

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="22"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2019"/> - * <input type="text" value="010"/>	Amendment No. (req. for Amendments *) <input type="text"/>
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Filing by Cboe C2 Exchange, Inc.
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
			Rule		
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
Section 3C(b)(2) * <input type="checkbox"/>	

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

The Exchange proposes to add certain fees related to the listing and trading of options contracts on the Dow Jones Industrial Average Index.

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 * <input type="text" value="Rebecca"/>	Last Name * <input type="text" value="Tenuta"/>
Title * <input type="text" value="Counsel"/>	
E-mail * <input type="text" value="rtenuta@cboe.com"/>	
Telephone * <input type="text" value="(312) 786-7068"/>	Fax <input type="text"/>

Signature

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

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

(Title *)

Date <input type="text" value="05/07/2019"/>	Counsel <input type="text"/>
By <input type="text" value="Rebecca Tenuta"/>	<input type="text"/>
(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.

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

Add Remove View

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

Partial Amendment

Add Remove View

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) Cboe C2 Exchange, Inc. (the “Exchange” or “C2”) proposes to add certain fees related to the listing and trading of options contracts on the Dow Jones Industrial Average Index (“DJX”). The text of the proposed rule change is attached as Exhibit 5.

(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 May 7, 2019. The Exchange intends to implement the proposed rule change on May 8, 2019.

(b) Please refer questions and comments on the proposed rule change to Patrick Sexton, Executive Vice President, General Counsel, and Corporate Secretary, (312) 786-7467, or Rebecca Tenuta (312) 786-7068, Cboe C2 Exchange, Inc., 400 South LaSalle, Chicago, Illinois 60605.

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

(a) Purpose

On May 8, 2019, the Exchange will begin listing DJX options for trading.¹ Accordingly, the Exchange proposes to amend its Fee Schedule to codify standard transaction fees for DJX transactions. The proposed changes will be effective May 8, 2019.

¹ See Interpretation and Policy .01 to Rule 24.

Specifically, the Exchange proposes to add various fee codes for executions and linkage routing in DJX options. The proposed rates applicable to each proposed fee code for executions and for linkage routing correspond to the rates that currently apply to the same execution and linkage routing types in the Russell 2000 Index options (“RUT”). The Exchange also proposes to amend the Index License Surcharge fees that apply to all non-Public Customer transactions to include a fee for DJX.

Regarding executions in DJX options, fee code DC will be appended to all Public Customer orders executed in DJX options, and will result in a rate of \$0.15 per contract. Fee code DM will be appended to all C2 Market-Maker orders executed in DJX options, and will result in a rate of \$0.35 per contract. Fee code DN will be appended to Non-Customer and Non-Market-Maker orders executed in DJX options, and will result in a rate of \$0.55 per contract. Fee code DO will be appended to trades executed on the open in DJX options, and will be free. The proposed fees assessed are the same for corresponding execution types in RUT.

Regarding linkage routing fees for orders routed away to another exchange in DJX, fee code FC will be appended to all routed Customer orders in DJX options, and will result in a fee of \$0.85. Fee code FM will be appended to all routed Market-Maker orders in DJX options, and will result in a fee of \$1.05. Fee code FN will be appended to all routed Non-Customer and Non-Market-Maker orders in DJX options, and will result in a fee of \$1.25. Fee code FO will be appended to all order routed at the open in DJX, and will be free. The proposed fees assessed are the same for corresponding linkage routing types in RUT.

As stated, the Exchange also proposes to amend the Index License Surcharge fee, which is applicable to all non-Public Customer transactions, to include a fee of \$0.10 per contract assessed for transactions in DJX options. The Exchange proposes to assess a Surcharge of \$0.10 per contract in order to recoup the costs associated with the DJX license.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the Section 6 of the Act,² in general, and Section 6(b)(4),³ in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Trading Permit Holders (“TPHs”) and other persons using its facilities.

Specifically, the Exchange believes it is reasonable to charge different fee amounts to different user types for executions and linkage routing in DJX options in the manner proposed because the proposed fees are consistent with the price differentiation and type of TPH transactions that exists today on the Exchange for another index option product, RUT, as well as on its affiliated exchange, Cboe Exchange, Inc. (“Cboe Options”) for index option products, which includes DJX options.⁴ Additionally, the Exchange believes the proposed fee amounts for DJX executions and linkage routing are reasonable because the proposed fee amounts correspond to the fee amounts charged for executions and linkage routing in RUT on the Exchange today. In addition to this, the Exchange believes that the proposed surcharge for DJX options is reasonable because a

² 15 U.S.C. 78f.

³ 15 U.S.C. 78f(b)(4).

⁴ See Cboe Options Fees Schedule, Index Options Rate Table.

similar surcharge exists on the Exchange today for RUT options (which is higher than the proposed surcharge for DJX). The Exchange also notes that Cboe Options currently assesses a \$0.10 surcharge fee for DJX options.⁵ Furthermore, the Exchange believes that the proposed fees for the newly listed DJX options on C2 are reasonable as the Exchange's affiliated exchange, Cboe BZX Exchange, Inc. ("BZX Options") recently added comparable execution, linkage routing and surcharge fees for a newly listed index option product, RUT.⁶ The Exchange believes these types of fee codes for newly or recently listed index options are reasonable because they promote and encourage trading in such products.

The Exchange also believes that it is equitable and not unfairly discriminatory to assess lower fees for executions and linkage routing to Customers (including Public Customers) as compared to other market participants because Customer order flow enhances liquidity on the Exchange for the benefit of all market participants. Specifically, Customer liquidity benefits all market participants by providing more trading opportunities, which attracts Market-Makers. An increase in the activity of these market participants in turn facilitates tighter spreads, which may cause an additional corresponding increase in order flow from other market participants. Moreover, the options industry has a long history of providing preferential pricing to Customers, and the Exchange's current Fee Schedule currently does so in many places, as do the fees

⁵ Id.

⁶ See Securities Exchange Act Release No. 84401 (October, 11, 2018), 83 FR 52591 (October 17, 2018) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Related to Fees on Cboe BZX Exchange, Inc.) (SR-CboeBZX-2018-075).

structures of multiple other exchanges.⁷ The Exchange notes that all fee amounts applicable to Customers will be applied equally to all Customers, i.e. all Customers will be assessed the same amount.

Additionally, the Exchange believes that it is equitable and not unfairly discriminatory to assess lower fees for executions and linkage routing to Market-Makers as compared to other market participants, other than Customers, because Market-Makers, unlike other market participants, take on a number of obligations, including quoting obligations, which other market participants do not have. Further, these lower fees offered to Market-Makers are intended to incent Market-Makers to quote and trade more on C2 Options, thereby providing more trading opportunities for all market participants. The Exchange notes that all fee amounts applicable to Market-Makers will be applied equally to all Market-Makers, i.e. all Market-Makers will be assessed the same amount. Similarly, the Exchange notes that the DJX fee amounts for each separate type of other market participant will be assessed equally to all such market participants, i.e. all Non-Customer and Non-Market-Maker orders will be assessed the same amount.

The Exchange believes its proposed fees for DJX orders that are routed away from the Exchange are reasonable taking into account routing costs and also notes that the proposed fees are in line with amounts assessed by other exchanges.⁸ For the reasons described above, the Exchange also believes that it is equitable and not unfairly discriminatory to assess lower routing fees to Customers as compared to other market participants. The Exchange notes that routing through the Exchange is voluntary and

⁷ See e.g. supra note 4. See also BZX Options Fee Schedule, Fee Codes and Associated Fees.

⁸ See supra note 7.

market participants can readily direct order flow to another exchange if they deem Exchange fee levels to be excessive.

Finally, the Exchange believes that it is reasonable to assess an Index License Surcharge fee to all non-Public Customer transactions because the surcharge helps recoup some of the costs associated with the license for DJX. As previously stated, the Exchange notes that the surcharge amount is the same as the amount assessed on other exchanges and lower than the amount assessed for RUT options on the Exchange. The proposed Surcharge is also equitable and not unfairly discriminatory because the amount will be assessed to all market participants to whom the Surcharge applies. Not applying the DJX License Surcharge fee to Public Customer orders is equitable and not unfairly discriminatory because this is designed to attract Customer DJX option orders, which increases liquidity and provides greater trading opportunities to all market participants.

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

The Exchange believes the proposed amendments to its Fee Schedule will not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the DJX fee amounts for each separate type of market participant will be assessed equally to all such market participants. While different fees are assessed to different market participants in some circumstances, the obligations and circumstances between these market participants differ, as discussed above. For example, Market-Makers have quoting obligations that are not applicable to other market participants. Further, the proposed fees structure for DJX is intended to

encourage more trading of DJX, which brings liquidity to the Exchange and benefits all market participants.

The Exchange also does not believe that the proposed rule changes will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the proposed DJX fees are in line with amounts assessed for index option products by other exchanges. The Exchange notes that to the extent that the proposed fee rates and rebates for certain orders in DJX options make the Exchange a more attractive venue for market participants than other exchanges, market participants are welcome to become TPHs and execute such orders on the Exchange. Also, as stated, market participants are free to direct order flow to other competing venues if they deem the Exchange's fees excessive.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any written comments from TPHs or other interested parties.

6. Extension of Time Period for Commission Action

Not applicable.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

Pursuant to Section 19(b)(3)(A)(ii) of the Act⁹ and Rule 19b-4(f)(2) thereunder,¹⁰ the Exchange has designated this proposal as establishing or changing a due, fee, or other

⁹ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁰ 17 CFR 240.19b-4(f)(2).

charge applicable to the Exchange's TPHs and non-TPHs, 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 Rule of Another Self-Regulatory Organization or of the Commission

Not applicable.

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

Not applicable.

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

Not applicable.

11. Exhibits

Exhibit 1: Completed Notice of the Proposed Rule Change for publication in the Federal Register.

Exhibit 5: Text of Proposed Rule Change.

EXHIBIT 1**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34- ; File No. SR-C2-2019-010]

[Insert date]

Self-Regulatory Organizations; Cboe C2 Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Add Certain Fees Related to the Listing and Trading of Options Contracts on the Dow Jones Industrial Average Index (“DJX”)

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 C2 Exchange, Inc. (the “Exchange” or “C2”) 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 C2 Exchange, Inc. (the “Exchange” or “C2”) proposes to add certain fees related to the listing and trading of options contracts on the Dow Jones Industrial Average Index (“DJX”). The text of the proposed rule change is attached as Exhibit 5.

The text of the proposed rule change is also available on the Exchange’s website (http://markets.cboe.com/us/options/regulation/rule_filings/ctwo/), at the Exchange’s Office of the Secretary, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

On May 8, 2019, the Exchange will begin listing DJX options for trading.³ Accordingly, the Exchange proposes to amend its Fee Schedule to codify standard transaction fees for DJX transactions. The proposed changes will be effective May 8, 2019.

Specifically, the Exchange proposes to add various fee codes for executions and linkage routing in DJX options. The proposed rates applicable to each proposed fee code for executions and for linkage routing correspond to the rates that currently apply to the same execution and linkage routing types in the Russell 2000 Index options ("RUT"). The Exchange also proposes to amend the Index License Surcharge fees that apply to all non-Public Customer transactions to include a fee for DJX.

Regarding executions in DJX options, fee code DC will be appended to all Public Customer orders executed in DJX options, and will result in a rate of \$0.15 per contract. Fee code DM will be appended to all C2 Market-Maker orders executed in DJX options,

³ See Interpretation and Policy .01 to Rule 24.

and will result in a rate of \$0.35 per contract. Fee code DN will be appended to Non-Customer and Non-Market-Maker orders executed in DJX options, and will result in a rate of \$0.55 per contract. Fee code DO will be appended to trades executed on the open in DJX options, and will be free. The proposed fees assessed are the same for corresponding execution types in RUT.

Regarding linkage routing fees for orders routed away to another exchange in DJX, fee code FC will be appended to all routed Customer orders in DJX options, and will result in a fee of \$0.85. Fee code FM will be appended to all routed Market-Maker orders in DJX options, and will result in a fee of \$1.05. Fee code FN will be appended to all routed Non-Customer and Non-Market-Maker orders in DJX options, and will result in a fee of \$1.25. Fee code FO will be appended to all order routed at the open in DJX, and will be free. The proposed fees assessed are the same for corresponding linkage routing types in RUT.

As stated, the Exchange also proposes to amend the Index License Surcharge fee, which is applicable to all non-Public Customer transactions, to include a fee of \$0.10 per contract assessed for transactions in DJX options. The Exchange proposes to assess a Surcharge of \$0.10 per contract in order to recoup the costs associated with the DJX license.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the Section 6 of the Act,⁴ in general, and Section 6(b)(4),⁵ in particular, as it is designed to

⁴ 15 U.S.C. 78f.

⁵ 15 U.S.C. 78f(b)(4).

provide for the equitable allocation of reasonable dues, fees and other charges among its Trading Permit Holders (“TPHs”) and other persons using its facilities.

Specifically, the Exchange believes it is reasonable to charge different fee amounts to different user types for executions and linkage routing in DJX options in the manner proposed because the proposed fees are consistent with the price differentiation and type of TPH transactions that exists today on the Exchange for another index option product, RUT, as well as on its affiliated exchange, Cboe Exchange, Inc. (“Cboe Options”) for index option products, which includes DJX options.⁶ Additionally, the Exchange believes the proposed fee amounts for DJX executions and linkage routing are reasonable because the proposed fee amounts correspond to the fee amounts charged for executions and linkage routing in RUT on the Exchange today. In addition to this, the Exchange believes that the proposed surcharge for DJX options is reasonable because a similar surcharge exists on the Exchange today for RUT options (which is higher than the proposed surcharge for DJX). The Exchange also notes that Cboe Options currently assesses a \$0.10 surcharge fee for DJX options.⁷ Furthermore, the Exchange believes that the proposed fees for the newly listed DJX options on C2 are reasonable as the Exchange’s affiliated exchange, Cboe BZX Exchange, Inc. (“BZX Options”) recently added comparable execution, linkage routing and surcharge fees for a newly listed index option product, RUT.⁸ The Exchange believes these types of fee codes for newly or

⁶ See Cboe Options Fees Schedule, Index Options Rate Table.

⁷ Id.

⁸ See Securities Exchange Act Release No. 84401 (October, 11, 2018), 83 FR 52591 (October 17, 2018) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Related to Fees on Cboe BZX Exchange, Inc.) (SR-CboeBZX-2018-075).

recently listed index options are reasonable because they promote and encourage trading in such products.

The Exchange also believes that it is equitable and not unfairly discriminatory to assess lower fees for executions and linkage routing to Customers (including Public Customers) as compared to other market participants because Customer order flow enhances liquidity on the Exchange for the benefit of all market participants. Specifically, Customer liquidity benefits all market participants by providing more trading opportunities, which attracts Market-Makers. An increase in the activity of these market participants in turn facilitates tighter spreads, which may cause an additional corresponding increase in order flow from other market participants. Moreover, the options industry has a long history of providing preferential pricing to Customers, and the Exchange's current Fee Schedule currently does so in many places, as do the fees structures of multiple other exchanges.⁹ The Exchange notes that all fee amounts applicable to Customers will be applied equally to all Customers, i.e. all Customers will be assessed the same amount.

Additionally, the Exchange believes that it is equitable and not unfairly discriminatory to assess lower fees for executions and linkage routing to Market-Makers as compared to other market participants, other than Customers, because Market-Makers, unlike other market participants, take on a number of obligations, including quoting obligations, which other market participants do not have. Further, these lower fees offered to Market-Makers are intended to incent Market-Makers to quote and trade more on C2 Options, thereby providing more trading opportunities for all market participants.

⁹ See e.g. supra note 6. See also BZX Options Fee Schedule, Fee Codes and Associated Fees.

The Exchange notes that all fee amounts applicable to Market-Makers will be applied equally to all Market-Makers, i.e. all Market-Makers will be assessed the same amount. Similarly, the Exchange notes that the DJX fee amounts for each separate type of other market participant will be assessed equally to all such market participants, i.e. all Non-Customer and Non-Market-Maker orders will be assessed the same amount.

The Exchange believes its proposed fees for DJX orders that are routed away from the Exchange are reasonable taking into account routing costs and also notes that the proposed fees are in line with amounts assessed by other exchanges.¹⁰ For the reasons described above, the Exchange also believes that it is equitable and not unfairly discriminatory to assess lower routing fees to Customers as compared to other market participants. The Exchange notes that routing through the Exchange is voluntary and market participants can readily direct order flow to another exchange if they deem Exchange fee levels to be excessive.

Finally, the Exchange believes that it is reasonable to assess an Index License Surcharge fee to all non-Public Customer transactions because the surcharge helps recoup some of the costs associated with the license for DJX. As previously stated, the Exchange notes that the surcharge amount is the same as the amount assessed on other exchanges and lower than the amount assessed for RUT options on the Exchange. The proposed Surcharge is also equitable and not unfairly discriminatory because the amount will be assessed to all market participants to whom the Surcharge applies. Not applying the DJX License Surcharge fee to Public Customer orders is equitable and not unfairly

¹⁰ See supra note 9.

discriminatory because this is designed to attract Customer DJX option orders, which increases liquidity and provides greater trading opportunities to all market participants.

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

The Exchange believes the proposed amendments to its Fee Schedule will not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the DJX fee amounts for each separate type of market participant will be assessed equally to all such market participants. While different fees are assessed to different market participants in some circumstances, the obligations and circumstances between these market participants differ, as discussed above. For example, Market-Makers have quoting obligations that are not applicable to other market participants. Further, the proposed fees structure for DJX is intended to encourage more trading of DJX, which brings liquidity to the Exchange and benefits all market participants.

The Exchange also does not believe that the proposed rule changes will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the proposed DJX fees are in line with amounts assessed for index option products by other exchanges. The Exchange notes that to the extent that the proposed fee rates and rebates for certain orders in DJX options make the Exchange a more attractive venue for market participants than other exchanges, market participants are welcome to become TPHs and execute such orders on the Exchange.

Also, as stated, market participants are free to direct order flow to other competing venues if they deem the Exchange's fees excessive.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any written comments from TPHs or other interested parties.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹¹ and paragraph (f) of Rule 19b-4¹² 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:

¹¹ 15 U.S.C. 78s(b)(3)(A).

¹² 17 CFR 240.19b-4(f).

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-C2-2019-010 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 Number SR-C2-2019-010. 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-C2-2019-010 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.¹³

Secretary

¹³ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

* * * * *

Cboe C2 Options Exchange Fees Schedule
Effective [February]May [1]8, 2019

* * * * *

Transaction Fees:

* * * * *

The following rates apply to all executions in RUT. Listed rates are per contract.

	Code	Rates
Public Customer	BC	\$0.15
C2 Market-Maker	BM	\$0.35
Non-Customer, Non-Market Maker (Professional Customer, Firm, Broker/Dealer, non-C2 Market-Maker, JBO, etc.)	BN	\$0.55
Trades on the Open	BO	FREE

The following rates apply to all executions in DJX. Listed rates are per contract.

	<u>Code</u>	<u>Rates</u>
<u>Public Customer</u>	<u>DC</u>	<u>\$0.15</u>
<u>C2 Market-Maker</u>	<u>DM</u>	<u>\$0.35</u>
<u>Non-Customer, Non-Market Maker (Professional Customer, Firm, Broker/Dealer, non-C2 Market-Maker, JBO, etc.)</u>	<u>DN</u>	<u>\$0.55</u>
<u>Trades on the Open</u>	<u>DO</u>	<u>FREE</u>

Index License Surcharge Fees:

Surcharge Fees apply to all non-Public Customer transactions.

Index	Per Contract
Russell 2000 Index (RUT)	\$0.45
<u>Dow Jones Industrial Average (DJX)</u>	<u>\$0.10</u>

Linkage Routing Fees:

<u>FC</u>	<u>Routed (Customer) - DJX</u>	<u>\$0.85</u>
<u>FM</u>	<u>Routed (Market-Maker) – DJX</u>	<u>\$1.05</u>
<u>FN</u>	<u>Routed (Non-Customer, Non-Market-Maker) – DJX</u>	<u>\$1.25</u>
<u>FO</u>	<u>Routed at the Open – DJX</u>	<u>FREE</u>
GC – RS	No change.	No change.

The Linkage Routing fee will be waived for orders that are routed to another Exchange if entered on (i) a prior business day or (ii) prior to 8:30 a.m. CST on the same business day.

Fee Codes and Associated Fees:

Fee Code	Description	Fee/(Rebate)
BC – CT	No change.	No change.
<u>DC</u>	<u>Public Customer - DJX</u>	<u>0.15</u>
<u>DM</u>	<u>C2 Market-Maker - DJX</u>	<u>0.35</u>
<u>DN</u>	<u>All Non-Customer, Non-Market-Maker - DJX</u>	<u>0.55</u>
<u>DO</u>	<u>Trades at the Open - DJX</u>	<u>FREE</u>
<u>FC</u>	<u>Routed (Customer) - DJX</u>	<u>0.85</u>
<u>FM</u>	<u>Routed (Market-Maker) – DJX</u>	<u>1.05</u>
<u>FN</u>	<u>Routed (Non-Customer, Non-Market-Maker) – DJX</u>	<u>1.25</u>
<u>FO</u>	<u>Routed at the Open – DJX</u>	<u>FREE</u>
GC – ZT	No change.	No change.

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