

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="40"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2019"/> - * <input type="text" value="030"/>	Amendment No. (req. for Amendments *) <input type="text"/>
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Filing by Cboe EDGX Exchange, Inc.
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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

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

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

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

The Exchange proposes to amend the fee schedule applicable to Members and non-Members of the Exchange pursuant to EDGX Rules 15.1(a) and (c).

Contact Information

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * <input type="text" value="Corinne"/>	Last Name * <input type="text" value="Klott"/>
Title * <input type="text" value="Assistant General Counsel"/>	
E-mail * <input type="text" value="cklott@cboe.com"/>	
Telephone * <input type="text" value="(312) 786-7793"/>	Fax <input type="text"/>

Signature

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

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

(Title *)

Date <input type="text" value="05/01/2019"/>	<input type="text" value="Assistant General Counsel"/>
By <input type="text" value="Corinne Klott"/>	<input type="text"/>
(Name *)	<input type="text" value="cklott@cboe.com"/>

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information *

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

Exhibit 1 - Notice of Proposed Rule Change *

Add Remove View

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

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

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

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

Add Remove View

Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

Add Remove View

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

Partial Amendment

Add Remove View

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

1. Text of the Proposed Rule Change

(a) Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² Cboe EDGX Exchange, Inc. (the “Exchange” or “EDGX”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to amend the fee schedule applicable to Members and non-Members³ of the Exchange pursuant to EDGX Rules 15.1(a) and (c). Changes to the fee schedule pursuant to this proposal are effective upon filing.

The text of the proposed rule change is attached as Exhibit 5. Material proposed to be added is underlined. Material proposed to be deleted is enclosed in brackets.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

(a) The Exchange’s President (or designee) pursuant to delegated authority approved the proposed rule change on April 30, 2019.

(b) Please refer questions and comments on the proposed rule change to Patrick Sexton, Executive Vice President, General Counsel, and Corporate Secretary, (312) 786-7467, or Corinne Klott, Assistant General Counsel, (312) 786-7793.

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

(a) Purpose

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ A Member is defined as “any registered broker or dealer that has been admitted to membership in the Exchange.” See Exchange Rule 1.5(n).

The Exchange proposes to amend its fee schedule applicable to its equities trading platform (“EDGX Equities”), effective May 1, 2019.

Transaction Fee Changes

Orders that Remove Liquidity

In securities priced at or above \$1.00, the Exchange currently assesses a fee of \$0.0030 per share for Displayed and Non-Displayed orders that remove liquidity (i.e., yields fee codes N, W, 6, BB, PR and ZR). All Displayed and Non-Displayed orders in securities priced below \$1.00 that remove liquidity (i.e., yield fee codes N, W, 6, BB, PR and ZR) result in a fee of 0.30% of dollar value. The Exchange first proposes to reduce the current standard rate of \$0.0030 per share to \$0.00265 per share for Displayed and Non-Displayed orders that remove liquidity for securities priced at or above \$1.00. All Displayed and Non-Displayed orders that remove liquidity in securities priced below \$1.00 would continue to result in a fee of 0.30% of dollar value.

Orders that Add Liquidity

In securities priced at or above \$1.00, the Exchange currently provides a standard rebate of \$0.0020 per share for Displayed orders that add liquidity (i.e., yield fee code B, V, Y, 3 and 4) and a rebate of \$0.0015 for Non-Displayed orders that add liquidity (i.e., yield fee code DM, HA, MM, and RP)⁴. All Displayed and Non-Displayed orders in securities priced below \$1.00 that add liquidity receive a rebate of \$0.00003 per share.

The Exchange now proposes to reduce rebates for Displayed and Non-Displayed orders that add liquidity to balance the revenue received for orders that remove liquidity

⁴ Does not include fee code HI, which is appended to Non-Displayed orders that receive price improvement and add liquidity. Such executions are free.

(and as described above, the Exchange is reducing the rates assessed for orders that remove liquidity). With respect to Displayed orders priced at or above \$1.00 that add liquidity (i.e., yields fee codes B, V, Y, 3 and 4), the Exchange proposes to reduce the per share rebate from \$0.0020 to \$0.0017. With respect to Non-Displayed orders priced at or above \$1.00 that add liquidity (i.e., yields fee codes DM, HA, MM, and RP), the Exchange proposes to reduce the standard rebate from \$0.0015 per share to \$0.0010 per share.

The Exchange also proposes to eliminate the current rebate of \$0.00003 per share for Non-Displayed orders in securities priced below \$1.00 that add liquidity and provide that such executions shall be free. All Displayed orders that add liquidity in securities priced below \$1.00 would continue to receive a rebate of \$0.00003 per share.

Add Volume Tiers- Amendments

The Exchange next proposes to amend and restructure its Add Volume Tiers under footnote 1 of the fees schedule. Currently, the Exchange offers eight Add Volume Tiers under footnote 1, which provide an enhanced rebate of \$0.0025 to \$0.0033 per share for qualifying Displayed orders which yield fee codes B, V, Y, 3 and 4. The Exchange proposes to (i) eliminate the Super Tier, Ultra Tier and Mega Tiers 1 and 2, and adopt in their place new Tiers 1-4, (ii) amend the current Growth Tier and adopt an additional Growth Tier, (iii) amend the Cross-Asset Volume Tier, (iv) adopt a Market Quality Tier, and (v) eliminate the Investor Tier and Step-Up Tier. The Exchange believes the proposed changes result in an easier to follow tier structure and continues to provide Members a variety of opportunities to receive enhanced rebates for adding certain levels of Displayed liquidity on the Exchange, as discussed below.

Add Volume Tiers: Under footnote 1, the Exchange currently offers a Super Tier, Ultra Tier, Mega Tier 1 and Mega Tier 2, which provide enhanced rebates of \$0.0028 to \$0.0032 where a member adds an ADV⁵ greater than or equal to a specified percentage of TCV⁶. Particularly, the Super Tier provides an enhanced rebate of \$0.0028 per share where a Member adds an ADV greater than or equal to 0.15% of the TCV; the Ultra Tier provides an enhanced rebate of \$0.0030 per share where a Member adds an ADV greater than or equal to 0.30% of the TCV; Mega Tier 1 provides an enhanced rebate of \$0.0031 per share where a Member adds an ADV greater than or equal to 0.45% of the TCV; and Mega Tier 2 provides an enhanced rebate of \$0.0032 per share where a Member adds an ADV greater than or equal to 0.75% of the TCV. The Exchange proposes to eliminate these tiers and in their place adopt similar tiers, named “Tier 1”, “Tier 2”, “Tier 3”, and Tier 4”. Tiers 1-4 will similarly provide enhanced rebates between \$0.0023 to \$0.0029 (reduced from the current rebates of \$0.0028 to \$0.0032) where a Member adds an ADV greater than or equal to specified percentages of TCV (slightly modified from the current percentages), as further described below. The Exchange notes that, similar to the current Add Volume Tiers, the proposed tiers provide an incremental incentive for Members to strive for the highest tier level, which provides increasingly higher enhanced rebates. The Exchange believes eliminating the current “names” of the Tiers and renaming the new tiers numerically (i.e., “Tiers 1-4”)

⁵ “ADV” means average daily volume calculated as the number of shares added to, removed from, or routed by, the Exchange, or any combination or subset thereof, per day. ADV is calculated on a monthly basis.

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

and placing them in ascending order makes the Add Volume Tiers easier to read and follow.

First, the Exchange proposes to adopt Tier 1, which will provide Members an enhanced rebate of \$0.0023 per share where the Member adds as ADV greater than or equal to 0.20% of the TCV. The Exchange next proposes to adopt Tier 2, which will provide Members an enhanced rebate of \$0.0025 per share where the Member adds as ADV greater than or equal to 0.30% of the TCV. The Exchange also proposes to adopt Tier 3, which will provide Members an enhanced rebate of \$0.0027 per share where the Member adds as ADV greater than or equal to 0.40% of the TCV. Lastly, the Exchange proposes to adopt Tier 4, which will provide Members an enhanced rebate of \$0.0029 per share where the Member adds as ADV greater than or equal to 0.70% of the TCV. The Exchange believes the proposed Add Volume Tier changes will encourage members to increase their liquidity on the Exchange.

Growth Tiers: The Exchange currently offers a Growth Tier under footnote 1, which provides Members an enhanced rebate of \$0.0025 per share where the Member adds as ADV greater than or equal to 0.08% of the TCV. The Exchange proposes to rename the tier “Growth Tier 1” and reduce the enhanced rebate from \$0.0025 per share to \$0.0020 per share. The Exchange also proposes to modify the threshold criteria to require an ADV greater than or equal to 0.10% of the TCV (instead of 0.08%). The Exchange also proposes to adopt an alternative criteria to satisfy Growth Tier 1 which would provide that a Member would also receive the enhanced rebate of \$0.0020 per share where the Member has a Step-Up Add TCV from March 2019 greater than or equal to 0.05%. The Exchange proposes to adopt an additional Growth Tier (“Growth

Tier 2”), which would provide Members an enhanced rebate of \$0.0026 per share where the Member (i) has an ADV of greater than or equal to 0.20% of the TCV and (ii) has a Step-Up Add TCV from March 2019 greater or equal to 0.10%. The Exchange notes that the proposed Growth Tiers provide Members additional ways to qualify for an enhanced rebate where they increase their relative liquidity each month over a predetermined baseline

Cross-Asset Volume Tier: The Exchange currently offers a Cross-Asset Volume Tier under footnote 1, which provides Members an enhanced rebate of \$0.030 per share where the Member (i) adds as ADV greater than or equal to 0.20% of the TCV and (ii) has an ADV in Customer orders on EDGX Options greater than or equal to 0.10% of average OCV. The Exchange proposes to reduce the enhanced rebate available under the Cross-Asset Volume Tier from \$0.0030 per share to \$0.0027 per share. The Exchange also proposes reducing the ADV requirement in the second prong to 0.08% of average OCV (instead of 0.10%). The Exchange believes that decreasing the tier’s criteria, although modestly, will encourage those Members who could not achieve the tier previously to increase their order flow as a means to receive the tier’s enhanced rebate.

Market Quality Tier: The Exchange proposes to adopt a new tier under Footnote 1 that will also apply to Displayed orders that add liquidity (i.e., orders that yield fee codes B, V, Y, 3 and 4) called the Market Quality Tier. The Market Quality Tier would provide Members an enhanced rebate of \$0.0028 per share where a Member (i) adds an ADV greater than or equal to 0.25% of the TCV and (ii) adds an ADV greater than or equal to 0.10% of the TCV as Non-Displayed orders that yield fee codes DM, HA, HI,

MM or RP. The Exchange believes the proposed new tier will encourage Members to increase both their Displayed and Non-Displayed liquidity on the exchange. The Exchange further notes that other Exchanges have similar add volume tiers that are comprised of both Displayed and Non-Displayed threshold requirements.⁷

Step Up Tier and Investor Tier: The Exchange next proposes to eliminate the (1) Step-Up Tier, which provides a \$0.0033 per share rebate where a Member has a Step-Up Add TCV from October 2018 greater than or equal to 0.35% and the (2) Investor Tier, which provides a \$0.0032 rebate where a Member (i) adds an ADV greater than or equal to 0.20% of the TCV and (ii) has an “added liquidity” as a percentage of “added plus removed liquidity” greater than or equal to 85%. The Exchange notes that in light of its amendment to Growth Tier 1 and adoption of Growth Tier 2, both of which include criteria that require Members to increase their relative liquidity each month over a predetermined baseline, the current Step-Up Tier is no longer needed and the Exchange no longer desires to maintain it. Accordingly, the Exchange proposes to eliminate the Step-Up Tier from the Fees Schedule. The Exchange also no longer wishes to maintain the Investor Tier and therefore proposes to delete it.

Non-Displayed Tiers

The Exchange currently offers a Non-Displayed Add Volume Tier under footnote 1, which provides Members an enhanced rebate of \$0.0026 per share where the Member adds an ADV greater than or equal to 0.08% of the TCV as Non-Displayed orders that yield fee codes DM, HA, HI, MM or RP. The Exchange proposes to amend the Non-Displayed Add Volume Tier and adopt two additional Non-Displayed Add

⁷ See e.g., Nasdaq Stock Market, LLC Pricing Schedule, Section 118 (a)(1).

Volume Tiers. First, the Exchange proposes to amend its current Non-Displayed Add Volume Tier by (i) reducing the offered rebate from \$0.0026 per share to \$0.0025 per share and (ii) modifying the required criteria to provide that Members will receive the enhanced rebate where they add an ADV greater than or equal to 7,000,000 shares (instead of .08% of the TCV) as Non-Displayed orders that yield fee codes DM, HA, HI, MM or RP. The Exchange also proposes to rename the current tier to “Non-Displayed Add Volume Tier 3.” Next, the Exchange next proposes to adopt two new Non-Displayed Add Volume Tiers. As proposed, under Non-Displayed Volume Tier 1, a Member would receive a rebate of \$0.0015 per share if that Member adds an ADV greater than or equal to 1,000,000 shares as Non-Displayed orders that yield DM, HA, MM and RP. The Exchange also proposes to adopt Non-Displayed Volume Tier 2, which would provide a Member a rebate of \$0.0022 per share where the Member adds an ADV greater than or equal to 2,500,000 shares as Non-Displayed orders that yield fee codes DM, HA, HI, MM or PR. The Exchange believes the proposed changes to the current Non-Displayed Add Volume Tier, along with the proposed new tiers will encourage Members to increase their Non-Displayed liquidity on the exchange. The Exchange further notes that other Exchanges have similar non-displayed add volume tiers.⁸

Tape B Volume Tier

The Exchange next proposes to amend the Tape B Volume Tier, which provides a \$0.0027 per share rebate where a Member adds an ADV greater than or equal to 0.03% of the TCV in Tape B securities. Particularly, the Exchange proposes to increase the

⁸ See e.g., Cboe BZX U.S. Equities Exchange Fee Schedule, Footnote 1.

ADV requirement to 0.10% of the TCV in Tape B securities (instead of 0.03%). The proposed increase is designed to encourage entry of additional orders to the Exchange.

Retail Volume Tier Deletion

The Exchange proposes to eliminate the Retail Volume Tier, which provides a \$0.0037 rebate where a Member adds a Retail Order ADV (i.e., yielding fee code ZA) greater than or equal to 0.35% of the TCV. The Exchange no longer wishes to maintain this tier and therefore proposes to delete it.

(b) Statutory Basis

The Exchange also believes the proposed rule change is consistent with Section 6(b)(4) of the Act, which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its members and other persons using its facilities.

The Exchange believes its proposal to reduce rates for Non-Displayed and Displayed orders that remove liquidity is reasonable because Members will pay lower transaction fees for such orders. Additionally, the Exchange notes that the proposed fee is lower than transaction fees assessed on other Exchanges.⁹ The Exchange notes the proposed fee reduction applies uniformly to Members.

The Exchange believes the proposed reduced rebates for Displayed and Non-Displayed orders that add liquidity is reasonable, equitable and not unfairly discriminatory because Members will still receive rebates for such orders, albeit at a lower amount. The Exchange also believes the proposed reduction of rebates for

⁹ See e.g., NYSE Arca Equities, Fees and Charges, NYSE Arca Marketplace: Trade Related Fees and Credits.

Displayed and Non-Displayed orders that add liquidity is reasonable because the Exchange must balance the revenue received for orders that remove liquidity (and as described above, the Exchange is reducing the rates assessed for orders that remove liquidity). Rebates for orders that add liquidity incentivize members to bring additional liquidity to the Exchange, thereby promoting price discovery and enhancing order execution opportunities for members. Similarly, the Exchange believes eliminating a rebate and providing free executions for Non-Displayed orders that add liquidity in securities below \$1.00 is reasonable because Members still are not paying any fees for such executions. The Exchange believes the proposed changes are equitable and not unfairly discriminatory because they apply equally to all Members.

Furthermore, the Exchange's make-take fee structure would continue to incentivize liquidity providers to continue to provide liquidity since such orders remain eligible for better pricing than orders that remove liquidity and are charged a fee (notwithstanding the proposed reduced rebate and fee, respectively).

The Exchange next notes generally that volume-based rebates such as those currently maintained on the Exchange and those being proposed have been widely adopted by exchanges and are equitable because they are open to all Members on an equal basis and provide additional benefits or discounts that are reasonably related to (i) the value of an exchange's market quality; (ii) associated with higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns; and (iii) introduction of higher volumes of orders into the price and volume discovery processes. The Exchange believes the proposed changes relating to its Add Volume Tiers provide Members a variety of opportunities to receive enhanced rebates for adding certain levels

of liquidity to the Exchange.

The Exchange believes the proposal to eliminate the Mega Tier 1, Mega Tier 2, Ultra Tier, and Super Tier and replace those tiers with Tiers 1- 4 is reasonable because the proposed new tiers continue to provide Members a variety of opportunities to receive enhanced rebates, albeit at lower amounts, for adding certain levels of liquidity on the Exchange. The Exchange believes reducing the enhanced rebate amounts is reasonable in light of the Exchange's proposal to also reduce the standard rebate for orders that add liquidity and reduce the standard rate for orders that remove liquidity. The Exchange notes that, similar to the current Add Volume Tiers that are being eliminated, the proposed tiers continue to provide an incremental incentive for Members to strive for the highest tier level, which provides increasingly higher enhanced rebates. Additionally, the Exchange believes the proposed changes result in an easier to follow tier structure. Moreover, the Exchange believes the proposed thresholds are commensurate with the proposed corresponding enhanced rebates and that it will encourage Members to add increased liquidity to EDGX each month. Increased liquidity benefits all investors by deepening the Exchange's liquidity pool, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection. The Exchange believes the proposed changes are equitable and not unfairly discriminatory because they apply equally to all Members.

The Exchange also believes the proposed changes to Growth Tier 1 and the adoption of Growth Tier 2 are reasonable. Particularly, the Exchange believes proposed Growth Tier 2 and the proposed amendment to Growth Tier 1 provide a reasonable

means to encourage Members to increase their liquidity on the Exchange based on increasing their relative volume above a predetermined baseline. The proposed tiers create an additional opportunity for Members to receive an enhanced rebate for contributing increased liquidity as compared to the end of the previous month (March 2019). Increased liquidity benefits all investors by deepening the Exchange's liquidity pool, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection. The Exchange also believes that proposed rebates under the Growth Tiers are reasonably based on the difficulty of satisfying the tier's criteria, including using March 2019 as the predetermined baseline. Furthermore, the Exchange believes that the Growth Tiers are not unfairly discriminatory as it applies to all Members that meet the required criteria.

The Exchange believes reducing the rebate under the Cross-Asset Volume Tier is reasonable because Members will still receive a rebate if they satisfy the threshold, just at a lesser amount. Additionally as noted above, the Exchange is also reducing the standard rebates for orders that add liquidity and reducing the rate for orders that remove liquidity and the Exchange must balance the revenue received. The Exchange believes lowering the ADV requirement for Customer orders on EDGX Options is reasonable because the Exchange believes it will ease the tier's requirements and encourage those Members who could not achieve the tier previously to increase their order flow as a means to receive the tier's enhanced rebate. The proposed changes are also equitable and not unfairly discriminatory because they apply uniformly to all Members.

The Exchange believes its proposal to introduce a new Market Quality Tier is reasonable as it provides Members an additional opportunity to receive an enhanced rebate for providing liquidity. The Exchange believes the proposed rebate is reasonable based on the difficulty of satisfying the proposed criteria. The Exchange believes including a requirement for Non-Displayed liquidity in addition to the Displayed liquidity requirement, will encourage Members to increase both their Displayed and Non-Displayed liquidity on the exchange. Non-Displayed liquidity is important as it can improve market quality by, among other things, increasing market depth and providing price improvement opportunities. The Exchange further notes that other Exchanges have similar add volume tiers that are comprised of both Displayed and Non-Displayed threshold requirements.¹⁰

The Exchange believes eliminating the Investor Tier and Step-Up Tier is reasonable because the Exchange is not required to maintain such tiers and Members still have a number of opportunities and a variety of ways to receive enhanced rebates, as discussed throughout this filing. Similarly, the Exchange believes the proposal to eliminate the Retail Volume Tier is reasonable because the Exchange no longer wishes to maintain such tier and Members will merely not receive an enhanced rebate for orders yielding fee code ZA. The Exchange believes the proposal to eliminate these tiers is also equitable and not unfairly discriminatory because it applies to all Members.

The Exchange believes the proposal to reduce the rebate under the current Non-Displayed Add Volume Tier is reasonable for the same reasons discussed above with respect to other rebate reductions. Particularly, Members will still receive a rebate if they

¹⁰ See e.g., Nasdaq Stock Market, LLC Pricing Schedule, Section 118 (a)(1).

satisfy the threshold and the Exchange must balance the revenue it receives. The Exchange believes the proposed modification to the current Non-Displayed Add Tier, which modestly increases the ADV requirement and converts the requirements to shares instead of percentage of TCV, will encourage the additional entry of Non-Displayed orders. The Exchange also believes the amended rebate is still commensurate with the modified threshold. The Exchange believes the proposal to introduce two new Non-Displayed Add Volume Tiers under footnote 1 is reasonable because it provides Members additional opportunities to receive enhanced rebates for Non-Displayed orders that add liquidity and are a reasonable means to encourage Members to increase their liquidity on the Exchange. As noted above, Non-Displayed liquidity can improve market quality by increasing market depth and providing price improvement opportunities. Deepening the Exchange's liquidity pool benefits investors by encouraging more price competition and providing additional opportunities to trade. The Exchange further believes the proposed thresholds are commensurate with the proposed enhanced rebates and that it will encourage members to add increased liquidity to EDGX each month. Lastly, the Exchange believes that the proposed changes are not unfairly discriminatory as they apply uniformly to all Members.

Lastly, the Exchange believes the proposal to increase the threshold requirement under Tape B Volume Tier is reasonable as the Exchange believes the proposed change will encourage the additional entry of orders in Tape B Securities. The Exchange also notes that although the rebate is not changing, it believes the proposed modification to the required criteria is commensurate with the rebate offered. The proposed change also is not unfairly discriminatory because it applies uniformly to all Members.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. Particularly, the proposed rates and rebates would apply uniformly to all members, and members may opt to disfavor the Exchange's pricing if they believe that alternatives offer them better value. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of members or competing venues to maintain their competitive standing in the financial markets. Further, excessive fees would serve to impair an exchange's ability to compete for order flow and members rather than burdening competition. Moreover, the proposed fee changes are designed to incentivize liquidity, which the Exchange believes will benefit all market participants by encouraging a transparent and competitive market. The Exchange operates in a highly competitive market in which market participants can readily direct their order flow to competing venues. In such an environment, the Exchange must continually review, and consider adjusting, its fees and rebates to remain competitive with other exchanges. For the reasons described above, the Exchange believes that the proposed fee changes reflect this competitive environment.

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

No written comments were either solicited or received.

6. Extension of Time Period for Commission Action

Not applicable.

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act¹¹ and Rule 19b-4(f)(2) thereunder,¹² the Exchange has designated this proposal as establishing or changing a due, fee, or other charge imposed by the self-regulatory organization on any person, whether or not the person is a member of the self-regulatory organization, which renders the proposed rule change effective upon filing. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

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

The proposed rule change is not based on the rules of another self-regulatory organization or of the Commission.

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

Not applicable.

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

Not applicable.

11. Exhibits

Exhibit 1 – Form of Notice of Proposed Rule Change for Publication in the Federal Register.

Exhibit 5 – Text of the Proposed Rule Change.

¹¹ 15 U.S.C. 78s(b)(3)(A)(ii).

¹² 17 CFR 240.19b-4(f)(2).

EXHIBIT 1**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34- ; File No. SR-CboeEDGX-2019-030]

[Insert date]

Self-Regulatory Organizations; Cboe EDGX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to Amend the Fee Schedule Applicable to Members and Non-Members¹ of the Exchange Pursuant to EDGX Rules 15.1(a) and (c)

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),² and Rule 19b-4 thereunder,³ notice is hereby given that on [insert date], Cboe EDGX Exchange, Inc. (the “Exchange” or “EDGX”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

Cboe EDGX Exchange, Inc. (the “Exchange” or “EDGX”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to amend the fee schedule applicable to Members and non-Members⁴ of the Exchange pursuant to EDGX Rules 15.1(a) and (c). The text of the proposed rule change is attached as Exhibit 5.

¹ A Member is defined as “any registered broker or dealer that has been admitted to membership in the Exchange.” See Exchange Rule 1.5(n).

² 15 U.S.C. 78s(b)(1).

³ 17 CFR 240.19b-4.

⁴ A Member is defined as “any registered broker or dealer that has been admitted to membership in the Exchange.” See Exchange Rule 1.5(n).

The text of the proposed rule change is also available on the Exchange's website (http://markets.cboe.com/us/options/regulation/rule_filings/edgx/), 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 amend its fee schedule applicable to its equities trading platform ("EDGX Equities"), effective May 1, 2019.

Transaction Fee Changes

Orders that Remove Liquidity

In securities priced at or above \$1.00, the Exchange currently assesses a fee of \$0.0030 per share for Displayed and Non-Displayed orders that remove liquidity (i.e., yields fee codes N, W, 6, BB, PR and ZR). All Displayed and Non-Displayed orders in securities priced below \$1.00 that remove liquidity (i.e., yield fee codes N, W, 6, BB, PR and ZR) result in a fee of 0.30% of dollar value. The Exchange first proposes to reduce the current standard rate of \$0.0030 per share to \$0.00265 per share for Displayed and Non-Displayed orders that remove liquidity for securities priced at or above \$1.00. All

Displayed and Non-Displayed orders that remove liquidity in securities priced below \$1.00 would continue to result in a fee of 0.30% of dollar value.

Orders that Add Liquidity

In securities priced at or above \$1.00, the Exchange currently provides a standard rebate of \$0.0020 per share for Displayed orders that add liquidity (i.e., yield fee code B, V, Y, 3 and 4) and a rebate of \$0.0015 for Non-Displayed orders that add liquidity (i.e., yield fee code DM, HA, MM, and RP)⁵. All Displayed and Non-Displayed orders in securities priced below \$1.00 that add liquidity receive a rebate of \$0.00003 per share.

The Exchange now proposes to reduce rebates for Displayed and Non-Displayed orders that add liquidity to balance the revenue received for orders that remove liquidity (and as described above, the Exchange is reducing the rates assessed for orders that remove liquidity). With respect to Displayed orders priced at or above \$1.00 that add liquidity (i.e., yields fee codes B, V, Y, 3 and 4), the Exchange proposes to reduce the per share rebate from \$0.0020 to \$0.0017. With respect to Non-Displayed orders priced at or above \$1.00 that add liquidity (i.e., yields fee codes DM, HA, MM, and RP), the Exchange proposes to reduce the standard rebate from \$0.0015 per share to \$0.0010 per share.

The Exchange also proposes to eliminate the current rebate of \$0.00003 per share for Non-Displayed orders in securities priced below \$1.00 that add liquidity and provide that such executions shall be free. All Displayed orders that add liquidity in securities priced below \$1.00 would continue to receive a rebate of \$0.00003 per share.

Add Volume Tiers- Amendments

⁵ Does not include fee code HI, which is appended to Non-Displayed orders that receive price improvement and add liquidity. Such executions are free.

The Exchange next proposes to amend and restructure its Add Volume Tiers under footnote 1 of the fees schedule. Currently, the Exchange offers eight Add Volume Tiers under footnote 1, which provide an enhanced rebate of \$0.0025 to \$0.0033 per share for qualifying Displayed orders which yield fee codes B, V, Y, 3 and 4. The Exchange proposes to (i) eliminate the Super Tier, Ultra Tier and Mega Tiers 1 and 2, and adopt in their place new Tiers 1-4, (ii) amend the current Growth Tier and adopt an additional Growth Tier, (iii) amend the Cross-Asset Volume Tier, (iv) adopt a Market Quality Tier, and (v) eliminate the Investor Tier and Step-Up Tier. The Exchange believes the proposed changes result in an easier to follow tier structure and continues to provide Members a variety of opportunities to receive enhanced rebates for adding certain levels of Displayed liquidity on the Exchange, as discussed below.

Add Volume Tiers: Under footnote 1, the Exchange currently offers a Super Tier, Ultra Tier, Mega Tier 1 and Mega Tier 2, which provide enhanced rebates of \$0.0028 to \$0.0032 where a member adds an ADV⁶ greater than or equal to a specified percentage of TCV⁷. Particularly, the Super Tier provides an enhanced rebate of \$0.0028 per share where a Member adds an ADV greater than or equal to 0.15% of the TCV; the Ultra Tier provides an enhanced rebate of \$0.0030 per share where a Member adds an ADV greater than or equal to 0.30% of the TCV; Mega Tier 1 provides an enhanced rebate of \$0.0031 per share where a Member adds an ADV greater than or equal to 0.45% of the TCV; and Mega Tier 2 provides an enhanced rebate of \$0.0032 per share where a Member adds an

⁶ “ADV” means average daily volume calculated as the number of shares added to, removed from, or routed by, the Exchange, or any combination or subset thereof, per day. ADV is calculated on a monthly basis.

⁷ “TCV” means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply.

ADV greater than or equal to 0.75% of the TCV. The Exchange proposes to eliminate these tiers and in their place adopt similar tiers, named “Tier 1”, “Tier 2”, “Tier 3”, and Tier 4”. Tiers 1-4 will similarly provide enhanced rebates between \$0.0023 to \$0.0029 (reduced from the current rebates of \$0.0028 to \$0.0032) where a Member adds an ADV greater than or equal to specified percentages of TCV (slightly modified from the current percentages), as further described below. The Exchange notes that, similar to the current Add Volume Tiers, the proposed tiers provide an incremental incentive for Members to strive for the highest tier level, which provides increasingly higher enhanced rebates. The Exchange believes eliminating the current “names” of the Tiers and renaming the new tiers numerically (i.e., “Tiers 1-4”) and placing them in ascending order makes the Add Volume Tiers easier to read and follow.

First, the Exchange proposes to adopt Tier 1, which will provide Members an enhanced rebate of \$0.0023 per share where the Member adds as ADV greater than or equal to 0.20% of the TCV. The Exchange next proposes to adopt Tier 2, which will provide Members an enhanced rebate of \$0.0025 per share where the Member adds as ADV greater than or equal to 0.30% of the TCV. The Exchange also proposes to adopt Tier 3, which will provide Members an enhanced rebate of \$0.0027 per share where the Member adds as ADV greater than or equal to 0.40% of the TCV. Lastly, the Exchange proposes to adopt Tier 4, which will provide Members an enhanced rebate of \$0.0029 per share where the Member adds as ADV greater than or equal to 0.70% of the TCV. The Exchange believes the proposed Add Volume Tier changes will encourage members to increase their liquidity on the Exchange.

Growth Tiers: The Exchange currently offers a Growth Tier under footnote 1,

which provides Members an enhanced rebate of \$0.0025 per share where the Member adds as ADV greater than or equal to 0.08% of the TCV. The Exchange proposes to rename the tier “Growth Tier 1” and reduce the enhanced rebate from \$0.0025 per share to \$0.0020 per share. The Exchange also proposes to modify the threshold criteria to require an ADV greater than or equal to 0.10% of the TCV (instead of 0.08%). The Exchange also proposes to adopt an alternative criteria to satisfy Growth Tier 1 which would provide that a Member would also receive the enhanced rebate of \$0.0020 per share where the Member has a Step-Up Add TCV from March 2019 greater than or equal to 0.05%. The Exchange proposes to adopt an additional Growth Tier (“Growth Tier 2”), which would provide Members an enhanced rebate of \$0.0026 per share where the Member (i) has an ADV of greater than or equal to 0.20% of the TCV and (ii) has a Step-Up Add TCV from March 2019 greater or equal to 0.10%. The Exchange notes that the proposed Growth Tiers provide Members additional ways to qualify for an enhanced rebate where they increase their relative liquidity each month over a predetermined baseline

Cross-Asset Volume Tier: The Exchange currently offers a Cross-Asset Volume Tier under footnote 1, which provides Members an enhanced rebate of \$0.030 per share where the Member (i) adds as ADV greater than or equal to 0.20% of the TCV and (ii) has an ADV in Customer orders on EDGX Options greater than or equal to 0.10% of average OCV. The Exchange proposes to reduce the enhanced rebate available under the Cross-Asset Volume Tier from \$0.0030 per share to \$0.0027 per share. The Exchange also proposes reducing the ADV requirement in the second prong to 0.08% of average OCV (instead of 0.10%). The Exchange believes that decreasing the tier’s criteria,

although modestly, will encourage those Members who could not achieve the tier previously to increase their order flow as a means to receive the tier's enhanced rebate.

Market Quality Tier: The Exchange proposes to adopt a new tier under Footnote 1 that will also apply to Displayed orders that add liquidity (i.e., orders that yield fee codes B, V, Y, 3 and 4) called the Market Quality Tier. The Market Quality Tier would provide Members an enhanced rebate of \$0.0028 per share where a Member (i) adds an ADV greater than or equal to 0.25% of the TCV and (ii) adds an ADV greater than or equal to 0.10% of the TCV as Non-Displayed orders that yield fee codes DM, HA, HI, MM or RP. The Exchange believes the proposed new tier will encourage Members to increase both their Displayed and Non-Displayed liquidity on the exchange. The Exchange further notes that other Exchanges have similar add volume tiers that are comprised of both Displayed and Non-Displayed threshold requirements.⁸

Step Up Tier and Investor Tier: The Exchange next proposes to eliminate the (1) Step-Up Tier, which provides a \$0.0033 per share rebate where a Member has a Step-Up Add TCV from October 2018 greater than or equal to 0.35% and the (2) Investor Tier, which provides a \$0.0032 rebate where a Member (i) adds an ADV greater than or equal to 0.20% of the TCV and (ii) has an "added liquidity" as a percentage of "added plus removed liquidity" greater than or equal to 85%. The Exchange notes that in light of its amendment to Growth Tier 1 and adoption of Growth Tier 2, both of which include criteria that require Members to increase their relative liquidity each month over a predetermined baseline, the current Step-Up Tier is no longer needed and the Exchange no longer desires to maintain it. Accordingly, the Exchange proposes to eliminate the

⁸ See e.g., Nasdaq Stock Market, LLC Pricing Schedule, Section 118 (a)(1).

Step-Up Tier from the Fees Schedule. The Exchange also no longer wishes to maintain the Investor Tier and therefore proposes to delete it.

Non-Displayed Tiers

The Exchange currently offers a Non-Displayed Add Volume Tier under footnote 1, which provides Members an enhanced rebate of \$0.0026 per share where the Member adds an ADV greater than or equal to 0.08% of the TCV as Non-Displayed orders that yield fee codes DM, HA, HI, MM or RP. The Exchange proposes to amend the Non-Displayed Add Volume Tier and adopt two additional Non-Displayed Add Volume Tiers. First, the Exchange proposes to amend its current Non-Displayed Add Volume Tier by (i) reducing the offered rebate from \$0.0026 per share to \$0.0025 per share and (ii) modifying the required criteria to provide that Members will receive the enhanced rebate where they add an ADV greater than or equal to 7,000,000 shares (instead of .08% of the TCV) as Non-Displayed orders that yield fee codes DM, HA, HI, MM or RP. The Exchange also proposes to rename the current tier to “Non-Displayed Add Volume Tier 3.” Next, the Exchange next proposes to adopt two new Non-Displayed Add Volume Tiers. As proposed, under Non-Displayed Volume Tier 1, a Member would receive a rebate of \$0.0015 per share if that Member adds an ADV greater than or equal to 1,000,000 shares as Non-Displayed orders that yield DM, HA, MM and RP. The Exchange also proposes to adopt Non-Displayed Volume Tier 2, which would provide a Member a rebate of \$0.0022 per share where the Member adds an ADV greater than or equal to 2,500,000 shares as Non-Displayed orders that yield fee codes DM, HA, HI, MM or PR. The Exchange believes the proposed changes to the current Non-Displayed Add Volume Tier, along with the proposed new tiers will encourage Members to increase

their Non-Displayed liquidity on the exchange. The Exchange further notes that other Exchanges have similar non-displayed add volume tiers.⁹

Tape B Volume Tier

The Exchange next proposes to amend the Tape B Volume Tier, which provides a \$0.0027 per share rebate where a Member adds an ADV greater than or equal to 0.03% of the TCV in Tape B securities. Particularly, the Exchange proposes to increase the ADV requirement to 0.10% of the TCV in Tape B securities (instead of 0.03%). The proposed increase is designed to encourage entry of additional orders to the Exchange.

Retail Volume Tier Deletion

The Exchange proposes to eliminate the Retail Volume Tier, which provides a \$0.0037 rebate where a Member adds a Retail Order ADV (i.e., yielding fee code ZA) greater than or equal to 0.35% of the TCV. The Exchange no longer wishes to maintain this tier and therefore proposes to delete it.

2. Statutory Basis

The Exchange also believes the proposed rule change is consistent with Section 6(b)(4) of the Act, which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its members and other persons using its facilities.

The Exchange believes its proposal to reduce rates for Non-Displayed and Displayed orders that remove liquidity is reasonable because Members will pay lower transaction fees for such orders. Additionally, the Exchange notes that the proposed fee is

⁹ See e.g., Cboe BZX U.S. Equities Exchange Fee Schedule, Footnote 1.

lower than transaction fees assessed on other Exchanges.¹⁰ The Exchange notes the proposed fee reduction applies uniformly to Members.

The Exchange believes the proposed reduced rebates for Displayed and Non-Displayed orders that add liquidity is reasonable, equitable and not unfairly discriminatory because Members will still receive rebates for such orders, albeit at a lower amount. The Exchange also believes the proposed reduction of rebates for Displayed and Non-Displayed orders that add liquidity is reasonable because the Exchange must balance the revenue received for orders that remove liquidity (and as described above, the Exchange is reducing the rates assessed for orders that remove liquidity). Rebates for orders that add liquidity incentivize members to bring additional liquidity to the Exchange, thereby promoting price discovery and enhancing order execution opportunities for members. Similarly, the Exchange believes eliminating a rebate and providing free executions for Non-Displayed orders that add liquidity in securities below \$1.00 is reasonable because Members still are not paying any fees for such executions. The Exchange believes the proposed changes are equitable and not unfairly discriminatory because they apply equally to all Members.

Furthermore, the Exchange's make-take fee structure would continue to incentivize liquidity providers to continue to provide liquidity since such orders remain eligible for better pricing than orders that remove liquidity and are charged a fee (notwithstanding the proposed reduced rebate and fee, respectively).

The Exchange next notes generally that volume-based rebates such as those currently maintained on the Exchange and those being proposed have been widely

¹⁰ See e.g., NYSE Arca Equities, Fees and Charges, NYSE Arca Marketplace: Trade Related Fees and Credits.

adopted by exchanges and are equitable because they are open to all Members on an equal basis and provide additional benefits or discounts that are reasonably related to (i) the value of an exchange's market quality; (ii) associated with higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns; and (iii) introduction of higher volumes of orders into the price and volume discovery processes. The Exchange believes the proposed changes relating to its Add Volume Tiers provide Members a variety of opportunities to receive enhanced rebates for adding certain levels of liquidity to the Exchange.

The Exchange believes the proposal to eliminate the Mega Tier 1, Mega Tier 2, Ultra Tier, and Super Tier and replace those tiers with Tiers 1- 4 is reasonable because the proposed new tiers continue to provide Members a variety of opportunities to receive enhanced rebates, albeit at lower amounts, for adding certain levels of liquidity on the Exchange. The Exchange believes reducing the enhanced rebate amounts is reasonable in light of the Exchange's proposal to also reduce the standard rebate for orders that add liquidity and reduce the standard rate for orders that remove liquidity. The Exchange notes that, similar to the current Add Volume Tiers that are being eliminated, the proposed tiers continue to provide an incremental incentive for Members to strive for the highest tier level, which provides increasingly higher enhanced rebates. Additionally, the Exchange believes the proposed changes result in an easier to follow tier structure. Moreover, the Exchange believes the proposed thresholds are commensurate with the proposed corresponding enhanced rebates and that it will encourage Members to add increased liquidity to EDGX each month. Increased liquidity benefits all investors by deepening the Exchange's liquidity pool, offering additional flexibility for all investors to

enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection. The Exchange believes the proposed changes are equitable and not unfairly discriminatory because they apply equally to all Members.

The Exchange also believes the proposed changes to Growth Tier 1 and the adoption of Growth Tier 2 are reasonable. Particularly, the Exchange believes proposed Growth Tier 2 and the proposed amendment to Growth Tier 1 provide a reasonable means to encourage Members to increase their liquidity on the Exchange based on increasing their relative volume above a predetermined baseline. The proposed tiers create an additional opportunity for Members to receive an enhanced rebate for contributing increased liquidity as compared to the end of the previous month (March 2019). Increased liquidity benefits all investors by deepening the Exchange's liquidity pool, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection. The Exchange also believes that proposed rebates under the Growth Tiers are reasonably based on the difficulty of satisfying the tier's criteria, including using March 2019 as the predetermined baseline. Furthermore, the Exchange believes that the Growth Tiers are not unfairly discriminatory as it applies to all Members that meet the required criteria.

The Exchange believes reducing the rebate under the Cross-Asset Volume Tier is reasonable because Members will still receive a rebate if they satisfy the threshold, just at a lesser amount. Additionally as noted above, the Exchange is also reducing the standard rebates for orders that add liquidity and reducing the rate for orders that remove liquidity

and the Exchange must balance the revenue received. The Exchange believes lowering the ADV requirement for Customer orders on EDGX Options is reasonable because the Exchange believes it will ease the tier's requirements and encourage those Members who could not achieve the tier previously to increase their order flow as a means to receive the tier's enhanced rebate. The proposed changes are also equitable and not unfairly discriminatory because they apply uniformly to all Members.

The Exchange believes its proposal to introduce a new Market Quality Tier is reasonable as it provides Members an additional opportunity to receive an enhanced rebate for providing liquidity. The Exchange believes the proposed rebate is reasonable based on the difficulty of satisfying the proposed criteria. The Exchange believes including a requirement for Non-Displayed liquidity in addition to the Displayed liquidity requirement, will encourage Members to increase both their Displayed and Non-Displayed liquidity on the exchange. Non-Displayed liquidity is important as it can improve market quality by, among other things, increasing market depth and providing price improvement opportunities. The Exchange further notes that other Exchanges have similar add volume tiers that are comprised of both Displayed and Non-Displayed threshold requirements.¹¹

The Exchange believes eliminating the Investor Tier and Step-Up Tier is reasonable because the Exchange is not required to maintain such tiers and Members still have a number of opportunities and a variety of ways to receive enhanced rebates, as discussed throughout this filing. Similarly, the Exchange believes the proposal to eliminate the Retail Volume Tier is reasonable because the Exchange no longer wishes to

¹¹ See e.g., Nasdaq Stock Market, LLC Pricing Schedule, Section 118 (a)(1).

maintain such tier and Members will merely not receive an enhanced rebate for orders yielding fee code ZA. The Exchange believes the proposal to eliminate these tiers is also equitable and not unfairly discriminatory because it applies to all Members.

The Exchange believes the proposal to reduce the rebate under the current Non-Displayed Add Volume Tier is reasonable for the same reasons discussed above with respect to other rebate reductions. Particularly, Members will still receive a rebate if they satisfy the threshold and the Exchange must balance the revenue it receives. The Exchange believes the proposed modification to the current Non-Displayed Add Tier, which modestly increases the ADV requirement and converts the requirements to shares instead of percentage of TCV, will encourage the additional entry of Non-Displayed orders. The Exchange also believes the amended rebate is still commensurate with the modified threshold. The Exchange believes the proposal to introduce two new Non-Displayed Add Volume Tiers under footnote 1 is reasonable because it provides Members additional opportunities to receive enhanced rebates for Non-Displayed orders that add liquidity and are a reasonable means to encourage Members to increase their liquidity on the Exchange. As noted above, Non-Displayed liquidity can improve market quality by increasing market depth and providing price improvement opportunities. Deepening the Exchange's liquidity pool benefits investors by encouraging more price competition and providing additional opportunities to trade. The Exchange further believes the proposed thresholds are commensurate with the proposed enhanced rebates and that it will encourage members to add increased liquidity to EDGX each month. Lastly, the Exchange believes that the proposed changes are not unfairly discriminatory as they apply uniformly to all Members.

Lastly, the Exchange believes the proposal to increase the threshold requirement under Tape B Volume Tier is reasonable as the Exchange believes the proposed change will encourage the additional entry of orders in Tape B Securities. The Exchange also notes that although the rebate is not changing, it believes the proposed modification to the required criteria is commensurate with the rebate offered. The proposed change also is not unfairly discriminatory because it applies uniformly to all Members.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. Particularly, the proposed rates and rebates would apply uniformly to all members, and members may opt to disfavor the Exchange's pricing if they believe that alternatives offer them better value. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of members or competing venues to maintain their competitive standing in the financial markets. Further, excessive fees would serve to impair an exchange's ability to compete for order flow and members rather than burdening competition. Moreover, the proposed fee changes are designed to incentivize liquidity, which the Exchange believes will benefit all market participants by encouraging a transparent and competitive market. The Exchange operates in a highly competitive market in which market participants can readily direct their order flow to competing venues. In such an environment, the Exchange must continually review, and consider adjusting, its fees and rebates to remain competitive with other exchanges. For the reasons described above, the Exchange believes that the proposed fee changes reflect this competitive environment.

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

No written comments were either solicited or received.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹² and paragraph (f) of Rule 19b-4¹³ thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

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

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-CboeEDGX-2019-030 on the subject line.

¹² 15 U.S.C. 78s(b)(3)(A).

¹³ 17 CFR 240.19b-4(f).

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-CboeEDGX-2019-030. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, D.C. 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-CboeEDGX-2019-030 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.¹⁴

¹⁴ 17 CFR 200.30-3(a)(12).

Secretary

EXHIBIT 5

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

Cboe EDGX U.S. Equities Exchange Fee Schedule

Effective May 1, 2019

* * * * *

Category	Adding Liquidity	Removing Liquidity	Routing and Removing Liquidity
Securities at or above \$1.00	\$(0.00[20] <u>170</u>) ¹	\$0.00[30] <u>265</u>	\$0.0030
Securities below \$1.00	\$(0.00003)	0.30% of Dollar Value	0.30% of Dollar Value
Standard Fee Codes	B, V, Y, 3, 4	N, W, 6, BB, PR, ZR	X

Fee Codes and Associated Fees:

Fee Code	Description	Fee/(Rebate) Securities at or above \$1.00	Fee/(Rebate) Securities below \$1.00
10 - 2	(No change).		
3 ¹	Adds liquidity to EDGX, pre and post market (Tapes A or C)	(0.00[20] <u>170</u>)	(0.00003)
4 ^{1,2}	Adds liquidity to EDGX, pre and post market (Tape B)	(0.00[20] <u>170</u>)	(0.00003)
6	Removes liquidity from EDGX, pre and post market (All Tapes)	0.00[300] <u>265</u>	0.30% of Dollar Value
7 - AZ	(No change).		
B ^{1,2}	Adds liquidity to EDGX (Tape B)	(0.00[20] <u>170</u>)	(0.00003)
BB	Removes liquidity from EDGX (Tape B)	0.00[300] <u>265</u>	0.30% of Dollar Value
BY - D	(No change).		
DM ¹	Adds liquidity using MidPoint Discretionary order within discretionary range	(0.001[5] <u>00</u>)	[(0.00003)] <u>FREE</u>
EA ¹ - G	(No change).		

HA ^{1,11}	Non-displayed order, adds liquidity	(0.001[5]00)	[(0.00003)] <u>FREE</u>
HI ¹¹ – L	(No change).		
MM ¹	Non-displayed order, adds liquidity using Mid-Point Peg	(0.001[5]00)	[(0.00003)] <u>FREE</u>
MX	(No change).		
N	Removes liquidity from EDGX (Tape C)	0.00[300]265	0.30% of Dollar Value
NA - OO	(No change).		
PR	Removes liquidity from EDGX using ROUQ routing strategy	0.00[300]265	0.30% of Dollar Value
Q - RN	(No change).		
RP ¹	Non-displayed order, adds liquidity using Supplemental Peg	(0.001[5]00)	[(0.00003)] <u>FREE</u>
RQ - T	(No change).		
V ¹	Adds liquidity to EDGX (Tape A)	(0.00[20]170)	(0.00003)
VI	(No change).		
W	Removes liquidity from EDGX (Tape A)	0.00[300]265	0.30% of Dollar Value
X	(No change).		
Y ¹	Adds liquidity to EDGX (Tape C)	(0.00[20]170)	(0.00003)
Z	(No change).		
ZA ^[3]	Retail Order, adds liquidity	(0.00320)	(0.00003)
ZR	Retail Order, removes liquidity	0.00[300]265	0.30% of Dollar Value

* * * * *

Footnotes:**¹Add Volume Tiers:**

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

Tier	Rebate Per Share to Add	Required Criteria
[Mega Tier 1]	[(0.0032)]	[Member adds an ADV \geq 0.75% of the TCV.]
[Mega Tier 2]	[(0.0031)]	[Member adds an ADV \geq 0.45% of the TCV.]

[Ultra Tier]	[(<u>\$0.0030</u>)]	[Member adds an ADV \geq 0.30% of the TCV.]
[Super Tier]	[(<u>\$0.0028</u>)]	[Member adds an ADV \geq 0.15% of the TCV.]
<u>Tier 1</u>	<u>(\$0.0023)</u>	<u>Member adds an ADV \geq 0.20% of the TCV.</u>
<u>Tier 2</u>	<u>(\$0.0025)</u>	<u>Member adds an ADV \geq 0.30% of the TCV.</u>
<u>Tier 3</u>	<u>(\$0.0027)</u>	<u>Member adds an ADV \geq 0.40% of the TCV.</u>
<u>Tier 4</u>	<u>(\$0.0029)</u>	<u>Member adds an ADV \geq 0.70% of the TCV.</u>
<u>Growth Tier 1</u>	<u>(\$0.002[5]0)</u>	<u>(1) Member adds an ADV \geq 0.10[8]% of the TCV or (2) Member has a Step-Up Add TCV from March 2019 \geq 0.05%.</u>
<u>Growth Tier 2</u>	<u>(\$0.0026)</u>	<u>(1) Member adds an ADV \geq 0.20% of the TCV; and (2) Member has a Step-Up Add TCV from March 2019 \geq 0.10%.</u>
[Investor Tier]	[(<u>\$0.0032</u>)]	[(1) Member adds an ADV \geq 0.20% of the TCV; and (2) Member has an “added liquidity” as a percentage of “added plus removed liquidity” \geq 85%.]
[Step-Up Tier]	[(<u>\$0.0033</u>)]	[Member has a Step-Up Add TCV from October 2018 \geq 0.35%.]
Cross-Asset Volume Tier	<u>(\$0.00[30]27)</u>	(1) Member adds an ADV \geq 0.20% of the TCV; and (2) Member has an ADV in Customer orders on EDGX Options \geq 0.[1]08% of average OCV.
<u>Market Quality Tier</u>	<u>(\$0.0028)</u>	<u>(1) Member adds an ADV \geq 0.25% of the TCV; and (2) Member adds an ADV \geq 0.10% of the TCV as <u>Non-Displayed orders that yield fee codes DM, HA, HI, MM or RP.</u></u>

The rebate to add provided by the below volume tier is applicable to the following fee codes: DM, HA, MM and RP.

Tier	Rebate Per Share to Add	Required Criteria
<u>Non-Displayed Add Volume Tier 1</u>	<u>(\$0.0015)</u>	<u>Member adds an ADV \geq 1,000,000 shares as Non-Displayed orders that yield fee codes DM, HA, HI, MM or RP</u>
<u>Non-Displayed Add Volume Tier 2</u>	<u>(\$0.0022)</u>	<u>Member adds an ADV \geq 2,500,000 shares as Non-Displayed orders that yield fee codes DM, HA, HI, MM or RP</u>

Non-Displayed Add Volume Tier <u>3</u>	(\$0.002[6] <u>5</u>)	Member adds an ADV \geq [0.08% of the TCV] <u>7,000,000</u> shares as Non-Displayed orders that yield fee codes DM, HA, HI, MM or RP
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² Tape B Volume Tier:

The rebates to add provided by the below tiers are applicable to the following fee codes: B and 4.

Tier	Rebate Per Share to Add	Required Criteria
Tier 1	(\$0.0027)	Member adds an ADV \geq 0. <u>10</u> [3]% of the TCV in Tape B securities.

³ [Retail Volume Tier:] Reserved.

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

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

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