

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.

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 * Adrian 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 12/03/2018
 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 *

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

Exhibit 1 - Notice of Proposed Rule Change *

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

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

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

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

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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

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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 introduce: (1) a “Retail Volume Tier” for firms that execute a significant volume of liquidity providing retail order flow on EDGX, and (2) a “Step-Up Tier” based on growth in the member’s liquidity provided on EDGX.

The text of the proposed changes to the fee schedule are attached as Exhibit 5. The text of the proposed rule change 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 November 30, 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.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

(a) Purpose

The purpose of the proposed rule change is to amend the EDGX Equities fee schedule to introduce: (1) a “Retail Volume Tier” for firms that execute a significant volume of liquidity providing retail order flow on EDGX, and (2) a “Step-Up Tier” based on growth in the member’s liquidity provided on EDGX. The Exchange believes that both of the proposed changes would encourage more liquidity and opportunities for investors to trade on the Exchange.

I. Retail Volume Tier

A “Retail Member Organization” or “RMO” is a member (or a division thereof) that has been approved by the Exchange to submit Retail Orders.³ Due to the intense competition for retail order flow, the Exchange provides special pricing for Retail Orders as an incentive for members to bring such orders to EDGX instead of another exchange or off-exchange venue. Specifically, Retail Orders that add liquidity and yield fee code ZA⁴ currently benefit from an enhanced rebate of \$0.0032 per share. The Exchange is interested in attracting additional retail order flow, and therefore proposes to introduce a Retail Volume Tier that is designed to encourage more retail participation. The Retail Volume Tier would provide further enhanced rebates to liquidity providing Retail Orders, provided that the member executes a specified

³ See EDGX Rule 11.21(a)(1). A “Retail Order” is an agency or riskless principal order that meets the criteria of FINRA Rule 5320.03 that originates from a natural person and is submitted to the Exchange by a Retail Member Organization, provided that no change is made to the terms of the order with respect to price or side of market and the order does not originate from a trading algorithm or any other computerized methodology. See EDGX Rule 11.21(a)(2).

⁴ “ZA” is associated with Retail Orders that add liquidity.

average daily volume (“ADV”)⁵ in such orders on EDGX. As proposed, a Retail Order that adds liquidity under fee code ZA would be eligible for a rebate of \$0.0037 per share if the member’s ADV in Retail Orders that add liquidity (i.e., yielding fee code ZA) is greater than or equal to 0.35% of Total Consolidated Volume (“TCV”).⁶

II. Step-Up Tier

Currently, the EDGX Equities fee schedule contains six 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,⁷ V,⁸ Y,⁹ 3¹⁰ and 4.¹¹ To encourage market

⁵ ADAV means average daily added volume calculated as the number of shares added per day and 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. ADAV and ADV is calculated on a monthly basis.

The Exchange excludes from its calculation of ADAV and ADV shares added, removed, or routed on any day that the Exchange's system experiences a disruption that lasts for more than 60 minutes during Regular Trading Hours (“Exchange System Disruption”), on any day with a scheduled early market close, and on the last Friday in June (the “Russell Reconstitution Day”).

With prior notice to the Exchange, a Member may aggregate ADAV and ADV with other Members that control, are controlled by, or are under common control with such Member (as evidenced on such Member's Form BD).

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

The Exchange excludes from its calculation of TCV volume on any day that the Exchange experiences an Exchange System Disruption, on any day with a scheduled early market close, and the Russell Reconstitution Day.

⁷ “B” is associated with displayed orders that add liquidity on EDGX for Tape B.

⁸ “V” is associated with displayed orders that add liquidity on EDGX for Tape A.

⁹ “Y” is associated with displayed orders that add liquidity on EDGX for Tape C.

¹⁰ “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.

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

participants to provide more liquidity on EDGX, the Exchange proposes to introduce a seventh Add Volume Tier that is based on the growth in liquidity providing orders that the member executes on EDGX – i.e., the “Step-Up Tier.” As proposed, the Exchange would provide rebate of \$0.0033 per share for displayed orders that add liquidity to members that execute a Step-Up Add TCV from October 2018 that is equal to or greater than 0.35%. As currently defined in the EDGX Equities fee schedule, Step-Up Add TCV means ADAV as a percentage of TCV in the relevant baseline month subtracted from current ADAV as a percentage of TCV. Members that achieve the proposed Step-Up Tier must therefore increase the amount of liquidity that they provide on EDGX, thereby contributing to a deeper and more liquid market.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6 of the Act,¹² in general, and furthers the requirements of Section 6(b)(4),¹³ 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. Specifically, the Exchange believes that the proposed changes to the EDGX Equities fee schedule are appropriately designed to encourage market participants to send additional liquidity providing orders to the Exchange, and thereby contribute to a vibrant and competitive market. Volume-based rebates such as those proposed herein have been widely adopted by equities exchanges, and provide benefits to market participants 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) introduction of higher volumes of orders into the price and volume

¹² 15 U.S.C. 78f.

¹³ 15 U.S.C. 78f(b)(4).

discovery processes. As described in more detail below, the Exchange believes that the proposed tiers are a reasonable, equitable, and not unfairly discriminatory as they will continue to provide members with an incentive to provide more liquidity on EDGX, to the benefit of investors.

I. Retail Volume Tier

The Exchange currently provides pricing incentives to Retail Member Organizations that execute liquidity providing Retail Orders on EDGX, and desires to further enhance those incentives in order to encourage additional retail participation. The proposed Retail Volume Tier would achieve that result by providing a higher rebate to Retail Orders that provide liquidity if submitted by a member that executes a significant volume of liquidity providing Retail Orders on EDGX. NYSE Arca, Inc. (“Arca”) also operates a similar volume-based rebate program that provides tiered rebates of up to \$0.0035 per share to attract retail order flow.¹⁴

The Exchange believes that the proposed Retail Volume Tier is reasonable and equitable as it would allow EDGX to effectively compete for retail order flow with Arca as well as other exchanges and the many off-exchange venues that execute the majority of retail order flow today. The Exchange previously offered volume based incentives for Retail Orders. That program, which was discontinued in March 2016 when the Exchange increased the base rebate for Retail Orders that add liquidity,¹⁵ was substantially similar to the one proposed herein, except that both the rebate amount and the volume required to achieve that rebate were lower than proposed today. The Exchange believes that the current proposal is appropriately designed to attract Retail Orders to EDGX given the high degree of competition for such orders in today’s

¹⁴ See Arca Equities Fees and Charges, Trade Related Fees and Credits, Retail Order Tier and Retail Order Step-Up Tiers.

¹⁵ See Securities Exchange Act Release No. 77394 (March 17, 2016), 81 FR 15596 (March 23, 2016) (SR-BatsEDGX-2016-02).

market. The Exchange believes that attracting liquidity in Retail Orders would incentivize other members to send order flow to EDGX to trade with such Retail Orders. In addition, the Exchange believes that this increased liquidity would potentially stimulate further price competition for Retail Orders, thereby deepening the Exchange's liquidity pool in both and retail and other orders, supporting the quality of price discovery, and promoting market transparency.

The Exchange also believes that the proposed Retail Volume Tier is not unfairly discriminatory because it applies equally to all members that execute liquidity providing Retail Orders and meet the specified volume threshold. Retail Member Organizations that do not meet the proposed volume threshold would continue to earn the current rebate, which already provides a significant incentive for executing retail order flow on EDGX. The Exchange believes that it is appropriate to limit the proposed enhance rebates to Retail Orders as the Exchange is attempting to increase retail participation. Retail participation is more likely to reflect long-term investment intentions, and may therefore positively impact market quality. Accordingly, the presence of Retail Orders on EDGX has the potential to benefit all market participants. As explained in the purpose section of this proposed rule change, competition for retail order flow is particularly fierce, with Arca also providing a high rebate to market participants that execute a significant amount of such orders on that exchange. In that context, the Exchange believes that it is appropriate to provide additional incentives to Retail Orders in order to attract that order flow.

II. Step-Up Tier

The Exchange believes the proposed Step-Up Tier is a reasonable means to encourage members to increase the liquidity that they provide on EDGX based on increasing their volume above a predetermined baseline. The Exchange has previously offered similar incentives that

were designed to encourage additional growth in liquidity provided on EDGX,¹⁶ and believes that introducing such a tier again would be helpful in attracting liquidity to the Exchange to the benefit of all market participants. Deepening the Exchange's liquidity pool benefits investors by encouraging more price competition and providing additional opportunities to trade. The Exchange believes that the proposed new tier represents an equitable allocation of reasonable dues, fees, and other charges because the thresholds necessary to achieve the tier encourages members to add increased liquidity to EDGX each month. Furthermore, the Exchange believes that the proposed Step-Up Tier is not unfairly discriminatory as it applies uniformly to all members that increase the volume of liquidity that they provide on EDGX.

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

The Exchange does not believe that the proposed rule change would result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. Rather, the proposed changes are designed to enhance competition by attracting additional liquidity and increasing the competitiveness of the Exchange. The proposed rebate tiers would apply to all members uniformly based on the amount and type of order flow that they route to EDGX. The Exchange 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 encourage market participants to direct their order flow to the Exchange.

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.

¹⁶ See Securities Exchange Act Release No. 80034 (February 14, 2017), 82 FR 11275 (February 21, 2017) (SR-BatsEDGX-2017-09).

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 Act¹⁷ and Rule 19b-4(f)(2) thereunder,¹⁸ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge imposed by the self-regulatory organization on any person, whether or not the person is a member of the self-regulatory organization, 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

¹⁷ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁸ 17 CFR 240.19b-4(f)(2).

EXHIBIT 1**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34- ; File No. SR-CboeEDGX-2018-059]

[Insert date]

Self-Regulatory Organizations; Cboe EDGX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to Amend the Exchange's Fee Schedule Applicable to its Equities Trading Platform

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 [insert date], Cboe EDGX Exchange, Inc. (the "Exchange" or "EDGX") filed with the Securities and Exchange Commission (the "Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. 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

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 introduce: (1) a "Retail Volume Tier" for firms that execute a significant volume of liquidity providing retail order flow on EDGX, and (2) a "Step-Up Tier" based on growth in the member's liquidity provided on EDGX.

The text of the proposed changes to the fee schedule are attached as Exhibit 5.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

The text of the proposed rule change is also available on the Exchange's website (<http://www.cboe.com/AboutCBOE/CBOELegalRegulatoryHome.aspx>), at the Exchange's Office of the Secretary, 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 aspects of such statements.

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

1. Purpose

The purpose of the proposed rule change is to amend the EDGX Equities fee schedule to introduce: (1) a "Retail Volume Tier" for firms that execute a significant volume of liquidity providing retail order flow on EDGX, and (2) a "Step-Up Tier" based on growth in the member's liquidity provided on EDGX. The Exchange believes that both of the proposed changes would encourage more liquidity and opportunities for investors to trade on the Exchange.

I. Retail Volume Tier

A "Retail Member Organization" or "RMO" is a member (or a division thereof) that has been approved by the Exchange to submit Retail Orders.³ Due to the intense

³ See EDGX Rule 11.21(a)(1). A "Retail Order" is an agency or riskless principal order that meets the criteria of FINRA Rule 5320.03 that originates from a natural person and is submitted to the Exchange by a Retail Member Organization,

competition for retail order flow, the Exchange provides special pricing for Retail Orders as an incentive for members to bring such orders to EDGX instead of another exchange or off-exchange venue. Specifically, Retail Orders that add liquidity and yield fee code ZA⁴ currently benefit from an enhanced rebate of \$0.0032 per share. The Exchange is interested in attracting additional retail order flow, and therefore proposes to introduce a Retail Volume Tier that is designed to encourage more retail participation. The Retail Volume Tier would provide further enhanced rebates to liquidity providing Retail Orders, provided that the member executes a specified average daily volume (“ADV”)⁵ in such orders on EDGX. As proposed, a Retail Order that adds liquidity under fee code ZA would be eligible for a rebate of \$0.0037 per share if the member’s ADV in Retail Orders that add liquidity (i.e., yielding fee code ZA) is greater than or equal to 0.35% of Total Consolidated Volume (“TCV”).⁶

provided that no change is made to the terms of the order with respect to price or side of market and the order does not originate from a trading algorithm or any other computerized methodology. See EDGX Rule 11.21(a)(2).

⁴ “ZA” is associated with Retail Orders that add liquidity.

⁵ ADAV means average daily added volume calculated as the number of shares added per day and 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. ADAV and ADV is calculated on a monthly basis.

The Exchange excludes from its calculation of ADAV and ADV shares added, removed, or routed on any day that the Exchange's system experiences a disruption that lasts for more than 60 minutes during Regular Trading Hours (“Exchange System Disruption”), on any day with a scheduled early market close, and on the last Friday in June (the “Russell Reconstitution Day”).

With prior notice to the Exchange, a Member may aggregate ADAV and ADV with other Members that control, are controlled by, or are under common control with such Member (as evidenced on such Member's Form BD).

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

II. Step-Up Tier

Currently, the EDGX Equities fee schedule contains six 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,⁷ V,⁸ Y,⁹ 3¹⁰ and 4.¹¹ To encourage market participants to provide more liquidity on EDGX, the Exchange proposes to introduce a seventh Add Volume Tier that is based on the growth in liquidity providing orders that the member executes on EDGX – i.e., the “Step-Up Tier.” As proposed, the Exchange would provide rebate of \$0.0033 per share for displayed orders that add liquidity to members that execute a Step-Up Add TCV from October 2018 that is equal to or greater than 0.35%. As currently defined in the EDGX Equities fee schedule, Step-Up Add TCV means ADAV as a percentage of TCV in the relevant baseline month subtracted from current ADAV as a percentage of TCV. Members that achieve the proposed Step-Up Tier must therefore increase the amount of liquidity that they provide on EDGX, thereby contributing to a deeper and more liquid market.

The Exchange excludes from its calculation of TCV volume on any day that the Exchange experiences an Exchange System Disruption, on any day with a scheduled early market close, and the Russell Reconstitution Day.

⁷ “B” is associated with displayed orders that add liquidity on EDGX for Tape B.

⁸ “V” is associated with displayed orders that add liquidity on EDGX for Tape A.

⁹ “Y” is associated with displayed orders that add liquidity on EDGX for Tape C.

¹⁰ “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.

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

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6 of the Act,¹² in general, and furthers the requirements of Section 6(b)(4),¹³ 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. Specifically, the Exchange believes that the proposed changes to the EDGX Equities fee schedule are appropriately designed to encourage market participants to send additional liquidity providing orders to the Exchange, and thereby contribute to a vibrant and competitive market. Volume-based rebates such as those proposed herein have been widely adopted by equities exchanges, and provide benefits to market participants 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) introduction of higher volumes of orders into the price and volume discovery processes. As described in more detail below, the Exchange believes that the proposed tiers are a reasonable, equitable, and not unfairly discriminatory as they will continue to provide members with an incentive to provide more liquidity on EDGX, to the benefit of investors.

I. Retail Volume Tier

The Exchange currently provides pricing incentives to Retail Member Organizations that execute liquidity providing Retail Orders on EDGX, and desires to further enhance those incentives in order to encourage additional retail participation. The

¹² 15 U.S.C. 78f.

¹³ 15 U.S.C. 78f(b)(4).

proposed Retail Volume Tier would achieve that result by providing a higher rebate to Retail Orders that provide liquidity if submitted by a member that executes a significant volume of liquidity providing Retail Orders on EDGX. NYSE Arca, Inc. (“Arca”) also operates a similar volume-based rebate program that provides tiered rebates of up to \$0.0035 per share to attract retail order flow.¹⁴

The Exchange believes that the proposed Retail Volume Tier is reasonable and equitable as it would allow EDGX to effectively compete for retail order flow with Arca as well as other exchanges and the many off-exchange venues that execute the majority of retail order flow today. The Exchange previously offered volume based incentives for Retail Orders. That program, which was discontinued in March 2016 when the Exchange increased the base rebate for Retail Orders that add liquidity,¹⁵ was substantially similar to the one proposed herein, except that both the rebate amount and the volume required to achieve that rebate were lower than proposed today. The Exchange believes that the current proposal is appropriately designed to attract Retail Orders to EDGX given the high degree of competition for such orders in today’s market. The Exchange believes that attracting liquidity in Retail Orders would incentivize other members to send order flow to EDGX to trade with such Retail Orders. In addition, the Exchange believes that this increased liquidity would potentially stimulate further price competition for Retail Orders, thereby deepening the Exchange’s liquidity pool in both and retail and other orders, supporting the quality of price discovery, and promoting market transparency.

¹⁴ See Arca Equities Fees and Charges, Trade Related Fees and Credits, Retail Order Tier and Retail Order Step-Up Tiers.

¹⁵ See Securities Exchange Act Release No. 77394 (March 17, 2016), 81 FR 15596 (March 23, 2016) (SR-BatsEDGX-2016-02).

The Exchange also believes that the proposed Retail Volume Tier is not unfairly discriminatory because it applies equally to all members that execute liquidity providing Retail Orders and meet the specified volume threshold. Retail Member Organizations that do not meet the proposed volume threshold would continue to earn the current rebate, which already provides a significant incentive for executing retail order flow on EDGX. The Exchange believes that it is appropriate to limit the proposed enhance rebates to Retail Orders as the Exchange is attempting to increase retail participation. Retail participation is more likely to reflect long-term investment intentions, and may therefore positively impact market quality. Accordingly, the presence of Retail Orders on EDGX has the potential to benefit all market participants. As explained in the purpose section of this proposed rule change, competition for retail order flow is particularly fierce, with Arca also providing a high rebate to market participants that execute a significant amount of such orders on that exchange. In that context, the Exchange believes that it is appropriate to provide additional incentives to Retail Orders in order to attract that order flow.

II. Step-Up Tier

The Exchange believes the proposed Step-Up Tier is a reasonable means to encourage members to increase the liquidity that they provide on EDGX based on increasing their volume above a predetermined baseline. The Exchange has previously offered similar incentives that were designed to encourage additional growth in liquidity provided on EDGX,¹⁶ and believes that introducing such a tier again would be helpful in attracting liquidity to the Exchange to the benefit of all market participants. Deepening

¹⁶ See Securities Exchange Act Release No. 80034 (February 14, 2017), 82 FR 11275 (February 21, 2017) (SR-BatsEDGX-2017-09).

the Exchange's liquidity pool benefits investors by encouraging more price competition and providing additional opportunities to trade. The Exchange believes that the proposed new tier represents an equitable allocation of reasonable dues, fees, and other charges because the thresholds necessary to achieve the tier encourages members to add increased liquidity to EDGX each month. Furthermore, the Exchange believes that the proposed Step-Up Tier is not unfairly discriminatory as it applies uniformly to all members that increase the volume of liquidity that they provide on EDGX.

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

The Exchange does not believe that the proposed rule change would result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. Rather, the proposed changes are designed to enhance competition by attracting additional liquidity and increasing the competitiveness of the Exchange. The proposed rebate tiers would apply to all members uniformly based on the amount and type of order flow that they route to EDGX. The Exchange 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 encourage market participants to direct their order flow to the Exchange.

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-4¹⁸ thereunder. 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. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change 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 Number SR-CboeEDGX-2018-059 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.

¹⁷ 15 U.S.C. 78s(b)(3)(A).

¹⁸ 17 CFR 240.19b-4(f).

All submissions should refer to File Number SR-CboeEDGX-2018-059. 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, D.C. 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will 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 Number SR-CboeEDGX-2018-059 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁹

Secretary

¹⁹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

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

Cboe EDGX U.S. Equities Exchange Fee Schedule

Effective [November 13] December 3, 2018

* * * * *

ZA ³	Retail Order, adds liquidity	(0.00320)	(0.00003)
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* * * * *

¹ **Add 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	No change.	No change.
Mega Tier 2	No change.	No change.
Ultra Tier	No change.	No change.
Super Tier	No change.	No change.
Growth Tier	No change.	No change.
Investor Tier	No change.	No change.
<u>Step-Up Tier</u>	<u>(\$0.0033)</u>	<u>Member has a Step-Up Add TCV from October 2018 \geq 0.35%.</u>

* * * * *

³ **[Reserved.] Retail Volume Tier:**

The rebate to add Retail Orders provided by the below retail volume tier is applicable to the following fee code: ZA.

<u>Tier</u>	<u>Rebate Per Share to Add</u>	<u>Required Criteria</u>
<u>Retail Volume Tier</u>	<u>(\$0.0037)</u>	<u>Member adds a Retail Order ADV (i.e., yielding fee code ZA) ≥ 0.35% of the TCV.</u>

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