

OMB APPROVAL

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Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 21	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2019 - * 067 Amendment No. (req. for Amendments *)
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 <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)
Pilot <input type="checkbox"/> Extension of Time Period for Commission Action * <input type="checkbox"/> Date Expires *		
Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Section 806(e)(1) * <input type="checkbox"/> Section 806(e)(2) * <input type="checkbox"/>		Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) * <input type="checkbox"/>
Exhibit 2 Sent As Paper Document <input checked="" type="checkbox"/> Exhibit 3 Sent As Paper Document <input checked="" type="checkbox"/>		
Description Provide a brief description of the action (limit 250 characters, required when Initial is checked *). <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> The Exchange proposes to amend the fee schedule applicable to the EDGX equities trading platform as it relates to pricing for orders routed to Cboe EDGA Exchange, Inc. using the ALLB, ROUC, ROUE, or DIRC routing strategy. </div>		
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. <div style="margin-top: 10px;"> First Name * Sarah Last Name * Tadtman Title * Counsel E-mail * stadtman@cboe.com Telephone * (913) 815-7203 Fax </div>		
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. <div style="text-align: right; margin-right: 100px;">(Title *)</div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div> Date 11/01/2019 By Adrian Griffiths (Name *) </div> <div style="border: 1px solid black; padding: 5px; width: 300px;"> Assistant General Counsel <div style="text-align: center; background-color: #ccc; padding: 5px; margin-top: 10px;"> agriffiths@cboe.com </div> </div> </div>		

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 EFFT website.

Form 19b-4 Information *

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

Exhibit 1 - Notice of Proposed Rule Change *

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

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

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

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

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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

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

Partial Amendment

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

1. Text of the Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² Cboe EDGX Exchange, Inc. (“EDGX” or the “Exchange”) is filing with the Securities and Exchange Commission (the “Commission”) a proposed rule change to amend the fee schedule applicable to the EDGX equities trading platform (“EDGX Equities”) as it relates to pricing for orders routed to Cboe EDGA Exchange, Inc. (“EDGA”) using the ALLB, ROUC, ROUE, or DIRC routing strategy.

The text of the proposed rule change is attached as Exhibit 5 and is available on the Exchange’s website at <http://markets.cboe.com/>, at the Exchange’s principal office and at the Public Reference Room of the Commission.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

(a) The Exchange’s President (or designee) pursuant to delegated authority approved the proposed rule change on October 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) 786-7462, or Sarah Tadtman, Counsel, (913) 815-7203.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

(a) Purpose

The Exchange proposes to amend the EDGX Equities fee schedule to change the pricing applicable to orders routed to EDGA using the ALLB, ROUC, ROUE, or DIRC routing strategy in securities priced at or above \$1.00, as a result of a pricing change by EDGA effective on November 1, 2019. The Exchange proposes to implement the proposed change to its fee schedule on November 1, 2019. Currently, the Exchange provides a rebate of \$0.0024 per share for orders routed to EDGA using the ALLB, ROUC, ROUE, or DIRC routing strategy (yielding fee codes AA, I, and RR), which was a pass-through of the standard rebate EDGA had previously provided to orders that removed liquidity from EDGA. Effective November 1, 2019, EDGA reduced its standard rebate per share for orders that remove liquidity in securities priced at or above \$1.00 from \$0.0024 to \$0.0018. As such, the Exchange proposes to similarly reduce the per share rebate for orders routed to EDGA (yielding fee codes AA, I and RR) in securities priced at or above \$1.00 from \$0.0024 to \$0.0018 in order to reflect the reduction in the rebate available for orders removing liquidity on EDGA.

Currently, routed orders from the Exchange to EDGA using the ROUC, ROUE, or DIRC routing strategy (yielding fee codes I and RR) in securities priced below \$1.00 result in a fee of 0.30% of the dollar value.³ However, the fee schedule applicable to Cboe BZX Exchange, Inc. ("BZX Equities") and the Cboe BYX Exchange, Inc.

³ Orders routed from the Exchange to EDGA using the ALLB routing strategy in securities priced below \$1.00 are currently free.

(“BYX”) have no fee or charge for orders routed to EDGA,⁴ and EDGA imposes no fee for liquidity removing orders entered directly on EDGA.⁵ Therefore, the Exchange also proposes to eliminate such fee on the Exchange so that the fee applied to orders on the Exchange routed to EDGA are consistent with orders routed to EDGA from BZX Equities or BYX and with removing liquidity orders entered directly on EDGA.

(b) Statutory Basis

The Exchange believes the proposed rule change is consistent with the requirements of Section 6(b) of the Act.⁶ Specifically, the Exchange believes the proposed rule change is consistent with Section 6(b)(4) of the Act,⁷ 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 and does not unfairly discriminate between customers, issuers, brokers or dealers. The Exchange operates in a highly-competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient.

In particular, the Exchange believes that the proposed change to orders in securities priced equal to or greater than \$1.00 is reasonable because it reflects a pass-through of a recent pricing change by EDGA for liquidity removing orders, as described above. The Exchange believes that the proposed change is reasonable because it will maintain proportionality with the standard corresponding rebate offered by EDGA,

⁴ See footnotes 5, 10, and 11 of the BYX Exchange Fee Schedule. See also footnotes 10, 11, and 15 of the BZX Equities Exchange Fee Schedule.

⁵ See fee codes N, W, 6, and BB from the EDGA Exchange Fee Schedule.

⁶ 15 U.S.C § 78f(b).

⁷ 15 U.S.C. § 78f(b)(4).

thereby encouraging additional order flow to be entered on the EDGX Book. The Exchange also believes the proposed change to orders in securities priced less than \$1.00 is reasonable because it consistently removes fees from orders routed to EDGA from the Exchange, BYX, and BZX Equities, and aligns with the fee of liquidity removing orders entered directly on EDGA in securities priced less than \$1.00, while also maintaining Member interest in routing orders through the Exchange by providing better pricing to Members that choose to enter such orders on the Exchange, thereby encouraging additional order flow to be entered on the EDGX Book. The Exchange believes that additional order flow through the EDGX Book will result in greater liquidity to the benefit of all market participants on the Exchange by providing more trading opportunities.

The Exchange also believes that the proposed change constitutes an equitable allocation of reasonable fees that is not unfairly discriminatory because the proposed rebate for orders in securities priced equal to or greater than \$1.00 is designed to continue to reflect the rebate offered (and recently updated) by EDGA to orders that remove liquidity and would apply equally to all Members that choose to use the Exchange to route orders to EDGA. Similarly, the Exchange believes that the proposed change constitutes an equitable allocation of reasonable fees that is not unfairly discriminatory because the proposed fee for orders in securities priced less than \$1.00 is designed to consistently eliminate fees applied to orders routed to EDGA from the Exchange, BZX Equities, and BYX, as well as liquidity removing orders entered directly on EDGA, and would apply equally to all Members that choose to use the Exchange to route orders to EDGA. Furthermore, the Exchange notes that routing through the Exchange is voluntary,

and, because the Exchange operates in a highly competitive environment as discussed below, Members that do not favor the proposed pricing can readily direct order flow directly to EDGA or through competing venues or providers of routing services.

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. The Exchange believes the proposed routing fee change to orders in securities priced equal to or greater than \$1.00 will not impose an undue burden on competition because the proposed change is merely intended to maintain consistency between the Exchange's rebates for orders routed to EDGA with the recently updated rebates offered by EDGA for liquidity removing orders. Similarly, the Exchange believes the proposed routing fee change to orders in securities priced less than \$1.00 will not impose an undue burden on competition because the proposed change is intended to maintain consistency between the Exchange's fees and similar fees applied by BZX Equities and BYX to orders routed to EDGA and fees applied to liquidity removing orders entered directly on EDGA.

The Exchange does not believe the proposed fee change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. As stated, the Exchange will uniformly assess the proposed routing fee on all Members who choose to route orders through the Exchange to EDGA. As noted above, the proposed fee intends to pass through the same rebates for liquidity removing orders from EDGA on to Members, thereby, adding order flow to the EDGX Book which

will result in more trading opportunities to the benefit of all market participants on the Exchange.

The Exchange does not believe the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. As noted above, the Exchange operates in a highly competitive market and routing through the Exchange is voluntary. Therefore, Members may opt to disfavor the Exchange's pricing if they believe that alternatives, including 12 other equities exchanges and 32 alternative trading systems, offer them better value or if they disfavor the proposed change. Additionally, the Exchange represents a small percentage of the overall market. Based on publicly available information, no single equities exchange has more than 17% of the market share.⁸ Therefore, no exchange possesses significant pricing power in the execution of equity order flow. Moreover, the Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation National Market System ("NMS"), the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system "has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies."⁹ The fact that this market is competitive has also long been recognized by the courts. In *NetCoalition v. Securities and Exchange Commission*,

⁸ See Cboe Global Markets U.S. Equities Market Volume Summary (October 28, 2019), available at http://markets.cboe.com/us/equities/market_share/.

⁹ See Securities Exchange Act Release No. 51808 (June 29, 2015) 70 FR 37495 (August 29, 2015).

the D.C. Circuit stated as follows: “[n]o one disputes that competition for order flow is ‘fierce.’ ... As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market share percentages for granted’ because ‘no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers’”¹⁰ Regardless, the Exchange notes that the proposed change to the EDGA-related routing fee in securities priced equal to or greater than \$1.00 is merely meant to pass through the rebate associated with executing orders on that market, and is therefore not designed to have any significant impact on competition. Further, the proposed change to the EDGA-related routing fee in securities priced less than \$1.00 is meant to consistently eliminate such fees associated with orders routed to EDGA across the Exchange, BZX Equities, and BYX and liquidity removing orders entered directly on EDGA. Accordingly, the Exchange does not believe its proposed fee change imposes any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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.

¹⁰ NetCoalition v. Securities and Exchange Commission, 615 F.3d 525 (D.C. Cir. 2010).

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

Not applicable.

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

Not applicable.

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

Not applicable.

11. Exhibits

Exhibit 1 – Form of Notice of Proposed Rule Change for Federal Register

Exhibit 5 – Text of Proposed Rule Change

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-2019-067]

[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 the EDGX Equities Trading Platform (“EDGX Equities”) as it Relates to Pricing for Orders Routed to Cboe EDGA Exchange, Inc. (“EDGA”) Using the ALLB, ROUC, ROUE, or DIRC Routing Strategy

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

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

Cboe EDGX Exchange, Inc. (“EDGX” or the “Exchange”) is filing with the Securities and Exchange Commission (the “Commission”) a proposed rule change to amend the fee schedule applicable to the EDGX equities trading platform (“EDGX Equities”) as it relates to pricing for orders routed to Cboe EDGA Exchange, Inc. (“EDGA”) using the ALLB, ROUC, ROUE, or DIRC routing strategy. 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.

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 the EDGX Equities fee schedule to change the pricing applicable to orders routed to EDGA using the ALLB, ROUC, ROUE, or DIRC routing strategy in securities priced at or above \$1.00, as a result of a pricing change by EDGA effective on November 1, 2019. The Exchange proposes to implement the proposed change to its fee schedule on November 1, 2019. Currently, the Exchange provides a rebate of \$0.0024 per share for orders routed to EDGA using the ALLB, ROUC, ROUE, or DIRC routing strategy (yielding fee codes AA, I, and RR), which was a pass-through of the standard rebate EDGA had previously provided to orders that removed liquidity from EDGA. Effective November 1, 2019, EDGA reduced its standard rebate per share for orders that remove liquidity in securities priced at or above \$1.00 from \$0.0024 to \$0.0018. As such, the Exchange proposes to similarly reduce the per share rebate for orders routed to EDGA (yielding fee codes AA, I and RR) in securities

priced at or above \$1.00 from \$0.0024 to \$0.0018 in order to reflect the reduction in the rebate available for orders removing liquidity on EDGA.

Currently, routed orders from the Exchange to EDGA using the ROUC, ROUE, or DIRC routing strategy (yielding fee codes I and RR) in securities priced below \$1.00 result in a fee of 0.30% of the dollar value.³ However, the fee schedule applicable to Cboe BZX Exchange, Inc. (“BZX Equities”) and the Cboe BYX Exchange, Inc. (“BYX”) have no fee or charge for orders routed to EDGA,⁴ and EDGA imposes no fee for liquidity removing orders entered directly on EDGA.⁵ Therefore, the Exchange also proposes to eliminate such fee on the Exchange so that the fee applied to orders on the Exchange routed to EDGA are consistent with orders routed to EDGA from BZX Equities or BYX and with removing liquidity orders entered directly on EDGA.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the requirements of Section 6(b) of the Act.⁶ Specifically, the Exchange believes the proposed rule change is consistent with Section 6(b)(4) of the Act,⁷ 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 and does not unfairly discriminate between customers, issuers, brokers or dealers. The Exchange operates in a

³ Orders routed from the Exchange to EDGA using the ALLB routing strategy in securities priced below \$1.00 are currently free.

⁴ See footnotes 5, 10, and 11 of the BYX Exchange Fee Schedule. See also footnotes 10, 11, and 15 of the BZX Equities Exchange Fee Schedule.

⁵ See fee codes N, W, 6, and BB from the EDGA Exchange Fee Schedule.

⁶ 15 U.S.C § 78f(b).

⁷ 15 U.S.C. § 78f(b)(4).

highly-competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient.

In particular, the Exchange believes that the proposed change to orders in securities priced equal to or greater than \$1.00 is reasonable because it reflects a pass-through of a recent pricing change by EDGA for liquidity removing orders, as described above. The Exchange believes that the proposed change is reasonable because it will maintain proportionality with the standard corresponding rebate offered by EDGA, thereby encouraging additional order flow to be entered on the EDGX Book. The Exchange also believes the proposed change to orders in securities priced less than \$1.00 is reasonable because it consistently removes fees from orders routed to EDGA from the Exchange, BYX, and BZX Equities, and aligns with the fee of liquidity removing orders entered directly on EDGA in securities priced less than \$1.00, while also maintaining Member interest in routing orders through the Exchange by providing better pricing to Members that choose to enter such orders on the Exchange, thereby encouraging additional order flow to be entered on the EDGX Book. The Exchange believes that additional order flow through the EDGX Book will result in greater liquidity to the benefit of all market participants on the Exchange by providing more trading opportunities.

The Exchange also believes that the proposed change constitutes an equitable allocation of reasonable fees that is not unfairly discriminatory because the proposed rebate for orders in securities priced equal to or greater than \$1.00 is designed to continue to reflect the rebate offered (and recently updated) by EDGA to orders that remove

liquidity and would apply equally to all Members that choose to use the Exchange to route orders to EDGA. Similarly, the Exchange believes that the proposed change constitutes an equitable allocation of reasonable fees that is not unfairly discriminatory because the proposed fee for orders in securities priced less than \$1.00 is designed to consistently eliminate fees applied to orders routed to EDGA from the Exchange, BZX Equities, and BYX, as well as liquidity removing orders entered directly on EDGA, and would apply equally to all Members that choose to use the Exchange to route orders to EDGA. Furthermore, the Exchange notes that routing through the Exchange is voluntary, and, because the Exchange operates in a highly competitive environment as discussed below, Members that do not favor the proposed pricing can readily direct order flow directly to EDGA or through competing venues or providers of routing services.

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. The Exchange believes the proposed routing fee change to orders in securities priced equal to or greater than \$1.00 will not impose an undue burden on competition because the proposed change is merely intended to maintain consistency between the Exchange's rebates for orders routed to EDGA with the recently updated rebates offered by EDGA for liquidity removing orders. Similarly, the Exchange believes the proposed routing fee change to orders in securities priced less than \$1.00 will not impose an undue burden on competition because the proposed change is intended to maintain consistency between the Exchange's fees and similar fees applied by BZX Equities and BYX to orders routed to EDGA and fees applied to liquidity removing orders entered directly on EDGA.

The Exchange does not believe the proposed fee change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. As stated, the Exchange will uniformly assess the proposed routing fee on all Members who choose to route orders through the Exchange to EDGA. As noted above, the proposed fee intends to pass through the same rebates for liquidity removing orders from EDGA on to Members, thereby, adding order flow to the EDGX Book which will result in more trading opportunities to the benefit of all market participants on the Exchange.

The Exchange does not believe the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. As noted above, the Exchange operates in a highly competitive market and routing through the Exchange is voluntary. Therefore, Members may opt to disfavor the Exchange's pricing if they believe that alternatives, including 12 other equities exchanges and 32 alternative trading systems, offer them better value or if they disfavor the proposed change. Additionally, the Exchange represents a small percentage of the overall market. Based on publicly available information, no single equities exchange has more than 17% of the market share.⁸ Therefore, no exchange possesses significant pricing power in the execution of equity order flow. Moreover, the Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation National Market System ("NMS"), the Commission

⁸ See Cboe Global Markets U.S. Equities Market Volume Summary (October 28, 2019), available at http://markets.cboe.com/us/equities/market_share/.

highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”⁹ The fact that this market is competitive has also long been recognized by the courts. In *NetCoalition v. Securities and Exchange Commission*, the D.C. Circuit stated as follows: “[n]o one disputes that competition for order flow is ‘fierce.’ ... As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market share percentages for granted’ because ‘no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers’”¹⁰ Regardless, the Exchange notes that the proposed change to the EDGA-related routing fee in securities priced equal to or greater than \$1.00 is merely meant to pass through the rebate associated with executing orders on that market, and is therefore not designed to have any significant impact on competition. Further, the proposed change to the EDGA-related routing fee in securities priced less than \$1.00 is meant to consistently eliminate such fees associated with orders routed to EDGA across the Exchange, BZX Equities, and BYX and liquidity removing orders entered directly on EDGA. Accordingly, the Exchange does not believe its proposed fee change imposes any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

⁹ See Securities Exchange Act Release No. 51808 (June 29, 2015) 70 FR 37495 (August 29, 2015).

¹⁰ *NetCoalition v. Securities and Exchange Commission*, 615 F.3d 525 (D.C. Cir. 2010).

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 Act¹¹ and paragraph (f) of Rule 19b-4¹² thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

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

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-2019-067 on the subject line.

¹¹ 15 U.S.C. 78s(b)(3)(A).

¹² 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-2019-067. 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-2019-067 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹³

¹³ 17 CFR 200.30-3(a)(12).

Secretary

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

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Cboe EDGX U.S. Equities Exchange Fee ScheduleEffective [October] November 1, 2019

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Fee Codes and Associated Fees

Fee Code	Description	Fee/(Rebate) Securities at or above \$1.00	Fee/(Rebate) Securities below \$1.00
AA ¹¹	Routed to EDGA using ALLB routing strategy	(0.00[24] <u>180</u>)	FREE
I	Routed to EDGA using ROUC or ROUE routing strategy	(0.00[24] <u>180</u>)	[0.30% of Dollar Value] <u>FREE</u>
RR	Routed to EDGA using DIRC routing strategy	(0.00[24] <u>180</u>)	[0.30% of Dollar Value] <u>FREE</u>