

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 20	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2016 - * 11 Amendment No. (req. for Amendments *)
----------------	--	---

Filing by Bats EDGX Exchange, Inc.
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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

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

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

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

The Exchange proposes rule changes related to fees.

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

First Name * Chris Last Name * Solgan
Title * Assistant General Counsel
E-mail * csolgan@bats.com
Telephone * (646) 856-8723 Fax

Signature
Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.
(Title *)
Assistant General Counsel

Date 04/11/2016
By Chris Solgan (Name *)

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

Add Remove View

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

Exhibit 1 - Notice of Proposed Rule Change *

Add Remove View

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

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

Add Remove View

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

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

Add Remove View

Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

Add Remove View

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

Exhibit 5 - Proposed Rule Text

Add Remove View

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

Partial Amendment

Add Remove View

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

1. Text of the Proposed Rule Change

(a) Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act” or “Exchange Act”),¹ and Rule 19b-4 thereunder,² Bats EDGX Exchange, Inc. f/k/a EDGX Exchange, Inc. (“EDGX” or the “Exchange”) proposes to amend its fees and rebates applicable to Members³ of the Exchange pursuant to EDGX Rule 15.1(a) and (c) (“Fee Schedule”) to amend the Investor Depth Tier under footnote 1. The text of the proposed rule change is attached as Exhibit 5.

(b) Inapplicable.

(c) Inapplicable.

2. Procedures of the Self-Regulatory Organization

The Exchange submits the proposed rule change pursuant to authority delegated by the Board of Directors of the Exchange on February 11, 2014. Exchange staff will advise the Exchange’s Board of Directors of any action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change and, therefore, the Exchange’s internal procedures with respect to the proposed change are complete.

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

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

Chris Solgan
Assistant General Counsel
(646) 856-8723

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

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

(a) Purpose

The Exchange determines the liquidity adding rebate that it will provide to Members using the Exchange's tiered pricing structure. Under such pricing structure, a Member will receive a rebate of anywhere between \$0.0025 and \$0.0034 per share executed, depending on the volume tier for which such Member qualifies. In January 2014, the Exchange adopted the Investor Depth Tier under footnote 1 of the Fee Schedule.⁴ Members who qualify for the Investor Depth Tier receive a rebate of \$0.0033 per share where they: (i) add an ADV⁵ of at least 0.15% of the TCV;⁶ (ii) have an "added liquidity" as a percentage of "added plus removed liquidity" of at least 85%; and (3) add an ADV of at least 500,000 share as Non-displayed⁷ orders that yield fee code HA.⁸

The Exchange now proposes to amend the Investor Depth Tier to: (i) decrease the Member's added ADV threshold in Non-Displayed orders from 500,000 shares to 400,000 shares; and (ii) permit a Member's added ADV to include Non-Displayed orders that yield fee codes HI and/or MM, in addition to fee code HA. Fee code HI is appended to Non-Displayed orders that receive price improvement and add liquidity, and fee code

⁴ See Securities Exchange Act Release No. 76816 (January 4, 2016, 81 FR 987 (January 8, 2016) (SR-EDGX-2015-67).

⁵ As defined in the Exchange's Fee Schedule available at http://batstrading.com/support/fee_schedule/edgx/.

⁶ Id.

⁷ See Exchange Rule 11.6(e)(2) for the definition of Non-Displayed.

⁸ Fee code HA is appended to Non-displayed orders that add liquidity on the Exchange. See the Exchange's Fee Schedule available at http://batstrading.com/support/fee_schedule/edgx/.

MM is appended to Non-Displayed orders that add liquidity using MidPoint Peg Orders.⁹ Lowering the Member's ADV threshold would encourage Members who cannot meet the tier's current criteria to increase their volume on the Exchange in order to achieve the lower threshold. Also, permitting Non-Displayed orders that yield fee codes HI and/or MM, in addition to fee code HA, to be included as part of the Member's ADV would enable Members that utilize other types of Non-Displayed orders to be included as part of the Members added ADV for purposes to satisfying the Investor Depth Tier. In addition, lowering the ADV threshold, combined with the additional fee codes, necessary to achieve the tier should encourage Members to add displayed liquidity, as only the displayed liquidity in this tier is awarded the enhanced rebate. The remainder of the criteria required to meet the tier as well as the rate offered by the tier would remain unchanged.

The Exchange proposes to implement this amendment to its Fee Schedule immediately.¹⁰

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,¹¹ in general, and furthers the objectives of Section 6(b)(4),¹² in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its

⁹ See Exchange Rule 11.8(d) for a description of MidPoint Peg orders.

¹⁰ The Exchange initially filed the proposed change on April 1, 2016 (SR-BatsEDGX-2016-06). On April 11, 2016, the Exchange withdrew SR-BatsEDGX-2016-06 and submitted this filing).

¹¹ 15 U.S.C. 78f.

¹² 15 U.S.C. 78f(b)(4).

facilities. The Exchange also notes that it operates in a highly-competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive. The proposed rule changes reflect a competitive pricing structure designed to incent market participants to direct their order flow to the Exchange. The Exchange believes that the proposed amendments to the Investor Depth Tier are equitable and non-discriminatory in they would apply uniformly to all Members. The Exchange believes the rate remains competitive with those charged by other venues and, therefore, reasonable and equitably allocated to Members.

Volume-based rebates such as that proposed herein have been widely adopted by equities exchanges and are equitable because they are open to all Members on an equal basis and provide additional benefits or discounts that are reasonably related to: (i) the value to an exchange's market quality; (ii) associated higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns; and (iii) introduction of higher volumes of orders into the price and volume discovery processes. The Exchange believes that the proposal is a reasonable, fair and equitable, and not unfairly discriminatory allocation of fees and rebates because it will provide Members with an additional incentive to reach certain thresholds on the Exchange.

In particular, the Exchange believes the amendments to the Investor Depth Tier are a reasonable means to encourage Members to increase their liquidity on the Exchange. The Exchange further believes that the amendments to the Investor Depth Tier represent an equitable allocation of reasonable dues, fees, and other charges because the thresholds necessary to achieve the tier continue to encourage Members to add

displayed liquidity to the EDGX Book¹³ each month, as only the displayed liquidity in this tier is awarded the rebate of \$0.0033 per share. The amendments to the Investor Depth Tier also continue to recognize the contribution that non-displayed liquidity provides to the marketplace, including: (i) adding needed depth to the EDGX market; (ii) providing price support/depth of liquidity; and (iii) increasing diversity of liquidity to EDGX. Including Non-Displayed orders that yield fee codes HI and/or MM, in addition to fee code HA, would enable Members that utilize other types of Non-Displayed orders to be included as part of the Member's added ADV for purposes of satisfying the Investor Depth Tier. In addition, fee code MM and HI are both yielded on Non-Displayed orders that add liquidity – fee code MM for MidPoint Peg Orders and fee code HI for Non-Displayed orders that receive price improvement. The Exchange believes that Members utilizing Non-Displayed orders that add liquidity to the EDGX Book provide increased opportunities for Members to receive the benefit of price improvement, and the addition of fee codes HI and MM is a reasonable means by which to encourage the use of such orders. Combined with the addition of fee codes HI and MM, lowering the ADV threshold necessary to achieve the tier should encourage Members to add displayed liquidity, as only the displayed liquidity in this tier is awarded the enhanced rebate. The increased liquidity benefits all investors by deepening EDGX's liquidity pool, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection.

The Exchange also notes that the criteria and rebate under the Investor Depth Tier

¹³ The EDGX Book is the System's electronic file of orders. See Exchange Rule 1.5(d).

continues to be equitable and reasonable as compared to other tiers offered by the Exchange. For example, under the Investor Tier Members may receive a rebate of \$0.0032 per share where they (i) add an ADV of at least 0.15% of the TCV; and (ii) have an “added liquidity” as a percentage of “added plus removed liquidity” of at least 85%. These thresholds mirror the first two thresholds required to meet the Investor Depth Tier. However, in order to achieve the higher rebate of \$0.0033 per share provided by the amended Investor Depth Tier, Members must also add an ADV of at least 400,000 share as Non-displayed orders that yield fee codes HA, HI, and/or MM. Therefore, the Exchange believes the Investor Depth Tier continues to be consistent with Section 6(b)(4)¹⁴ of the Act as the more stringent criteria correlates with the tier’s higher rebate.

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

The Exchange does not believe its proposed amendment to its Fee Schedule would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed change represents a significant departure from previous pricing offered by the Exchange or pricing offered by the Exchange’s competitors. Additionally, Members may opt to disfavor the Exchange’s pricing if they believe that alternatives offer them better value. Accordingly, the Exchange does not believe that the proposed change will impair the ability of Members or competing venues to maintain their competitive standing in the financial markets.

The Exchange does not believe that the amended tier would burden competition, but instead, enhances competition, as it is intended to increase the competitiveness of and

¹⁴ 15 U.S.C. 78f(b)(4).

draw additional volume to the Exchange. As stated above, the Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee structures to be unreasonable or excessive. The proposed change is generally intended to draw additional liquidity to the Exchange. The Exchange does not believe the amended tier would burden intramarket competition as it would apply to all Members uniformly.

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

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

6. Extension of Time Period for Commission Action

Not applicable.

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

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

(b) This proposed rule change establishes dues, fees or other charges among its members and, as such, may take effect upon filing with the Commission pursuant to Section 19(b)(3)(A)(ii) of the Act¹⁵ and paragraph (f)(2) of Rule 19b-4 thereunder.¹⁶

(c) Inapplicable.

(d) Inapplicable.

¹⁵ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁶ 17 CFR 240.19b-4(f)(2).

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

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

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

Not applicable.

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

Not applicable.

11. Exhibits

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

Exhibit 5 – Text of the Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____; File No. SR-BatsEDGX-2016-11)

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

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

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

The Exchange filed a proposal to amend the fee schedule applicable to Members⁵ and non-members of the Exchange pursuant to EDGX Rules 15.1(a) and (c) (“Fee

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

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

Schedule”) to amend the Investor Depth Tier under footnote 1.

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

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

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

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

1. Purpose

The Exchange determines the liquidity adding rebate that it will provide to Members using the Exchange’s tiered pricing structure. Under such pricing structure, a Member will receive a rebate of anywhere between \$0.0025 and \$0.0034 per share executed, depending on the volume tier for which such Member qualifies. In January 2014, the Exchange adopted the Investor Depth Tier under footnote 1 of the Fee Schedule.⁶ Members who qualify for the Investor Depth Tier receive a rebate of \$0.0033

⁶ See Securities Exchange Act Release No. 76816 (January 4, 2016, 81 FR 987 (January 8, 2016) (SR-EDGX-2015-67).

per share where they: (i) add an ADV⁷ of at least 0.15% of the TCV;⁸ (ii) have an “added liquidity” as a percentage of “added plus removed liquidity” of at least 85%; and (3) add an ADV of at least 500,000 share as Non-displayed⁹ orders that yield fee code HA.¹⁰

The Exchange now proposes to amend the Investor Depth Tier to: (i) decrease the Member’s added ADV threshold in Non-Displayed orders from 500,000 shares to 400,000 shares; and (ii) permit a Member’s added ADV to include Non-Displayed orders that yield fee codes HI and/or MM, in addition to fee code HA. Fee code HI is appended to Non-Displayed orders that receive price improvement and add liquidity, and fee code MM is appended to Non-Displayed orders that add liquidity using MidPoint Peg Orders.¹¹ Lowering the Member’s ADV threshold would encourage Members who cannot meet the tier’s current criteria to increase their volume on the Exchange in order to achieve the lower threshold. Also, permitting Non-Displayed orders that yield fee codes HI and/or MM, in addition to fee code HA, to be included as part of the Member’s ADV would enable Members that utilize other types of Non-Displayed orders to be included as part of the Members added ADV for purposes to satisfying the Investor Depth Tier. In addition, lowering the ADV threshold, combined with the additional fee codes, necessary to achieve the tier should encourage Members to add displayed

⁷ As defined in the Exchange’s Fee Schedule available at http://batstrading.com/support/fee_schedule/edgx/.

⁸ Id.

⁹ See Exchange Rule 11.6(e)(2) for the definition of Non-Displayed.

¹⁰ Fee code HA is appended to Non-displayed orders that add liquidity on the Exchange. See the Exchange’s Fee Schedule available at http://batstrading.com/support/fee_schedule/edgx/.

¹¹ See Exchange Rule 11.8(d) for a description of MidPoint Peg orders.

liquidity, as only the displayed liquidity in this tier is awarded the enhanced rebate. The remainder of the criteria required to meet the tier as well as the rate offered by the tier would remain unchanged.

The Exchange proposes to implement this amendment to its Fee Schedule immediately.¹²

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,¹³ in general, and furthers the objectives of Section 6(b)(4),¹⁴ in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities. The Exchange also notes that it operates in a highly-competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive. The proposed rule changes reflect a competitive pricing structure designed to incent market participants to direct their order flow to the Exchange. The Exchange believes that the proposed amendments to the Investor Depth Tier are equitable and non-discriminatory in they would apply uniformly to all Members. The Exchange believes the rate remains competitive with those charged by other venues and, therefore, reasonable and equitably allocated to Members.

Volume-based rebates such as that proposed herein have been widely adopted by

¹² The Exchange initially filed the proposed change on April 1, 2016 (SR-BatsEDGX-2016-06). On April 11, 2016, the Exchange withdrew SR-BatsEDGX-2016-06 and submitted this filing).

¹³ 15 U.S.C. 78f.

¹⁴ 15 U.S.C. 78f(b)(4).

equities exchanges and are equitable because they are open to all Members on an equal basis and provide additional benefits or discounts that are reasonably related to: (i) the value to an exchange's market quality; (ii) associated higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns; and (iii) introduction of higher volumes of orders into the price and volume discovery processes. The Exchange believes that the proposal is a reasonable, fair and equitable, and not unfairly discriminatory allocation of fees and rebates because it will provide Members with an additional incentive to reach certain thresholds on the Exchange.

In particular, the Exchange believes the amendments to the Investor Depth Tier are a reasonable means to encourage Members to increase their liquidity on the Exchange. The Exchange further believes that the amendments to the Investor Depth Tier represent an equitable allocation of reasonable dues, fees, and other charges because the thresholds necessary to achieve the tier continue to encourage Members to add displayed liquidity to the EDGX Book¹⁵ each month, as only the displayed liquidity in this tier is awarded the rebate of \$0.0033 per share. The amendments to the Investor Depth Tier also continue to recognize the contribution that non-displayed liquidity provides to the marketplace, including: (i) adding needed depth to the EDGX market; (ii) providing price support/depth of liquidity; and (iii) increasing diversity of liquidity to EDGX. Including Non-Displayed orders that yield fee codes HI and/or MM, in addition to fee code HA, would enable Members that utilize other types of Non-Displayed orders to be included as part of the Member's added ADV for purposes to satisfying the Investor

¹⁵ The EDGX Book is the System's electronic file of orders. See Exchange Rule 1.5(d).

Depth Tier. In addition, fee code MM and HI are both yielded on Non-Displayed orders that add liquidity – fee code MM for MidPoint Peg Orders and fee code HI for Non-Displayed orders that receive price improvement. The Exchange believes that Members utilizing Non-Displayed orders that add liquidity to the EDGX Book provide increased opportunities for Members to receive the benefit of price improvement, and the addition of fee codes HI and MM is a reasonable means by which to encourage the use of such orders. Combined with the addition of fee codes HI and MM, lowering the ADV threshold necessary to achieve the tier should encourage Members to add displayed liquidity, as only the displayed liquidity in this tier is awarded the enhanced rebate. The increased liquidity benefits all investors by deepening EDGX's liquidity pool, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection.

The Exchange also notes that the criteria and rebate under the Investor Depth Tier continues to be equitable and reasonable as compared to other tiers offered by the Exchange. For example, under the Investor Tier Members may receive a rebate of \$0.0032 per share where they (i) add an ADV of at least 0.15% of the TCV; and (ii) have an “added liquidity” as a percentage of “added plus removed liquidity” of at least 85%. These thresholds mirror the first two thresholds required to meet the Investor Depth Tier. However, in order to achieve the higher rebate of \$0.0033 per share provided by the amended Investor Depth Tier, Members must also add an ADV of at least 400,000 share as Non-displayed orders that yield fee codes HA, HI, and/or MM. Therefore, the Exchange believes the Investor Depth Tier continues to be consistent with Section

6(b)(4)¹⁶ of the Act as the more stringent criteria correlates with the tier's higher rebate.

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

The Exchange does not believe its proposed amendment to its Fee Schedule would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed change represents a significant departure from previous pricing offered by the Exchange or pricing offered by the Exchange's competitors. Additionally, Members may opt to disfavor the Exchange's pricing if they believe that alternatives offer them better value. Accordingly, the Exchange does not believe that the proposed change will impair the ability of Members or competing venues to maintain their competitive standing in the financial markets.

The Exchange does not believe that the amended tier would burden competition, but instead, enhances competition, as it is intended to increase the competitiveness of and draw additional volume to the Exchange. As stated above, the Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee structures to be unreasonable or excessive. The proposed change is generally intended to draw additional liquidity to the Exchange. The Exchange does not believe the amended tier would burden intramarket competition as it would apply to all Members uniformly.

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

The Exchange has not solicited, and does not intend to solicit, comments on this

¹⁶ 15 U.S.C. 78f(b)(4).

proposed rule change. The Exchange has not received any unsolicited written comments from Members or other interested parties.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁷ and paragraph (f) of Rule 19b-4 thereunder.¹⁸ At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

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

Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File No. SR-BatsEDGX-2016-11 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.

¹⁷ 15 U.S.C. 78s(b)(3)(A).

¹⁸ 17 CFR 240.19b-4(f).

All submissions should refer to File No. SR-BatsEDGX-2016-11. 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-BatsEDGX-2016-11 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.¹⁹

Robert W. Errett
Deputy Secretary

¹⁹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

Bats EDGX Exchange Fee Schedule

Effective [~~March 17~~]April 11, 2016

* * * * *

Footnotes:**¹Add Volume Tiers:**

The rebates to add provided by the below add volume tiers are applicable to the following fee codes: B, V, Y, 3, 4 and ZA.

Tier	Rebate per share to Add	Required Criteria
Mega Tier 1- Investor Tier	(No change).	
Investor Depth	(\$0.0033)	(1) Member adds an ADV of at least 0.15% of the TCV; (2) Member has an “added liquidity” as a percentage of “added plus removed liquidity” of at least 85%; and (3) Member adds an ADV of at least <u>500,000</u> 400,000 shares as Non-displayed orders that yield fee code HA, <u>HI</u> , and/or <u>MM</u> .

* * * * *