

Required fields are shown with yellow backgrounds and asterisks.

Filing by Cboe BZX 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"/>
			Rule		
Pilot	Extension of Time Period for Commission Action *	Date Expires *	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<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	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) *	Section 806(e)(2) *
<input type="checkbox"/>	<input type="checkbox"/>
	Section 3C(b)(2) *
	<input type="checkbox"/>

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

Description

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

The Exchange proposes to amend Chapter 22 of the Exchange's rulebook.

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 04/08/2019	Counsel
By Rebecca Tenuta	<div style="border: 1px solid black; width: 100%; height: 30px;"></div>
(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 *

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

Exhibit 1 - Notice of Proposed Rule Change *

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

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

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

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

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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

Item 1. Text of the Proposed Rule Change

(a) Cboe BZX Exchange, Inc. (the “Exchange” or “BZX Options”) proposes to amend Chapter 22 of the Exchange’s rulebook. 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 April 5, 2019. The Exchange intends to implement the proposed rule change on or about May 10, 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) 786-7068, Cboe BZX 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

The Exchange proposes to harmonize its rules within Chapter 22 (Market Participants) that pertain to Options Market Maker requirements to that of its affiliated exchange, Cboe C2 Exchange, Inc. (“C2”).¹ Specifically, the Exchange proposes to conform its Rule 22.3 (Continuing Options Market Maker Registration) to C2 Rule 8.2

¹ The Exchange notes that its affiliated exchange, Cboe EDGX Exchange, Inc. (“EDGX Options”) is simultaneously proposing to harmonize its Options Market Maker rules with that of C2.

(Market-Maker Class Appointments), which allows for Market Makers to select a class appointment. In doing so, the Exchange also proposes to amend its definition of “class of options” under Rule 16.1 to be consistent with C2’s definition under C2 Rule 1.1.

Additionally, the Exchange wishes to amend language in Rules 22.2 (Options Market Maker Registration), 22.4 (Good Standing for Market Makers), 22.5 (Obligations of Market Makers) and 22.6 (Market Maker Quotations) to be substantially similar to the language of the corresponding rules within C2 Chapter 8 (Market Makers), retaining only intended differences between it and C2. The Exchange also proposes other various non-substantive changes to Rules 22.2 through 22.6 which will serve to harmonize its rules with the corresponding C2 rules, as well as simplify or clarify its Market Maker rules, delete duplicative rule provisions, conform paragraph numbering and lettering throughout the rules. Additionally, the Exchange proposes a substantive change to its current continuous quoting requirement for Market Makers under Rule 22.6(d), which is described in detail below. This proposed rule change to the continuous quoting requirement is based on existing Nasdaq PHLX LLC (“Phlx”), Nasdaq ISE, LLC (“ISE”), Nasdaq MRX, LLC (“MRX”) and Nasdaq GEMX, LLC (“GEMX”) rules² previously filed with the Commission. It also intends to harmonize the proposed quoting requirements across BZX Options and its affiliated exchanges, C2 and Cboe EDGX Exchange, Inc. (“EDGX Options”).³ Overall, the Exchange believes that having

² See Phlx Rule 1081(c); ISE Rule 804(e); MRX Rule 804(e); and GEMX Rule 804(e). See also Securities Exchange Act Release No. 83209 (May 10, 2018), 83 FR 22717 (May 16, 2018) (SR-Phlx-2018-22) (Order Granting Approval of Proposed Rule Change to Amend Phlx’s Quoting Requirements, Among Other Changes) (SR-Phlx-2018-22).

³ The Exchange notes that C2 and EDGX Options are simultaneously proposing the same continuous quoting requirements.

substantially the same Market Maker rules and requirements across exchanges will reduce the compliance burden and confusion for Market Makers that are members of multiple exchanges.

In particular, the proposed rule change amends Rule 22.2(c), which permits the Exchange to impose limits to the number of Members that may become Market Makers based on objective factors, including system constraints and capacity restrictions. Under the proposed rule, the Exchange may not impose such limits until the proposed limits and objective standards for the limits are reviewed and approved by the Commission. This provision is the same as C2 Rule 8.1(c). The proposed rule change adds Rule 22.2(d), which states that a Member or prospective Member adversely affected by an Exchange determination under this Chapter 22, including the Exchange's termination or suspension of a Member's status as a Market Maker or of a Market Maker's appointment to a class, may obtain a review of such determination in accordance with the provisions of Chapter 10 (Adverse Action). The Exchange notes that because the remaining rules in Chapter 22 contain various provisions that permit the Exchange to make determinations which would be subject to review under Chapter 10, it is appropriate to explicitly reference Chapter 10 in proposed Rule 22.2(d), applicable to the entire Chapter 22. This provision is the same as C2 Rule 8.1(d).

The proposed rule change modifies rule provisions throughout Chapter 22 to clarify the distinction between Market Maker registration and appointment. This harmonizes the Exchange's rules with the registration and appointment requirement rules under Chapter 8 of C2. In particular, an Options Member may already register as a Market Maker pursuant to Rule 22.2(a). Proposed Rule 22.3(a) allows a registered

Market Maker to select appointments to classes, rather than registering⁴ for a series.

Under the proposed class appointments, a Market Maker obtains Market Maker treatment by agreeing to and satisfying obligations in its appointed classes. This proposed change is consistent with C2 Rule 8.2(a). The proposed rule change makes corresponding changes to reflect the application of Market Maker obligations to appointed classes to Rule 22.4 (Good Standing for Market Makers), Rule 22.5 (Obligations of Market Makers) and Rule 22.6 (Market Maker Quotations). The proposed change also makes corresponding changes within Rule 21.1(l) to reflect that a Market Maker with an appointment in a class may designate a bulk message for that class as Post Only or Book Only, as well as a reference to that same class regarding User designation. This update is consistent with C2's corresponding Rule 6.8(c). The proposed rule change also renames Rule 22.3 to be "Market Maker Class Appointments", reflecting the fact that the rule generally describes how, as proposed, a Market Maker may obtain appointments to classes, rather than continuing Market Maker registration. Under proposed Rule 22.3(b) Market Makers may select their own class appointments through the same electronic interface process in which they currently register for series of options. This is the same appointment process as prescribed in C2 Rule 8.2(b). Proposed Rule 22.3(c) references the Exchange's ability to limit Market Maker appointments pursuant to proposed Rule 22.2(c), as described above. This corresponds to C2 Rule 8.2(d). The Exchange is not proposing to adopt a provision that corresponds to C2 Rule 8.2(c), which provides that a "Market Maker's appointment in a class confers the right of the Market Maker to quote (using order

⁴ The Exchange notes that the term "registering" to make markets in a series currently corresponds to the manner in which C2 uses and applies the term "appointment" to make markets in classes.

functionality) in that class”, as BZX rules do not provide for separate quoting functionality in an appointed class. BZX offers order and bulk message functionality (similar to quoting functionality), which may be used by all Users.⁵ Therefore, the Exchange believes the adoption of this paragraph to be unnecessary. Additionally, the Exchange is not proposing to adopt a provision that corresponds to C2 Rule 8.3 (Market-Maker Class Appointment Costs), which describes the appointment costs per Trading Permit, as Trading Permits and appointment costs are specific to C2 and do not apply to BZX Options.

In order to provide for consistency across the Exchange and C2 regarding Market Maker obligations and appointment to classes, the Exchange proposes to amend its definitions under Rule 16.1(a)(14) for the term “class of options”, and under Rule 16.1(a)(56) for the term “series” or “series of options” to be the same as C2’s definitions. Currently, the Exchange defines a class of options as options of the same type. Type is defined as either a put or a call. However, the term class is generally understood to include both puts and calls, which are types of series, not separate classes, making this definition outdated. Specifically, it is understood that options with the same exercise price and expiration date that are puts constitute one series, and options with the same exercise price and expiration date that are calls constitute another series. The Exchange thus proposes to amend the definition of class to mean all options contracts with the same unit of trading covering the same underlying security or index. The proposed amendment also adds that options may cover an index, which are currently provided for on the

⁵ The Exchange notes that C2 is simultaneously proposing to delete its Rule 8.2(c) as it has recently implemented quoting functionality available to all Users, including Market-Makers.

Exchange, and that the term “class” may be used interchangeably with “class of options” because references to “class” are already made throughout the Exchange’s rules, which inherently refers to “class of options” as this definition pertains only to activity on BZX Options. This amended definition is consistent with the definition of class under C2 Rule 1.1 (Definitions). The Exchange thus believes that this change will serve to provide clarity and reduce confusion across the affiliated exchanges’ rules, particularly regarding a Market Maker’s understanding of its obligations to its proposed appointed classes. In line with this change, the Exchange also amends its definition of “series of options” to clarify that a series consists of options of the same type, as described in detail above. This is consistent with the definition under C2 Rule 1.1.

The proposed rule change deletes current Rule 22.4(a)(2), which states a Market Maker must continue to satisfy the Market Maker qualification requirements specified by the Exchange. The Exchange notes that this is redundant of the language in subparagraph (a)(1). Subparagraph (a)(1) states that a Market Maker must continue to meet the general requirements for Members set forth in Chapter 2 and Market Maker requirements set forth in Rule 22.2 (which is a proposed amendment replacing reference to Rule 11.5 as Rule 22.2 covers BZX Options Market Maker registration, relevant to Chapter 22, whereas Rule 11.5 covers Market Maker registration for BZX Equities). These are generally the only requirements applicable to qualify as a Market Maker. C2 Rule 8.4(a) similarly does not contain this provision. The proposed changes to Rule 22.4(b) are non-substantive modifications that mirror language in C2’s corresponding Rule 8.4 (Good Standing for Market-Makers). As stated above, the proposed changes to Rule 22.5 consist of amending language to reflect a Market Maker’s class appointment, rather than

registration to a series, as well as non-substantive changes to reflect the language of C2 Rule 8.5.

Current Rule 22.6 (Market Maker Quotations) describes requirements applicable to Market Maker quotes. The proposed rule change moves Rule 22.6(c) to proposed Rule 22.6(a), which mirrors the order of corresponding provisions under C2 Rule 8.6, and adds exceptions to firm quotes under proposed Rule 22.6(a) that are the same as the exceptions under corresponding C2 Rule 8.6(a). These proposed exceptions to a Market Maker's firm quote include system malfunction, unusual market conditions, and quotes during the pre-open. The proposed rule change adjusts the lettering of current Rule 22.6(a) through Rule 22.6(b) accordingly.

The Exchange also proposes to amend a Market Maker's continuous quoting obligations under Rule 22.6 based on existing Phlx, ISE, MRX and GEMX rules,⁶ previously filed with the Commission. The proposed amendments to Rule 22.2(d) are consistent with the continuous quoting requirement provisions on other exchanges.⁷ Specifically, current Rule 22.6(d)(1) provides that a Market Maker must make markets on a continuous basis in at least 75% of the option series in which it is registered while current Rule 22.6(d)(3) provides that a Market Maker fulfills the requirement if the Market Maker provides two-sided quotes 90% of the time in an appointed series on a given trading day, or such higher percentage as the Exchange may announce in advance. The proposed rule change to 22.6(d) requires a Market Maker to continuously enter bids and offers in series in its appointed classes in 60% of the cumulative number of seconds, or such higher percentage as the Exchange may announce in advance, for which that

⁶ See supra note 2.

⁷ Id.

Market Maker's appointed classes are open, excluding any adjusted series, any intra-day add-on series on the day during which such series are added for trading, any Quarterly Option Series and any series with an expiration of greater than 270 days. Additionally, the proposed change amends current subparagraph (d)(3) (proposed paragraph (d)(1)) to provide for the way in which the Exchange calculates this requirement and is explicit in stating that quoting is not required in every appointed class. An example of the proposed calculation is presented below:

Market-Maker A ("Firm A")⁸ has selected an appointment to quote option class U, in which options U1, U2, U3, U4, and U5 are open for trading.

Firm A also has selected appointments in options classes V and W.

Option U1 opened at 09:30:00⁹ and closed at 16:00:00

Firm A quoted U1 at 09:35:30 @13.00(10)-15.00(10)

Firm A updated quote in U1 at 09:50:31 @10.00(10)-15.00(20)

Firm A purged quote at 15:55:40

Total quoted time for U1 is: $15:55:40 - 09:35:30 = (15-9)*3600 + (55-35)*60 + (40-30) = 22810$ (seconds)

Total available quote time for U1 is: $16:00:00 - 09:30:00 = (16-9)*3600 + (60-30)*60 + (00-00) = 270000$ (seconds)

⁸ The Exchange notes that a Market-Maker may use multiple Executing Firm IDs ("EFIDs") to submit quotes in a class. The quoting time from all of a Market-Maker EFIDs' will be considered together when determining compliance with this obligation.

⁹ All times in example calculation in Eastern Time.

Option U2 opened at 09:30:00 and closed at 16:00:00

Firm A quoted U2 at 10:05:30 @13.00(10)-15.00(10)

Firm A updated quote in U2 at 11:00:01 @11.00(10)-16.00(20)

Firm A purged quote at 15:05:40

Total quoted time for U2 is: $15:05:40 - 10:05:30 = (15-10)*3600 + (65-05)*60 + (40-30) = 21610$ (seconds)

Total available quote time for U2 is: $16:00:00 - 09:30:00 = (16-9)*3600 + (60-30)*60 + (00-00) = 27000$ (seconds)

Option U3 opened at 09:30:00 and closed at 16:15:00

Firm A quoted U3 at 11:10:21 @21.00(10)-24.00(20)

Firm A purged quote at 15:15:05

Total quoted time for U3 is: $15:15:05 - 11:10:21 = (15-11)*3600 + (75-10)*60 + (65-21) = 18344$ (seconds)

Total available quote time for U3 is: $16:01:20 - 09:40:02 = (16-9)*3600 + (75-30)*60 + (00-00) = 27900$ (seconds)

Option U4 opened at 9:30:00 and closed at 16:00:00

Firm A quoted U4 at 09:34:29 @35.00(10)-37.00(10)

Firm A updated quote in U4 at 10:30:21 @31.00(10)-37.00(20)

Firm A purged quote in U4 at 15:59:34

Total quoted time for U4 is: $15:59:34-09:34:29 = (15-09)*3600 + (59-34)*60 + (34-29) = 23105$ (seconds)

Total available quote time is: $16:00:00-09:30:00 = (16-9)*3600 + (60-30)*60 + (00-0) = 27000$ (seconds)

Option U5 opened at 9:30:00 and closed at 16:00:00

Firm A did not quote U5 thus, the total quoted time for U5 will be: 0 (seconds)

Total available quote time is: $16:00:00-09:30:00 = (16-9)*3600 + (60-30)*60 + (00-00) = 27000$ (seconds)

Total time Firm A quoted class U: $22810 + 21610 + 18344 + 23105 + 0 = 85869$ (seconds)

Total eligible quoting time for Firm A on class U: $27000 + 27000 + 27900 + 27000 + 27000 = 135900$ (seconds)

Similarly assume:

Total time for Firm A quoted class V: 80983(seconds)

Total eligible quoting time for Firm A on class V: 84515 (seconds)

Total time for Firm A quoted class W: 0(seconds)

Total eligible quoting time for Firm A on underlying W: 46513 (seconds)

Then the total quoting percentage for Firm A is: $(85869 + 80983 + 0) / (135900 + 84515 + 46513) = 156852/266928 = 62.5\%$

As stated, the current rule requires a Market Maker to quote 75% of the series in which it is registered for 90% of each trading day. By comparison, the proposed rule change permits a Market Maker to quote any percentage of appointed classes so long as the Market Maker meets the requirement that it enters quotes aggregating 60% of the cumulative seconds across the total seconds that its appointment classes are open for trading. The proposed rule explicitly provides that a Market Maker does not necessarily have to quote every appointed class. The Exchange believes the proposed rule better accommodates the occasional issues that may arise in a particular class, whether technical or manual. For example, an issue may arise on the Market Maker's side in which there is a glitch in its systems or a manual computing error that temporarily disrupts quoting ability. The Exchange notes that the existing requirement may at times discourage liquidity in particular classes because a Market Maker is forced to focus on a momentary technical lapse in order to meet the higher current thresholds, rather than using the appropriate resources to focus on the classes that need and consume additional liquidity. The proposed rule maintains the language (currently in subparagraph (b)(3)) that the Exchange may announce in advance a higher percentage than the proposed 60% of the cumulative number of seconds requirement, which the Exchange believes may be appropriate on occasions when doing so would be in the interest of a fair and orderly market. This discretion is the same in the corresponding rules of Phlx, ISE, MRX, and GEMX.¹⁰

The proposed rule change also moves the continuous quoting obligation provisions to the introduction of Rule 22.6(d) from current subparagraphs (d)(1) and

¹⁰ See supra note 2.

(d)(3) and the same quoting exclusions from subparagraph (d)(6). As such, the proposed rule change deletes the language in current subparagraph (d)(3) regarding the current continuous quoting obligation, the language in subparagraph (d)(6) regarding series excluded, as well as the remaining language in subparagraph (d)(6) which is consistent with C2 Rule 8.6. Additionally, the proposed rule change incorporates the exclusion of any intra-day add-on series on the day during which such series are added for trading. This exclusion is consistent with corresponding C2 Rule 8.6. The proposed change also amends the current quoting exclusion of any series with an expiration of nine months or greater to an expiration of greater than 270 days. The Exchange notes that Market Makers generally already monitor expirations by a defined count of 270 days, as opposed to a nine month count in which the number of days continuously varies. Therefore, this proposed change intends to align the Exchange's rules with current industry practice.¹¹

Furthermore, the proposed rule change deletes the language in current subparagraph (d)(3) (proposed subparagraph (d)(1)), which states that a Market Maker shall be deemed to have fulfilled the continuous quoting requirement if the Market Maker provides quotes for the percentage of the time that it is required to provide quotes on a given trading day, as it is redundant of the language in proposed Rule 22.6(d). The proposed rule change also makes non-substantive changes to the remaining language in proposed subparagraph (d)(1) to conform with corresponding C2 Rule 8.6(d)(2), and modifies language in proposed subparagraphs (d)(2) and (d)(3) (current subparagraphs (d)(4) and (d)(5)) to reflect the form and substance in that of corresponding C2 Rules

¹¹ The Exchange notes that C2 and EDGX Options are simultaneously proposing to amend their corresponding rules to exclude any series with an expiration of greater than 270 days.

8.6(d)(1) and 8.6(d)(4), as well as the proposed continuous quoting percentage obligation where applicable. Additionally, the proposed rule change moves current subparagraph (d)(2) to proposed Rule 22.6(e), and current Rule 22.6(e) to proposed Rule 22.6(f). The revised language and paragraph lettering mirrors that of C2 corresponding Rule 8.6(e) and Rule 8.6(f).

As proposed, the Exchange's Market Maker requirements and quoting obligations are substantially the same as current C2 Market-Maker requirements and obligations. Importantly, the proposed change incorporates C2's Chapter 8 Market Maker obligations to an appointed class, in lieu of the current registration to a series. Additionally, the Exchange amends its continuous quoting requirements to be substantially similar to the requirements under other exchanges' rules.¹² The Exchange believes that proposed amendments to its quoting requirements are reasonable because these requirements are already in place on other options exchanges.¹³ The Exchange notes that the proposed change to continuous quoting requirements creates a clear, affirmative Market Maker obligation to hold themselves out as willing to buy and sell securities for their own account on a continuous basis, which justifies favorable Market Maker treatment and will continue to provide customer trading interest a net benefit. The Exchange further believes having consistent Market Maker requirements and obligations in the BZX and C2 Rules, as well as with other exchanges, will simplify the regulatory requirements for its Members that are active across multiple exchanges.

(b) Statutory Basis

¹² See supra note 2.

¹³ See supra note 3. The same quoting requirements will be incorporated into C2 and EDGX Options rules.

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.¹⁴ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹⁵ 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)¹⁶ 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 the proposed rule change will contribute to the protection of investors and the public interest by having rules related to Market Maker registration, appointments, and obligations consistent among BZX Options and its affiliated exchanges, C2 and EDGX Options,¹⁷ as well as by bolstering participants’ collective understanding of the Exchange’s rules and the rules of its affiliated exchanges. The proposed rule change makes a clear distinction between Market Maker registration and appointments to classes in which they are obligated to make markets, and aligns the

¹⁴ 15 U.S.C. 78f(b).

¹⁵ 15 U.S.C. 78f(b)(5).

¹⁶ Id.

¹⁷ See supra note 1 and note 3.

Exchange Rules with the corresponding C2 rules. The Exchange notes that this proposed change to have Market Maker class appointments rather than series appointments does not propose new Market Maker obligations as Market Makers currently quote most series of options within a class. Therefore, the Exchanges believes the proposed change will not significantly alter Market Maker obligations nor impose any significant additional burden. The Exchange believes the proposed appointment to classes, along with the amended definitions of class and series, promotes consistency in Market Maker obligations and understanding of the rules across BZX Options and its affiliated exchange, C2.¹⁸ The Exchange believes this will result in greater uniformity and less burdensome regulatory compliance. As such, the Exchange believes maintaining uniformity in class and series definitions, Market Maker class appointments and their obligations to such appointments will foster cooperation and coordination with persons engaged in facilitating transactions in securities and will remove impediments to and perfect the mechanism of a free and open market and a national market system.

The Exchange believes the proposed rule change to amend Market Makers' continuous quoting obligations will remove impediments to and perfect the mechanism of a free and open market and a national market system. With respect to continuous quoting obligations, the proposed rule change seeks to conform the quoting obligations to that of the rules of other exchanges.¹⁹ The Exchange currently requires a Market Maker to quote in at least 75% the options series in which the Market Maker is registered during 90% of the trading day. The Exchange believes that applying a Market Maker's cumulative quoting time to the Market Maker's aggregate appointed classes to meet a threshold of

¹⁸ As well as EDGX Options. See supra note 1.

¹⁹ See supra note 2.

60% of the cumulative seconds its appointed classes are open for trading (like that of the current requirements on other exchanges) is less stringent than the Exchange's current requirement because of the lower quoting time threshold and because the proposed requirement does not consider a percentage of its appointed classes, so long as the overall 60% time requirement is met. Further, the Exchange notes that the current continuous quoting requirement potentially discourages liquidity at times when a Market Maker is forced to focus on making up for a momentary lapse in a particular class rather than allocating appropriate resources to focus on the classes that need and consume additional liquidity, and then allowing a Market Maker to continue quoting in the class that experienced a lapse after correcting the applicable issue.²⁰ The Exchange believes that this rule change better accommodates these occasional lapses, whether technical or manual, and enables a Market Maker to provide appropriate liquidity commensurate with the needs of its appointed classes. Moreover, the Exchange believes that it can better attract Market Makers, add liquidity, and grow its market to the benefit of all investors, if its quoting obligation is more aligned with that of other exchanges. The proposed rule change supports the quality of the Exchange's market by helping to ensure that Market Makers will continue to be obligated to quote in a percentage of their appointed classes. Ultimately, the benefit the proposed rule change confers upon Market Makers is offset by the continued responsibilities to provide significant liquidity to its appointed classes to the benefit of all market participants. The Exchange believes that the proposed change to continuous quoting requirements creates a clear, affirmative Market Maker obligation to

²⁰ See also Exchange Rule 22.6(d)(4) (proposed Rule 22.6(d)(2)). The Exchange already accounts for technical failure or limitation due to the automated system for order execution and trade reporting owned and operated by the Exchange ("System").

hold themselves out as willing to buy and sell securities for their own account on a continuous basis, which justifies favorable Market Maker treatment and will continue to provide customer trading interest a net benefit. The Exchange further notes that the proposed rule text is consistent with the Act because the quoting obligations are substantially the same as quoting obligations on Phlx, ISE, MRX, and GEMX today, previously filed with the Commission.²¹ Additionally, the Exchange believes the proposed rule change excluding any series with an expiration greater than 270 days, as opposed to nine months or greater, from a Market Maker's quoting obligations is in line with the way in which Market Makers currently monitor expiration. As a result, the Exchange believes that this change will foster cooperation and coordination with persons engaged in regulating securities, as well as facilitating transactions in securities. The proposed change will reduce confusion by codifying an industry practice already in place and harmonizing expiration time across the Exchange and its affiliated exchanges.²² The Exchange also notes that the proposed changes are reasonable and do not affect investor protection because the proposed changes do not present any novel or unique issues, as they have either been previously filed with the Commission or are codifying an industry practice currently in place.

To the extent a proposed rule change within Chapter 22 is based on an existing C2 rule within C2 Chapter 8, the language of the Exchange rules and C2 rules may differ where necessary to conform to existing Exchange rule text or to account for details or descriptions included in the Exchange's rules but not in the applicable C2 rules. Where possible, the Exchange has substantively mirrored C2 rules, as it believes consistent rules

²¹ See supra note 2.

²² See supra note 8.

will simplify the regulatory requirements and increase the understanding of the Exchange's operations for Members that are also participants on C2, as well as on EDGX Options, which is simultaneously proposing the same changes. The proposed rule change will provide greater harmonization between the rules of BZX Options and its affiliated exchanges,²³ resulting in greater uniformity and less burdensome and more efficient regulatory compliance. As such, the proposed rule change will foster cooperation and coordination with persons engaged in facilitating transactions in securities and will remove impediments to and perfect the mechanism of a free and open market and a national market system.

The Exchange also believes that the proposed amendments will contribute to the protection of investors and the public interest by making the Exchange's rules easier to understand, standing alone and collectively with its affiliated exchanges' rules.²⁴ In addition, the proposed rule change makes other non-substantive changes throughout the rules that will protect investors and benefit market participants, as these changes simplify or clarify rules, delete duplicative rule provisions, conform paragraph numbering and lettering throughout the rules, use plain English, and conform language to corresponding C2 rules where feasible.

Additionally, the Exchange believes the proposed rule change is consistent with Section 6(b)(1) of the Act,²⁵ which provides that the Exchange be organized and have the capacity to be able to carry out the purposes of the Act and to enforce compliance by the Exchange's Members and persons associated with its Members with the Act, the rules

²³ See supra note 1.

²⁴ Id.

²⁵ 15 U.S.C. 78f(b)(1).

and regulations thereunder, and the rules of the Exchange. As stated, the proposed rule change conforms its Options Market Maker rules to be substantially similar to the Market Maker rules of its affiliated exchange, C2. Moreover, the proposed change to a Market Maker's continuous quoting requirements will serve to harmonize the quoting requirement for Market Makers across its affiliated exchanges, C2 and EDGX Options that are also proposing the same requirements. The Exchange thus believes these proposed changes create uniformity, which allows for the Exchange to organize consistently with its affiliated exchanges and to more easily enforce compliance by participants on the multiple affiliated exchanges.

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 reiterates that a majority of the proposed rule change is intended to harmonize the Exchange rules with that of its affiliated exchange, C2. Thus, the Exchange believes this proposed rule change will reduce the burden on Exchange participants by providing consistent rules among affiliated exchanges. The harmonizing proposed rule changes in this filing conform to the approved rules of C2, which have already been found to be consistent with the Act.

Additionally, the Exchange believes that the proposed rule change to a Market Maker's continuous quoting requirements does not affect intramarket competition. The proposed change applies an affirmative obligation to all Market Makers to hold themselves out as continuously willing to buy and sell options for their own account, justifying favorable treatment and benefitting the trading interest of all customers. The Exchange believes that the proposed change to continuous quoting requirements does not

affect intermarket competition, as this proposal is based on other exchanges' rules previously filed with the Commission.²⁶ The Exchange also notes that to the degree that other exchanges have varying continuous quoting obligations for Market Makers, market participants on other exchanges are welcome to become Options Market Makers on BZX Options if they determine that this proposed rule change has made market making on BZX Options more attractive or favorable. Finally, the Exchange believes that the proposed rule change will relieve any burden on market participants because it serves to provide Market Makers with affirmative quoting requirements that ensure each appointed class will receive appropriate liquidity to the benefit of all market participants who interact with that liquidity.

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

The Exchange does not consent to an extension of the time period for Securities and Exchange Commission (the "Commission") action on the proposed rule change specified in Section 19(b)(2) of the Act.²⁷

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 Act²⁸ and Rule 19b-4(f)(6)²⁹ thereunder.

²⁶ See supra note 2.

²⁷ 15 U.S.C. 78s(b)(2).

(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.

As described above in detail, a majority of the proposed rule change is based on the rules of C2, which were previously filed with the Commission. The proposed rule change aligns the Exchange's Market Making rules with that of C2's corresponding Market-Maker rules, as well as with EDGX Options, which is simultaneously proposing the same changes. The proposed harmonizing change retains only intended differences to account for minor differences in the Exchange's rule text and/or other details.

The Exchange believes the proposed rule change does not significantly affect the protection of investors or the public interest because it will allow for participants on multiple affiliated exchanges to better understand and comply with the affiliated exchanges' Market Maker rules. In turn, better understanding and compliance will serve to maintain fair and orderly markets to the benefit of all investors.

The proposed rule change to amend a Market Maker's appointment to classes rather than to series does not significantly affect the protection of investors or the public interest,

²⁸ 15 U.S.C. 78s(b)(3)(A).

²⁹ 17 CFR 240.19b-4(f)(6).

because the Exchange believes that having rules related to Market Maker registration and appointments consistent among BZX Options and its affiliated exchanges, C2 and EDGX Options,³⁰ will reduce confusion and bolster participants' collective understanding of the Exchange's rules and the rules of its affiliated exchanges. The Exchange also believes that that this proposed change does not significantly alter Market Maker obligations nor impose any significant additional burden because Market Makers currently quote most series of options within a class. In addition, the Exchange believes the proposed appointment to classes, along with the amended definitions of class and series, does not impose any significant burden on competition because these requirements and definitions are already in place under C2 rules.

The proposed rule change to amend the continuous quoting obligations of Market Makers does not significantly affect the protection of investors or the public interest, because the Exchange believes that it can better attract Market Makers, add liquidity, and grow its market to the benefit of all investors, if its quoting obligation is more aligned with that of other exchanges. The Exchange believes that the proposed change to continuous quoting requirements creates a clear, affirmative Market Maker obligation to hold themselves out as willing to buy and sell securities for their own account on a continuous basis, which justifies favorable Market Maker treatment and will continue to provide customer trading interest a net benefit. Ultimately, the benefit the proposed rule change confers upon Market Makers is offset by the continued responsibilities to provide significant liquidity to its appointed classes to the benefit of all market participants. Moreover, the Exchange believes the proposed rule change does not impose any significant burden on

³⁰ See supra note 1.

competition because these requirements are already in place under other exchanges' rules.³¹

The proposed rule change supports the quality of the Exchange's market by helping to ensure that Market Makers will continue to be obligated to quote in a percentage of their appointed classes.

Regarding the proposed rule change to series with an expiration of greater than 270 days, the Exchange believes this is a clarifying change, which intends to reduce confusion by amending rule language to reflect an industry practice already in place and therefore has no impact on Market Maker obligations.

Additionally, the Exchange notes that the proposed rule change does not significantly affect the protection of investor or the public interest as the change does not present any novel or unique issues that have not been previously filed with the Commission or are not currently an industry practice.

As described above, the Exchange does not believe that the proposed rule change will impose any significant burden on competition. The proposed change is substantially similar to C2 rules or to the rules of other exchanges, all which have previously been filed with the Commission. Therefore, the Exchange believes this proposed rule change is necessary to permit fair competition among national securities exchanges, while reducing the burden on Members participating on multiple exchanges by providing consistent rules.

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

³¹ See supra note 2.

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.

(c) Not applicable.

(d) Not applicable.

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

As mentioned above, the proposed rule change is primarily based on the corresponding Chapter 8 rules of C2. Specifically, the Exchange proposes to conform: BZX Options Rule 22.2 (Options Market Maker Registration) to C2 Rule 8.1 (Initial Market Maker Registration); BZX Options Rule 22.3 (Continuing Options Market Maker Registration) to C2 Rule 8.2 (Market-Maker Class Appointments); BZX Options Rule 22.4 (Good Standing for Market Makers) to C2 Rule 8.4 (Good Standing for Market-Makers); BZX Options Rule 22.5 (Obligations of Market Makers) to C2 Rule 8.5 (Obligations of Market-Makers); and BZX Options Rule 22.6 (Market Maker Quotations) to C2 Rule 8.6 (Market-Maker Quotes), to be substantially similar in language, retaining only intended differences between its rules and C2 rules.³²

The Exchange notes that these rules, and any differences between those rules and proposed rule change, are described in the purpose section of this filing. Also described in detail above, where applicable, the Exchange has retained or modified certain language of the Exchange's rules in order to account for processes, details, and terminology throughout its rules that differs from that of C2's rules. In particular, the Exchange is not proposing to

³² See also supra note 1.

adopt a provision that corresponds to C2 Rule 8.2(c) because BZX Options rules do not provide for separate quoting functionality in an appointed class. The Exchange also is not proposing to adopt a provision that corresponds to C2 Rule 8.3 as Trading Permits and appointment costs are specific to C2 and do not apply to BZX Options.

Additionally, the proposed rule change to a Market Maker's continuous quoting obligations under Rule 22.6 is substantially similar to corresponding rules of Phlx, ISE, MRX, and GEMX.³³ Like that of the proposed changes harmonizing the Exchange's rules with that of C2 rules, the Exchange has intentionally retained or modified certain language of the Exchange's continuous quoting obligation rule in order to account for differences in processes, details, and terminology between it and the other exchanges. For example, the other exchanges each use different terms to refer to their market makers, which the Exchange does not adopt.

Moreover, the Exchange proposes to add intra-day add on series to its exclusions, which is consistent with the exclusions in Rule 8.6 of its affiliated exchange, C2, previously approved by the Commission.³⁴ The rules of the other exchanges do not exclude intra-day add-on series from their continuous quoting requirements. However, the Exchange does not believe that excluding intra-day add-on series from the quoting requirements is a material difference from the other exchanges' rules because intra-day add-on series represent an insignificant percentage of series listed on the Exchange each day, therefore Market Makers will still be obligated to quote in a significant percentage of series of each

³³ See supra note 2.

³⁴ See Securities Exchange Act Release No. 69350 (April 9, 2013), 78 FR 22360 (April 15, 2013) (Order Approving a Proposed Rule Change, as Modified by Amendment No. 1 Thereto, Relating to Market-Maker Continuous Quoting Obligations) (SR-C2-2013-008).

appointed class. Also, the Exchange notes that the other exchange rules apply quoting requirements to series of options and exclude options series with an expiration of nine months or greater, which, as described in detail above, the Exchange proposes to apply to appointed classes and to exclude series with an expiration of greater than 270 days.

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-CboeBZX-2019-025]

[Insert date]

Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to Amend Chapter 22 of the Exchange's Rulebook

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 BZX Exchange, Inc. (the "Exchange" or "BZX") 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 BZX Exchange, Inc. (the "Exchange" or "BZX Options") proposes to amend Chapter 22 of the Exchange's rulebook. 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/equities/regulation/rule_filings/bzx/), at the Exchange's Office of the Secretary, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

The Exchange proposes to harmonize its rules within Chapter 22 (Market Participants) that pertain to Options Market Maker requirements to that of its affiliated exchange, Cboe C2 Exchange, Inc. ("C2").⁵ Specifically, the Exchange proposes to conform its Rule 22.3 (Continuing Options Market Maker Registration) to C2 Rule 8.2 (Market-Maker Class Appointments), which allows for Market Makers to select a class appointment. In doing so, the Exchange also proposes to amend its definition of "class of options" under Rule 16.1 to be consistent with C2's definition under C2 Rule 1.1. Additionally, the Exchange wishes to amend language in Rules 22.2 (Options Market Maker Registration), 22.4 (Good Standing for Market Makers), 22.5 (Obligations of

⁵ The Exchange notes that its affiliated exchange, Cboe EDGX Exchange, Inc. ("EDGX Options") is simultaneously proposing to harmonize its Options Market Maker rules with that of C2.

Market Makers) and 22.6 (Market Maker Quotations) to be substantially similar to the language of the corresponding rules within C2 Chapter 8 (Market Makers), retaining only intended differences between it and C2. The Exchange also proposes other various non-substantive changes to Rules 22.2 through 22.6 which will serve to harmonize its rules with the corresponding C2 rules, as well as simplify or clarify its Market Maker rules, delete duplicative rule provisions, conform paragraph numbering and lettering throughout the rules. Additionally, the Exchange proposes a substantive change to its current continuous quoting requirement for Market Makers under Rule 22.6(d), which is described in detail below. This proposed rule change to the continuous quoting requirement is based on existing Nasdaq PHLX LLC (“Phlx”), Nasdaq ISE, LLC (“ISE”), Nasdaq MRX, LLC (“MRX”) and Nasdaq GEMX, LLC (“GEMX”) rules⁶ previously filed with the Commission. It also intends to harmonize the proposed quoting requirements across BZX Options and its affiliated exchanges, C2 and Cboe EDGX Exchange, Inc. (“EDGX Options”).⁷ Overall, the Exchange believes that having substantially the same Market Maker rules and requirements across exchanges will reduce the compliance burden and confusion for Market Makers that are members of multiple exchanges.

In particular, the proposed rule change amends Rule 22.2(c), which permits the Exchange to impose limits to the number of Members that may become Market Makers

⁶ See Phlx Rule 1081(c); ISE Rule 804(e); MRX Rule 804(e); and GEMX Rule 804(e). See also Securities Exchange Act Release No. 83209 (May 10, 2018), 83 FR 22717 (May 16, 2018) (SR-Phlx-2018-22) (Order Granting Approval of Proposed Rule Change to Amend Phlx’s Quoting Requirements, Among Other Changes) (SR-Phlx-2018-22).

⁷ The Exchange notes that C2 and EDGX Options are simultaneously proposing the same continuous quoting requirements.

based on objective factors, including system constraints and capacity restrictions. Under the proposed rule, the Exchange may not impose such limits until the proposed limits and objective standards for the limits are reviewed and approved by the Commission. This provision is the same as C2 Rule 8.1(c). The proposed rule change adds Rule 22.2(d), which states that a Member or prospective Member adversely affected by an Exchange determination under this Chapter 22, including the Exchange's termination or suspension of a Member's status as a Market Maker or of a Market Maker's appointment to a class, may obtain a review of such determination in accordance with the provisions of Chapter 10 (Adverse Action). The Exchange notes that because the remaining rules in Chapter 22 contain various provisions that permit the Exchange to make determinations which would be subject to review under Chapter 10, it is appropriate to explicitly reference Chapter 10 in proposed Rule 22.2(d), applicable to the entire Chapter 22. This provision is the same as C2 Rule 8.1(d).

The proposed rule change modifies rule provisions throughout Chapter 22 to clarify the distinction between Market Maker registration and appointment. This harmonizes the Exchange's rules with the registration and appointment requirement rules under Chapter 8 of C2. In particular, an Options Member may already register as a Market Maker pursuant to Rule 22.2(a). Proposed Rule 22.3(a) allows a registered Market Maker to select appointments to classes, rather than registering⁸ for a series. Under the proposed class appointments, a Market Maker obtains Market Maker treatment by agreeing to and satisfying obligations in its appointed classes. This proposed change is

⁸ The Exchange notes that the term "registering" to make markets in a series currently corresponds to the manner in which C2 uses and applies the term "appointment" to make markets in classes.

consistent with C2 Rule 8.2(a). The proposed rule change makes corresponding changes to reflect the application of Market Maker obligations to appointed classes to Rule 22.4 (Good Standing for Market Makers), Rule 22.5 (Obligations of Market Makers) and Rule 22.6 (Market Maker Quotations). The proposed change also makes corresponding changes within Rule 21.1(l) to reflect that a Market Maker with an appointment in a class may designate a bulk message for that class as Post Only or Book Only, as well as a reference to that same class regarding User designation. This update is consistent with C2's corresponding Rule 6.8(c). The proposed rule change also renames Rule 22.3 to be "Market Maker Class Appointments", reflecting the fact that the rule generally describes how, as proposed, a Market Maker may obtain appointments to classes, rather than continuing Market Maker registration. Under proposed Rule 22.3(b) Market Makers may select their own class appointments through the same electronic interface process in which they currently register for series of options. This is the same appointment process as prescribed in C2 Rule 8.2(b). Proposed Rule 22.3(c) references the Exchange's ability to limit Market Maker appointments pursuant to proposed Rule 22.2(c), as described above. This corresponds to C2 Rule 8.2(d). The Exchange is not proposing to adopt a provision that corresponds to C2 Rule 8.2(c), which provides that a "Market Maker's appointment in a class confers the right of the Market Maker to quote (using order functionality) in that class", as BZX rules do not provide for separate quoting functionality in an appointed class. BZX offers order and bulk message functionality (similar to quoting functionality), which may be used by all Users.⁹ Therefore, the

⁹ The Exchange notes that C2 is simultaneously proposing to delete its Rule 8.2(c) as it has recently implemented quoting functionality available to all Users, including Market-Makers.

Exchange believes the adoption of this paragraph to be unnecessary. Additionally, the Exchange is not proposing to adopt a provision that corresponds to C2 Rule 8.3 (Market-Maker Class Appointment Costs), which describes the appointment costs per Trading Permit, as Trading Permits and appointment costs are specific to C2 and do not apply to BZX Options.

In order to provide for consistency across the Exchange and C2 regarding Market Maker obligations and appointment to classes, the Exchange proposes to amend its definitions under Rule 16.1(a)(14) for the term “class of options”, and under Rule 16.1(a)(56) for the term “series” or “series of options” to be the same as C2’s definitions. Currently, the Exchange defines a class of options as options of the same type. Type is defined as either a put or a call. However, the term class is generally understood to include both puts and calls, which are types of series, not separate classes, making this definition outdated. Specifically, it is understood that options with the same exercise price and expiration date that are puts constitute one series, and options with the same exercise price and expiration date that are calls constitute another series. The Exchange thus proposes to amend the definition of class to mean all options contracts with the same unit of trading covering the same underlying security or index. The proposed amendment also adds that options may cover an index, which are currently provided for on the Exchange, and that the term “class” may be used interchangeably with “class of options” because references to “class” are already made throughout the Exchange’s rules, which inherently refers to “class of options” as this definition pertains only to activity on BZX Options. This amended definition is consistent with the definition of class under C2 Rule 1.1 (Definitions). The Exchange thus believes that this change will serve to provide

clarity and reduce confusion across the affiliated exchanges' rules, particularly regarding a Market Maker's understanding of its obligations to its proposed appointed classes. In line with this change, the Exchange also amends its definition of "series of options" to clarify that a series consists of options of the same type, as described in detail above. This is consistent with the definition under C2 Rule 1.1.

The proposed rule change deletes current Rule 22.4(a)(2), which states a Market Maker must continue to satisfy the Market Maker qualification requirements specified by the Exchange. The Exchange notes that this is redundant of the language in subparagraph (a)(1). Subparagraph (a)(1) states that a Market Maker must continue to meet the general requirements for Members set forth in Chapter 2 and Market Maker requirements set forth in Rule 22.2 (which is a proposed amendment replacing reference to Rule 11.5 as Rule 22.2 covers BZX Options Market Maker registration, relevant to Chapter 22, whereas Rule 11.5 covers Market Maker registration for BZX Equities). These are generally the only requirements applicable to qualify as a Market Maker. C2 Rule 8.4(a) similarly does not contain this provision. The proposed changes to Rule 22.4(b) are non-substantive modifications that mirror language in C2's corresponding Rule 8.4 (Good Standing for Market-Makers). As stated above, the proposed changes to Rule 22.5 consist of amending language to reflect a Market Maker's class appointment, rather than registration to a series, as well as non-substantive changes to reflect the language of C2 Rule 8.5.

Current Rule 22.6 (Market Maker Quotations) describes requirements applicable to Market Maker quotes. The proposed rule change moves Rule 22.6(c) to proposed Rule 22.6(a), which mirrors the order of corresponding provisions under C2 Rule 8.6, and adds

exceptions to firm quotes under proposed Rule 22.6(a) that are the same as the exceptions under corresponding C2 Rule 8.6(a). These proposed exceptions to a Market Maker's firm quote include system malfunction, unusual market conditions, and quotes during the pre-open. The proposed rule change adjusts the lettering of current Rule 22.6(a) through Rule 22.6(b) accordingly.

The Exchange also proposes to amend a Market Maker's continuous quoting obligations under Rule 22.6 based on existing Phlx, ISE, MRX and GEMX rules,¹⁰ previously filed with the Commission. The proposed amendments to Rule 22.2(d) are consistent with the continuous quoting requirement provisions on other exchanges.¹¹ Specifically, current Rule 22.6(d)(1) provides that a Market Maker must make markets on a continuous basis in at least 75% of the option series in which it is registered while current Rule 22.6(d)(3) provides that a Market Maker fulfills the requirement if the Market Maker provides two-sided quotes 90% of the time in an appointed series on a given trading day, or such higher percentage as the Exchange may announce in advance. The proposed rule change to 22.6(d) requires a Market Maker to continuously enter bids and offers in series in its appointed classes in 60% of the cumulative number of seconds, or such higher percentage as the Exchange may announce in advance, for which that Market Maker's appointed classes are open, excluding any adjusted series, any intra-day add-on series on the day during which such series are added for trading, any Quarterly Option Series and any series with an expiration of greater than 270 days. Additionally, the proposed change amends current subparagraph (d)(3) (proposed paragraph (d)(1)) to provide for the way in which the Exchange calculates this requirement and is explicit in

¹⁰ See supra note 6.

¹¹ Id.

stating that quoting is not required in every appointed class. An example of the proposed calculation is presented below:

Market-Maker A (“Firm A”)¹² has selected an appointment to quote option class U, in which options U1, U2, U3, U4, and U5 are open for trading. Firm A also has selected appointments in options classes V and W.

Option U1 opened at 09:30:00¹³ and closed at 16:00:00

Firm A quoted U1 at 09:35:30 @13.00(10)-15.00(10)

Firm A updated quote in U1 at 09:50:31 @10.00(10)-15.00(20)

Firm A purged quote at 15:55:40

Total quoted time for U1 is: 15:55:40-09:35:30 = (15-9)*3600 + (55-35)*60 + (40-30) = 22810 (seconds)

Total available quote time for U1 is: 16:00:00-09:30:00 = (16-9)*3600 + (60-30)*60 + (00-00) = 270000 (seconds)

Option U2 opened at 09:30:00 and closed at 16:00:00

Firm A quoted U2 at 10:05:30 @13.00(10)-15.00(10)

Firm A updated quote in U2 at 11:00:01 @11.00(10)-16.00(20)

Firm A purged quote at 15:05:40

¹² The Exchange notes that a Market-Maker may use multiple Executing Firm IDs (“EFIDs”) to submit quotes in a class. The quoting time from all of a Market-Maker EFIDs’ will be considered together when determining compliance with this obligation.

¹³ All times in example calculation in Eastern Time.

Total quoted time for U2 is: 15:05:40-10:05:30 = (15-10)*3600 + (65-05)*60 + (40-30) = 21610 (seconds)

Total available quote time for U2 is: 16:00:00-09:30:00 = (16-9)*3600 + (60-30)*60 + (00-00) = 27000 (seconds)

Option U3 opened at 09:30:00 and closed at 16:15:00

Firm A quoted U3 at 11:10:21 @21.00(10)-24.00(20)

Firm A purged quote at 15:15:05

Total quoted time for U3 is: 15:15:05-11:10:21 = (15-11)*3600 + (75-10)*60 + (65-21) = 18344 (seconds)

Total available quote time for U3 is: 16:01:20-09:40:02 = (16-9)*3600 + (75-30)*60 + (00-00) = 27900 (seconds)

Option U4 opened at 9:30:00 and closed at 16:00:00

Firm A quoted U4 at 09:34:29 @35.00(10)-37.00(10)

Firm A updated quote in U4 at 10:30:21 @31.00(10)-37.00(20)

Firm A purged quote in U4 at 15:59:34

Total quoted time for U4 is: 15:59:34-09:34:29 = (15-09)*3600 + (59-34)*60 + (34-29) = 23105 (seconds)

Total available quote time is: 16:00:00-09:30:00 = (16-9)*3600 + (60-30)*60 + (00-0) = 27000 (seconds)

Option U5 opened at 9:30:00 and closed at 16:00:00

Firm A did not quote U5 thus, the total quoted time for U5 will be: 0 (seconds)

Total available quote time is: 16:00:00-09:30:00 = (16-9)*3600 + (60-30)*60 + (00-00) = 27000 (seconds)

Total time Firm A quoted class U: 22810 + 21610 + 18344 + 23105 + 0 = 85869 (seconds)

Total eligible quoting time for Firm A on class U: 27000 + 27000 + 27900 + 27000 + 27000 = 135900 (seconds)

Similarly assume:

Total time for Firm A quoted class V: 80983(seconds)

Total eligible quoting time for Firm A on class V: 84515 (seconds)

Total time for Firm A quoted class W: 0(seconds)

Total eligible quoting time for Firm A on underlying W: 46513 (seconds)

Then the total quoting percentage for Firm A is: $(85869 + 80983 + 0) / (135900 + 84515 + 46513) = 156852/266928 = 62.5\%$

As stated, the current rule requires a Market Maker to quote 75% of the series in which it is registered for 90% of each trading day. By comparison, the proposed rule change permits a Market Maker to quote any percentage of appointed classes so long as the Market Maker meets the requirement that it enters quotes aggregating 60% of the cumulative seconds across the total seconds that its appointment classes are open for

trading. The proposed rule explicitly provides that a Market Maker does not necessarily have to quote every appointed class. The Exchange believes the proposed rule better accommodates the occasional issues that may arise in a particular class, whether technical or manual. For example, an issue may arise on the Market Maker's side in which there is a glitch in its systems or a manual computing error that temporarily disrupts quoting ability. The Exchange notes that the existing requirement may at times discourage liquidity in particular classes because a Market Maker is forced to focus on a momentary technical lapse in order to meet the higher current thresholds, rather than using the appropriate resources to focus on the classes that need and consume additional liquidity. The proposed rule maintains the language (currently in subparagraph (b)(3)) that the Exchange may announce in advance a higher percentage than the proposed 60% of the cumulative number of seconds requirement, which the Exchange believes may be appropriate on occasions when doing so would be in the interest of a fair and orderly market. This discretion is the same in the corresponding rules of Phlx, ISE, MRX, and GEMX.¹⁴

The proposed rule change also moves the continuous quoting obligation provisions to the introduction of Rule 22.6(d) from current subparagraphs (d)(1) and (d)(3) and the same quoting exclusions from subparagraph (d)(6). As such, the proposed rule change deletes the language in current subparagraph (d)(3) regarding the current continuous quoting obligation, the language in subparagraph (d)(6) regarding series excluded, as well as the remaining language in subparagraph (d)(6) which is consistent with C2 Rule 8.6. Additionally, the proposed rule change incorporates the exclusion of

¹⁴ See supra note 6.

any intra-day add-on series on the day during which such series are added for trading.

This exclusion is consistent with corresponding C2 Rule 8.6. The proposed change also amends the current quoting exclusion of any series with an expiration of nine months or greater to an expiration of greater than 270 days. The Exchange notes that Market Makers generally already monitor expirations by a defined count of 270 days, as opposed to a nine month count in which the number of days continuously varies. Therefore, this proposed change intends to align the Exchange's rules with current industry practice.¹⁵

Furthermore, the proposed rule change deletes the language in current subparagraph (d)(3) (proposed subparagraph (d)(1)), which states that a Market Maker shall be deemed to have fulfilled the continuous quoting requirement if the Market Maker provides quotes for the percentage of the time that it is required to provide quotes on a given trading day, as it is redundant of the language in proposed Rule 22.6(d). The proposed rule change also makes non-substantive changes to the remaining language in proposed subparagraph (d)(1) to conform with corresponding C2 Rule 8.6(d)(2), and modifies language in proposed subparagraphs (d)(2) and (d)(3) (current subparagraphs (d)(4) and (d)(5)) to reflect the form and substance in that of corresponding C2 Rules 8.6(d)(1) and 8.6(d)(4), as well as the proposed continuous quoting percentage obligation where applicable. Additionally, the proposed rule change moves current subparagraph (d)(2) to proposed Rule 22.6(e), and current Rule 22.6(e) to proposed Rule 22.6(f). The revised language and paragraph lettering mirrors that of C2 corresponding Rule 8.6(e) and Rule 8.6(f).

¹⁵ The Exchange notes that C2 and EDGX Options are simultaneously proposing to amend their corresponding rules to exclude any series with an expiration of greater than 270 days.

As proposed, the Exchange's Market Maker requirements and quoting obligations are substantially the same as current C2 Market-Maker requirements and obligations. Importantly, the proposed change incorporates C2's Chapter 8 Market Maker obligations to an appointed class, in lieu of the current registration to a series. Additionally, the Exchange amends its continuous quoting requirements to be substantially similar to the requirements under other exchanges' rules.¹⁶ The Exchange believes that proposed amendments to its quoting requirements are reasonable because these requirements are already in place on other options exchanges.¹⁷ The Exchange notes that the proposed change to continuous quoting requirements creates a clear, affirmative Market Maker obligation to hold themselves out as willing to buy and sell securities for their own account on a continuous basis, which justifies favorable Market Maker treatment and will continue to provide customer trading interest a net benefit. The Exchange further believes having consistent Market Maker requirements and obligations in the BZX and C2 Rules, as well as with other exchanges, will simplify the regulatory requirements for its Members that are active across multiple exchanges.

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.¹⁸ Specifically, the Exchange believes the proposed rule change is consistent with the

¹⁶ See supra note 6.

¹⁷ See supra note 7. The same quoting requirements will be incorporated into C2 and EDGX Options rules.

¹⁸ 15 U.S.C. 78f(b).

Section 6(b)(5)¹⁹ 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)²⁰ 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 the proposed rule change will contribute to the protection of investors and the public interest by having rules related to Market Maker registration, appointments, and obligations consistent among BZX Options and its affiliated exchanges, C2 and EDGX Options,²¹ as well as by bolstering participants' collective understanding of the Exchange's rules and the rules of its affiliated exchanges. The proposed rule change makes a clear distinction between Market Maker registration and appointments to classes in which they are obligated to make markets, and aligns the Exchange Rules with the corresponding C2 rules. The Exchange notes that this proposed change to have Market Maker class appointments rather than series appointments does not propose new Market Maker obligations as Market Makers currently quote most series of options within a class. Therefore, the Exchanges believes the proposed change will not significantly alter Market Maker obligations nor impose any significant additional

¹⁹ 15 U.S.C. 78f(b)(5).

²⁰ Id.

²¹ See supra note 5 and note 7.

burden. The Exchange believes the proposed appointment to classes, along with the amended definitions of class and series, promotes consistency in Market Maker obligations and understanding of the rules across BZX Options and its affiliated exchange, C2.²² The Exchange believes this will result in greater uniformity and less burdensome regulatory compliance. As such, the Exchange believes maintaining uniformity in class and series definitions, Market Maker class appointments and their obligations to such appointments will foster cooperation and coordination with persons engaged in facilitating transactions in securities and will remove impediments to and perfect the mechanism of a free and open market and a national market system.

The Exchange believes the proposed rule change to amend Market Makers' continuous quoting obligations will remove impediments to and perfect the mechanism of a free and open market and a national market system. With respect to continuous quoting obligations, the proposed rule change seeks to conform the quoting obligations to that of the rules of other exchanges.²³ The Exchange currently requires a Market Maker to quote in at least 75% the options series in which the Market Maker is registered during 90% of the trading day. The Exchange believes that applying a Market Maker's cumulative quoting time to the Market Maker's aggregate appointed classes to meet a threshold of 60% of the cumulative seconds its appointed classes are open for trading (like that of the current requirements on other exchanges) is less stringent than the Exchange's current requirement because of the lower quoting time threshold and because the proposed requirement does not consider a percentage of its appointed classes, so long as the overall 60% time requirement is met. Further, the Exchange notes that the current continuous

²² As well as EDGX Options. See supra note 5.

²³ See supra note 6.

quoting requirement potentially discourages liquidity at times when a Market Maker is forced to focus on making up for a momentary lapse in a particular class rather than allocating appropriate resources to focus on the classes that need and consume additional liquidity, and then allowing a Market Maker to continue quoting in the class that experienced a lapse after correcting the applicable issue.²⁴ The Exchange believes that this rule change better accommodates these occasional lapses, whether technical or manual, and enables a Market Maker to provide appropriate liquidity commensurate with the needs of its appointed classes. Moreover, the Exchange believes that it can better attract Market Makers, add liquidity, and grow its market to the benefit of all investors, if its quoting obligation is more aligned with that of other exchanges. The proposed rule change supports the quality of the Exchange's market by helping to ensure that Market Makers will continue to be obligated to quote in a percentage of their appointed classes. Ultimately, the benefit the proposed rule change confers upon Market Makers is offset by the continued responsibilities to provide significant liquidity to its appointed classes to the benefit of all market participants. The Exchange believes that the proposed change to continuous quoting requirements creates a clear, affirmative Market Maker obligation to hold themselves out as willing to buy and sell securities for their own account on a continuous basis, which justifies favorable Market Maker treatment and will continue to provide customer trading interest a net benefit. The Exchange further notes that the proposed rule text is consistent with the Act because the quoting obligations are substantially the same as quoting obligations on Phlx, ISE, MRX, and GEMX today,

²⁴ See also Exchange Rule 22.6(d)(4) (proposed Rule 22.6(d)(2)). The Exchange already accounts for technical failure or limitation due to the automated system for order execution and trade reporting owned and operated by the Exchange ("System").

previously filed with the Commission.²⁵ Additionally, the Exchange believes the proposed rule change excluding any series with an expiration greater than 270 days, as opposed to nine months or greater, from a Market Maker's quoting obligations is in line with the way in which Market Makers currently monitor expiration. As a result, the Exchange believes that this change will foster cooperation and coordination with persons engaged in regulating securities, as well as facilitating transactions in securities. The proposed change will reduce confusion by codifying an industry practice already in place and harmonizing expiration time across the Exchange and its affiliated exchanges.²⁶ The Exchange also notes that the proposed changes are reasonable and do not affect investor protection because the proposed changes do not present any novel or unique issues, as they have either been previously filed with the Commission or are codifying an industry practice currently in place.

To the extent a proposed rule change within Chapter 22 is based on an existing C2 rule within C2 Chapter 8, the language of the Exchange rules and C2 rules may differ where necessary to conform to existing Exchange rule text or to account for details or descriptions included in the Exchange's rules but not in the applicable C2 rules. Where possible, the Exchange has substantively mirrored C2 rules, as it believes consistent rules will simplify the regulatory requirements and increase the understanding of the Exchange's operations for Members that are also participants on C2, as well as on EDGX Options, which is simultaneously proposing the same changes. The proposed rule change will provide greater harmonization between the rules of BZX Options and its affiliated

²⁵ See supra note 6.

²⁶ See supra note 12.

exchanges,²⁷ resulting in greater uniformity and less burdensome and more efficient regulatory compliance. As such, the proposed rule change will foster cooperation and coordination with persons engaged in facilitating transactions in securities and will remove impediments to and perfect the mechanism of a free and open market and a national market system.

The Exchange also believes that the proposed amendments will contribute to the protection of investors and the public interest by making the Exchange's rules easier to understand, standing alone and collectively with its affiliated exchanges' rules.²⁸ In addition, the proposed rule change makes other non-substantive changes throughout the rules that will protect investors and benefit market participants, as these changes simplify or clarify rules, delete duplicative rule provisions, conform paragraph numbering and lettering throughout the rules, use plain English, and conform language to corresponding C2 rules where feasible.

Additionally, the Exchange believes the proposed rule change is consistent with Section 6(b)(1) of the Act,²⁹ which provides that the Exchange be organized and have the capacity to be able to carry out the purposes of the Act and to enforce compliance by the Exchange's Members and persons associated with its Members with the Act, the rules and regulations thereunder, and the rules of the Exchange. As stated, the proposed rule change conforms its Options Market Maker rules to be substantially similar to the Market Maker rules of its affiliated exchange, C2. Moreover, the proposed change to a Market Maker's continuous quoting requirements will serve to harmonize the quoting

²⁷ See supra note 5.

²⁸ Id.

²⁹ 15 U.S.C. 78f(b)(1).

requirement for Market Makers across its affiliated exchanges, C2 and EDGX Options that are also proposing the same requirements. The Exchange thus believes these proposed changes create uniformity, which allows for the Exchange to organize consistently with its affiliated exchanges and to more easily enforce compliance by participants on the multiple affiliated exchanges.

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 reiterates that a majority of the proposed rule change is intended to harmonize the Exchange rules with that of its affiliated exchange, C2. Thus, the Exchange believes this proposed rule change will reduce the burden on Exchange participants by providing consistent rules among affiliated exchanges. The harmonizing proposed rule changes in this filing conform to the approved rules of C2, which have already been found to be consistent with the Act.

Additionally, the Exchange believes that the proposed rule change to a Market Maker's continuous quoting requirements does not affect intramarket competition. The proposed change applies an affirmative obligation to all Market Makers to hold themselves out as continuously willing to buy and sell options for their own account, justifying favorable treatment and benefitting the trading interest of all customers. The Exchange believes that the proposed change to continuous quoting requirements does not affect intermarket competition, as this proposal is based on other exchanges' rules previously filed with the Commission.³⁰ The Exchange also notes that to the degree that

³⁰ See supra note 6.

other exchanges have varying continuous quoting obligations for Market Makers, market participants on other exchanges are welcome to become Options Market Makers on BZX Options if they determine that this proposed rule change has made market making on BZX Options more attractive or favorable. Finally, the Exchange believes that the proposed rule change will relieve any burden on market participants because it serves to provide Market Makers with affirmative quoting requirements that ensure each appointed class will receive appropriate liquidity to the benefit of all market participants who interact with that liquidity.

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 Act³¹ and Rule 19b-4(f)(6)³² 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

³¹ 15 U.S.C. 78s(b)(3)(A).

³² 17 CFR 240.19b-4(f)(6).

otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-CboeBZX-2019-025 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-CboeBZX-2019-025. 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-CboeBZX-2019-025 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.³³

Secretary

³³ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

* * * * *

Rules of Cboe BZX Exchange, Inc.

* * * * *

Rule 16.1. Definitions

(a) With respect to the Rules contained in Chapters XVI to XXIX below, relating to the trading of options contracts on the Exchange, the following terms shall have the meanings specified in this Rule. A term defined elsewhere in the Exchange Rules shall have the same meaning with respect to this Chapter XVI, unless otherwise defined below.

(1)-(13) No change.

(14) The terms “class” or “class of options” mean[s] all options contracts [of]with the same [type and style]unit of trading covering the same underlying security or index.

(15)-(55) No change.

(56) The terms “series” or “series of options” mean[s] all options contracts of the same class that are the same type of options and have[ing] the same exercise price and expiration date.

(57)-(64) No change.

* * * * *

Rule 21.1. Definitions

The following definitions apply to Chapter XXI for the trading of options listed on BZX Options.

(a)-(k) No change.

(l) *Port*. The term “port” includes the following types of ports:

(1)-(2) No change.

(3) A “bulk port” is a dedicated logical port that provides Users with the ability to submit:

(A) bulk messages, subject to the following:

(i) No change.

(ii) a Market[-]_Maker with an appointment in a [series]class may designate a bulk message for that [series]class as Post Only or Book Only (which Post Only or Book Only designation, as applicable, applies to all bulk message bids and offers within a single message), and other Users must designate a bulk message for that [series]class as Post Only;

(iii)-(vii) No change.

* * * * *

Rule 22.2. Options Market Maker Registration

Options Members registered as Market Makers have certain rights and bear certain responsibilities beyond those of other Options Members. All Market Makers are designated as specialists on BZX Options for all purposes under the Exchange Act[or Rules thereunder].

(a) To register as a Market Maker, an Options Member must file an application in writing on such forms as the Exchange may prescribe. The Exchange reviews applications and considers an applicant's market making ability and such other factors as the Exchange deems appropriate in determining whether to approve an applicant's registration as a Market Maker.

(b) The registration of any Member as a Market Maker may be suspended or terminated by the Exchange upon a determination that such Member has failed to properly perform as a Market Maker.

(c) [These Rules place]There is no limit on the number of [qualifying entities]Members that may become Market Makers unless the Exchange determines to impose a limit based on system constraints, capacity restrictions, or other factors relevant to protecting the integrity of the System. The Exchange will not impose any such limitations until it has submitted objective standards for imposing the limits to the SEC for its review and approval.

(d) A Member or prospective Member adversely affected by an Exchange determination under this Chapter XXII, including the Exchange's termination or suspension of a Member's registration as a Market Maker or a Market Maker's appointment to a class, may obtain a review of such determination in accordance with the provisions of Chapter X.

Rule 22.3. [Continuing Options]Market Maker [Registration]Class Appointments

(a) An Options Member that has qualified as an Options Market Maker may [register]select class appointments to make markets in [individual series of options]those classes.

(b) An Options Market Maker may [become registered in a series by] enter[ing] an [registration]appointment request via an Exchange approved electronic interface with the Exchange's systems by 9:00 a.m. Eastern time[. Registration], which appointment [shall]becomes effective on the day the Market Maker enters the [registration]appointment request[is entered].

(c) The Exchange may limit the number of appointments an Options Market Maker may have, or the number of Options Market Makers that may have appointments in a class, pursuant to Rule 22.2(c).

Rule 22.4. Good Standing for Market Makers

(a) To remain in good standing as a Market Maker, the Market Maker must:

(1) Continue to meet the requirements established in SEC Rule 15c3-1, and the general membership requirements set forth in the Chapter II of the Exchange Rules and the requirements for Market Makers as set forth in [Rule 11.5 (Registration of Market Makers)] Rule 22.2 (Options Market Maker Registration);

(2) [continue to satisfy the Market Maker qualification requirements specified by the Exchange, as amended from time to time by the Exchange;

(3)] comply with the Exchange Rules as well as the Rules of the OCC and the Federal Reserve Board; and

([4]3) pay on a timely basis such [P]participation, transaction and other fees as the Exchange and BZX Options [shall] prescribes.

(b) The Exchange may suspend or terminate an Option Member's registration as a Market Maker or a Market Maker's appointment to a class, or otherwise withdraw the good standing of a Market Maker [may be suspended, terminated or otherwise withdrawn,]as provided in the Exchange Rules, if the Market Maker ceases to maintain any of [said]these conditions for approval [cease to be maintained or the Market Maker]or violates any of its agreements with the Exchange or any of the provisions of the Exchange Rules.

Rule 22.5. Obligations of Market Makers

(a) In registering as a Market Maker, an Options Member commits himself to various obligations. Transactions of a Market Maker in its market making capacity must constitute a course of dealings reasonably calculated to contribute to the maintenance of a fair and orderly market, and Market Makers should not make bids or offers or enter into transactions that are inconsistent with such course of dealings. Ordinarily, a Market Maker[s are expected to] must:

(1) [D]during trading hours, a Market Maker must maintain a continuous two-sided market, in each of its appointed classes, pursuant to Rule 22.6(d)(1)[,]; [in those option series in which the Market Maker is registered to trade, in a manner that enhances the depth, liquidity and competitiveness of the market.]

(2) [E]engage, to a reasonable degree under the existing circumstances, in dealings for [their] its own accounts when there exists, or it is reasonably anticipated that there will exist, a lack of price continuity, a temporary disparity between the supply of (or demand for) a particular option contract, or a temporary distortion of the price relationships between option contracts of the same class[.];

(3) [C]ompete with other Market Makers in [all series in which the Market Maker is registered to trade]its appointed classes[.];

(4) [M]ake markets that will be honored for the number of contracts entered into BZX Options's system in [all series of options in which the Market Maker is registered to trade]its appointed classes[.];

(5) [U]pdate quotations in response to changed market conditions in [all series of options in which the Market Maker is registered to trade]its appointed classes[.];
and

(6) [M]aintain active markets in [all series in which the Market Maker is registered]its appointed classes.

[(7) Honor all orders that the Trading System routes to away markets pursuant to Chapter XXVII of these Rules.]

(b) Options Market Makers should [not]only effect purchases or sales on BZX Options [except]in a reasonable and orderly manner.

(c) If the Exchange finds any substantial or continued failure by an Options Market Maker to engage in a course of dealings as specified in paragraph (a) of this Rule, [such]the Options Market Maker will be subject to disciplinary action or suspension or revocation of registration as a Market Maker or its appointment in one or more of [the securities in which the Market Maker is registered]its appointed classes. Nothing in this Rule will limit any other power of the [Board]Exchange under the[se] Rules, or procedures of BZX Options with respect to the registration or appointment of a Market Maker or in respect of any violation by a Market Maker of the provisions of this Rule.

Rule 22.6 Market Maker Quotations

(a) Firm Quotes.

Market Maker bids and offers are firm for all orders under this Rule and Rule 602 of Regulation NMS under the Exchange Act ("Rule 602") for the number of contracts specified in the bid or offer, except if:

(1) a system malfunction or other circumstance impairs the Exchange's ability to disseminate or update market bids and offers in a timely and accurate manner;

(2) the level of trading activities or the existence of unusual market conditions is such that the Exchange is incapable of collecting, processing, and making available to quotation vendors the data for the option in a manner that accurately reflects the current state of the market on the Exchange;

(3) prior to the conclusion of the Opening Process; or

(4) any of the circumstances provided in paragraph (c)(4) of Rule 602 exist.

[(a)b] Size Associated with Quotes. A Market Maker's bid [and](offer) for a series of options contracts [shall]must be accompanied by the number of contracts at th[at]e price of the bid (offer) the Market Maker is willing to buy [or](sell). The best bid and best offer entered by a Market Maker must have a size of at least one (1) contract.

[(b)c] Two-Sided Quotes. A Market Maker that enters a bid (offer) in a series in [which he is registered]an appointed class on BZX Options must enter an offer (bid).

[(c) Firm Quotes.

(1) All quotes and orders entered into the System are firm under this Rule and Rule 602 of Regulation NMS under the Exchange Act ("Rule 602") for the number of contracts specified and according to the requirements of paragraph (a) above.

(2) Market Maker bids and offers are not firm under this Rule and Rule 602 if any of the circumstances provided in paragraph (b)(3) or (c)(4) of Rule 602 exist.]

(d) Continuous Quotes. A Market Maker must enter continuous bids and offers (in accordance with the requirements in Rules 22.5 and 22.6) [for the options series to which it is registered, as follows:

(1) On a daily basis, a Market Maker must make markets consistent with the applicable quoting requirements specified in these rules, on a continuous basis in at least seventy-five percent (75%) of the options series in which the Market Maker is registered]in 60% of the cumulative number of seconds, or such higher percentage as the Exchange may announce in advance, for which that Market Maker's appointed classes are open for trading, excluding any adjusted series, any intra-day add-on series on the day during which such series are added for trading, any Quarterly Option Series, and any series with an expiration of greater than 270 days.

[(2) A Market Maker may be called upon by the Exchange to submit a single bid or offer or maintain continuous bids and offers in one or more of the series to which the Market Maker is registered whenever, in the judgment of the Exchange, it is necessary to do so in the interest of fair and orderly markets.]

[(3)1] [A Market Maker shall be deemed to have fulfilled the "continuous" quoting requirement if the Market Maker provides two-sided quotes for 90% of the time that the Market Maker is required to provide quotes in an appointed option series on a given trading day, or such higher percentage as the Exchange may announce in advance. These]Specifically, the Exchange will calculate this requirement by taking the total number of seconds the Market Maker disseminates quotes in each appointed class, excluding any adjusted series, any intra-day add-on series on the day during which such series are added for trading, any Quarterly Option Series, and any series with an expiration of greater than 270 days, and dividing that time by the eligible total number of

seconds each appointed class is open for trading that day. Quoting is not required in every appointed class. This quoting obligation[s will apply]applies to all of the Market Maker's appointed [issues]classes collectively[, rather than on an issue-by-issue basis]. The Exchange determines [C]compliance by a Market Maker with [this]the quoting obligations in this paragraph (d) [will be determined]on a monthly basis. However, determining compliance with th[e]is [continuous]quoting [requirement]obligation on a monthly basis does not relieve [the]a Market Maker [of the]from meeting this obligation [to provide continuous two-sided quotes]on a daily basis, nor [will]does it prohibit the Exchange from taking disciplinary action against a Market Maker for failing to meet [the continuous quoting]this obligation each trading day.

([4]2) If a technical failure or limitation of [a]the [s]System [of the Exchange]prevents [the]a Market Maker from maintaining, or from communicating to the Exchange, timely and accurate quotes in a[n options]series, the Exchange does not consider the duration of such failure [shall not be considered in]when determining whether th[e]at Market Maker has satisfied the 60% quoting standard with respect to that [option]series.

([5]3) The continuous quoting obligations set forth [above]in this paragraph (d):
(i) [shall]will be suspended during a trading halt, suspension, or pause in the underlying security, and [shall]will not recommence until after the first regular way transaction on the primary listing market in the underlying security following such halt, suspension, or pause in the underlying security, as reported by the responsible single plan processor, and
(ii) [shall]will be suspended for the duration that an underlying NMS stock is in a [L]limit up-limit down [S]state[or a Straddle State].

([6] Market Makers shall not be required to make two-sided markets pursuant to this Rule in any Quarterly Option Series, any adjusted option series, and any option series until the time to expiration for such series is less than nine months. Accordingly, the continuous quotation obligations set forth in this Rule shall not apply to Market Makers respecting Quarterly Option Series, adjusted option series, and series with an expiration of nine months or greater. For purposes of this subsection, an adjusted option series is an option series wherein, as a result of a corporate action by the issuer of the underlying security, one option contract in the series represents the delivery of other than 100 shares of underlying stock or Exchange-Traded Fund Shares.)

([7]4) The Exchange may consider other exceptions to this [continuous quoting]obligation based on demonstrated legal or regulatory requirements or other mitigating circumstances

(e) The Exchange may call on a Market Maker to submit a single quote or maintain continuous quotes in one or more series of a Market Maker's appointed class whenever, in the judgment of the Exchange, it is necessary to do so in the interest of maintaining a fair and orderly market.

([e]f) [Options Classes Other Than Those in Which Registered.]A Market Maker [shall be]is considered an OEF under the Rules in all classes [of options listed on BZX Options]in

which the Market Maker has no appointment. The total number of contracts a Market Maker may execute[d by a Market Maker]in [series]classes in which it [is not registered as a Market Maker shall]it has no appointment may not exceed twenty-five (25) percent of the total number of all contracts the Market Maker execute[d]s [by the Market Maker]on the Exchange in any calendar quarter.

* * * * *