

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 21	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR - 2017 - * 005	Amendment No. (req. for Amendments *)	
Filing by Cboe BYX Exchange, Inc. Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934					
Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	Rule <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 Section 806(e)(1) * <input type="checkbox"/>			Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) * <input type="checkbox"/>		
Exhibit 2 Sent As Paper Document <input type="checkbox"/>		Exhibit 3 Sent As Paper Document <input type="checkbox"/>			
Description Provide a brief description of the action (limit 250 characters, required when Initial is checked *). The Exchange proposes a rule change related to transaction 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@cboe.com Telephone * (646) 856-8723 Fax <input type="text"/>					
Signature Pursuant to the requirements of the Securities Exchange Act of 1934, has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized. (Title *) Date 12/27/2017 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 *

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

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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

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” or “Exchange Act”),¹ and Rule 19b-4 thereunder,² Cboe BYX Exchange, Inc. (the “Exchange” or “BYX”) proposes to amend its fees and rebates applicable to Members³ and non-Members of the Exchange pursuant to BYX 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 Board of Directors of the Exchange 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
Executive Vice President, General
Counsel, and Corporate Secretary
(312) 786-7462

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

As further described below, the Exchange proposes to amend its fee schedule to:

- (i) modify its standard rebate to remove liquidity yielding fee codes BB,⁴ N,⁵ and W;⁶ (ii) modify its standard fee to add liquidity yielding fee codes B,⁷ V⁸ and Y;⁹ and (iii) adopt a new tier under footnote 1, Add/Remove Volume Tiers.

Standard Rebates to Remove Liquidity

The Exchange currently provides a standard rebate of \$0.0008 per share for orders that remove liquidity from the Exchange in securities priced at or above \$1.00. The Exchange appends fee codes W, BB and N for orders removing liquidity in Tape A, Tape B, and Tape C securities, respectively. The Exchange proposes to reduce the standard rebate provided for orders yielding these fee codes to a rebate of \$0.0005 per share. In connection with this change, the Exchange proposes to modify the Standard Rates chart contained on the fee schedule to reflect the new standard rebate of \$0.0005 per share to remove liquidity.

⁴ Fee code BB is appended to orders that remove liquidity from BYX (Tape B). See the Exchange's fee schedule available at http://markets.cboe.com/us/equities/membership/fee_schedule/byx/.

⁵ Fee code N is appended to orders that remove liquidity from BYX (Tape C). Id.

⁶ Fee code W is appended to orders that remove liquidity from BYX (Tape A). Id.

⁷ Fee code B is appended to displayed orders that add liquidity to BYX (Tape B). Id.

⁸ Fee code V is appended to displayed orders that add liquidity to BYX (Tape A). Id.

⁹ Fee code Y is appended to displayed orders that add liquidity to BYX (Tape C). Id.

Standard Fee to Add Liquidity

The Exchange currently charges a standard fee of \$0.0018 per share for orders that add liquidity to the Exchange in securities priced at or above \$1.00. The Exchange appends fee codes V, B, and Y for orders adding liquidity in Tape A, Tape B, and Tape C securities, respectively. The Exchange proposes to increase the standard fee charged for orders yielding these fee codes to a fee of \$0.0019 per share. In connection with this change, the Exchange proposes to modify the Standard Rates chart contained on the fee schedule to reflect the new standard fee of \$0.0019 per share to add liquidity.

New Remove Volume Tier

The Exchange currently offers six tiers under footnote 1 that offer reduced fees for displayed orders that add liquidity yielding fee codes B, V and Y, and an enhanced rebate for orders that remove liquidity yielding fee codes BB, N and W, as described above. The Exchange proposes to add a new tier under footnote 1, to be known as Tier 9, under which a Member would receive an enhanced rebate of \$0.0017 per share on orders that yield fee codes BB, N and W, where a Member has: (i) a Step-Up Remove TCV¹⁰ from December 2017 equal to or greater than 0.075%; and (ii) an ADAV¹¹ equal to or

¹⁰ “Step-Up Remove TCV” means remove ADV as a percentage of TCV in the relevant baseline month subtracted from current remove ADV as a percentage of TCV. See the Exchange’s fee schedule available at http://markets.cboe.com/us/equities/membership/fee_schedule/byx/.

¹¹ “ADAV” means average daily volume calculated as the number of shares added per day and “ADV” means average daily volume calculated as the number of shares added or removed, combined, per day. ADAV and ADV are calculated on a monthly basis. Id.

greater than 0.10% of the TCV.¹²

Implementation Date.

The Exchange proposes to implement the above changes to its fee schedule on January 2, 2018.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,¹³ in general, and furthers the objectives of Section 6(b)(4),¹⁴ in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities.

The Exchange believes that proposed changes to fee codes BB, N, and W represent an equitable allocation of reasonable dues, fees, and other charges because the Exchange's standard rebate for removing liquidity continues to be higher than that provided by other exchanges. For example, Nasdaq BX, Inc. ("Nasdaq BX") provides a standard rebate of \$0.0001 per share for orders that remove liquidity.¹⁵ The Exchange further believes that the standard rebate for fee codes BB, N, and W remains equitably allocated and not unreasonably discriminatory because such rebate is provided to all Members unless they qualify for enhanced rebates based on other factors.

¹² "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.

¹³ 15 U.S.C. 78f.

¹⁴ 15 U.S.C. 78f(b)(4).

¹⁵ See the Nasdaq BX fee schedule available at http://www.nasdaqtrader.com/Trader.aspx?id=bx_pricing.

The Exchange believes that proposed changes to fee codes B, V, and Y represent an equitable allocation of reasonable dues, fees, and other charges because the Exchange's standard fee for adding liquidity continues to be lower than that provided by other exchanges. For example, Nasdaq BX charges a standard fee of \$0.0020 per share for orders that remove liquidity.¹⁶ The Exchange further believes that the standard fee for fee codes B, V, and Y remains equitably allocated and not unreasonably discriminatory because such fee is provided to all Members unless they qualify for reduced fees based on other factors.

The Exchange believes that the proposed Tier 9 to be added to footnote 1 is equitably allocated and reasonable because it will reward a Member's growth pattern on the Exchange and such increased volume will allow the Exchange to continue to provide and potentially expand its incentive programs. The Exchange further believes that the proposed tier is reasonable, fair and equitable because the liquidity from the proposed change would benefit all investors by deepening the Exchange's liquidity pool, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection. The Exchange also believes the proposed rebate of \$0.0017 per share for Tier 9 is reasonable in that it is equivalent to the top tier rebate to remove liquidity provided by Nasdaq BX.¹⁷ The proposed pricing structure is also not unfairly discriminatory in that it is available to all Members.

In addition, volume-based fees such as that proposed herein have been widely

¹⁶ Id.

¹⁷ Id.

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

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 this change represents a significant departure from previous pricing offered by the Exchange or from pricing offered by the Exchange's competitors. The proposed rates would apply uniformly to all Members, and 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. Further, excessive fees would serve to impair an exchange's ability to compete for order flow and members rather than burdening competition. The Exchange believes that its proposal would not burden intramarket competition because the proposed rate 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 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)

Pursuant to Section 19(b)(3)(A)(ii) of the Act¹⁸ and Rule 19b-4(f)(2) thereunder,¹⁹ 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 Rules of Another Self-Regulatory Organization or of the Commission

Not applicable.

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

Not applicable.

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

Not applicable.

11. Exhibits

¹⁸ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁹ 17 CFR 240.19b-4(f)(2).

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

Exhibit 2 – 4: Not applicable.

Exhibit 5: Text of the Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____; File No. SR-CboeBYX-2017-005)

Self-Regulatory Organizations; Cboe BYX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Related to Transaction 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 _____, Cboe BYX Exchange, Inc. (the “Exchange” or “BYX”) 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 BYX 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.markets.cboe.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

As further described below, the Exchange proposes to amend its fee schedule to:

(i) modify its standard rebate to remove liquidity yielding fee codes BB,⁶ N,⁷ and W;⁸ (ii) modify its standard fee to add liquidity yielding fee codes B,⁹ V¹⁰ and Y;¹¹ and (iii) adopt a new tier under footnote 1, Add/Remove Volume Tiers.

Standard Rebates to Remove Liquidity

⁶ Fee code BB is appended to orders that remove liquidity from BYX (Tape B). See the Exchange's fee schedule available at http://markets.cboe.com/us/equities/membership/fee_schedule/byx/.

⁷ Fee code N is appended to orders that remove liquidity from BYX (Tape C). Id.

⁸ Fee code W is appended to orders that remove liquidity from BYX (Tape A). Id.

⁹ Fee code B is appended to displayed orders that add liquidity to BYX (Tape B). Id.

¹⁰ Fee code V is appended to displayed orders that add liquidity to BYX (Tape A). Id.

¹¹ Fee code Y is appended to displayed orders that add liquidity to BYX (Tape C). Id.

The Exchange currently provides a standard rebate of \$0.0008 per share for orders that remove liquidity from the Exchange in securities priced at or above \$1.00. The Exchange appends fee codes W, BB and N for orders removing liquidity in Tape A, Tape B, and Tape C securities, respectively. The Exchange proposes to reduce the standard rebate provided for orders yielding these fee codes to a rebate of \$0.0005 per share. In connection with this change, the Exchange proposes to modify the Standard Rates chart contained on the fee schedule to reflect the new standard rebate of \$0.0005 per share to remove liquidity.

Standard Fee to Add Liquidity

The Exchange currently charges a standard fee of \$0.0018 per share for orders that add liquidity to the Exchange in securities priced at or above \$1.00. The Exchange appends fee codes V, B, and Y for orders adding liquidity in Tape A, Tape B, and Tape C securities, respectively. The Exchange proposes to increase the standard fee charged for orders yielding these fee codes to a fee of \$0.0019 per share. In connection with this change, the Exchange proposes to modify the Standard Rates chart contained on the fee schedule to reflect the new standard fee of \$0.0019 per share to add liquidity.

New Remove Volume Tier

The Exchange currently offers six tiers under footnote 1 that offer reduced fees for displayed orders that add liquidity yielding fee codes B, V and Y, and an enhanced rebate for orders that remove liquidity yielding fee codes BB, N and W, as described above. The Exchange proposes to add a new tier under footnote 1, to be known as Tier 9, under which a Member would receive an enhanced rebate of \$0.0017 per share on orders

that yield fee codes BB, N and W, where a Member has: (i) a Step-Up Remove TCV¹² from December 2017 equal to or greater than 0.075%; and (ii) an ADAV¹³ equal to or greater than 0.10% of the TCV.¹⁴

Implementation Date.

The Exchange proposes to implement the above changes to its fee schedule on January 2, 2018.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the 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 proposed changes to fee codes BB, N, and W represent an equitable allocation of reasonable dues, fees, and other charges because the Exchange's standard rebate for removing liquidity continues to be higher than that

¹² "Step-Up Remove TCV" means remove ADV as a percentage of TCV in the relevant baseline month subtracted from current remove ADV as a percentage of TCV. See the Exchange's fee schedule available at http://markets.cboe.com/us/equities/membership/fee_schedule/byx/.

¹³ "ADAV" means average daily volume calculated as the number of shares added per day and "ADV" means average daily volume calculated as the number of shares added or removed, combined, per day. ADAV and ADV are calculated on a monthly basis. Id.

¹⁴ "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.

¹⁵ 15 U.S.C. 78f.

¹⁶ 15 U.S.C. 78f(b)(4).

provided by other exchanges. For example, Nasdaq BX, Inc. (“Nasdaq BX”) provides a standard rebate of \$0.0001 per share for orders that remove liquidity.¹⁷ The Exchange further believes that the standard rebate for fee codes BB, N, and W remains equitably allocated and not unreasonably discriminatory because such rebate is provided to all Members unless they qualify for enhanced rebates based on other factors.

The Exchange believes that proposed changes to fee codes B, V, and Y represent an equitable allocation of reasonable dues, fees, and other charges because the Exchange’s standard fee for adding liquidity continues to be lower than that provided by other exchanges. For example, Nasdaq BX charges a standard fee of \$0.0020 per share for orders that remove liquidity.¹⁸ The Exchange further believes that the standard fee for fee codes B, V, and Y remains equitably allocated and not unreasonably discriminatory because such fee is provided to all Members unless they qualify for reduced fees based on other factors.

The Exchange believes that the proposed Tier 9 to be added to footnote 1 is equitably allocated and reasonable because it will reward a Member’s growth pattern on the Exchange and such increased volume will allow the Exchange to continue to provide and potentially expand its incentive programs. The Exchange further believes that the proposed tier is reasonable, fair and equitable because the liquidity from the proposed change would benefit all investors by deepening the Exchange’s liquidity pool, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price

¹⁷ See the Nasdaq BX fee schedule [available at http://www.nasdaqtrader.com/Trader.aspx?id=bx_pricing](http://www.nasdaqtrader.com/Trader.aspx?id=bx_pricing).

¹⁸ Id.

discovery, promoting market transparency and improving investor protection. The Exchange also believes the proposed rebate of \$0.0017 per share for Tier 9 is reasonable in that it is equivalent to the top tier rebate to remove liquidity provided by Nasdaq BX.¹⁹ The proposed pricing structure is also not unfairly discriminatory in that it is available to all Members.

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

(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 this change represents a significant departure from previous pricing offered by the Exchange or from pricing offered by the Exchange's competitors. The proposed rates would apply uniformly to all Members, and 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

¹⁹ Id.

impair the ability of Members or competing venues to maintain their competitive standing in the financial markets. Further, excessive fees would serve to impair an exchange's ability to compete for order flow and members rather than burdening competition. The Exchange believes that its proposal would not burden intramarket competition because the proposed rate 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 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 Act²⁰ and paragraph (f) of Rule 19b-4 thereunder.²¹ 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:

²⁰ 15 U.S.C. 78s(b)(3)(A).

²¹ 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-CboeBYX-2017-005 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-CboeBYX-2017-005. 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.

Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File No. SR-CboeBYX-2017-005 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.²²

Robert W. Errett
Deputy Secretary

²² 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

Cboe BYX U.S. Equities Exchange Fee Schedule

Effective [December 7, 2017]January 2, 2018

* * * * *

Standard Rates:

Category	Adding Liquidity	Removing Liquidity	Routing and Removing Liquidity
Securities at or above \$1.00	\$(<u>0.0018</u>) <u>0.0019</u>	\$(<u>0.0008</u>) <u>0.0005</u>)	(No change).
Securities below \$1.00	(No change).	(No change).	(No change).
Standard Fee Codes	B, V, Y	N, W, BB	(No change).

Fee Codes and Associated Fees:

Fee Code	Description	Fee/(Rebate)
10 ¹⁰ -AZ ¹³	(No change).	
B ^{1,7}	Displayed order, adds liquidity to BYX (Tape B)	[<u>0.0018</u>] <u>0.0019</u>
BA	(No change).	
BB ^{1,6}	Removes liquidity from BYX (Tape B)	[(0.00080)] <u>(0.00050)</u>
BJ - MT ⁶	(No change).	
N ^{1,6}	Removes liquidity from BYX (Tape C)	[(0.00080)] <u>(0.00050)</u>
NA ¹⁰ -SZ	(No change).	
V ^{1,7}	Displayed order, adds liquidity to BYX (Tape A)	[<u>0.0018</u>] <u>0.0019</u>
VI ⁷	(No change).	
W ^{1,6}	Removes liquidity from BYX (Tape A)	[(0.00080)] <u>(0.00050)</u>
X ⁸	(No change).	
Y ^{1,7}	Displayed order, adds liquidity to BYX (Tape C)	[<u>0.0018</u>] <u>0.0019</u>
Z - ZR ^{5,6}	(No change).	

* * * * *

Footnotes:**¹ Add/Remove Volume Tiers**

(No change).

Tier	Fee Per Share to Add	Required Criteria
Tier 1 - Tier 6	(No change).	

(No change).

Tier	Rebate Per Share to Remove	Required Criteria
Tier 7 - Tier 8	(No change).	
<u>Tier 9</u>	<u>(\$0.0017)</u>	<ol style="list-style-type: none"> 1. <u>Member has a Step-Up Remove TCV from December 2017 \geq 0.075%; and</u> 2. <u>Member has an ADAV \geq 0.10% of the TCV</u>

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