

Required fields are shown with yellow backgrounds and asterisks.

Filing by Cboe EDGX 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"/>			Rule		
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 to amend the Exchange's fee schedule applicable to its equities trading platform("EDGX Equities") to eliminate the Investor Depth Tier.

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 * Adiran Last Name * Griffiths
 Title * Assistant General Counsel
 E-mail * agriffiths@cboe.com
 Telephone * (646) 856-8723 Fax

Signature

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

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

(Title *)
 Assistant General Counsel

Date 10/01/2018
 By Adrian Griffiths
 (Name *)

agriffiths@cboe.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 EFFS website.

Form 19b-4 Information *

Add Remove View

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

Add Remove View

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

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *

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

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

Add Remove View

Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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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 the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² Cboe EDGX Exchange, Inc. (“EDGX” or the “Exchange”) is filing with the Securities and Exchange Commission (the “Commission”) a proposed rule change to amend the Exchange’s fee schedule applicable to its equities trading platform (“EDGX Equities”) to eliminate the Investor Depth Tier.

The text of the proposed rule change is attached as Exhibit 5 and is available on the Exchange’s website at <http://markets.cboe.com/>, at the Exchange’s principal office and at the Public Reference Room of the Commission.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

(a) The Exchange’s President (or designee) pursuant to delegated authority approved the proposed rule change on September 28, 2018.

(b) Please refer questions and comments on the proposed rule change to Patrick Sexton, Executive Vice President, General Counsel, and Corporate Secretary, (312) 786-7462, or Adrian Griffiths, Assistant General Counsel, (646) 856-8723.

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

(a) Purpose

The EDGX Equities fee schedule offers seven Add Volume Tiers that provide enhanced rebates, ranging from of \$0.0025 to \$0.0032 per share, for displayed orders that

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

add liquidity in Tapes A, B, and C and yield fee codes B,³ V,⁴ Y,⁵ 3⁶ and 4.⁷ The purpose of the proposed rule change is to amend the EDGX Equities fee schedule to eliminate the Investor Depth Tier as this tier has not been successful in attracting the required order flow to the Exchange. Currently, under the Investor Depth Tier a Member is eligible for an enhanced rebate of \$0.0031 per share where that Member: (i) adds an average daily volume (“ADV”)⁸ greater than or equal to 0.12% of the total consolidated volume (“TCV”);⁹ (ii) has an “added liquidity” as a percentage of “added plus removed liquidity” greater than or equal to 85%; and (iii) adds an ADV greater than or equal to 400,000 shares as non-displayed orders that yield fee code HA,¹⁰ HI,¹¹ and/or MM.¹² The Investor Depth Tier was designed to encourage Members to bring a combination of displayed and non-displayed order flow to the Exchange. As the Exchange does not believe that this tier has been successful in attracting the required order flow, the

³ “B” is associated with displayed orders that add liquidity on EDGX for Tape B.

⁴ “V” is associated with displayed orders that add liquidity on EDGX for Tape A.

⁵ “Y” is associated with displayed orders that add liquidity on EDGX for Tape C.

⁶ “3” is associated with displayed orders that add liquidity on EDGX for Tape A or C during the post-market or pre-market trading sessions.

⁷ “4” is associated with displayed orders that add liquidity on EDGX for Tape B during the post-market or pre-market trading sessions.

⁸ “ADV” means average daily volume calculated as the number of shares added to, removed from, or routed by, the Exchange, or any combination or subset thereof, per day. ADV is calculated on a monthly basis.

⁹ “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.

¹⁰ “HA” is associated with non-displayed orders that add liquidity on EDGX.

¹¹ “HI” is associated with non-displayed orders that add liquidity on EDGX and receive price improvement.

¹² “MM” is associated with non-displayed orders that add liquidity on EDGX using a Mid-Point Peg.

Exchange proposes to eliminate the Investor Depth Tier. Members that meet the requirements of the remaining six Add Volume Tiers will continue to receive rebates pursuant to those tiers. Furthermore, Members that do not meet the requirements for any of the Add Volume Tiers will continue to be paid the standard rebate of \$0.0020 applicable to fee codes B, V, Y, 3 and 4.

(b) Statutory Basis

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

The Exchange believes that the proposed elimination of the Investor Depth Tier is reasonable and equitable as this tier has not been successful in attracting the required order flow to the Exchange. As explained in the purpose section of this proposed rule change, the Exchange offers a range of Add Volume Tiers that provide enhanced rebates to qualifying displayed orders that add liquidity in Tape A, B, and C securities. These tiers are designed to encourage more active participation on the Exchange by providing higher rebates to Members that meet specified requirements. The Investor Depth Tier, in particular, was designed to encourage Members to bring different types of order flow to the Exchange, including both displayed and non-displayed liquidity. However, this tier has not been successful in attracting the required order flow. The Exchange therefore believes that it is appropriate to eliminate this tier at this time. The Exchange also

¹³ 15 U.S.C. 78f.

¹⁴ 15 U.S.C. 78f(b)(4).

believes that the proposed fee change is equitable and not unfairly discriminatory as it applies to all Members on an equal basis. With the proposed change, no Member would be eligible for an enhanced rebate based on meeting the requirements of the eliminated Investor Depth Tier. Members will continue to be able to achieve enhanced rebates for displayed orders that add liquidity by meeting the requirements of any of the six remaining Add Volume Tiers. In addition, Members that do not meet the requirements for any of the Add Volume Tiers will continue to be paid the standard rebate applicable to fee codes B, V, Y, 3 and 4.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. The proposed elimination of the Investor Depth Tier is designed to remove an incentive that the Exchange believes was not successful, and will apply to all Members. The Exchange operates in a highly competitive market in which market participants can readily direct their order flow to competing venues. In such an environment, the Exchange must continually review, and consider adjusting, its fees and rebates to remain competitive with other exchanges. For the reasons described above, the Exchange believes that the proposed fee changes reflect this competitive environment.

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

No written comments were either solicited or received.

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 Act¹⁵ and Rule 19b-4(f)(2) thereunder,¹⁶ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge, 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. Advanced 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 Federal Register

Exhibit 5 – Text of 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-CboeEDGX-2018-046)

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

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on October 1, 2018, Cboe EDGX Exchange, Inc. (the “Exchange” or “EDGX”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by the Exchange. The Exchange has designated the proposed rule change as one establishing or changing a member due, fee, or other charge imposed by the Exchange under Section 19(b)(3)(A)(ii) of the Act³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposed rule change effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange filed a proposal to amend the Exchange’s fee schedule applicable to its equities trading platform (“EDGX Equities”) to eliminate the Investor Depth Tier.

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).

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

The EDGX Equities fee schedule offers seven Add Volume Tiers that provide enhanced rebates, ranging from of \$0.0025 to \$0.0032 per share, for displayed orders that add liquidity in Tapes A, B, and C and yield fee codes B,⁵ V,⁶ Y,⁷ 3⁸ and 4.⁹ The purpose of the proposed rule change is to amend the EDGX Equities fee schedule to eliminate the Investor Depth Tier as this tier has not been successful in attracting the required order flow to the Exchange. Currently, under the Investor Depth Tier a Member

⁵ "B" is associated with displayed orders that add liquidity on EDGX for Tape B.

⁶ "V" is associated with displayed orders that add liquidity on EDGX for Tape A.

⁷ "Y" is associated with displayed orders that add liquidity on EDGX for Tape C.

⁸ "3" is associated with displayed orders that add liquidity on EDGX for Tape A or C during the post-market or pre-market trading sessions.

⁹ "4" is associated with displayed orders that add liquidity on EDGX for Tape B during the post-market or pre-market trading sessions.

is eligible for an enhanced rebate of \$0.0031 per share where that Member: (i) adds an average daily volume (“ADV”)¹⁰ greater than or equal to 0.12% of the total consolidated volume (“TCV”);¹¹ (ii) has an “added liquidity” as a percentage of “added plus removed liquidity” greater than or equal to 85%; and (iii) adds an ADV greater than or equal to 400,000 shares as non-displayed orders that yield fee code HA,¹² HI,¹³ and/or MM.¹⁴ The Investor Depth Tier was designed to encourage Members to bring a combination of displayed and non-displayed order flow to the Exchange. As the Exchange does not believe that this tier has been successful in attracting the required order flow, the Exchange proposes to eliminate the Investor Depth Tier. Members that meet the requirements of the remaining six Add Volume Tiers will continue to receive rebates pursuant to those tiers. Furthermore, Members that do not meet the requirements for any of the Add Volume Tiers will continue to be paid the standard rebate of \$0.0020 applicable to fee codes B, V, Y, 3 and 4.

2. Statutory Basis

¹⁰ “ADV” means average daily volume calculated as the number of shares added to, removed from, or routed by, the Exchange, or any combination or subset thereof, per day. ADV is calculated on a monthly basis.

¹¹ “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.

¹² “HA” is associated with non-displayed orders that add liquidity on EDGX.

¹³ “HI” is associated with non-displayed orders that add liquidity on EDGX and receive price improvement.

¹⁴ “MM” is associated with non-displayed orders that add liquidity on EDGX using a Mid-Point Peg.

The Exchange believes that its proposal is consistent with Section 6 of the Act,¹⁵ in general, and Section 6(b)(4) of the Act,¹⁶ in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities.

The Exchange believes that the proposed elimination of the Investor Depth Tier is reasonable and equitable as this tier has not been successful in attracting the required order flow to the Exchange. As explained in the purpose section of this proposed rule change, the Exchange offers a range of Add Volume Tiers that provide enhanced rebates to qualifying displayed orders that add liquidity in Tape A, B, and C securities. These tiers are designed to encourage more active participation on the Exchange by providing higher rebates to Members that meet specified requirements. The Investor Depth Tier, in particular, was designed to encourage Members to bring different types of order flow to the Exchange, including both displayed and non-displayed liquidity. However, this tier has not been successful in attracting the required order flow. The Exchange therefore believes that it is appropriate to eliminate this tier at this time. The Exchange also believes that the proposed fee change is equitable and not unfairly discriminatory as it applies to all Members on an equal basis. With the proposed change, no Member would be eligible for an enhanced rebate based on meeting the requirements of the eliminated Investor Depth Tier. Members will continue to be able to achieve enhanced rebates for displayed orders that add liquidity by meeting the requirements of any of the six

¹⁵ 15 U.S.C. 78f.

¹⁶ 15 U.S.C. 78f(b)(4).

remaining Add Volume Tiers. In addition, Members that do not meet the requirements for any of the Add Volume Tiers will continue to be paid the standard rebate applicable to fee codes B, V, Y, 3 and 4.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. The proposed elimination of the Investor Depth Tier is designed to remove an incentive that the Exchange believes was not successful, and will apply to all Members. The Exchange operates in a highly competitive market in which market participants can readily direct their order flow to competing venues. In such an environment, the Exchange must continually review, and consider adjusting, its fees and rebates to remain competitive with other exchanges. For the reasons described above, the Exchange believes that the proposed fee changes reflect this competitive environment.

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

No written comments were either solicited or received.

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

¹⁷ 15 U.S.C. 78s(b)(3)(A).

¹⁸ 17 CFR 240.19b-4(f).

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-CboeEDGX-2018-046 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-CboeEDGX-2018-046. 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-CboeEDGX-2018-046 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 marked by [brackets].

Cboe EDGX U.S. Equities Exchange Fee Schedule

Effective [September 28] October 1, 2018

* * * * *

Footnotes:**¹Add Volume Tiers:**

The rebates to add provided by the below add volume tiers are applicable to the following fee codes: B, V, Y, 3, and 4.

Tier	Rebate Per Share to Add	Required Criteria
Mega Tier 1	(\$0.0032)	Member adds an ADV \geq 0.75% of the TCV.
Mega Tier 2	(\$0.0031)	Member adds an ADV \geq 0.45% of the TCV.
Ultra Tier	(\$0.0030)	Member adds an ADV \geq 0.30% of the TCV.
Super Tier	(\$0.0028)	Member adds an ADV \geq 0.15% of the TCV.
Growth Tier	(\$0.0025)	Member adds an ADV \geq 0.08% of the TCV.
Investor Tier	(\$0.0032)	(1) Member adds an ADV \geq 0.20% of the TCV; and (2) Member has an “added liquidity” as a percentage of “added plus removed liquidity” \geq 85%.
[Investor Depth]	[(\$0.0031)]	[(1) Member adds an ADV \geq 0.12% of the TCV; and (2) Member has an “added liquidity” as a percentage of “added plus removed liquidity” \geq 85%; and (3) Member adds an ADV \geq 400,000 shares as Non-displayed orders that yield fee code HA, HI, and/or MM.]

* * * * *