

Required fields are shown with yellow backgrounds and asterisks.

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

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

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

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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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 * Chris Last Name * Solgan

Title * Assistant General Counsel

E-mail * csolgan@bats.com

Telephone * (646) 856-8723 Fax

Signature

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

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

(Title *)

Date 03/08/2017 Assistant General Counsel

By Chris Solgan

(Name *)

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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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

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

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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

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

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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 Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² Bats BZX Exchange, Inc. (the “Exchange” or “BZX”) 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 BZX 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 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:

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).

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

Christopher Solgan
Assistant General Counsel
(646) 856-8723

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

(a) Purpose

The Exchange proposes to amend its fee schedule applicable to its equities trading platform ("BZX Equities") to: (i) modify the criteria required to meet the Market Depth Tier; (ii) add a new Cross-Asset Add Volume Tier 2 under footnote 1; and (iii) delete the alternate criteria to meet Tiers 1 through 6 under footnote 1.

Modifications to Market Depth Tier

The Exchange proposes to modify the required criteria for Market Depth Tier under footnote 1 of the fee schedule. The Exchange currently offers enhanced rebates ranging from \$0.0025 to \$0.0032 per share under eight Add Volume Tiers set forth in footnote 1 of the fee schedule. Under the Market Depth Tier, qualifying Members earn a rebate per share of \$0.0032 on displayed orders that add liquidity and yield fee codes B, V, or Y.⁴ Currently, to qualify for this tier a Member must: (i) add an ADV⁵ greater than or equal to 1.00% of the TCV⁶; and (ii) add an ADV greater than or equal to 0.10%

⁴ Fee codes B, V, and Y are appended to displayed orders that add liquidity in tape B, A, or C, respectively. See the Exchange's fee schedule available at http://www.bats.com/us/equities/membership/fee_schedule/bzx/.

⁵ "ADV" means average daily volume calculated as the number of shares added or removed, combined, per day, and is calculated on a monthly basis. *Id.*

⁶ "TCV" means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply. *Id.*

of the TCV in non-displayed orders that yield fee codes HA⁷ or HI⁸. The Exchange now proposes to decrease the first prong of the tier's criteria while increasing the second prong of the criteria for this tier, thus keeping the difficulty of achieving the tier the same while adjusting to current market dynamics. Specifically, to receive a rebate of \$0.0032 per share under the Market Depth Tier a Member must now: (i) add an ADV greater than or equal to 0.70% of the TCV; and (ii) add an ADV greater than or equal to 0.12% of the TCV in non-displayed orders that yield fee codes HA or HI.

Proposed Cross-Asset Add Volume Tier 2

The Exchange proposes to offer an additional Cross-Asset Add Volume Tier under footnote 1 of the fee schedule. Included amongst the volume tiers offered by the Exchange under footnote 1 is a Cross-Asset Add Volume Tier which requires participation on the Exchange's equity options platform ("BZX Options"). Under the Exchange's current Cross-Asset Add Volume Tier, a Member's order that yield fee codes B, V, or Y may receive an enhanced rebate of \$0.0028 per share where that Member has an: (i) ADAV⁹ as a percentage of TCV greater than or equal to 0.15%; and

⁷ Fee code HA is appended to non-displayed orders which add liquidity on the Exchange and receive a rebate of \$0.0017 per share. Id.

⁸ Fee code HI is appended to non-displayed orders which receive price improvement and add liquidity. Orders that yield fee code HI are charged no fee nor do they receive a rebate. Id.

⁹ "ADAV" means average daily added volume calculated as the number of contracts added and "ADV" means average daily volume calculated as the number of contracts added or removed, combined, per day. See the Exchange's fee schedule available at http://www.bats.com/us/options/membership/fee_schedule/bzx/.

(ii) Options Customer Add TCV¹⁰ greater than or equal to 0.10%. Under proposed tier to be called the “Cross-Asset Add Volume Tier 2”,¹¹ a Member’s orders that yield fee codes B, V or Y may receive an enhanced rebate of \$0.0030 per share where the Member: (i) has on BZX Options an ADAV in Customer¹² orders greater than or equal to 0.60% of average TCV; (ii) has on BZX Options an ADAV in Market Maker¹³ orders greater than or equal to 0.25% of average TCV; and (iii) Member has an ADAV greater than or equal to 0.30% of average TCV.

Deletion of Alternate Criteria to Meet Tiers 1 Through 6 under Footnote 1

The Exchange proposes to delete the alternate criteria to meet Tiers 1 – 6 under footnote 1 of the fee schedule. The Exchange currently offers enhanced rebates ranging from \$0.0025 to \$0.0032 per share under Tiers 1 through 6 in footnote 1 of the fee schedule for Members that have an ADAV as a percentage of TCV greater than or equal to a certain percentage *or* an ADV as a percentage of TCV greater than a certain percentage. The Exchange now proposes to delete the second alternate criteria under

¹⁰ “Options Customer Add TCV” means, for purposes of equities pricing, ADAV resulting from Customer orders as a percentage of TCV, using the definitions of ADAV, Customer and TCV as provided under the Exchange’s fee schedule for BZX Options. Id.

¹¹ The Exchange proposes to rename the current Cross-Asset Add Volume Tier as “Cross-Asset Add Volume Tier 1”.

¹² “Customer” applies to any transaction identified by a Member for clearing in the Customer range at the OCC, excluding any transaction for a Broker Dealer or a “Professional” as defined in Exchange Rule 16.1. See the BZX Options fee schedule available at http://www.bats.com/us/options/membership/fee_schedule/bzx/.

¹³ “Market Maker” applies to any transaction identified by a Member for clearing in the Market Maker range at the OCC, where such Member is registered with the Exchange as a Market Maker as defined in Rule 16.1(a)(37). Id.

Tiers 1 through 6 where a Member may have an ADV as a percentage of TCV greater than a certain percentage to receive the enhanced rebate provided by the tier.

- Under Tier 1, a Member may receive a rebate of \$0.0025 per share where they have an: (i) ADAV as a percentage of TCV greater than or equal to 0.10%; or (ii) ADV as a percentage of TCV greater than or equal to 0.25%. As amended, the second alternate criteria will be removed and Members would no longer qualify for the tier where they have an ADV as a percentage of TCV greater than or equal to 0.25%.
- Under Tier 2, a Member may receive a rebate of \$0.0028 per share where they have an: (i) ADAV as a percentage of TCV greater than or equal to 0.20%; or (ii) ADV as a percentage of TCV greater than or equal to 0.50%. As amended, the second alternate criteria will be removed and Members would no longer qualify for the tier where they have an ADV as a percentage of TCV greater than or equal to 0.50%.
- Under Tier 3, a Member may receive a rebate of \$0.0029 per share where they have an: (i) ADAV as a percentage of TCV greater than or equal to 0.30%; or (ii) ADV as a percentage of TCV greater than or equal to 0.75%. As amended, the second alternate criteria will be removed and Members would no longer qualify for the tier where they have an ADV as a percentage of TCV greater than or equal to 0.75%.
- Under Tier 4, a Member may receive a rebate of \$0.0030 per share where they have an: (i) ADAV as a percentage of TCV greater than or equal to 0.50%; or (ii) ADV as a percentage of TCV greater than or equal to 1.00%. As amended, the

second alternate criteria will be removed and Members would no longer qualify for the tier where they have an ADV as a percentage of TCV greater than or equal to 1.00%.

- Under Tier 5, a Member may receive a rebate of \$0.0031 per share where they have an: (i) ADAV as a percentage of TCV greater than or equal to 1.00%; or (ii) ADV as a percentage of TCV greater than or equal to 1.40%. As amended, the second alternate criteria will be removed and Members would no longer qualify for the tier where they have an ADV as a percentage of TCV greater than or equal to 1.40%.
- Under Tier 6, a Member may receive a rebate of \$0.0032 per share where they have an: (i) ADAV as a percentage of TCV greater than or equal to 1.25%; or (ii) ADV as a percentage of TCV greater than or equal to 1.75%. As amended, the second alternate criteria will be removed and Members would no longer qualify for the tier where they have an ADV as a percentage of TCV greater than or equal to 1.75%.

Implementation Date

The Exchange proposes to implement these amendments to its fee schedule immediately.¹⁴

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the

¹⁴ The Exchange initially filed the proposed amendments to its fee schedule on March 1, 2017 (SR-BatsBZX-2017-16). On March 8, 2017, the Exchange filed and withdrew SR-BatsBZX-2017-18 and then subsequently submitted this filing (SR-BatsBZX-2017-19).

objectives of Section 6 of the Act,¹⁵ in general, and furthers the objectives of Section 6(b)(4),¹⁶ in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities. The Exchange believes that the proposed modification to the tiered pricing structure is reasonable, fair and equitable, and non-discriminatory. The Exchange operates in a highly competitive market in which market participants may readily send order flow to many competing venues if they deem fees at the Exchange to be excessive. The proposed fee structure remains intended to attract order flow to the Exchange by offering market participants a competitive pricing structure. The Exchange believes it is reasonable to offer and incrementally modify incentives intended to help to contribute to the growth of the Exchange.

Volume-based rebates such as that proposed herein have been widely adopted by exchanges, including the Exchange, 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 provisions and/or growth patterns; and (iii) introduction of higher volumes of orders into the price and volume discovery processes.

Modifications to Market Depth Tier

The modification proposed herein is also intended to incentivize additional Members to send orders to the Exchange in an effort to qualify for the enhanced rebate

¹⁵ 15 U.S.C. 78f.

¹⁶ 15 U.S.C. 78f(b)(4).

made available by the tiers, contribute to the growth of the Exchange, or will allow the Exchange to earn additional revenue that can be used to offset the addition of new pricing incentives. The Exchange believes decreasing the first prong of the tier's criteria by 0.30%, while increasing the second prong of the criteria by 0.02%, ensures the difficulty of achieving the tier remains the same, while adjusting to reflect current market dynamics. The second prong of the criteria is a subset of the first prong. Due to market trend of decreased volatility in 2017, this tier has become more difficult to achieve. By decreasing the overall ADV required by the first prong while slightly increasing the ADV required in certain non-displayed orders by the second prong, the effect of the tier, to incentivize orders which add depth to the order book, remains in place, while adjusting for current market volatility. The result is that the difficulty of achieving the tier remains relatively similar. The Exchange does not propose to modify the rebate offered in this tier as the difficulty is relatively unchanged. The Exchange as well as competitors of the Exchange and do not represent a significant departure from the Exchange's general pricing structure.

Proposed Cross-Asset Add Volume Tier 2

The Exchange believes that the proposed Cross-Asset Add Volume Tier 2 is a reasonable, equitable, and not unfairly discriminatory allocation of fees and rebates because it will provide Members with an additional incentive to reach certain thresholds on both BZX Equities and BZX Options. The increased liquidity from this proposal also benefits all investors by deepening the BZX Equities and BZX Options liquidity pools, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor

protection. Such pricing programs thereby reward a Member's growth pattern on the Exchange and such increased volume increases potential revenue to the Exchange, and will allow the Exchange to continue to provide and potentially expand the incentive programs operated by the Exchange. To the extent a Member participates on BZX Equities but not on BZX Options, the Exchange does believe that the proposal is still reasonable, equitably allocated and non-discriminatory with respect to such Member based on the overall benefit to the Exchange resulting from the success of BZX Options. As noted above, such success allows the Exchange to continue to provide and potentially expand its existing incentive programs to the benefit of all participants on the Exchange, whether they participate on BZX Options or not. The proposed rebate provided by the proposed tier is also equitable and reasonable because it reflects the increased criteria necessary to achieve the tier as compare to the existing Cross-Asset Add Volume Tier. The proposed tier is also fair and equitable in that membership in BZX Options is available to all market participants which would provide them with access to the benefits on BZX Options provided by the proposed changes, as described above, even where a member of BZX Options is not necessarily eligible for the proposed increased rebates on the Exchange. Further, the proposed changes will result in Members receiving either the same or an increased rebate than they would currently receive.

Deletion of Alternate Criteria to Meet Tiers 1 Through 6 under Footnote 1

The Exchange believes that the proposed deletions of the alternate criteria for Tiers 1 through 6 under footnote 1 are reasonable, equitable, and not unfairly discriminatory allocation of fees and rebates. The alternate criteria available under these tier has not affected Members' behavior in the manner originally conceived by the

Exchange as most all Members that qualify for Tier 1 through 6 do so by meeting the tier's first criteria, which the Exchange does not propose to modify or delete.

Therefore, the alternate criteria the Exchange proposes to delete for each tier would have a minimal impact on Member's ability to qualify for a particular tier. The Exchange also believes that the proposed elimination of the alternate criteria for Tiers 1 through 6 would be non-discriminatory in that it currently applies equally to all Members and, upon elimination, would no longer be available to any Members. Further, their elimination will allow the Exchange to explore other pricing mechanisms in which it may enhance market quality for all Members.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that any of the proposed change to the Exchange's tiered pricing structure burden competition, but instead, that it enhances competition as it is intended to increase the competitiveness of BZX by modifying pricing incentives in order to attract order flow and incentivize participants to increase their participation on the Exchange. 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 changes are generally intended to enhance the rebates for liquidity added to the Exchange, which is intended to draw additional liquidity to the Exchange. The Exchange does not believe the proposed amendments would burden intramarket competition as they would be available 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 Act¹⁷ and paragraph (f)(2) of Rule 19b-4 thereunder.¹⁸

(c) Inapplicable.

(d) Inapplicable.

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

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

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

Not applicable.

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

¹⁷ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁸ 17 CFR 240.19b-4(f)(2).

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-BatsBZX-2017-19)

Self-Regulatory Organizations; Bats BZX 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 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 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 BZX Rules 15.1(a) and (c).

The text of the proposed rule change is available at the Exchange’s website at

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).

www.bats.com, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

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

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

1. Purpose

The Exchange proposes to amend its fee schedule applicable to its equities trading platform ("BZX Equities") to: (i) modify the criteria required to meet the Market Depth Tier; (ii) add a new Cross-Asset Add Volume Tier 2 under footnote 1; and (iii) delete the alternate criteria to meet Tiers 1 through 6 under footnote 1.

Modifications to Market Depth Tier

The Exchange proposes to modify the required criteria for Market Depth Tier under footnote 1 of the fee schedule. The Exchange currently offers enhanced rebates ranging from \$0.0025 to \$0.0032 per share under eight Add Volume Tiers set forth in footnote 1 of the fee schedule. Under the Market Depth Tier, qualifying Members earn a rebate per share of \$0.0032 on displayed orders that add liquidity and yield fee codes B,

V, or Y.⁶ Currently, to qualify for this tier a Member must: (i) add an ADV⁷ greater than or equal to 1.00% of the TCV⁸; and (ii) add an ADV greater than or equal to 0.10% of the TCV in non-displayed orders that yield fee codes HA⁹ or HI¹⁰. The Exchange now proposes to decrease the first prong of the tier's criteria while increasing the second prong of the criteria for this tier, thus keeping the difficulty of achieving the tier the same while adjusting to current market dynamics. Specifically, to receive a rebate of \$0.0032 per share under the Market Depth Tier a Member must now: (i) add an ADV greater than or equal to 0.70% of the TCV; and (ii) add an ADV greater than or equal to 0.12% of the TCV in non-displayed orders that yield fee codes HA or HI.

Proposed Cross-Asset Add Volume Tier 2

The Exchange proposes to offer an additional Cross-Asset Add Volume Tier under footnote 1 of the fee schedule. Included amongst the volume tiers offered by the Exchange under footnote 1 is a Cross-Asset Add Volume Tier which requires participation on the Exchange's equity options platform ("BZX Options"). Under the Exchange's current Cross-Asset Add Volume Tier, a Member's order that yield fee codes

⁶ Fee codes B, V, and Y are appended to displayed orders that add liquidity in tape B, A, or C, respectively. See the Exchange's fee schedule available at http://www.bats.com/us/equities/membership/fee_schedule/bzx/.

⁷ "ADV" means average daily volume calculated as the number of shares added or removed, combined, per day, and is calculated on a monthly basis. *Id.*

⁸ "TCV" means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply. *Id.*

⁹ Fee code HA is appended to non-displayed orders which add liquidity on the Exchange and receive a rebate of \$0.0017 per share. *Id.*

¹⁰ Fee code HI is appended to non-displayed orders which receive price improvement and add liquidity. Orders that yield fee code HI are charged no fee nor do they receive a rebate. *Id.*

B, V, or Y may receive an enhanced rebate of \$0.0028 per share where that Member has an: (i) ADAV¹¹ as a percentage of TCV greater than or equal to 0.15%; and (ii) Options Customer Add TCV¹² greater than or equal to 0.10%. Under proposed tier to be called the “Cross-Asset Add Volume Tier 2”,¹³ a Member’s orders that yield fee codes B, V or Y may receive an enhanced rebate of \$0.0030 per share where the Member: (i) has on BZX Options an ADAV in Customer¹⁴ orders greater than or equal to 0.60% of average TCV; (ii) has on BZX Options an ADAV in Market Maker¹⁵ orders greater than or equal to 0.25% of average TCV; and (iii) Member has an ADAV greater than or equal to 0.30% of average TCV.

Deletion of Alternate Criteria to Meet Tiers 1 Through 6 under Footnote 1

The Exchange proposes to delete the alternate criteria to meet Tiers 1 – 6 under

¹¹ “ADAV” means average daily added volume calculated as the number of contracts added and “ADV” means average daily volume calculated as the number of contracts added or removed, combined, per day. See the Exchange’s fee schedule available at http://www.bats.com/us/options/membership/fee_schedule/bzx/.

¹² “Options Customer Add TCV” means, for purposes of equities pricing, ADAV resulting from Customer orders as a percentage of TCV, using the definitions of ADAV, Customer and TCV as provided under the Exchange’s fee schedule for BZX Options. Id.

¹³ The Exchange proposes to rename the current Cross-Asset Add Volume Tier as “Cross-Asset Add Volume Tier 1”.

¹⁴ “Customer” applies to any transaction identified by a Member for clearing in the Customer range at the OCC, excluding any transaction for a Broker Dealer or a “Professional” as defined in Exchange Rule 16.1. See the BZX Options fee schedule available at http://www.bats.com/us/options/membership/fee_schedule/bzx/.

¹⁵ “Market Maker” applies to any transaction identified by a Member for clearing in the Market Maker range at the OCC, where such Member is registered with the Exchange as a Market Maker as defined in Rule 16.1(a)(37). Id.

footnote 1 of the fee schedule. The Exchange currently offers enhanced rebates ranging from \$0.0025 to \$0.0032 per share under Tiers 1 through 6 in footnote 1 of the fee schedule for Members that have an ADAV as a percentage of TCV greater than or equal to a certain percentage *or* an ADV as a percentage of TCV greater than a certain percentage. The Exchange now proposes to delete the second alternate criteria under Tiers 1 through 6 where a Member may have an ADV as a percentage of TCV greater than a certain percentage to receive the enhanced rebate provided by the tier.

- Under Tier 1, a Member may receive a rebate of \$0.0025 per share where they have an: (i) ADAV as a percentage of TCV greater than or equal to 0.10%; or (ii) ADV as a percentage of TCV greater than or equal to 0.25%. As amended, the second alternate criteria will be removed and Members would no longer qualify for the tier where they have an ADV as a percentage of TCV greater than or equal to 0.25%.
- Under Tier 2, a Member may receive a rebate of \$0.0028 per share where they have an: (i) ADAV as a percentage of TCV greater than or equal to 0.20%; or (ii) ADV as a percentage of TCV greater than or equal to 0.50%. As amended, the second alternate criteria will be removed and Members would no longer qualify for the tier where they have an ADV as a percentage of TCV greater than or equal to 0.50%.
- Under Tier 3, a Member may receive a rebate of \$0.0029 per share where they have an: (i) ADAV as a percentage of TCV greater than or equal to 0.30%; or (ii) ADV as a percentage of TCV greater than or equal to 0.75%. As amended, the second alternate criteria will be removed and Members would no longer qualify

for the tier where they have an ADV as a percentage of TCV greater than or equal to 0.75%.

- Under Tier 4, a Member may receive a rebate of \$0.0030 per share where they have an: (i) ADAV as a percentage of TCV greater than or equal to 0.50%; or (ii) ADV as a percentage of TCV greater than or equal to 1.00%. As amended, the second alternate criteria will be removed and Members would no longer qualify for the tier where they have an ADV as a percentage of TCV greater than or equal to 1.00%.
- Under Tier 5, a Member may receive a rebate of \$0.0031 per share where they have an: (i) ADAV as a percentage of TCV greater than or equal to 1.00%; or (ii) ADV as a percentage of TCV greater than or equal to 1.40%. As amended, the second alternate criteria will be removed and Members would no longer qualify for the tier where they have an ADV as a percentage of TCV greater than or equal to 1.40%.
- Under Tier 6, a Member may receive a rebate of \$0.0032 per share where they have an: (i) ADAV as a percentage of TCV greater than or equal to 1.25%; or (ii) ADV as a percentage of TCV greater than or equal to 1.75%. As amended, the second alternate criteria will be removed and Members would no longer qualify for the tier where they have an ADV as a percentage of TCV greater than or equal to 1.75%.

Implementation Date

The Exchange proposes to implement these amendments to its fee schedule

immediately.¹⁶

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,¹⁷ in general, and furthers the objectives of Section 6(b)(4),¹⁸ in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities. The Exchange believes that the proposed modification to the tiered pricing structure is reasonable, fair and equitable, and non-discriminatory. The Exchange operates in a highly competitive market in which market participants may readily send order flow to many competing venues if they deem fees at the Exchange to be excessive. The proposed fee structure remains intended to attract order flow to the Exchange by offering market participants a competitive pricing structure. The Exchange believes it is reasonable to offer and incrementally modify incentives intended to help to contribute to the growth of the Exchange.

Volume-based rebates such as that proposed herein have been widely adopted by exchanges, including the Exchange, 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 provisions and/or growth

¹⁶ The Exchange initially filed the proposed amendments to its fee schedule on March 1, 2017 (SR-BatsBZX-2017-16). On March 8, 2017, the Exchange filed and withdrew SR-BatsBZX-2017-18 and then subsequently submitted this filing (SR-BatsBZX-2017-19).

¹⁷ 15 U.S.C. 78f.

¹⁸ 15 U.S.C. 78f(b)(4).

patterns; and (iii) introduction of higher volumes of orders into the price and volume discovery processes.

Modifications to Market Depth Tier

The modification proposed herein is also intended to incentivize additional Members to send orders to the Exchange in an effort to qualify for the enhanced rebate made available by the tiers, contribute to the growth of the Exchange, or will allow the Exchange to earn additional revenue that can be used to offset the addition of new pricing incentives. The Exchange believes decreasing the first prong of the tier's criteria by 0.30%, while increasing the second prong of the criteria by 0.02%, ensures the difficulty of achieving the tier remains the same, while adjusting to reflect current market dynamics. The second prong of the criteria is a subset of the first prong. Due to market trend of decreased volatility in 2017, this tier has become more difficult to achieve. By decreasing the overall ADV required by the first prong while slightly increasing the ADV required in certain non-displayed orders by the second prong, the effect of the tier, to incentivize orders which add depth to the order book, remains in place, while adjusting for current market volatility. The result is that the difficulty of achieving the tier remains relatively similar. The Exchange does not proposed to modify the rebate offered in this tier as the difficulty is relatively unchanged. The Exchange as well as competitors of the Exchange and do not represent a significant departure from the Exchange's general pricing structure.

Proposed Cross-Asset Add Volume Tier 2

The Exchange believes that the proposed Cross-Asset Add Volume Tier 2 is a reasonable, equitable, and not unfairly discriminatory allocation of fees and rebates

because it will provide Members with an additional incentive to reach certain thresholds on both BZX Equities and BZX Options. The increased liquidity from this proposal also benefits all investors by deepening the BZX Equities and BZX Options liquidity pools, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection. Such pricing programs thereby reward a Member's growth pattern on the Exchange and such increased volume increases potential revenue to the Exchange, and will allow the Exchange to continue to provide and potentially expand the incentive programs operated by the Exchange. To the extent a Member participates on BZX Equities but not on BZX Options, the Exchange does believe that the proposal is still reasonable, equitably allocated and non-discriminatory with respect to such Member based on the overall benefit to the Exchange resulting from the success of BZX Options. As noted above, such success allows the Exchange to continue to provide and potentially expand its existing incentive programs to the benefit of all participants on the Exchange, whether they participate on BZX Options or not. The proposed rebate provided by the proposed tier is also equitable and reasonable because it reflects the increased criteria necessary to achieve the tier as compare to the existing Cross-Asset Add Volume Tier. The proposed tier is also fair and equitable in that membership in BZX Options is available to all market participants which would provide them with access to the benefits on BZX Options provided by the proposed changes, as described above, even where a member of BZX Options is not necessarily eligible for the proposed increased rebates on the Exchange. Further, the proposed changes will result in Members receiving either the same or an increased rebate than they would currently receive.

Deletion of Alternate Criteria to Meet Tiers 1 Through 6 under Footnote 1

The Exchange believes that the proposed deletions of the alternate criteria for Tiers 1 through 6 under footnote 1 are reasonable, equitable, and not unfairly discriminatory allocation of fees and rebates. The alternate criteria available under these tier has not affected Members' behavior in the manner originally conceived by the Exchange as most all Members that qualify for Tier 1 through 6 do so by meeting the tier's first criteria, which the Exchange does not proposes to modify of delete. Therefore, the alternate criteria the Exchange proposes to delete for each tier would have a minimal impact on Member's ability to qualify for a particular tier. The Exchange also believes that the proposed elimination of the alternate criteria for Tiers 1 through 6 would be non-discriminatory in that it currently applies equally to all Members and, upon elimination, would no longer be available to any Members. Further, their elimination will allow the Exchange to explore other pricing mechanisms in which it may enhance market quality for all Members.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that any of the proposed change to the Exchange's tiered pricing structure burden competition, but instead, that it enhances competition as it is intended to increase the competitiveness of BZX by modifying pricing incentives in order to attract order flow and incentivize participants to increase their participation on the Exchange. 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 changes are generally intended to enhance the rebates for liquidity added to the Exchange, which is intended to draw additional liquidity to the Exchange. The Exchange does not believe the proposed amendments would burden intramarket competition as they would be available 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 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 Act¹⁹ and paragraph (f) of Rule 19b-4 thereunder.²⁰ 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:

¹⁹ 15 U.S.C. 78s(b)(3)(A).

²⁰ 17 CFR 240.19b-4(f).

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-2017-19 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-2017-19. 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-2017-19 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.²¹

Robert W. Errett
Deputy Secretary

²¹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

Bats BZX Exchange Fee Schedule

Effective March [1]8, 2017

* * * * *

Footnotes:**¹ Add Volume Tiers**

Applicable to the following fee codes: B, V and Y.

Tier	Rebate Per Share to Add	Member has an ADAV as a percentage of TCV \geq		[Member has an ADV as a percentage of TCV \geq]
Tier 1	(\$0.0025)	0.10%	[or	0.25%]
Tier 2	(\$0.0028)	0.20%	[or	0.50%]
Tier 3	(\$0.0029)	0.30%	[or	0.75%]
Tier 4	(\$0.0030)	0.50%	[or	1.00%]
Tier 5	(\$0.0031)	1.00%	[or	1.40%]
Tier 6	(\$0.0032)	1.25%	[or	1.75%]

Tier	Rebate Per Share to Add	Required Criteria
Market Depth Tier	(\$0.0032)	(1) Member adds an ADV \geq [1]0.70% of the TCV; and (2) Member adds an ADV \geq [0.10]0.12% of the TCV as Non-displayed orders that yield fee codes HA or HI
Cross-Asset Add Volume Tier <u>1</u>	(No change).	

<u>Cross-Asset Add Volume Tier 2</u>	<u>(\$0.0030)</u>	<u>(1) Member has on BZX Options an ADAV in Customer orders \geq 0.60% of average TCV;</u> <u>(2) Member has on BZX Options an ADAV in Market Maker orders \geq 0.25% of average TCV; and</u> <u>(3) Member has an ADAV \geq 0.30% of average TCV</u>
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