

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 18 SECURITIES AND EXCHANGE COMMISSION File No.* SR - 2016 - * 63
WASHINGTON, D.C. 20549
Form 19b-4 Amendment No. (req. for Amendments *)

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

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

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

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

Description

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

The Exchange proposes a rule change related to fees.

Contact Information

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

First Name * Last Name *
 Title *
 E-mail *
 Telephone * Fax

Signature

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

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

(Title *)

Date
 By
(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 *

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

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

Add Remove View

Exhibit Sent As Paper Document

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

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

Exhibit 5 - Proposed Rule Text

Add Remove View

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

Partial Amendment

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”),¹ and Rule 19b-4 thereunder,² Bats EDGX Exchange, Inc. (the “Exchange” or “EDGX”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to amend the fee schedule applicable to Members and non-Members³ of the Exchange pursuant to Exchange Rules 15.1(a) and (c). Changes to the fee schedule pursuant to this proposal are effective upon filing.

The text of the proposed rule change is attached as Exhibit 5. Material proposed to be added is underlined. Material proposed to be deleted is enclosed in brackets.

(b) Not applicable.

(c) Not applicable.

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.

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

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

(a) Purpose

Fee Code Z

The Exchange proposes to increase the fee for orders yielding fee code Z, which is yielded on orders routed to a non-exchange destination using ROUZ⁴ routing strategy, from \$0.00100 to \$0.00120 per share for securities priced at or above \$1.00. The Exchange does not propose to amend the rate for orders yielding fee code Z in securities priced below \$1.00.

Fee Code O

The Exchange also proposes to amend footnote 5 of its Fee Schedule to increase the fee cap for orders yielding fee code O from \$20,000 to \$35,000 per month per Member. Fee code O is appended to orders that are touted to participate in the listing market's opening or re-opening cross and are charged a fee of \$0.00100 per share for orders in securities priced at or above \$1.00 and 0.30% of the transaction dollar value for securities priced below \$1.00. When the Exchange routes to a listing exchange's opening cross, such as the Nasdaq Stock Market LLC ("Nasdaq"), the Exchange passes through the tier saving that Bats Trading, Inc. ("Bats Trading"), the Exchange's routing broker-dealer, achieves on an away exchange to its Members. This tier savings takes the form of a cap of Member's fees at \$20,000 per month for using fee code O. The proposed increase in the fee cap under footnote 5 is in response to the September 2016 fee cap

⁴ See Exchange Rule 11.11(g)(3).

change by Nasdaq for orders that participate in their opening cross processes.⁵ Nasdaq's September 2016 fee cap increase requires that members add, at a minimum, one million shares of liquidity to Nasdaq, on average per day, during the month to be eligible for its existing fee cap of \$35,000 for orders that participate in the opening cross. When Bats Trading routes to Nasdaq's opening cross, it will now be subject to the increase fee cap and new tier requirement. The proposed increase to the fee cap under footnote 5 would enable the Exchange to equitably allocate its costs among all Members utilizing fee code O. Therefore, the Exchange proposes to amend footnote 5 to increase the fee cap for orders yielding fee code O from \$20,000 to \$35,000 per month per Member in response to Nasdaq's September 2016 increased fee cap and related requirements.

Implementation Date

The Exchange proposes to implement this amendment to its Fee Schedule November 1, 2016.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,⁶ in general, and furthers the objectives of Section 6(b)(4),⁷ 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.

Fee Code Z

⁵ See Securities Exchange Act Release No. 78977 (September 29, 2016), 81 FR 691140 (October 5, 2016) (SR-Nasdaq-2016-132) (increasing the fee cap for orders executed in its opening cross from \$30,000 to \$35,000).

⁶ 15 U.S.C. 78f.

⁷ 15 U.S.C. 78f(b)(4).

The Exchange believes that its proposal to increase the fee for orders routed to a non-exchange destination that yield fee code Z represents an equitable allocation of reasonable dues, fees, and other charges among Members and other person using its facilities in that they are designed in part to cover the costs of routing. While Members that route to a non-exchange destination using ROUZ routing strategy will be paying higher fees due to the proposal, the increased revenue received by the Exchange will be used to fund the Exchange generally, including the cost of maintaining and improving the technology used to handle and route orders from the Exchange as well as programs that the Exchange believes help to attract additional liquidity and thus improve the depth of liquidity available on the Exchange. Accordingly, although the cost of routing is increasing, the Exchange believes that the increase is a modest increase and that higher routing fees will benefit Members in other ways. Furthermore, the Exchange notes that routing through the Exchange is voluntary. Lastly the Exchange also believes that the proposed amendment is non-discriminatory because it applies uniformly to all Members.

Fee Code O

The Exchange believes that its proposal to amend footnote 5 to increase the fee cap for orders yielding fee code O from \$20,000 to \$35,000 per month per Member represents an equitable allocation of reasonable dues, fees, and other charges among Members and other persons using its facilities. The proposed increase in the fee cap under footnote 5 is in response to September 2016 fee cap increase by Nasdaq for orders that participate in their opening cross process. Prior to Nasdaq's September 2016 fee cap increase, Nasdaq capped Bats Trading monthly fees for participating in it's opening cross at \$30,000. Nasdaq capped Bats Trading monthly fees for participating in its opining

cross at \$30,000. Nasdaq has now increased that cap to \$35,000.⁸ The proposed increase to the fee cap under footnote 5 would enable the Exchange to equitably allocate its costs among all Member who utilize fee code O. Therefore, the Exchange believes that the proposed change to footnote 5 is equitable and reasonable because it accounts for the increased Nasdaq fee cap, which enables the Exchange to apply to its Member similar fee caps. The Exchange notes that routing through Bats Trading is voluntary and believes that the proposed change is non-discriminatory because it applies uniformly to all Members.

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

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

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 written comments from members or other interested parties.

⁸ See supra note 5.

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)

Pursuant to Section 19(b)(3)(A)(ii) of the Act⁹ and Rule 19b-4(f)(2) thereunder,¹⁰ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge applicable to the Exchange's Members and non-Members, which renders the proposed rule change effective upon filing.

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.

8. Proposed Rule Change Based on Rule 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.

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 the Proposed Rule Change for publication in the Federal Register.

Exhibit 2 – 4: Not applicable.

⁹ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁰ 17 CFR 240.19b-4(f)(2).

Exhibit 5: Text of Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____; File No. SR-BatsEDGX-2016-63)

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

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on _____, 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 EDGA Rules 15.1(a) and (c).

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).

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

Fee Code Z

The Exchange proposes to increase the fee for orders yielding fee code Z, which is yielded on orders routed to a non-exchange destination using ROUZ⁶ routing strategy, from \$0.00100 to \$0.00120 per share for securities priced at or above \$1.00. The Exchange does not propose to amend the rate for orders yielding fee code Z in securities priced below \$1.00.

Fee Code O

The Exchange also proposes to amend footnote 5 of its Fee Schedule to increase the fee cap for orders yielding fee code O from \$20,000 to \$35,000 per month per Member. Fee code O is appended to orders that are touted to participate in the listing

⁶ See Exchange Rule 11.11(g)(3).

market's opening or re-opening cross and are charged a fee of \$0.00100 per share for orders in securities priced at or above \$1.00 and 0.30% of the transaction dollar value for securities priced below \$1.00. When the Exchange routes to a listing exchange's opening cross, such as the Nasdaq Stock Market LLC ("Nasdaq"), the Exchange passes through the tier saving that Bats Trading, Inc. ("Bats Trading"), the Exchange's routing broker-dealer, achieves on an away exchange to its Members. This tier savings takes the form of a cap of Member's fees at \$20,000 per month for using fee code O. The proposed increase in the fee cap under footnote 5 is in response to the September 2016 fee cap change by Nasdaq for orders that participate in their opening cross processes.⁷ Nasdaq's September 2016 fee cap increase requires that members add, at a minimum, one million shares of liquidity to Nasdaq, on average per day, during the month to be eligible for its existing fee cap of \$35,000 for orders that participate in the opening cross. When Bats Trading routes to Nasdaq's opening cross, it will now be subject to the increase fee cap and new tier requirement. The proposed increase to the fee cap under footnote 5 would enable the Exchange to equitably allocate its costs among all Members utilizing fee code O. Therefore, the Exchange proposes to amend footnote 5 to increase the fee cap for orders yielding fee code O from \$20,000 to \$35,000 per month per Member in response to Nasdaq's September 2016 increased fee cap and related requirements.

Implementation Date

The Exchange proposes to implement this amendment to its Fee Schedule

November 1, 2016.

⁷ See Securities Exchange Act Release No. 78977 (September 29, 2016), 81 FR 691140 (October 5, 2016) (SR-Nasdaq-2016-132) (increasing the fee cap for orders executed in its opening cross from \$30,000 to \$35,000).

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,⁸ in general, and furthers the objectives of Section 6(b)(4),⁹ in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities.

Fee Code Z

The Exchange believes that its proposal to increase the fee for orders routed to a non-exchange destination that yield fee code Z represents an equitable allocation of reasonable dues, fees, and other charges among Members and other person using its facilities in that they are designed in part to cover the costs of routing. While Members that route to a non-exchange destination using ROUZ routing strategy will be paying higher fees due to the proposal, the increased revenue received by the Exchange will be used to fund the Exchange generally, including the cost of maintaining and improving the technology used to handle and route orders from the Exchange as well as programs that the Exchange believes help to attract additional liquidity and thus improve the depth of liquidity available on the Exchange. Accordingly, although the cost of routing is increasing, the Exchange believes that the increase is a modest increase and that higher routing fees will benefit Members in other ways. Furthermore, the Exchange notes that routing through the Exchange is voluntary. Lastly the Exchange also believes that the proposed amendment is non-discriminatory because it applies uniformly to all Members.

⁸ 15 U.S.C. 78f.

⁹ 15 U.S.C. 78f(b)(4).

Fee Code O

The Exchange believes that its proposal to amend footnote 5 to increase the fee cap for orders yielding fee code O from \$20,000 to \$35,000 per month per Member represents an equitable allocation of reasonable dues, fees, and other charges among Members and other persons using its facilities. The proposed increase in the fee cap under footnote 5 is in response to September 2016 fee cap increase by Nasdaq for orders that participate in their opening cross process. Prior to Nasdaq's September 2016 fee cap increase, Nasdaq capped Bats Trading monthly fees for participating in its opening cross at \$30,000. Nasdaq capped Bats Trading monthly fees for participating in its opening cross at \$30,000. Nasdaq has now increased that cap to \$35,000.¹⁰ The proposed increase to the fee cap under footnote 5 would enable the Exchange to equitably allocate its costs among all Member who utilize fee code O. Therefore, the Exchange believes that the proposed change to footnote 5 is equitable and reasonable because it accounts for the increased Nasdaq fee cap, which enables the Exchange to apply to its Member similar fee caps. The Exchange notes that routing through Bats Trading is voluntary and believes that the proposed change is non-discriminatory because it applies uniformly to all Members.

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

This proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that this change represents a significant departure from previous pricing offered by the Exchange or from pricing offered by the Exchange's competitors.

¹⁰ See supra note 7.

Additionally, Members may opt to disfavor the Exchange's pricing if they believe that alternatives offer them better value. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of Members or competing venues to maintain their competitive standing in the financial markets. The Exchange believes that its proposal would not burden intramarket competition because the proposed rates would apply uniformly to all Members.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any 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 Act¹¹ and paragraph (f) of Rule 19b-4 thereunder.¹² 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.

¹¹ 15 U.S.C. 78s(b)(3)(A).

¹² 17 CFR 240.19b-4(f).

Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File No. SR-BatsEDGX-2016-63 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-BatsEDGX-2016-63. 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-2016-63 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.¹³

Robert W. Errett
Deputy Secretary

¹³ 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 [October 3]November 1, 2016

* * * * *

Fee Codes and Associated Fees:

Fee Code	Description	Fee/(Rebate) Securities at or above \$1.00	Fee/(Rebate) Securities below \$1.00
10 – Y ¹	(No change.)		
Z	Routed to a non-exchange destination using ROUZ routing strategy	0.001 <u>2</u> [0]0	0.30% of Dollar Value
ZA – ZR	(No change.)		

* * * * *

Footnotes:

¹⁻⁴ (No change.)

⁵ Capped at \$35[20],000 per month per Member.

⁶⁻¹¹ (No change.)

* * * * *