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SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 Form 19b-4

File No.* SR - 2019 - * 013

Amendment No. (req. for Amendments *)

Filing by Cboe C2 Exchange, Inc.

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Section 806(e)(1) *

☐

Section 806(e)(2) *

☐

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 3C(b)(2) *

☐

Exhibit 2 Sent As Paper Document



Exhibit 3 Sent As Paper Document



Description

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

The Exchange proposes to adopt limit-on-close ("LOC") and market-on-close ("MOC") orders.

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 * Rebecca Last Name * Tenuta
 Title * Counsel
 E-mail * rtenuta@cboe.com
 Telephone * (312) 786-7068 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 *)

Date 05/29/2019

By Rebecca Tenuta

(Name *)

Counsel

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.

rtenuta@cboe.com

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFT 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

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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

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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.

Item 1. Text of the Proposed Rule Change

(a) Cboe C2 Exchange, Inc. (the “Exchange” or “C2”) proposes to adopt limit-on-close (“LOC”) and market-on-close (“MOC”) orders. The text of the proposed rule change is provided in Exhibit 5.

(b) Not applicable.

(c) Not applicable.

Item 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 13, 2019. The Exchange intends to implement the proposed rule change on or about June 21, 2019.

(b) Please refer questions and comments on the proposed rule change to Pat Sexton, Executive Vice President, General Counsel, and Corporate Secretary, (312) 786-7467, or Rebecca Tenuta, (312) 786-7086, Cboe C2 Exchange, Inc., 400 South LaSalle, Chicago, Illinois 60605.

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

(a) Purpose

In 2016, the Exchange’s parent company, Cboe Global Markets, Inc. (“Cboe Global”), also the parent company of Cboe Exchange, Inc. (“Cboe Options”), acquired Cboe EDGX Exchange, Inc. (“EDGX or EDGX Options”), Cboe EDGA Exchange, Inc. (“EDGA”), Cboe BZX Exchange, Inc. (“BZX or BZX Options”), and Cboe BYX Exchange, Inc. (“BYX” and, together with Cboe Options, the Exchange, EDGX, EDGA, and BZX, the “Cboe Affiliated Exchanges”). The Cboe Affiliated Exchanges are working to align certain system functionality, retaining only intended differences

between the Cboe Affiliated Exchanges, in the context of a technology migration. Cboe Options intends to migrate its technology to the same trading platform used by the Exchange, EDGX Options, and BZX Options in the fourth quarter of 2019. The proposal set forth below is intended to add certain functionality to the Exchange's System that is available on Cboe Options in order to ultimately provide a consistent technology offering for market participants who interact with the Cboe Affiliated Exchanges.¹ Although the Exchange intentionally offers certain features that differ from those offered by its affiliates and will continue to do so, the Exchange believes that offering similar functionality to the extent practicable will reduce potential confusion for Users.

The Exchange proposes to adopt LOC and MOC orders. The proposed amendments to Rule 6.10(d) define an LOC order as a limit order, and an MOC order as a market order, respectively, that may only execute on the Exchange no earlier than three minutes prior to Regular Trading Hours ("RTH") market close. The System enters LOC and MOC orders into the Book in time sequence (based on the times at which the Exchange initially received them), where they may be processed in accordance with Rule 6.12.² The Exchange notes that it does not have a closing auction in which market participants may participate in an auction rotation that determines the closing price for a series, like that of the equities space, but that the proposed MOC and LOC orders merely become executable three minutes prior to the close of RTH. The Exchange queues LOC and MOC orders in the System until three minutes before the RTH market close. At that time, the System handles a LOC or MOC order as a limit order or market order, as

¹ The Exchange also notes that its affiliated exchanges, BZX Options and EDGX Options, are simultaneously proposing to make similar changes in order to align functionality with Cboe Options.

² Rule 6.12 describes how the System processes orders and quotes in the Book.

applicable, and processes them in accordance with Rule 6.12. The Exchange believes that three minutes prior to the RTH market close is a reasonable time prior to the market close to trigger MOC and LOC orders, as it provides those orders with sufficient time to interact with contra-side interest and potentially execute at a time close to the RTH market close.³ The proposed LOC and MOC order definitions also provide that the System cancels an LOC order or an MOC order (or an unexecuted portion of an LOC or MOC order) that does not execute by the RTH market close. This is consistent with the purpose of these orders, which is to execute near the RTH market close on the day they were submitted to the Exchange. As the execution of MOC and LOC orders is linked to the RTH market close, such orders will be valid only during RTH; however, the System will accept such orders during any trading session.⁴ A User may not designate an MOC or LOC order as “All Sessions”;⁵ any MOC or LOC order designated as All Sessions will be rejected. In addition to this, the Exchange notes that Users may not designate bulk messages as MOC or LOC, which is consistent with the current requirement that bulk messages must have a time-in-force of Day to encourage Users to provide liquidity to the

³ The Exchange notes that Cboe Options currently triggers the MOC and LOC orders three minutes prior to the RTH market close.

⁴ The Exchange notes that an RTH Only MOC or LOC order submitted during Global Trading Hours (“GTH”) will remain on the book until the close of RTH.

⁵ See Rule 6.10(b) which defines “All Sessions” as an order a User designates as eligible to trade during both Global Trading Hours (“GTH”) and RTH. The Exchange also notes that Rule 6.10(b) defines “RTH Only” as an order a User designates as eligible to trade only during RTH or not designated as All Sessions. Therefore, the default instruction is RTH Only and an unmarked MOC or LOC order will be treated as RTH Only. See also Securities Exchange Act Release No. 85788 (May 6, 2019), 84 FR 20673 (May 10, 2019) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the Exchange’s Opening Process and Add a Global Trading Hours Session for DJX Options) (SR-C2-2019-009).

Exchange's market throughout the trading day and update bulk messages in response to changed market conditions day-to-day.⁶ The proposed order types are based on substantially similar order types available on Cboe Options.⁷ MOC and LOC orders allow a User to execute orders in a series close to the close time.

The Exchange also proposes to add subparagraph (C) to Rule 6.12(c)(5) to include additional order handling regarding MOC orders during a limit up-limit down state.⁸ The proposed change provides that if the underlying security is in a limit up-limit down state three minutes prior to the RTH market close a MOC order will not be elected, and that if the underlying security exits the limit up-limit down state prior to the RTH market close, the System will attempt to re-evaluate, elect, and execute the order.⁹ The Exchange notes that the proposed handling of MOC orders in a limit up-limit down state is consistent with the Regulation NMS Plan to Address Extraordinary Market Volatility

⁶ See Rule 6.10(d), which defines time-in-force of "Day" as an order that, if not executed, expires at the RTH market close. All bulk messages have a Time-in-Force of Day. See also Securities Exchange Act Release No. 85038 (February 2, 2019), 84 FR 2598 (February 7, 2019) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Discontinue Bulk Order Functionality and Implement Bulk Message Functionality) (SR-C2-2018-025). Note Users may submit bulk messages within three minutes of the RTH market close, which would ultimately be handled in the same manner as an LOC order.

⁷ See Cboe Options Rule 6.53, which defines a "market-on-close" order as a market or limit order to be executed as close as possible to the close of the market near to or at the closing price for the particular option series. The Exchange notes that in connection with migration, Cboe Options intends to propose the same definitions of market- and limit-on-close orders as proposed in this rule filing.

⁸ See Rule 6.39 which defines a "limit up-limit down state" to mean the period of time when the underlying security of an option enters a limit or straddle state as defined in the Regulation NMS Plan to Address Extraordinary Market Volatility (the "Limit Up-Limit Down Plan" or the "Plan").

⁹ The Exchange also amends the heading to subparagraph (c)(5) to reflect the addition of MOC order handling during a limit up-limit down state. The Exchange notes that during a limit up-limit down state limit orders are not impacted and continue to be eligible for execution.

(“Limit Up-Limit Down Plan”) and is based on the corresponding Cboe Options rule regarding handling of MOC orders.¹⁰ The Exchange also proposes to add a reference to MOC orders to Rule 6.39(a), which lists the order types that will be handled specially during a limit up-limit-down state, to reflect the proposed change to Rule 6.12(c)(5).

(b) Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the “Act”) and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.¹¹ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹² requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹³ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, the Exchange believes that the proposed adoption of MOC and LOC orders serves to benefit investors by allowing Users flexibility to have orders only be

¹⁰ See Cboe Options Rule 6.45(d)(2).

¹¹ 15 U.S.C. 78f(b).

¹² 15 U.S.C. 78f(b)(5).

¹³ Id.

eligible for execution near the close, a time in which maximum significant number of participants interact on the Exchange. The Exchange believes that the proposed change promotes just and equitable principles of trade because it encourages increased participation near the close, thereby contributing to enhanced price discovery and transparency that will result in a closing price point that more closely reflects the interest of market participants. The Exchange also believes that the proposed change will benefit investors by fostering increased liquidity near the close. As stated, the proposed change is based on Cboe Options rules.¹⁴

Furthermore, the Exchange believes specifying that the MOC and LOC may execute no more than three minutes from the RTH close removes impediments to and perfects the mechanism of a free and open market and national market system and protects investors because it will allow Users greater flexibility regarding the execution of their orders and/or their customers' orders. The Exchange believes this three minute time-frame prior to the RTH market close is a reasonable time prior to the market close to trigger MOC and LOC orders, because it provides those orders with sufficient times to interact with contra-side interest and to potentially execute at a time close to RTH market close.

The Exchange also believes not permitting bulk messages to be MOC and LOC orders will remove impediments to and perfect the mechanism of a free and open market and protect investors because it is consistent with the purpose of bulk messages. As stated, bulk messages are currently restricted to designation as time-in-force of Day in order to encourage Users to provide liquidity to the Exchange's market during RTH and

¹⁴ See supra note 7.

update bulk messages in response to day-to-day changed market conditions.¹⁵ Because MOC and LOC orders are only available for execution for three minutes prior to the RTH market close, as opposed to during the entire RTH session, Exchange believes that not permitting bulk messages to be MOC or LOC orders ensures that functionality available to Users is consistent with the purpose of bulk messages.

Moreover, the Exchange also believes that rejecting MOC and LOC orders if designated as “All Sessions” serves to remove impediments to and perfect the mechanism of a free and open market and protect investors by providing functionality that is consistent with the purpose of MOC and LOC orders. As described above, because MOC and LOC orders are linked to the RTH close, allowing MOC or LOC orders to be marked for All Sessions (i.e. RTH and GTH) would be inconsistent with the function of MOC and LOC orders. Therefore, the Exchange believes that not permitting MOC and LOC orders to be marked as All Sessions will protect investors by ensuring instructions for MOC and LOC orders are consistent with their purpose.

Additionally, the Exchange believes that the proposed additional order handling for MOC during a limit up-limit down state protects investors because it is consistent with the Limit Up-Limit Down Plan and prevents a market order from executing outside of the specified price bands. This order handling is consistent with that of Cboe Options rules.¹⁶

Lastly, the Exchange notes that the proposed rule change is generally intended to align the functionality offered by the Exchange with functionality currently offered by Cboe Options in order to provide a consistent technology offering for the Cboe Affiliated

¹⁵ See supra note 6.

¹⁶ See supra note 10.

Exchanges.¹⁷ A consistent technology offering, in turn, will simplify the technology implementation, changes, and maintenance by Users of the Exchange that are also participants on Cboe Affiliated Exchanges.¹⁸ The Exchange believes this consistency will promote a fair and orderly national options market system. When Cboe Options migrates to the same technology as that of the Exchange and other Cboe Affiliated Exchanges, Users of the Exchange and other Cboe Affiliated Exchanges will have access to similar functionality on all Cboe Affiliated Exchanges. As such, the proposed rule change would foster cooperation and coordination with persons engaged in facilitating transactions in securities and would remove impediments to and perfect the mechanism of a free and open market and a national market system.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe the proposed rule change will impose any burden on intramarket competition, as the proposed rule change will apply in the same manner to all orders submitted as MOC or as LOC. MOC and LOC orders will be available to all Users, and MOC and LOC orders from all Users will be handled in the same manner. The use of MOC and LOC orders will be voluntary. The Exchange does not believe the proposed rule change will impose any burden on intermarket competition because the proposed change is based on rules that allow for substantially the same order types that are available on another options exchange.¹⁹

¹⁷ See supra note 1.

¹⁸ Id.

¹⁹ See supra note 7.

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

The Exchange neither solicited nor received comments on the proposed rule change.

Item 6. Extension of Time Period for Commission Action

Not applicable.

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

(a) The proposed rule change is filed for immediate effectiveness pursuant to Section 19(b)(3)(A) of Act²⁰ and Rule 19b-4(f)(6)²¹ thereunder.

(b) The Exchange designates that the proposed rule change effects a change that (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest. Additionally, the Exchange has given the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission.

The Exchange does not believe that the proposed change to allow for Users to submit MOC and LOC orders will significantly affect the protection of investors or the public interest. Rather, the Exchange believes that the proposed change benefits investors

²⁰ 15 U.S.C. 78s(b)(3)(A).

²¹ 17 CFR 240.19b-4(f)(6).

by allowing for increased flexibility in participating near the close, a time in which maximum significant number of participants interact on the Exchange, therefore encouraging an overall increase in investor participation near the close. The Exchange believes that the overall increase in investor participation near the close will contribute to enhanced price discovery and transparency, thus, resulting in a closing price point that more closely reflects the interest of investors. The Exchange also believes that the proposed change will benefit investors by fostering increased liquidity near the close.

The Exchange does not believe that the proposed change specifying that the MOC and LOC may execute no more than three minutes from the close will significantly affect the protection of investors, but instead believes that it will serve to protect investors because it allows Users greater flexibility for their orders and/or their customers' orders. The Exchange believes that the three minutes for a User to interact in active markets and utilize MOC and LOC orders is a reasonable time prior to the market close and will serve to protect investors because it provides those orders with sufficient times to interact with contra-side interest and to potentially execute at a time close to RTH market close.

The Exchange does not believe that the proposed amendment to make explicit that bulk messages may not be MOC and LOC orders will significantly affect the protection of investors and the public interest, but rather serves to benefit investors and the public interest by providing functionality that is consistent with the purpose of bulk messages. As described in detail above, bulk messages are currently restricted to designation as time-in-force of Day to encourage Users to provide liquidity to the Exchange's market during RTH and update bulk messages in response to day-to-day changed market

conditions.²² MOC and LOC orders are only available for execution for three minutes prior to the RTH close, as opposed to during the entire RTH session. Therefore, to allow MOC or LOC orders to be bulk messages would be inconsistent with the purpose of bulk messages and not permitting bulk messages to be MOC or LOC orders ensures that functionality available to Users is consistent with the purpose of bulk messages.

Moreover, the Exchange also believes that rejecting MOC and LOC orders if designated as “All Sessions” will not significantly affect the protection of investors and the public interest, but rather benefit investors and the public interest by providing rules that are consistent with the purpose of MOC and LOC orders. As described above, because MOC and LOC orders are linked to the RTH close, allowing MOC or LOC orders to be marked for All Sessions (which includes RTH and GTH) would be inconsistent with the function of MOC and LOC orders. Therefore, the Exchange believes that not permitting MOC and LOC orders to be marked as All Sessions will ensure that a User’s instructions for MOC and LOC orders are consistent with their purpose.

The Exchange does not believe that the proposed additional order handling for MOC during a limit up-limit down state will significantly affect the protection of investors or the public interest. Rather, the Exchange believes the proposed change protects investors and the public interest because it is consistent with the Limit Up-Limit Down Plan and prevents a market order from executing outside of the specified price bands.

²² See supra note 6.

The Exchange also notes that the proposed change to allow Users to submit MOC and LOC orders, as well as MOC order handling during a limit up-limit down state, are reasonable and do not present any novel or unique issues as the proposed change is based on the rules of Cboe Options, previously filed with the Commission.²³ As stated, the proposed rule change is generally intended to align the functionality offered by the Exchange with functionality currently offered by Cboe Options in order to provide a consistent technology offering for the Cboe Affiliated Exchanges.²⁴ The Exchange believes that this will protect investors and the public interest because a consistent technology offering will simplify the technology implementation, changes, and maintenance by Users of the Exchange that are also participants on Cboe Affiliated Exchanges.²⁵

In addition to the above, the Exchange does not believe that the proposed change will impose any significant burden on intramarket competition because as the proposed rule change will apply in the same manner to all orders submitted as MOC or as LOC. MOC and LOC orders will be available to all Users, and MOC and LOC orders from all Users will be handled in the same manner. In addition to this, the Exchange notes that the use of MOC and LOC orders will be voluntary. The Exchange does not believe the proposed rule change will impose any significant burden on intermarket competition because the proposed change is based on rules that provide for substantially the same order types already in place on another exchange.²⁶

²³ See supra notes 7 and 10.

²⁴ See supra note 1.

²⁵ Id.

²⁶ See supra note 7.

For the foregoing reasons, this rule filing qualifies as a “non-controversial” rule change under Rule 19b-4(f)(6), which renders the proposed rule change effective upon filing with the Commission. At any time within 60 days of the filing of this 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. The Exchange respectfully requests that the Commission waive the 30-day operative delay period after which a proposed rule change under Rule 19b-4(f)(6) becomes effective. The Exchange believes that a waiver is consistent with the protection of investors and the public interest as the proposed order types currently exist on the Exchange’s affiliated exchange, Cboe Options. As such, the proposed rule change does not present any new functionality or novel issues for investors or the public interest. As noted above, the Exchange intends to implement MOC and LOC orders on June 21, 2019. Waiver of the operative delay will ensure that the migration of functionality across the Cboe Affiliated Exchanges²⁷ is implemented in a timely manner. For these reasons, the Exchange believes that a waiver of the 30-day operative delay will serve to benefit investors participating across the Cboe Affiliated Exchanges, therefore, the Exchange respectfully requests that the Commission waive the 30-day operative delay.

(c) Not applicable.

(d) Not applicable.

²⁷ See supra note 1.

Item 8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

The proposed rule change based on Cboe Options Rule 6.53 and Rule 6.45. The current Cboe Options rule defines a “market-on-close” order as a *market* or *limit* order that may be designated a market-on-close order to be executed as close as possible to the close of the market near to or at the closing price for the particular option series. The Exchange notes that in connection with migration, Cboe Options intends to propose similar (separate) definitions of market- and limit-on-close orders as proposed in this rule filing. The Exchange notes that the proposed MOC and LOC definitions differ from the current Cboe Options definition in that the proposed definitions specify a time of three minutes prior to close whereas the current Cboe Options rule provides for a time near the close. The Exchange believes that this is a de minimus difference, as the purpose of the order types remains the same and specification of three minutes in the rules provides greater transparency to investors. Also, as stated above, the Exchange understands that Cboe Options currently triggers market and limit on close orders three minutes prior to the RTH market close. In addition to this, the Cboe Options definition does not describe how its system will handle market and limit on close orders once they are elected; however, the proposed rule change is consistent with the handling of market and limit orders on the Exchange (which is what MOC and LOC orders become once triggered), and the Exchange understands the proposed rule change is consistent with current Cboe Options functionality. The Cboe Options rule also states the MOC and LOC are types of orders, and are thus not available for quotes (which are equivalent to bulk messages on the Exchange). Additionally, Cboe Options uses different servers and hardware, as well as different Books, for GTH and RTH. Therefore, the Cboe Options rules do not provide

for All Sessions or RTH Only designations. However, Cboe Options Rule 6.1A(f) explicitly prohibits an MOC order (which, as stated, is currently a market or limit order under Cboe Options rules) during GTH, and Cboe Options Rule 6.1A(g) provides that any order on the GTH book at the end of GTH are cancelled. Therefore, the Cboe Options rules do not permit MOC or LOC orders to be submitted or executed during GTH, which functions in the same manner as prohibiting MOC or LOC orders from be marked as All Sessions, as proposed.

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

Not applicable.

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

Not applicable.

Item 11. Exhibits

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

Exhibit 5. Proposed rule text.

EXHIBIT 1**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34- ; File No. SR-C2-2019-013]

[Insert date]

Self-Regulatory Organizations; Cboe C2 Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to Adopt Limit-on-Close (“LOC”) and Market-on-Close (“MOC”) Orders

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 Exchange filed the proposal as a “non-controversial” proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act³ and Rule 19b-4(f)(6) thereunder.⁴ 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 adopt limit-on-close (“LOC”) and market-on-close (“MOC”) orders. The text of the proposed rule change is provided in Exhibit 5.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(iii).

⁴ 17 CFR 240.19b-4(f)(6).

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.

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

In 2016, the Exchange's parent company, Cboe Global Markets, Inc. ("Cboe Global"), also the parent company of Cboe Exchange, Inc. ("Cboe Options"), acquired Cboe EDGX Exchange, Inc. ("EDGX or EDGX Options"), Cboe EDGA Exchange, Inc. ("EDGA"), Cboe BZX Exchange, Inc. ("BZX or BZX Options"), and Cboe BYX Exchange, Inc. ("BYX" and, together with Cboe Options, the Exchange, EDGX, EDGA, and BZX, the "Cboe Affiliated Exchanges"). The Cboe Affiliated Exchanges are working to align certain system functionality, retaining only intended differences between the Cboe Affiliated Exchanges, in the context of a technology migration. Cboe Options intends to migrate its technology to the same trading platform used by the Exchange, EDGX Options, and BZX Options in the fourth quarter of 2019. The proposal set forth below is intended to add certain functionality to the Exchange's System that is available on Cboe Options in order to ultimately provide a consistent technology offering

for market participants who interact with the Cboe Affiliated Exchanges.⁵ Although the Exchange intentionally offers certain features that differ from those offered by its affiliates and will continue to do so, the Exchange believes that offering similar functionality to the extent practicable will reduce potential confusion for Users.

The Exchange proposes to adopt LOC and MOC orders. The proposed amendments to Rule 6.10(d) define an LOC order as a limit order, and an MOC order as a market order, respectively, that may only execute on the Exchange no earlier than three minutes prior to Regular Trading Hours (“RTH”) market close. The System enters LOC and MOC orders into the Book in time sequence (based on the times at which the Exchange initially received them), where they may be processed in accordance with Rule 6.12.⁶ The Exchange notes that it does not have a closing auction in which market participants may participate in an auction rotation that determines the closing price for a series, like that of the equities space, but that the proposed MOC and LOC orders merely become executable three minutes prior to the close of RTH. The Exchange queues LOC and MOC orders in the System until three minutes before the RTH market close. At that time, the System handles a LOC or MOC order as a limit order or market order, as applicable, and processes them in accordance with Rule 6.12. The Exchange believes that three minutes prior to the RTH market close is a reasonable time prior to the market close to trigger MOC and LOC orders, as it provides those orders with sufficient time to interact with contra-side interest and potentially execute at a time close to the RTH

⁵ The Exchange also notes that its affiliated exchanges, BZX Options and EDGX Options, are simultaneously proposing to make similar changes in order to align functionality with Cboe Options.

⁶ Rule 6.12 describes how the System processes orders and quotes in the Book.

market close.⁷ The proposed LOC and MOC order definitions also provide that the System cancels an LOC order or an MOC order (or an unexecuted portion of an LOC or MOC order) that does not execute by the RTH market close. This is consistent with the purpose of these orders, which is to execute near the RTH market close on the day they were submitted to the Exchange. As the execution of MOC and LOC orders is linked to the RTH market close, such orders will be valid only during RTH; however, the System will accept such orders during any trading session.⁸ A User may not designate an MOC or LOC order as “All Sessions”;⁹ any MOC or LOC order designated as All Sessions will be rejected. In addition to this, the Exchange notes that Users may not designate bulk messages as MOC or LOC, which is consistent with the current requirement that bulk messages must have a time-in-force of Day to encourage Users to provide liquidity to the Exchange’s market throughout the trading day and update bulk messages in response to changed market conditions day-to-day.¹⁰ The proposed order types are based on

⁷ The Exchange notes that Cboe Options currently triggers the MOC and LOC orders three minutes prior to the RTH market close.

⁸ The Exchange notes that an RTH Only MOC or LOC order submitted during Global Trading Hours (“GTH”) will remain on the book until the close of RTH.

⁹ See Rule 6.10(b) which defines “All Sessions” as an order a User designates as eligible to trade during both Global Trading Hours (“GTH”) and RTH. The Exchange also notes that Rule 6.10(b) defines “RTH Only” as an order a User designates as eligible to trade only during RTH or not designated as All Sessions. Therefore, the default instruction is RTH Only and an unmarked MOC or LOC order will be treated as RTH Only. See also Securities Exchange Act Release No. 85788 (May 6, 2019), 84 FR 20673 (May 10, 2019) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the Exchange’s Opening Process and Add a Global Trading Hours Session for DJX Options) (SR-C2-2019-009).

¹⁰ See Rule 6.10(d), which defines time-in-force of “Day” as an order that, if not executed, expires at the RTH market close. All bulk messages have a Time-in-Force of Day. See also Securities Exchange Act Release No. 85038 (February 2, 2019), 84 FR 2598 (February 7, 2019) (Notice of Filing and Immediate

substantially similar order types available on Cboe Options.¹¹ MOC and LOC orders allow a User to execute orders in a series close to the close time.

The Exchange also proposes to add subparagraph (C) to Rule 6.12(c)(5) to include additional order handling regarding MOC orders during a limit up-limit down state.¹² The proposed change provides that if the underlying security is in a limit up-limit down state three minutes prior to the RTH market close a MOC order will not be elected, and that if the underlying security exits the limit up-limit down state prior to the RTH market close, the System will attempt to re-evaluate, elect, and execute the order.¹³ The Exchange notes that the proposed handling of MOC orders in a limit up-limit down state is consistent with the Regulation NMS Plan to Address Extraordinary Market Volatility (“Limit Up-Limit Down Plan”) and is based on the corresponding Cboe Options rule regarding handling of MOC orders.¹⁴ The Exchange also proposes to add a reference to

Effectiveness of a Proposed Rule Change To Discontinue Bulk Order Functionality and Implement Bulk Message Functionality) (SR-C2-2018-025). Note Users may submit bulk messages within three minutes of the RTH market close, which would ultimately be handled in the same manner as an LOC order.

¹¹ See Cboe Options Rule 6.53, which defines a “market-on-close” order as a market or limit order to be executed as close as possible to the close of the market near to or at the closing price for the particular option series. The Exchange notes that in connection with migration, Cboe Options intends to propose the same definitions of market- and limit-on-close orders as proposed in this rule filing.

¹² See Rule 6.39 which defines a “limit up-limit down state” to mean the period of time when the underlying security of an option enters a limit or straddle state as defined in the Regulation NMS Plan to Address Extraordinary Market Volatility (the “Limit Up-Limit Down Plan” or the “Plan”).

¹³ The Exchange also amends the heading to subparagraph (c)(5) to reflect the addition of MOC order handling during a limit up-limit down state. The Exchange notes that during a limit up-limit down state limit orders are not impacted and continue to be eligible for execution.

¹⁴ See Cboe Options Rule 6.45(d)(2).

MOC orders to Rule 6.39(a), which lists the order types that will be handled specially during a limit up-limit-down state, to reflect the proposed change to Rule 6.12(c)(5).

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the “Act”) and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.¹⁵ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹⁶ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹⁷ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, the Exchange believes that the proposed adoption of MOC and LOC orders serves to benefit investors by allowing Users flexibility to have orders only be eligible for execution near the close, a time in which maximum significant number of participants interact on the Exchange. The Exchange believes that the proposed change promotes just and equitable principles of trade because it encourages increased

¹⁵ 15 U.S.C. 78f(b).

¹⁶ 15 U.S.C. 78f(b)(5).

¹⁷ Id.

participation near the close, thereby contributing to enhanced price discovery and transparency that will result in a closing price point that more closely reflects the interest of market participants. The Exchange also believes that the proposed change will benefit investors by fostering increased liquidity near the close. As stated, the proposed change is based on Cboe Options rules.¹⁸

Furthermore, the Exchange believes specifying that the MOC and LOC may execute no more than three minutes from the RTH close removes impediments to and perfects the mechanism of a free and open market and national market system and protects investors because it will allow Users greater flexibility regarding the execution of their orders and/or their customers' orders. The Exchange believes this three minute time-frame prior to the RTH market close is a reasonable time prior to the market close to trigger MOC and LOC orders, because it provides those orders with sufficient times to interact with contra-side interest and to potentially execute at a time close to RTH market close.

The Exchange also believes not permitting bulk messages to be MOC and LOC orders will remove impediments to and perfect the mechanism of a free and open market and protect investors because it is consistent with the purpose of bulk messages. As stated, bulk messages are currently restricted to designation as time-in-force of Day in order to encourage Users to provide liquidity to the Exchange's market during RTH and update bulk messages in response to day-to-day changed market conditions.¹⁹ Because MOC and LOC orders are only available for execution for three minutes prior to the RTH market close, as opposed to during the entire RTH session, Exchange believes that not

¹⁸ See supra note 11.

¹⁹ See supra note 10.

permitting bulk messages to be MOC or LOC orders ensures that functionality available to Users is consistent with the purpose of bulk messages.

Moreover, the Exchange also believes that rejecting MOC and LOC orders if designated as “All Sessions” serves to remove impediments to and perfect the mechanism of a free and open market and protect investors by providing functionality that is consistent with the purpose of MOC and LOC orders. As described above, because MOC and LOC orders are linked to the RTH close, allowing MOC or LOC orders to be marked for All Sessions (i.e. RTH and GTH) would be inconsistent with the function of MOC and LOC orders. Therefore, the Exchange believes that not permitting MOC and LOC orders to be marked as All Sessions will protect investors by ensuring instructions for MOC and LOC orders are consistent with their purpose.

Additionally, the Exchange believes that the proposed additional order handling for MOC during a limit up-limit down state protects investors because it is consistent with the Limit Up-Limit Down Plan and prevents a market order from executing outside of the specified price bands. This order handling is consistent with that of Cboe Options rules.²⁰

Lastly, the Exchange notes that the proposed rule change is generally intended to align the functionality offered by the Exchange with functionality currently offered by Cboe Options in order to provide a consistent technology offering for the Cboe Affiliated Exchanges.²¹ A consistent technology offering, in turn, will simplify the technology implementation, changes, and maintenance by Users of the Exchange that are

²⁰ See supra note 14.

²¹ See supra note 5.

also participants on Cboe Affiliated Exchanges.²² The Exchange believes this consistency will promote a fair and orderly national options market system. When Cboe Options migrates to the same technology as that of the Exchange and other Cboe Affiliated Exchanges, Users of the Exchange and other Cboe Affiliated Exchanges will have access to similar functionality on all Cboe Affiliated Exchanges. As such, the proposed rule change would foster cooperation and coordination with persons engaged in facilitating transactions in securities and would remove impediments to and perfect the mechanism of a free and open market and a national market system.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe the proposed rule change will impose any burden on intramarket competition, as the proposed rule change will apply in the same manner to all orders submitted as MOC or as LOC. MOC and LOC orders will be available to all Users, and MOC and LOC orders from all Users will be handled in the same manner. The use of MOC and LOC orders will be voluntary. The Exchange does not believe the proposed rule change will impose any burden on intermarket competition because the proposed change is based on rules that allow for substantially the same order types that are available on another options exchange.²³

²² Id.

²³ See supra note 11.

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

The Exchange neither solicited nor received comments on the proposed rule change.

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

Because the foregoing proposed rule change does not:

- A. significantly affect the protection of investors or the public interest;
- B. impose any significant burden on competition; and
- C. become operative for 30 days from the date on which it was filed, or such

shorter time as the Commission may designate,

it has become effective pursuant to Section 19(b)(3)(A) of the Act²⁴ and Rule 19b-4(f)(6)²⁵ 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:

²⁴ 15 U.S.C. 78s(b)(3)(A).

²⁵ 17 CFR 240.19b-4(f)(6).

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-C2-2019-013 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-C2-2019-013. 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-C2-2019-013 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.²⁶

Secretary

²⁶ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

* * * * *

Rules of Cboe C2 Exchange, Inc.

* * * * *

Rule 6.10. Availability of Orders

(a) – (c) No change.

(d) *Time-in-Force*. A “Time-in-Force” means the period of time the System holds an order, subject to the restrictions set forth in Rule 6.8(c) with respect to bulk messages submitted through bulk ports, for potential execution, and includes:

* * * * *

Limit-on-Close and LOC

The terms “Limit-on-Close” and “LOC” mean, for an order so designated, a limit order that may not execute on the Exchange until three minutes prior to RTH market close. At that time, the System enters LOC orders into the Book in time sequence (based on the times at which the System initially received them), where they may be processed in accordance with Rule 6.12. The System cancels an LOC order (or unexecuted portion) that does not execute by the RTH market close. Users may not designate an LOC order as All Sessions. Users may not designate bulk messages as an LOC.

Market-on-Close and MOC

The terms “Market-on-Close” and “MOC” mean, for an order so designated, a market order that may not execute on the Exchange until three minutes prior to RTH market close. At that time, the System enters MOC orders into the Book in time sequence (based on the times at which the System initially received them), where they may be processed in accordance with Rule 6.12. The System cancels an MOC order (or unexecuted portion) that does not execute by the RTH market close. Users may not designate an MOC order as All Sessions. Users may not designate bulk messages as an MOC.

* * * * *

Rule 6.12. Order and Quote Book Processing, Display, Priority, and Execution

(a)-(b) No change.

(c) *Additional Order Handling.*

(1)-(4) No change.

(5) *Market, [and] Stop, and Market-on-Close Orders During Limit Up-Limit Down State.*

(A) The System cancels or rejects a market order to buy or sell an option traded on the Exchange if the System receives it when the underlying security is in a limit up-limit down state.

(B) A stop order is not triggered if the underlying security is in a limit up-limit down state, and instead is held until the end of the limit up-limit down state, at which point the order becomes eligible to be triggered if the market for the particular option contract reaches the specified contract price.

(C) A market-on-close order will not be elected if the underlying security is in a limit up-limit down state three minutes prior to the RTH market close. If the underlying security exits the limit up-limit down state prior to the RTH market close, the System will attempt to re-evaluate, elect, and execute the order.

* * * * *

Rule 6.39. Equity Market Plan to Address Extraordinary Market Volatility

This Rule shall be in effect during a pilot period that expires at the close of business on October 18, 2019.

The Exchange will modify option order processing during a limit up-limit down state. For purposes of this rule, a “limit up-limit down state” means the period of time when the underlying security of an option enters a limit or straddle state as defined in the Regulation NMS Plan to Address Extraordinary Market Volatility (the “Limit Up-Limit Down Plan” or the “Plan”).

(a) *Exchange Order Types.* The following order types will be handled specially during a limit up-limit down state: market orders, market-on-close orders, and stop orders. Refer to Rule 6.12 for a description of how these orders will be handled during a limit up-limit down state.

* * * * *