, and enforce written policies and procedures that are reasonably designed to comply with applicable quoting

⁴⁰ 15 U.S.C. 78f(b).

⁴¹ 15 U.S.C. 78f(b)(5).

and trading requirements specified in the Plan. The proposed rule change is designed to comply with the Plan, reduce complexity and enhance System resiliency while not adversely affecting the data collected under the Plan. In addition, the proposed rule change, as amended by this Amendment No. 1, ensures that order types and system functionality are consistent across the Control Group and all three Test Groups.

Therefore, the Exchange believes that the proposed rule changes are reasonably designed to comply with applicable quoting and trading requirements specified in the Plan and, as discussed further below, other applicable regulations.

The Exchange believes that the proposed changes regarding BZX Market Orders, Mid-Point Peg Orders, Market Maker Peg Orders, and Display-Price Sliding are consistent with the Act because they are intended to modify the Exchange's System to comply with the provisions of the Plan, and are designed to assist the Exchange in meeting its regulatory obligations pursuant to the Plan. In approving the Plan, the SEC noted that the Pilot was an appropriate, data-driven test that was designed to evaluate the impact of a wider tick size on trading, liquidity, and the market quality of securities of smaller capitalization companies, and was therefore in furtherance of the purposes of the Act. To the extent that these proposals are intended to comply with the Plan, the Exchange believes that these proposals are in furtherance of the objectives of the Plan, as identified by the Commission, and is therefore consistent with the Act.

The Exchange believes not supporting Market Pegged Orders, Discretionary Orders, and Supplemental Peg Orders across the Control Group and three Test Groups is consistent with the Act and the intentions of the Tick Pilot because it would allow the Exchange to offer the same order types for all Pilot Securities, thereby ensuring

consistent functionality while further decreasing any potential impact on data analysis. The Exchange also believes that its proposed changes to Market Pegged Orders, Discretionary Orders, and Supplemental Peg Orders are also consistent with the Act because they are intended to eliminate unnecessary System complexity and risk across the Control Group and three Test Groups based on the de minimis current usage of such order types and instructions in Pilot Securities and/or their limited ability to execute under the Plan's minimum trading and quoting increments or Trade-at Prohibition.⁴² For example, during March 2016, the alternative pegging functionality of Mid-Point Peg Orders, Market Pegged Orders, Non-Displayed Orders, and Supplemental Peg Orders accounted for 0.01%, 0.02%, 0.92%, and 0.01%, respectively, of volume in eligible Pilot Securities on the Exchange, BYX, EDGA and EDGX combined. Notably, Discretionary Orders accounted for 0.00% of volume in eligible Pilot Securities on the Exchange, BYX, EDGA and EDGX combined.

The Commission adopted Regulation Systems Compliance and Integrity ("Regulation SCI") in November 2014 to strengthen the technology infrastructure of the U.S. securities markets.⁴³ Regulation SCI is designed to reduce the occurrence of systems issues, improve resiliency when systems problems do occur, and enhance the Commission's oversight and enforcement of securities market technology infrastructure.

⁴² The Commission has also expressed concern regarding potential market instability caused by technological risks. See e.g., Chair Mary Jo White, Commission, [Enhancing Our Equity Market Structure](https://www.sec.gov/News/Speech/Detail/Speech/1370542004312#.VD2HW610w6Y) (June 5, 2014) available at <https://www.sec.gov/News/Speech/Detail/Speech/1370542004312#.VD2HW610w6Y>.

⁴³ See Securities Exchange Act Release No. 73639 (November 19, 2014), 79 FR 72251 (December 5, 2014) ("Regulation SCI Approval Order").

Regulation SCI required the Exchange to establish written policies and procedures reasonably designed to ensure that their systems have levels of capacity, integrity, resiliency, availability, and security adequate to maintain their operational capability and promote the maintenance of fair and orderly markets, and that they operate in a manner that complies with the Exchange Act. Each of these proposed changes are intended to reduce complexity and risk in the System to ensure the Exchange's technology remains robust and resilient. In determining the scope of the proposed changes, the Exchange carefully weighed the impact on the Pilot, System complexity, and the usage of such order types in Pilot Securities.⁴⁴ The potential complexity results from code changes for a majority of the Exchange's order types, which requires the implementation and testing of a separate branch of code for each Test Group. For example, the Exchange currently utilizes one branch of code for which to implement and test changes. Development work for the Tick Pilot results in the creation of four additional branches of code that are to be developed and tested (e.g., Control Group + three Test Groups). The Exchange determined that the changes proposed herein are necessary to ensure continued System resiliency in accordance with the requirements of Regulation SCI. Ensuring that order types and system functionality are consistent across the Control Group and all three Test Groups will reduce system complexity. Therefore, the Exchange believes the proposed rule change promotes just and equitable principles of trade, removes impediments to and perfects the mechanism of a free and open market and a national market system and, in general, to protect investors and the public interest.

⁴⁴ But for the Plan, the Exchange notes that it would not have proposed to amend the operation of Market Pegged Orders, Discretionary Orders, Non-Displayed Orders, Supplemental Peg Orders, and Display-Price Sliding as described herein.

In addition, each of these proposed changes would have a de minimis to zero impact on the data reported pursuant to the Plan. As evidenced above, Market Pegged Orders, Discretionary Orders, the alternative pegging functionality of Mid-Point Peg Orders, and Supplemental Peg Orders are infrequently used in Pilot Securities or the execution of such orders would be scarce due to the Plan's minimum trading and quoting requirement and Trade-at Prohibition. The limited usage and execution scenarios do not justify the additional system complexity which would be created by modifying the System to support such order types in order to comply with the Plan. Therefore, the Exchange believes each proposed change is a reasonable means to ensure that the System's integrity, resiliency, and availability continues to promote the maintenance of fair and orderly markets. Due to the additional complexity, limited usage and execution opportunities, the Exchange believes it is not unfairly discriminatory to apply the changes proposed herein to only Pilot Securities as such changes are necessary to reduce complexity and ensure continued System resiliency in accordance with the requirements of Regulation SCI.

The Exchange believes ranking orders subject to Display-Price Sliding at the midpoint of the NBBO where such orders are not executable at the locking price is also consistent with the Act in that it would enable the Exchange to provide consistent treatment of all Pilot Securities. The Exchange also believes it is reasonable and appropriate to cancel an order subject to the single Display-Price Sliding process in the event that the NBBO widens and a contra-side Non-Displayed Order is resting on the BZX Book at the price to which the order subject to Display-Price Sliding would be adjusted. Due to technological limitations and the Plan's increased minimum quoting

increments, the Exchange is unable to safely re-program its System to re-price such orders to the original locking price in such circumstances. The Exchange also anticipates that the scenario under which it proposes to cancel the Display-Price Sliding order will be infrequent in Tick Pilot Securities. Users who prefer an execution in such a scenario may elect to use the multiple Display-Price Sliding process. Therefore, the Exchange believes it is consistent with the Act to set forth this scenario in its rules so that Users will understand how the System operates and how their orders would be handled in this discrete scenario.

Lastly, the Exchange believes the ministerial changes to Rule 11.27 are also consistent with the Act as they would: (i) clarify a provision under paragraph (a)(4); and (ii) remove redundant provisions from the rule.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange notes that the proposed rule change is designed to assist the Exchange in meeting its regulatory obligations pursuant to the Plan, reduce System complexity and enhance resiliency. The Exchange also notes that the proposed rule change will apply equally to all Members that trade Pilot Securities.

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

The Exchange submitted one comment letter. No other written comments were received.

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

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the Exchange consents, the Commission will: (a) by order approve or disapprove such proposed rule change, or (b) institute proceedings to determine whether the proposed rule change should be disapproved.

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-BatsBZX-2016-29 Amendment No. 1 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-BatsBZX-2016-29 Amendment No. 1. 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-BatsBZX-2016-29 Amendment No. 1 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.⁴⁵

Robert W. Errett
Deputy Secretary

⁴⁵ 17 CFR 200.30-3(a)(12).

EXHIBIT 4

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

* * * * *

Rule 11.27. Compliance with Regulation NMS Plan to Implement a Tick Size Pilot Program
Paragraphs (a) and (b) of [T]this Rule shall be in effect during a pilot period to coincide with the pilot period for the Plan (including any extensions to the pilot period for the Plan).

(a) Compliance with Quoting and Trading Restrictions

(1) (No change).

(2) Exchange Compliance

The System will not display, quote or trade in violation of the applicable quoting and trading requirements for a Pilot Security specified in the Plan and this Rule, unless such quotation or transaction is specifically exempted under the Plan. [The Exchange's specific procedures for handling, executing, re-pricing and displaying of certain order types and order type instructions applicable to Pilot Securities are set forth under section (c) of this Rule.]

(3) – (7) (No change).

Interpretations and Policies.

.01 - .02 (No change).

(b) (No change).

(1) – (5) (No change).

Interpretations and Policies.

.01 - .10 (No change).

(c) Operation of Order Types and Order Type Instructions for Pilot Securities

This section sets forth the Exchange's specific procedures for handling, executing, re-pricing and displaying of certain order types and order type instructions applicable to Pilot Securities[. Unless otherwise indicated, this section applies to orders in Pilot Securities]in the Control Group and Test Groups One, Two, and Three[and not to orders in Pilot Securities included in the Control Group].

(1) BZX Market Orders. For purposes of determining whether a BZX Market Order's execution price is more than 5 percent worse than the NBBO under Rule 11.9(a)(2), the execution price for a buy (sell) order will be rounded down (up) to the nearest [\$0.05] permissible increment.

(2) Market Pegged Orders. [In Test Groups One and Two, when a Market Pegged Order is locked by an incoming BZX Post Only Order or Partial Post Only at Limit Order that does not remove liquidity pursuant to Rule 11.9(c)(6) or Rule 11.9(c)(7), respectively, the Market Pegged Order is converted to an executable order and will remove liquidity against such incoming order. Notwithstanding the foregoing, if an order other than a Market Pegged Order maintains higher priority than one or more Market Pegged Orders, the Market Pegged Order(s) with lower priority will not be converted, as described above, and the incoming BZX Post Only Order or Partial Post Only at Limit Order will be posted or cancelled in accordance with Rule 11.9(c)(6) or Rule 11.9(c)(7) above.]The System will not accept Market Pegged Orders[in Test Group Three], regardless of price.

(3) Mid-Point Peg Orders. [Notwithstanding paragraphs (a)(4), (a)(5), and (a)(6) of this Rule, Mid-Point Peg Orders may not be entered in increments other than \$0.05. The System will execute a Mid-Point Peg Order: (i) in \$0.05 increments priced

better than the midpoint of the NBBO; or (ii) at the midpoint of the NBBO, regardless of whether the midpoint of the NBBO is in an increment of \$0.05.]Mid-Point Peg Orders may not be alternatively pegged to one minimum price variation inside the same side of the NBBO as the order.

(4) Discretionary Orders. The System will not accept Discretionary Orders, regardless of price[, in all Test Groups and the Control Group].

(5) [Non-Displayed Orders. In Test Group Three, a Non-Displayed Order that is priced in a permissible increment better than the midpoint of the NBBO will be re-priced to the midpoint of the NBBO.

(6)]Market Maker Peg Orders. Pursuant to Rule 11.9(c)(16), a Market Maker Peg Order is automatically priced by the System at the Designated Percentage (as defined in Rule 11.8) away from the then current NBB and NBO, or if no NBB or NBO, at the Designated Percentage away from the last reported sale from the responsible single plan processor in order to comply with the quotation requirements for Market Makers set forth in Rule 11.8(d). Should the above pricing result in a Market Maker Peg Order being priced at an increment other than \$0.05, the System will round an order to buy (sell) up (down) to the nearest [\$0.05]permissible increment.

([7]6) Supplemental Peg Orders. The System will not accept Supplemental Peg Orders[in Test Group Three], regardless of price.

([8]7) Display-Price Sliding. [In Test Group Three, o]Orders subject to Display-Price Sliding that are unexecutable at the locking price will be ranked at the midpoint of the NBBO in the BZX Book and displayed by the System one minimum price variation below the current NBO (for bids) or one minimum price variation above the current NBB

(for offers). Orders subject to Display-Price Sliding [in Test Group Three] that are only to be adjusted once and not multiple times will be cancelled in the event the NBBO widens and a contra-side Non-Displayed Order is resting on the BZX Book at the price to which the order subject to Display-Price Sliding would be adjusted.

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EXHIBIT 5

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

* * * * *

Rule 11.27. Compliance with Regulation NMS Plan to Implement a Tick Size Pilot Program
Paragraphs (a) and (b) of this Rule shall be in effect during a pilot period to coincide with the pilot period for the Plan (including any extensions to the pilot period for the Plan).

(a) Compliance with Quoting and Trading Restrictions

(1) – (3) (No change).

(4) Pilot Securities in Test Group One

No Member may display, rank, or accept from any person any displayable or non-displayable bids or offers, orders, or indications of interest in any Pilot Security in Test Group One in increments other than \$0.05. However, orders priced to execute at the midpoint of the national best bid and national best offer (“NBBO”) or best protected bid and best protected offer (“PBBO”) and orders entered in a Participant-operated retail liquidity program may be ranked and accepted in increments of less than \$0.05. Pilot Securities in Test Group One may continue to trade at any price increment that is currently permitted by Rule 11.11, Price Variations[applicable Participant, SEC and Exchange rules].

(5) – (7) (No change).

Interpretations and Policies.

.01 - .02 (No change).

[.03 This Rule shall be in effect during a pilot period to coincide with the pilot period for the Plan (including any extensions to the pilot period for the Plan).]

(b) (No change).

(1) – (5) (No change).

Interpretations and Policies.

.01 - .10 (No change).

[.11 This Rule shall be in effect during a pilot period to coincide with the pilot period for the Plan (including any extensions to the pilot period for the Plan).]

(c) Operation of Order Types and Order Type Instructions for Pilot Securities

This section sets forth the Exchange's specific procedures for handling, executing, re-pricing and displaying of certain order types and order type instructions applicable to Pilot Securities in the Control Group and Test Groups One, Two, and Three.

(1) BZX Market Orders. For purposes of determining whether a BZX Market Order's execution price is more than 5 percent worse than the NBBO under Rule 11.9(a)(2), the execution price for a buy (sell) order will be rounded down (up) to the nearest permissible increment.

(2) Market Pegged Orders. The System will not accept Market Pegged Orders, regardless of price.

(3) Mid-Point Peg Orders. Mid-Point Peg Orders may not be alternatively pegged to one minimum price variation inside the same side of the NBBO as the order.

(4) Discretionary Orders. The System will not accept Discretionary Orders, regardless of price.

(5) Market Maker Peg Orders. Pursuant to Rule 11.9(c)(16), a Market Maker Peg Order is automatically priced by the System at the Designated Percentage (as defined in Rule 11.8) away from the then current NBB and NBO, or if no NBB or NBO, at the

Designated Percentage away from the last reported sale from the responsible single plan processor in order to comply with the quotation requirements for Market Makers set forth in Rule 11.8(d). Should the above pricing result in a Market Maker Peg Order being priced at an increment other than \$0.05, the System will round an order to buy (sell) up (down) to the nearest permissible increment.

(6) Supplemental Peg Orders. The System will not accept Supplemental Peg Orders, regardless of price.

(7) Display-Price Sliding. Orders subject to Display-Price Sliding that are unexecutable at the locking price will be ranked at the midpoint of the NBBO in the BZX Book and displayed by the System one minimum price variation below the current NBO (for bids) or one minimum price variation above the current NBB (for offers). Orders subject to Display-Price Sliding that are only to be adjusted once and not multiple times will be cancelled in the event the NBBO widens and a contra-side Non-Displayed Order is resting on the BZX Book at the price to which the order subject to Display-Price Sliding would be adjusted.

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