

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 * Anders Last Name * Franzon
 Title * SVP, Associate General Counsel
 E-mail * afranzon@bats.com
 Telephone * (913) 815-7154 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 06/01/2017 SVP, Associate General Counsel
 By Anders Franzon
 (Name *)

afranzon@bats.com

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 *

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

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Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

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

Partial Amendment

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

1. Text of the Proposed Rule Change

(a) Pursuant to 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 Members³ and non-Members 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:

Joanne Moffic-Silver

Anders Franzon

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).

Executive Vice President, General
Counsel, and Corporate Secretary
(312) 786-7462

SVP, Associate General Counsel
(913) 815-7154

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 rates associated with fee codes AA, BJ and RA; (ii) adopt new fee code IX; and (iii) increase the condition necessary to qualify for the enhanced rebate provided by the Step-Up tier under footnote 2. The Exchange notes that Bats EDGA Exchange, Inc. (“EDGA”) is implementing certain pricing changes effective June 1, 2017, including modification of various fees and rebates to add and remove liquidity with a displayed or IOC order to a flat fee of \$0.0003 per share to add or remove liquidity with a displayed or IOC order.⁴ The proposed changes to AA, BJ, and RA are proposed in light of these changes.

Fee Code AA

The Exchange proposes to modify the rate associated with orders yielding fee code AA, which results from an order routed to EDGA using ALLB routing strategy,⁵ from a \$0.0002 per share rebate to a fee of \$0.0003 per share for securities priced at or

⁴ See Press Release, Bats Announces Fee Overhaul of EDGA Equities Exchange (May 30, 2017), available at <http://ir.cboe.com/press-releases/2017/05-30-2017.aspx>.

⁵ ALLB is a routing option under which the order checks the System for available shares and is then sent to the Bats BYX Exchange, Inc. (“BYX”), EDGA, and Bats EDGX Exchange, Inc. (“EDGX” collectively with the Exchange, BYX, and EDGA, the “BGM Affiliated Exchanges”). See the Exchange’s routing strategies available at http://cdn.batstrading.com/resources/features/bats_exchange_routing-strategies.pdf. See also Exchange Rule 11.13(b)(3).

above \$1.00. The Exchange does not propose to modify the rate for orders yielding fee code AA for securities priced below \$1.00, which are currently not charged a fee nor provided a rebate.

Fee Code BJ

The Exchange proposes to modify the rate associated with orders yielding fee code BJ, which result from an order routed to EDGA using TRIM or TRIM2 routing strategies,⁶ from a rebate of \$0.0002 per share to a fee of \$0.0003 per share for all securities (i.e., those priced at or above \$1.00 and those priced below \$1.00).

Fee Code RA

The Exchange proposes to decrease the fee associated with orders yielding fee code RA, which results from an order routed to EDGA which adds liquidity, from a fee of \$0.0005 per share to a fee of \$0.0003 per share for securities priced at or above \$1.00. The Exchange does not propose to modify the rate for orders yielding fee code RA for securities priced below \$1.00, which are currently not charged a fee nor provided a rebate.

Fee Code IX

The Exchange proposes to adopt new fee code IX, which would be appended to all orders that are routed to the Investors Exchange, Inc. (“IEX”) using the using TRIM or TRIM2 routing strategies. Orders yielding fee code IX will be charged a fee of \$0.0010 per share for all securities (i.e., those priced at or above \$1.00 and those priced below \$1.00). The Exchange notes that it has not previously included IEX on the

⁶ The TRIM and TRIM2 routing strategies focus on seeking execution of orders while minimizing execution costs by routing only to certain low cost execution venues on the Exchange’s System routing table. Id.

routing tables for TRIM and TRIM2 but plans to do so effective June 1, 2017, and thus, that the proposed change is necessary to account for executions at IEX through such routing strategies.

Single MPID Investor Tier

The Exchange currently offers two Single MPID Investor Tiers under footnote 4, which provides an enhanced rebate of \$0.0031 or \$0.0027 per share for qualifying orders which yield fee codes B,⁷ V,⁸ or Y.⁹ The distinction between the tiers under footnote 4 and other tiers offered by the Exchange, is that the volume measured to determine whether a Member qualifies is performed on an MPID by MPID basis. The Exchange proposes to modify the criteria necessary to achieve the Step-Up Add Tier as described below.

Currently, under the Step-Up Add Tier a Member may receive an enhanced rebate of \$0.0027 per share where the MPID has a Step-Up ADAV¹⁰ from November 2016, greater than or equal to 500,000 shares. As amended a Member may receive an enhanced rebate of \$0.0027 per share where the MPID has a Step-Up ADAV from November 2016, greater than or equal to 750,000 shares.

Implementation Date

⁷ Fee code B is appended to displayed orders which add liquidity to Tape B and is provided a rebate of \$0.0025 per share.

⁸ Fee code V is appended to displayed orders which add liquidity to Tape A and is provided a rebate of \$0.0020 per share.

⁹ Fee code Y is appended to displayed orders which add liquidity to Tape C and is provided a rebate of \$0.0020 per share.

¹⁰ “Step-Up ADAV” means ADAV in the relevant baseline month subtracted from current ADAV. See the Exchange’s fee schedule available at http://www.bats.com/us/equities/membership/fee_schedule/bzx/.

The Exchange proposes to implement the above changes to its fee schedule on June 1, 2017.

(b) Statutory Basis

The Exchange believes that the proposed rule changes are 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 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 or incentives to be insufficient. Furthermore, the Exchange notes that routing through the Exchange's affiliate, Bats Trading, is voluntary.

Modification of the MPID Investor Step-Up Add Tier

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 or incentives provided to be insufficient. The proposed 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.

¹¹ 15 U.S.C. 78f.

¹² 15 U.S.C. 78f(b)(4).

Volume-based pricing 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.

The proposed modification of the Single MPID Step-Up Add Tier reinforces the purpose of the Single MPID Investor Tier by incentivizing Members to send additionally higher level of orders to the Exchange than was previously required. By applying the tier on a single MPID rather than across a Member's entire trading activity, the Exchange is also allowing more Members to potentially receive the enhanced rebates for their trading activity related to liquidity provision. Thus, the Exchange believes that the proposed modification to the tiered pricing structure under footnote 4 is a reasonable, equitable, and not an unfairly discriminatory allocation of fees and rebates because it will provide Members with an incentive to reach a higher thresholds on the Exchange by contributing a meaningful amount of order flow. The proposed modification is non-discriminatory because it applies and is available to all Members.

Fee Codes AA, BJ, and RA

As noted above, EDGA is implementing certain pricing changes effective June 1, 2017, including modification of various fees and rebates to and remove liquidity with a displayed or IOC order to a flat fee of \$0.0003 per share to add or remove liquidity with

a displayed or IOC order.¹³ The changes to fee codes AA, BJ, and RA are proposed in light of these changes and reflect a pass-through of the pricing provided by EDGA. As the pricing in securities priced at or above \$1.00 reflects the same pricing a Member would receive for participation on EDGA directly and the pricing in securities priced below \$1.00 is based on the current pricing model applied by the Exchange, the Exchange believes the proposed fees are reasonable and equitably allocated. The Exchange further believes the proposed fees are non-discriminatory because they apply uniformly to all Members.

Fee Code IX

As of August 19, 2016, IEX began charging a fee of \$0.0009 per share for orders which remove liquidity against non-displayed orders and no fee for orders that remove liquidity against displayed order.¹⁴ Because the Exchange is not be able to control whether the order it routes to IEX executes against displayed or non-displayed liquidity, it therefore, believes it is equitable and reasonable to charge a fee for orders that yield fee code IX based on IEX's rates for removing non-displayed interest. The Exchange further believes that its proposal to charge a fee of \$0.0010 per share is equitable and reasonable because it accounts for the prices charged by IEX plus the additional operation expenses that would be incurred by the Exchange in routing orders to IEX. Furthermore, the Exchange notes that routing through Bats Trading is voluntary and Members may utilize other avenues to route orders to IEX, such as connecting to IEX

¹³ See supra, note 4.

¹⁴ See IEX fee schedule available at <https://iextrading.com/trading/#fee-schedule> (effective August 19, 2016). See also IEX Trading Alert #2016-036, Investors Exchange Fee Schedule Effective August 19, 2016, available at <https://iextrading.com/trading/alerts/2016/036/>.

directly. Lastly, the Exchange also believes that the proposed fee code is non-discriminatory because it applies uniformly to all Members.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that any of the proposed changes to the Exchange's routing pricing burden competition, as they are based on the pricing on other venues. Similarly, the Exchange does not believe that the proposed change to the Exchange's tiered pricing structure burden competition, but instead, that they enhance competition as they are 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 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 Act¹⁵ and paragraph (f)(2) of Rule 19b-4 thereunder.¹⁶
- (c) Inapplicable.
- (d) Inapplicable.

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

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

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

Not applicable.

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

Not applicable.

11. Exhibits

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

Exhibit 5 – Text of the Proposed Rule Change.

¹⁵ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁶ 17 CFR 240.19b-4(f)(2).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____; File No. SR-BatsBZX-2017-42)

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

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.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 rates associated with fee codes AA, BJ and RA; (ii) adopt new fee code IX; and (iii) increase the condition necessary to qualify for the enhanced rebate provided by the Step-Up tier under footnote 2. The Exchange notes that Bats EDGA Exchange, Inc. ("EDGA") is implementing certain pricing changes effective June 1, 2017, including modification of various fees and rebates to add and remove liquidity with a displayed or IOC order to a flat fee of \$0.0003 per share to add or remove liquidity with a displayed or IOC order.⁶ The proposed changes to AA, BJ, and RA are proposed in light of these changes.

⁶ See Press Release, Bats Announces Fee Overhaul of EDGA Equities Exchange (May 30, 2017), available at <http://ir.cboe.com/press-releases/2017/05-30-2017.aspx>.

Fee Code AA

The Exchange proposes to modify the rate associated with orders yielding fee code AA, which results from an order routed to EDGA using ALLB routing strategy,⁷ from a \$0.0002 per share rebate to a fee of \$0.0003 per share for securities priced at or above \$1.00. The Exchange does not propose to modify the rate for orders yielding fee code AA for securities priced below \$1.00, which are currently not charged a fee nor provided a rebate.

Fee Code BJ

The Exchange proposes to modify the rate associated with orders yielding fee code BJ, which result from an order routed to EDGA using TRIM or TRIM2 routing strategies,⁸ from a rebate of \$0.0002 per share to a fee of \$0.0003 per share for all securities (i.e., those priced at or above \$1.00 and those priced below \$1.00).

Fee Code RA

The Exchange proposes to decrease the fee associated with orders yielding fee code RA, which results from an order routed to EDGA which adds liquidity, from a fee of \$0.0005 per share to a fee of \$0.0003 per share for securities priced at or above \$1.00. The Exchange does not propose to modify the rate for orders yielding fee code RA for

⁷ ALLB is a routing option under which the order checks the System for available shares and is then sent to the Bats BYX Exchange, Inc. (“BYX”), EDGA, and Bats EDGX Exchange, Inc. (“EDGX” collectively with the Exchange, BYX, and EDGA, the “BGM Affiliated Exchanges”). See the Exchange’s routing strategies available at http://cdn.batstrading.com/resources/features/bats_exchange_routing-strategies.pdf. See also Exchange Rule 11.13(b)(3).

⁸ The TRIM and TRIM2 routing strategies focus on seeking execution of orders while minimizing execution costs by routing only to certain low cost execution venues on the Exchange’s System routing table. Id.

securities priced below \$1.00, which are currently not charged a fee nor provided a rebate.

Fee Code IX

The Exchange proposes to adopt new fee code IX, which would be appended to all orders that are routed to the Investors Exchange, Inc. (“IEX”) using the using TRIM or TRIM2 routing strategies. Orders yielding fee code IX will be charged a fee of \$0.0010 per share for all securities (i.e., those priced at or above \$1.00 and those priced below \$1.00). The Exchange notes that it has not previously included IEX on the routing tables for TRIM and TRIM2 but plans to do so effective June 1, 2017, and thus, that the proposed change is necessary to account for executions at IEX through such routing strategies.

Single MPID Investor Tier

The Exchange currently offers two Single MPID Investor Tiers under footnote 4, which provides an enhanced rebate of \$0.0031 or \$0.0027 per share for qualifying orders which yield fee codes B,⁹ V,¹⁰ or Y.¹¹ The distinction between the tiers under footnote 4 and other tiers offered by the Exchange, is that the volume measured to determine whether a Member qualifies is performed on an MPID by MPID basis. The Exchange proposes to modify the criteria necessary to achieve the Step-Up Add Tier as described below.

⁹ Fee code B is appended to displayed orders which add liquidity to Tape B and is provided a rebate of \$0.0025 per share.

¹⁰ Fee code V is appended to displayed orders which add liquidity to Tape A and is provided a rebate of \$0.0020 per share.

¹¹ Fee code Y is appended to displayed orders which add liquidity to Tape C and is provided a rebate of \$0.0020 per share.

Currently, under the Step-Up Add Tier a Member may receive an enhanced rebate of \$0.0027 per share where the MPID has a Step-Up ADAV¹² from November 2016, greater than or equal to 500,000 shares. As amended a Member may receive an enhanced rebate of \$0.0027 per share where the MPID has a Step-Up ADAV from November 2016, greater than or equal to 750,000 shares.

Implementation Date

The Exchange proposes to implement the above changes to its fee schedule on June 1, 2017.

2. Statutory Basis

The Exchange believes that the proposed rule changes are 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 or incentives to be insufficient. Furthermore, the Exchange notes that routing through the Exchange's affiliate, Bats Trading, is voluntary.

Modification of the MPID Investor Step-Up Add Tier

¹² “Step-Up ADAV” means ADAV in the relevant baseline month subtracted from current ADAV. See the Exchange’s fee schedule available at http://www.bats.com/us/equities/membership/fee_schedule/bzx/.

¹³ 15 U.S.C. 78f.

¹⁴ 15 U.S.C. 78f(b)(4).

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 or incentives provided to be insufficient. The proposed 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 pricing 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.

The proposed modification of the Single MPID Step-Up Add Tier reinforces the purpose of the Single MPID Investor Tier by incentivizing Members to send additionally higher level of orders to the Exchange than was previously required. By applying the tier on a single MPID rather than across a Member's entire trading activity, the Exchange is also allowing more Members to potentially receive the enhanced rebates for their trading activity related to liquidity provision. Thus, the Exchange believes that the proposed modification to the tiered pricing structure under footnote 4 is a reasonable, equitable, and not an unfairly discriminatory allocation of fees and rebates because it will provide

Members with an incentive to reach a higher thresholds on the Exchange by contributing a meaningful amount of order flow. The proposed modification is non-discriminatory because it applies and is available to all Members.

Fee Codes AA, BJ, and RA

As noted above, EDGA is implementing certain pricing changes effective June 1, 2017, including modification of various fees and rebates to and remove liquidity with a displayed or IOC order to a flat fee of \$0.0003 per share to add or remove liquidity with a displayed or IOC order.¹⁵ The changes to fee codes AA, BJ, and RA are proposed in light of these changes and reflect a pass-through of the pricing provided by EDGA. As the pricing in securities priced at or above \$1.00 reflects the same pricing a Member would receive for participation on EDGA directly and the pricing in securities priced below \$1.00 is based on the current pricing model applied by the Exchange, the Exchange believes the proposed fees are reasonable and equitably allocated. The Exchange further believes the proposed fees are non-discriminatory because they apply uniformly to all Members.

Fee Code IX

As of August 19, 2016, IEX began charging a fee of \$0.0009 per share for orders which remove liquidity against non-displayed orders and no fee for orders that remove liquidity against displayed order.¹⁶ Because the Exchange is not be able to control

¹⁵ See *supra*, note 6.

¹⁶ See IEX fee schedule available at <https://iextrading.com/trading/#fee-schedule> (effective August 19, 2016). See also IEX Trading Alert #2016-036, Investors Exchange Fee Schedule Effective August 19, 2016, available at <https://iextrading.com/trading/alerts/2016/036/>.

whether the order it routes to IEX executes against displayed or non-displayed liquidity, it therefore, believes it is equitable and reasonable to charge a fee for orders that yield fee code IX based on IEX's rates for removing non-displayed interest. The Exchange further believes that its proposal to charge a fee of \$0.0010 per share is equitable and reasonable because it accounts for the prices charged by IEX plus the additional operation expenses that would be incurred by the Exchange in routing orders to IEX. Furthermore, the Exchange notes that routing through Bats Trading is voluntary and Members may utilize other avenues to route orders to IEX, such as connecting to IEX directly. Lastly, the Exchange also believes that the proposed fee code is non-discriminatory because it applies uniformly to 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 changes to the Exchange's routing pricing burden competition, as they are based on the pricing on other venues. Similarly, the Exchange does not believe that the proposed change to the Exchange's tiered pricing structure burden competition, but instead, that they enhance competition as they are 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 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 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-BatsBZX-

¹⁷ 15 U.S.C. 78s(b)(3)(A).

¹⁸ 17 CFR 240.19b-4(f).

2017-42 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-2017-42. 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-2017-42 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 BZX Exchange Fee Schedule

Effective [May 23]June 1, 2017

* * * * *

Fee Codes and Associated Fees:

Fee Code	Description	Fee/(Rebate)
10 ¹⁰ - A ¹⁰	(No change).	
AA ¹⁵	Routed to EDGA using ALLB routing strategy	[(0.00020)] <u>0.00030</u>
AC ¹⁴ - BB ^{6,14}	(No change).	
BJ	Routed to EDGA using TRIM or TRIM2 routing strategy	[(0.00020)] <u>0.00030</u>
BO - HI ^{5,7}	(No change).	
<u>IX</u>	<u>Routed to IEX using TRIM or TRIM2 routing strategy</u>	<u>0.00100</u>
J - R	(No change).	
RA ¹⁰	Routed to EDGA, adds liquidity	[0.00050] <u>0.00030</u>
RB ¹⁰ - ZR ⁶	(No change).	

* * * * *

Footnotes:

1. – 3. (No change).

4. Single MPID Investor Tiers

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

Tier	Rebate Per Share to Add	Required Criteria
Tier	(No change).	
Step-Up Add Tier	(\$0.0027)	MPID has a Step-Up ADAV from November 2016 \geq <u>750,000</u> [500,000] shares

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