Required fields are shown with yellow backgrounds and asterisks.

OMB Number: 3235-0045
Estimated average burden hours per response......38

Page 1 of	* 16		EXCHANGE CO STON, D.C. 2054 orm 19b-4	49	File No.* s	SR - 2018 - * 002 mendments *)		
Filing b	y Cboe BYX Exchange, I	nc.						
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934								
Initial *	Amendment *	Withdrawal	Section 19(b)(2	2) * Section	on 19(b)(3)(A) *	Section 19(b)(3)(B) *		
Pilot	Extension of Time Period for Commission Action *	Date Expires *		19b-4(f	f)(2)			
Notice of proposed change pursuant to the Payment, Clear Section 806(e)(1) * Section 806(e)(2)			ing, and Settleme	nt Act of 2010	Security-Based Swap to the Securities Exch Section 3C(b)(2)	_		
Exhibit 2 Sent As Paper Document Exhibit 3 Sent As Paper Document Exhibit 3 Sent As Paper Document								
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 Na	ame * Chris		Last Name * So	lgan				
Title * Assistant General Counsel		ounsel						
E-mail	* csolgan@cboe.com							
Telephone * (646) 856-8723								
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 03/01/2018 Assistant General Counsel								
	03/01/2018		Assisiant Genera	ai Courisei				
Ву	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 EFFS website. The self-regulatory organization must provide all required information, presented in a Form 19b-4 Information * clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal Remove is consistent with the Act and applicable rules and regulations under the Act. The Notice section of this Form 19b-4 must comply with the guidelines for publication Exhibit 1 - Notice of Proposed Rule Change * 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 Add Remove View 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) The Notice section of this Form 19b-4 must comply with the guidelines for publication **Exhibit 1A- Notice of Proposed Rule** in the Federal Register as well as any requirements for electronic filing as published Change, Security-Based Swap Submission, by the Commission (if applicable). The Office of the Federal Register (OFR) offers or Advance Notice by Clearing Agencies * 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, Copies of notices, written comments, transcripts, other communications. If such Transcripts, Other Communications documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G. Remove View Add Exhibit Sent As Paper Document П Exhibit 3 - Form, Report, or Questionnaire 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 Add Remove View referred to by the proposed rule change. Exhibit Sent As Paper Document The full text shall be marked, in any convenient manner, to indicate additions to and **Exhibit 4 - Marked Copies** deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit Add Remove View 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** 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 Add Remove View of the proposed rule change. If the self-regulatory organization is amending only part of the text of a lengthy **Partial Amendment** 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 Members ³ 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:

Patrick Sexton
Executive Vice President, General
Counsel, and Corporate Secretary
(312) 786-7467

Chris Solgan Assistant General Counsel (646) 856-8723

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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. <u>Self-Regulatory Organization's Statement of the Purpose of, and the Statutory Basis</u> for, the Proposed Rule Change

(a) Purpose

The Exchange proposes to amend its fee schedule to adopt a new tier under footnote 1, Add/Remove Volume Tiers. The Exchange currently offers six tiers under footnote 1 that offer reduced fees for displayed orders that add liquidity yielding fee codes B, ⁴ V⁵ and Y, ⁶ and two tiers that offer an enhanced rebate for orders that remove liquidity yielding fee codes BB, ⁷ N, ⁸ and W. ⁹

The Exchange proposes to add a new tier under footnote 1, to be known as Tier 10, 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 January 2018 equal to or greater than 0.30%; and (ii) a remove ADV¹¹ equal

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

See the Exchange's fee schedule available at http://markets.cboe.com/us/equities/membership/fee schedule/byx/.

Fee code V is appended to displayed orders that add liquidity to BYX (Tape A). <u>Id.</u>

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

Fee code BB is appended to orders that remove liquidity from BYX (Tape B). <u>Id</u>.

Fee code N is appended to orders that remove liquidity from BYX (Tape C). <u>Id</u>.

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

[&]quot;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. Id.

[&]quot;ADV" means average daily volume calculated as the number of shares added or removed, combined, per day. ADV are calculated on a monthly basis. <u>Id</u>.

to or greater than 0.70% of the TCV.¹² The Exchange proposes to implement the above changes to its fee schedule on March 1, 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 notes that it operates in a highly-competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive. The proposed rule change reflects a competitive pricing structure designed to incent market participants to direct their order flow to the Exchange. The Exchange believes that the proposed tier is equitable and non-discriminatory in it would apply uniformly 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.

[&]quot;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. <u>Id.</u>

¹³ 15 U.S.C. 78f.

¹⁵ U.S.C. 78f(b)(4).

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.

In particular, the Exchange believes that the proposed Tier 10 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 10 is reasonable in that it is equivalent to the top tier rebate to remove liquidity provided by Nasdaq BX. The proposed pricing structure is also not unfairly discriminatory in that it is available 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 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

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

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

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.

- Extension of Time Period for Commission Action
 Not applicable.
- 7. <u>Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)</u>

Pursuant to Section 19(b)(3)(A)(ii) of the Act¹⁶ and Rule 19b-4(f)(2) thereunder,¹⁷ 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

¹⁶ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁷ 17 CFR 240.19b-4(f)(2).

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. <u>Proposed Rule change Based on Rules of Another Self-Regulatory Organization or of</u> the Commission

Not applicable.

- Security Based- Swap Submissions Filed Pursuant to Section 3C of the Act Not applicable.
- 10. <u>Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act</u>

Not applicable.

11. Exhibits

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 EXCHANC	GE COMMISSION
(Release No. 34-	; File No. SR-CboeBYX-2018-002)

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

I. <u>Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change</u>

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).

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. <u>Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis</u> 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) <u>Self-Regulatory Organization's Statement of the Purpose of, and Statutory</u> <u>Basis for, the Proposed Rule Change</u>

The Exchange proposes to amend its fee schedule to adopt a new tier under footnote 1, Add/Remove Volume Tiers. The Exchange currently offers six tiers under footnote 1 that offer reduced fees for displayed orders that add liquidity yielding fee codes B, V⁷ and Y, and two tiers that offer an enhanced rebate for orders that remove liquidity yielding fee codes BB, N, V¹⁰ and W. V¹¹

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

See the Exchange's fee schedule available at http://markets.cboe.com/us/equities/membership/fee_schedule/byx/.

Fee code V is appended to displayed orders that add liquidity to BYX (Tape A). <u>Id.</u>

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

⁹ Fee code BB is appended to orders that remove liquidity from BYX (Tape B). <u>Id</u>.

Fee code N is appended to orders that remove liquidity from BYX (Tape C). <u>Id</u>.

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

The Exchange proposes to add a new tier under footnote 1, to be known as Tier 10, 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 January 2018 equal to or greater than 0.30%; and (ii) a remove ADV¹³ equal to or greater than 0.70% of the TCV.¹⁴ The Exchange proposes to implement the above changes to its fee schedule on March 1, 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 notes that it operates in a highly-competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive. The proposed rule change reflects a competitive pricing structure designed to incent market participants to direct their order flow to the Exchange. The Exchange believes that the proposed tier is equitable and non-

[&]quot;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. <u>Id</u>.

[&]quot;ADV" means average daily volume calculated as the number of shares added or removed, combined, per day. ADV are calculated on a monthly basis. <u>Id</u>.

[&]quot;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. <u>Id.</u>

¹⁵ 15 U.S.C. 78f.

¹⁵ U.S.C. 78f(b)(4).

discriminatory in it would apply uniformly 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.

In particular, the Exchange believes that the proposed Tier 10 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 10 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

^{17 &}lt;u>See</u> the Nasdaq BX fee schedule <u>available at</u> http://www.nasdaqtrader.com/Trader.aspx?id=bx_pricing.

that it is available to all Members.

(B) <u>Self-Regulatory Organization's Statement on Burden on Competition</u>

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.

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

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. <u>Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action</u>

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)

of the Act¹⁸ and paragraph (f) of Rule 19b-4 thereunder.¹⁹ 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 <u>rule-comments@sec.gov</u>. Please include File No. SR-CboeBYX-2018-002 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-2018-002. 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

¹⁸ 15 U.S.C. 78s(b)(3)(A).

¹⁹ 17 CFR 240.19b-4(f).

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-2018-002 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. 20

Robert W. Errett Deputy Secretary

²⁰

EXHIBIT 5

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

Choe BYX U.S. Equities Exchange Fee Schedule

Effective [January 2]March 1, 2018

* * * * *

Footnotes:

1. Add/Remove Volume Tiers

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

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

Applicable to the following fee codes: BB, N and W.

Tier	Rebate Per Share to	Required Criteria	
	Remove		
Tier 7 – Tier 9	(No change).		
	_		
Tier 10	(\$0.0017)	1. Member has a Step-Up Remove	
1101 10	(\$0.0017)	TCV from January 2018 \geq 0.30%;	
		and	
		2. Member has a remove ADV ≥	
		<u>0.70% of the TCV</u>	

* * * * *