

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="23"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2011"/> - * <input type="text" value="13"/> Amendment No. (req. for Amendments *) <input type="text"/>
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Proposed Rule Change by 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"/>
Pilot <input type="checkbox"/> Extension of Time Period for Commission Action * <input type="checkbox"/> Date Expires * <input type="text"/>			Rule <input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(4) <input 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)		

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 proposed rule change (limit 250 characters, required when Initial is checked *).

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 proposed rule change.

First Name * Last Name *
 Title *
 E-mail *
 Telephone * Fax

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

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

Date
 By
 (Name *) (Title *)

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 (required)

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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 (required)

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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 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

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) EDGX Exchange, Inc. (“Exchange” or “EDGX”) proposes to amend its fees and rebates applicable to Members¹ of the Exchange pursuant to EDGX Rule 15.1(a) and (c). Text of the proposed rule change is attached as Exhibit 5.
- (b) Inapplicable.
- (c) Inapplicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors of the Exchange on April 27, 2010. Exchange staff will advise the EDGX Exchange Board of Directors of any action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change. Therefore, the Exchange's internal procedures with respect to the proposed change are complete.

The persons on the Exchange staff prepared to respond to questions and comments on the proposed rule change are:

Eric W. Hess
General Counsel
EDGX Exchange
201-942-8239

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

(a) Purpose

For customer internalization (i.e., same MPID),² currently there is no charge nor rebate. This was because when the Exchange launched in July 2010 the rebate for adding liquidity (\$0.0029 per share) was offset by the fee for removing liquidity (\$0.0029 per share). This situation yields Flag “E.” During the Pre-Opening and Post-Closing sessions, there are also no charges nor rebates, but this situation yields Flag “5” per side of an execution (adding liquidity/removing liquidity). The Exchange is now proposing to

¹ A Member is any registered broker or dealer, or any person associated with a registered broker or dealer, that has been admitted to membership in the Exchange.

² This occurs when two orders presented to the Exchange from the same Member (i.e., MPID) are presented separately and not in a paired manner, but nonetheless inadvertently match with one another. Members are advised to consult Rule 12.2 respecting fictitious trading.

charge \$0.0001 per share per side of an execution (for adding liquidity and for removing liquidity) for Flags E and 5 instead of the standard or tiered rebate/removal rates. Therefore, Members would incur a total transaction cost of \$0.0002 per share for both sides of an execution for customer internalization.

Currently, orders that add liquidity to Midpoint Match (“MPM”)³, a fee of \$0.0010 per share is charged and a flag “MM” is yielded. For orders that remove liquidity from MPM, a fee of \$0.0010 per share is charged for removing liquidity from MPM and yield flag “MT.” In both cases, the Exchange is proposing to increase these fees to \$0.0012 per share.

Currently, Members can qualify for the Mega Tier rebate of \$0.0033 per share for all liquidity posted on EDGX if they add or route at least 5,000,000 shares of average daily volume prior to 9:30 AM or after 4:00 PM (includes all flags except 6) AND add a minimum of 25,000,000 shares of average daily volume on EDGX in total, including during both market hours and pre and post-trading hours. In addition, for meeting the aforementioned criteria, Members will pay a reduced rate for removing liquidity of \$0.0029 for Flags N, W, and 6.

The Exchange is proposing to amend the above Mega Tier rebate by increasing the rebate to \$0.0034 per share, decreasing the amount needed to add or route to 4,000,000 shares of average daily volume during the pre and post markets from 5,000,000 shares, and increasing from 25,000,000 to 38,000,000 the number of shares of average daily volume (“ADV”) on EDGX required to be added during both market hours and pre and post-trading hours. The amended rebate would thus read as follows: Members can qualify for the Mega Tier and be provided a rebate of \$0.0034 per share for all liquidity posted on EDGX if they add or route at least 4,000,000 shares of average daily volume prior to 9:30 AM or after 4:00 PM (includes all flags except 6) AND add a minimum of 38,000,000 shares of average daily volume on EDGX in total, including during both market hours and pre and post-trading hours. In addition, for meeting the aforementioned criteria, Members will pay a reduced rate for removing liquidity of \$0.0029 for Flags N, W, and 6.

Finally, the Exchange is proposing to make a technical correction to the fee schedule to replace the term “order type” with “routing strategy” throughout the fee schedule in order to conform to language in Rule 11.9(b)(3). These amendments will appear in the text for Flags K, L, Q, T, Z, 2, 8, 9, BY, CL, SW, and footnote 8.

EDGX Exchange proposes to implement these amendments to the Exchange fee schedule on May 1, 2011.

³ As defined in EDGX Rule 11.5(c)(7).

(b) Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Exchange Act,⁴ in general, and furthers the objectives of Section 6(b)(4),⁵ in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its members and other persons using its facilities.

The Exchange believes that the increased fee for customer internalization of \$0.0001 per share per side of an execution for both Flags E (regular trading session) and 5 (pre and post market) represents an equitable allocation of reasonable dues, fees, and other charges as it is designed to introduce a nominal and reasonable fee for members who inadvertently match with one another, thereby discouraging potential wash sales. The increased fee also allows the Exchange to offset its administrative, clearing, and other operating costs incurred in executing such trades. Finally, the fee is equitable in that it is in line with the EDGX fee structure which currently has a maker/taker spread of \$0.0007 per share (the standard rebate to add liquidity on EDGX is \$0.0023 per share, while the standard fee to remove liquidity is \$0.0030 per share). EDGX also has a variety of tiered rebates ranging from \$0.0023- \$0.0034 per share (as proposed), which makes its maker/taker spreads range from \$.0007 (standard add – standard removal rate), \$0 (standard removal rate -Super Tier rebate), -\$0.0001, (standard removal rate - Ultra Tier rebate)-\$0.0002 (standard removal rate - Mega Tier rebate of \$0.0032), and -\$0.0004 (standard removal rate - proposed Mega Tier rebate of \$0.0034 per share). As a result of the customer internalization charge, Members who internalized would be charged \$0.0001 per share per side of an execution (total of \$0.0002 per share) instead of capturing the maker/taker spreads resulting from achieving the tiered rebates, as described above.

As mentioned above, when the Exchange launched in July 2010, the maker/taker spread was zero (0). This increased fee per side of an execution (\$.0001 per side instead of free), yielding a total cost of \$0.0002, thus brings the internalization fee in line with the current maker/taker spreads.⁶ The Exchange believes that the proposed rate is non-discriminatory in that it applies uniformly to all Members.

The Exchange believes that the proposed increased fees from \$0.0010 per share to \$0.0012 per share for the “MT” flag for removing liquidity from MPM and to the “MM” flag for adding liquidity to MPM represent an equitable allocation of reasonable dues, fees, and other charges as such increased fees offset the Exchange’s administrative and other operational costs.

⁴ 15 U.S.C. 78f.

⁵ 15 U.S.C. 78f(b)(4).

⁶ The Exchange will work promptly to ensure that the internalization fee is no more favorable than each prevailing maker/taker spread.

The \$0.0012 per share rate for the MT flag is a modest rate increase for an already low cost order type (MPM) within EDGX. Such rate is competitive and superior to comparable exchange standard removal rates of \$0.0030 per share (Nasdaq), \$0.0030 per share (NYSE Arca), \$0.0023 per share (NYSE), and \$0.0028 per share (BATS BZX). The fee is also equitable as it is competitive with other fees assessed for routing strategies that access low cost destinations, such as ROUZ, as defined in Rule 11.9(b)(3)(c)(v) (yields Flag Z, \$0.0010 per share) and ROUD/ROUE, as defined in Rules 11.9(b)(3)(b) and 11.9(b)(3)(c)(i) (Flag T, \$0.0012 per share).

The increased fee for the “MM” flag of \$0.0012 per share also represents a modest increase to an already low cost order type within EDGX. The EDGX MPM liquidity providers (“MM flag”) will pay a premium of \$0.0012 per share to interact with liquidity seekers (“MT flag”) looking to access low cost liquidity in MPM, who in turn will pay a fee of \$0.0012 per share. Finally, the rate is reasonable when compared to similar fees assessed by EDGA Exchange to add hidden liquidity (non-displayed orders) (\$0.0010 per share provided certain volume thresholds are met). The rate is also reasonable when compared to rebates on Nasdaq for adding liquidity using non-displayed orders, of \$0.0010 or \$0.0015, depending on if a tier is met. The Exchange believes that the proposed rates are non-discriminatory in that they apply uniformly to all Members.

The proposed Mega tier rebate proposed (\$0.0034 per share for all liquidity posted on EDGX if Members add or route at least 4,000,000 shares of average daily volume prior to 9:30 AM or after 4:00 PM AND add a minimum of 38,000,000 shares of average daily volume on EDGX in total, including during both market hours and pre and post-trading hours) represents an equitable allocation of reasonable dues, fees, and other charges since higher rebates are directly correlated with more stringent criteria.

The proposed Mega Tier rebate of \$0.0034 (currently \$0.0033 per share) and the alternative current Mega Tier rebate of \$0.0032 per share have the most stringent criteria associated with them, and are \$0.0003/\$0.0001 greater than the Ultra Tier rebate (\$0.0031 per share) and \$0.0004/\$0.0002 greater than the Super Tier rebate (\$0.0030 per share).

For example, based on average TCV for March 2011 (8.0 billion), in order for a Member to qualify for the proposed Mega Tier rebate of \$0.0034, the Member would have to add or route at least 4,000,000 shares of average daily volume during pre and post-trading hours and add a minimum of 38,000,000 shares of average daily volume on EDGX in total, including during both market hours and pre and post-trading hours. The criteria for this tier is the most stringent as fewer Members generally trade during pre and post-trading hours because of the limited time parameters associated with these trading sessions. The Exchange believes that this higher rebate awarded to Members would incent liquidity during these trading sessions. Such increased volume increases potential revenue to the Exchange, and would allow the Exchange to spread its administrative and infrastructure costs over a greater number of shares, leading to lower per share costs. These lower per share costs would allow the Exchange to pass on the savings to Members in the form of a higher rebate. In addition, the increased liquidity also benefits all investors by deepening EDGX’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. Volume-based rebates such as the one proposed herein have been widely adopted in the cash equities markets, and are non-discriminatory because they are open to all members on an equal basis and provide discounts that are reasonably related to the value to an exchange's market quality associated with higher levels of market activity, such as higher levels of liquidity provision and introduction of higher volumes of orders into the price and volume discovery processes.

Another way a Member can qualify for the current Mega Tier (with a rebate of \$0.0032 per share) would be to post 0.75% of TCV. Based on average TCV for March 2011 (8.0 billion), this would be 60 million shares on EDGX. A second method to qualify for the rebate of \$0.0032 per share would be to post 15,000,000 shares more than the Member's February 2011 average daily volume, provided that the Member's February 2011 average daily volume equals or exceeds 1,000,000 shares added to EDGX.

In order to qualify for the Ultra Tier, which has less stringent criteria than the Mega Tier, the Member would have to post 0.50% of TCV. Based on average TCV for March 2011 (8.0 billion shares), this would be 40 million shares on EDGX.

Finally, the Super Tier has the least stringent criteria of the tiers mentioned above. In order for a Member to qualify for this rebate of \$0.0030 per share, the Member would have to post at least 10 million shares on EDGX. As stated above, these rebates also result, in part, from lower administrative and other costs associated with higher volume.

The Exchange believes that the proposed rebate is non-discriminatory in that it applies uniformly to all Members.

The Exchange notes that it 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. The proposed rule change reflects a competitive pricing structure designed to incent market participants to direct their order flow to the Exchange. The Exchange believes that the proposed rates are non-discriminatory in that they apply uniformly to all Members. The Exchange believes the fees and credits remain competitive with those charged by other venues and therefore continue to be reasonable and equitably allocated to Members.

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

This proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Exchange Act.

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

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

6. Extension of Time Period for Commission Action

Not applicable.

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

(a) This proposed rule change is filed pursuant to paragraph (A) of section 19(b)(3) of the Exchange Act.

(b) This proposed rule change establishes dues, fees or other charges among its members and, as such, may take effect upon filing with the Commission pursuant to Exchange Act Section 19(b)(3)(A).

(c) Inapplicable.

(d) Inapplicable.

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

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

9. Exhibits

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

Exhibit 5 – Text of the Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-EDGX-2011-13

[Date]

Self-Regulatory Organizations; EDGX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Amendments to the EDGX Exchange, Inc. Fee Schedule

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 April 29, 2011, the EDGX Exchange, Inc. (the "Exchange" or the "EDGX") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which items have been prepared by the self-regulatory organization. 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

The Exchange proposes to amend its fees and rebates applicable to Members³ of the Exchange pursuant to EDGX Rule 15.1(a) and (c). All of the changes described herein are applicable to EDGX Members. The text of the proposed rule change is available on the Exchange's Internet website at <http://www.directedge.com>.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ A Member is any registered broker or dealer, or any person associated with a registered broker or dealer, that has been admitted to membership in the Exchange.

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 self-regulatory organization 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 self-regulatory organization 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

Purpose

For customer internalization (i.e., same MPID),⁴ currently there is no charge nor rebate. This was because when the Exchange launched in July 2010 the rebate for adding liquidity (\$0.0029 per share) was offset by the fee for removing liquidity (\$0.0029 per share). This situation yields Flag “E.” During the Pre-Opening and Post-Closing sessions, there are also no charges nor rebates, but this situation yields Flag “5” per side of an execution (adding liquidity/removing liquidity). The Exchange is now proposing to charge \$0.0001 per share per side of an execution (for adding liquidity and for removing liquidity) for Flags E and 5 instead of the standard or tiered rebate/removal rates. Therefore, Members would incur a total transaction cost of \$0.0002 per share for both sides of an execution for customer internalization.

⁴ This occurs when two orders presented to the Exchange from the same Member (i.e., MPID) are presented separately and not in a paired manner, but nonetheless inadvertently match with one another. Members are advised to consult Rule 12.2 respecting fictitious trading.

Currently, orders that add liquidity to Midpoint Match (“MPM”)⁵, a fee of \$0.0010 per share is charged and a flag “MM” is yielded. For orders that remove liquidity from MPM, a fee of \$0.0010 per share is charged for removing liquidity from MPM and yield flag “MT.” In both cases, the Exchange is proposing to increase these fees to \$0.0012 per share.

Currently, Members can qualify for the Mega Tier rebate of \$0.0033 per share for all liquidity posted on EDGX if they add or route at least 5,000,000 shares of average daily volume prior to 9:30 AM or after 4:00 PM (includes all flags except 6) AND add a minimum of 25,000,000 shares of average daily volume on EDGX in total, including during both market hours and pre and post-trading hours. In addition, for meeting the aforementioned criteria, Members will pay a reduced rate for removing liquidity of \$0.0029 for Flags N, W, and 6.

The Exchange is proposing to amend the above Mega Tier rebate by increasing the rebate to \$0.0034 per share, decreasing the amount needed to add or route to 4,000,000 shares of average daily volume during the pre and post markets from 5,000,000 shares, and increasing from 25,000,000 to 38,000,000 the number of shares of average daily volume (“ADV”) on EDGX required to be added during both market hours and pre and post-trading hours. The amended rebate would thus read as follows: Members can qualify for the Mega Tier and be provided a rebate of \$0.0034 per share for all liquidity posted on EDGX if they add or route at least 4,000,000 shares of average daily volume prior to 9:30 AM or after 4:00 PM (includes all flags except 6) AND add a minimum of 38,000,000 shares of average daily volume on EDGX in total, including

⁵ As defined in EDGX Rule 11.5(c)(7).

during both market hours and pre and post-trading hours. In addition, for meeting the aforementioned criteria, Members will pay a reduced rate for removing liquidity of \$0.0029 for Flags N, W, and 6.

Finally, the Exchange is proposing to make a technical correction to the fee schedule to replace the term “order type” with “routing strategy” throughout the fee schedule in order to conform to language in Rule 11.9(b)(3). These amendments will appear in the text for Flags K, L, Q, T, Z, 2, 8, 9, BY, CL, SW, and footnote 8.

EDGX Exchange proposes to implement these amendments to the Exchange fee schedule on May 1, 2011.

Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,⁶ in general, and furthers the objectives of Section 6(b)(4),⁷ in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its members and other persons using its facilities.

The Exchange believes that the increased fee for customer internalization of \$0.0001 per share per side of an execution for both Flags E (regular trading session) and 5 (pre and post market) represents an equitable allocation of reasonable dues, fees, and other charges as it is designed to introduce a nominal and reasonable fee for members who inadvertently match with one another, thereby discouraging potential wash sales. The increased fee also allows the Exchange to offset its administrative, clearing, and

⁶ 15 U.S.C. 78f.

⁷ 15 U.S.C. 78f(b)(4).

other operating costs incurred in executing such trades. Finally, the fee is equitable in that it is in line with the EDGX fee structure which currently has a maker/taker spread of \$0.0007 per share (the standard rebate to add liquidity on EDGX is \$0.0023 per share, while the standard fee to remove liquidity is \$0.0030 per share). EDGX also has a variety of tiered rebates ranging from \$0.0023- \$0.0034 per share (as proposed), which makes its maker/taker spreads range from \$.0007 (standard add – standard removal rate), \$0 (standard removal rate -Super Tier rebate), -\$0.0001, (standard removal rate - Ultra Tier rebate)-\$0.0002 (standard removal rate - Mega Tier rebate of \$0.0032), and -\$0.0004 (standard removal rate - proposed Mega Tier rebate of \$0.0034 per share). As a result of the customer internalization charge, Members who internalized would be charged \$0.0001 per share per side of an execution (total of \$0.0002 per share) instead of capturing the maker/taker spreads resulting from achieving the tiered rebates, as described above.

As mentioned above, when the Exchange launched in July 2010, the maker/taker spread was zero (0). This increased fee per side of an execution (\$.0001 per side instead of free), yielding a total cost of \$0.0002, thus brings the internalization fee in line with the current maker/taker spreads.⁸ The Exchange believes that the proposed rate is non-discriminatory in that it applies uniformly to all Members.

The Exchange believes that the proposed increased fees from \$0.0010 per share to \$0.0012 per share for the “MT” flag for removing liquidity from MPM and to the “MM” flag for adding liquidity to MPM represent an equitable allocation of reasonable dues,

⁸ The Exchange will work promptly to ensure that the internalization fee is no more favorable than each prevailing maker/taker spread.

fees, and other charges as such increased fees offset the Exchange's administrative and other operational costs.

The \$0.0012 per share rate for the MT flag is a modest rate increase for an already low cost order type (MPM) within EDGX. Such rate is competitive and superior to comparable exchange standard removal rates of \$0.0030 per share (Nasdaq), \$0.0030 per share (NYSE Arca), \$0.0023 per share (NYSE), and \$0.0028 per share (BATS BZX). The fee is also equitable as it is competitive with other fees assessed for routing strategies that access low cost destinations, such as ROUZ, as defined in Rule 11.9(b)(3)(c)(v) (yields Flag Z, \$0.0010 per share) and ROUD/ROUE, as defined in Rules 11.9(b)(3)(b) and 11.9(b)(3)(c)(i) (Flag T, \$0.0012 per share).

The increased fee for the "MM" flag of \$0.0012 per share also represents a modest increase to an already low cost order type within EDGX. The EDGX MPM liquidity providers ("MM flag") will pay a premium of \$0.0012 per share to interact with liquidity seekers ("MT flag") looking to access low cost liquidity in MPM, who in turn will pay a fee of \$0.0012 per share. Finally, the rate is reasonable when compared to similar fees assessed by EDGA Exchange to add hidden liquidity (non-displayed orders) (\$0.0010 per share provided certain volume thresholds are met). The rate is also reasonable when compared to rebates on Nasdaq for adding liquidity using non-displayed orders, of \$0.0010 or \$0.0015, depending on if a tier is met. The Exchange believes that the proposed rates are non-discriminatory in that they apply uniformly to all Members.

The proposed Mega tier rebate proposed (\$0.0034 per share for all liquidity posted on EDGX if Members add or route at least 4,000,000 shares of average daily volume prior to 9:30 AM or after 4:00 PM AND add a minimum of 38,000,000 shares of average daily volume on EDGX in total, including during both market hours and pre and

post-trading hours) represents an equitable allocation of reasonable dues, fees, and other charges since higher rebates are directly correlated with more stringent criteria.

The proposed Mega Tier rebate of \$0.0034 (currently \$0.0033 per share) and the alternative current Mega Tier rebate of \$0.0032 per share have the most stringent criteria associated with them, and are \$0.0003/\$0.0001 greater than the Ultra Tier rebate (\$0.0031 per share) and \$0.0004/\$0.0002 greater than the Super Tier rebate (\$0.0030 per share).

For example, based on average TCV for March 2011 (8.0 billion), in order for a Member to qualify for the proposed Mega Tier rebate of \$0.0034, the Member would have to add or route at least 4,000,000 shares of average daily volume during pre and post-trading hours and add a minimum of 38,000,000 shares of average daily volume on EDGX in total, including during both market hours and pre and post-trading hours. The criteria for this tier is the most stringent as fewer Members generally trade during pre and post-trading hours because of the limited time parameters associated with these trading sessions. The Exchange believes that this higher rebate awarded to Members would incent liquidity during these trading sessions. Such increased volume increases potential revenue to the Exchange, and would allow the Exchange to spread its administrative and infrastructure costs over a greater number of shares, leading to lower per share costs. These lower per share costs would allow the Exchange to pass on the savings to Members in the form of a higher rebate. In addition, the increased liquidity also benefits all investors by deepening EDGX'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. Volume-based rebates such as the one proposed herein have been widely adopted in the cash equities markets, and are

non-discriminatory because they are open to all members on an equal basis and provide discounts that are reasonably related to the value to an exchange's market quality associated with higher levels of market activity, such as higher levels of liquidity provision and introduction of higher volumes of orders into the price and volume discovery processes.

Another way a Member can qualify for the current Mega Tier (with a rebate of \$0.0032 per share) would be to post 0.75% of TCV. Based on average TCV for March 2011 (8.0 billion), this would be 60 million shares on EDGX. A second method to qualify for the rebate of \$0.0032 per share would be to post 15,000,000 shares more than the Member's February 2011 average daily volume, provided that the Member's February 2011 average daily volume equals or exceeds 1,000,000 shares added to EDGX.

In order to qualify for the Ultra Tier, which has less stringent criteria than the Mega Tier, the Member would have to post 0.50% of TCV. Based on average TCV for March 2011 (8.0 billion shares), this would be 40 million shares on EDGX.

Finally, the Super Tier has the least stringent criteria of the tiers mentioned above. In order for a Member to qualify for this rebate of \$0.0030 per share, the Member would have to post at least 10 million shares on EDGX. As stated above, these rebates also result, in part, from lower administrative and other costs associated with higher volume.

The Exchange believes that the proposed rebate is non-discriminatory in that it applies uniformly to all Members.

The Exchange notes that it 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. The proposed rule change reflects a competitive pricing structure designed to incent market participants to direct their order

flow to the Exchange. The Exchange believes that the proposed rates are non-discriminatory in that they apply uniformly to all Members. The Exchange believes the fees and credits remain competitive with those charged by other venues and therefore continue to be reasonable and equitably allocated to Members.

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

The proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

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

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

The foregoing rule change has become effective pursuant to Section 19(b)(3) of the Act⁹ and Rule 19b-4(f)(2)¹⁰ thereunder. At any time within 60 days of the filing of such 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.

⁹ 15 U.S.C. 78s(b)(3)(A).

¹⁰ 17 CFR 19b-4(f)(2).

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 No. SR-EDGX-2011-13 on the subject line.

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-EDGX-2011-13. 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 Web site (<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 inspection and copying in the Commission's Public Reference Room. Copies of such 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-EDGX-2011-13 and should be submitted by [insert date 21 days from the date of publication in the Federal Register].

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹¹

Secretary

¹¹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

Additions underlined

Deletions [bracketed]

EDGX Exchange Fee Schedule

Effective [April] May 1 [6], 2011

Rebates & Charges for Adding, Removing or Routing Liquidity per Share for Tape A, B, & C Securities^{1,a}:
Rebates indicated by parentheses ()

Category	Adding Liquidity	Removing Liquidity	Routing Liquidity
Securities at or above \$1.00	<u>\$(0.0023)</u> ^{1,a}	\$0.0030 ¹	\$0.0029
Securities below \$1.00	<u>\$(0.00003)</u>	0.10% of Dollar Value	0.30% of Dollar Value ^{3,a}

Liquidity Flags and Associated Fees:

Unless otherwise noted, the following rebates and fees apply to orders in securities priced \$1 and over.

Flag	Description	Fee/(Rebate)
A	Routed to Nasdaq, adds liquidity	(0.0020)
B ^{1,a}	Add liquidity to EDGX book (Tape B)	(0.0023)
C ^{3,a}	Routed to Nasdaq BX, removes liquidity	(0.0014)
D ^{3,a}	Routed or re-routed to NYSE, removes liquidity	0.0023
E	Customer internalization, <u>per side</u>	[FREE] <u>0.0001</u>
F	Routed to NYSE, adds liquidity	(0.0015)
G	Routed to ARCA (Tapes A & C), removes liquidity	0.0030
I	Routed to EDGA	0.0029
J ^{3,a}	Routed to Nasdaq, removes liquidity	0.0030
K	Routed to BATS BZX Exchange using ROBA [order type] <u>routing strategy</u>	0.0025

	(EDGX + BATS) OR Routed to Nasdaq PSX using ROUC [order type] <u>routing strategy</u>	
L ^{3,7,a}	Routed to Nasdaq using INET [order type] <u>routing strategy</u> , removes liquidity (Tapes A & C)	0.0030
M ^{6,a}	Add liquidity on LavaFlow	(0.0024)
N ¹	Remove liquidity from EDGX book (Tapes B & C)	0.0030
O ^{5,a}	Routed to primary exchange's opening cross	0.0005
Q	Routed using ROUQ or ROUC [order types] <u>routing strategies</u>	0.0020
R	Re-routed by exchange	0.0030
S	Directed ISO order	0.0033
T	Routed using ROUD/ROUE [order type] <u>routing strategy</u>	0.0012
U ^{6,a}	Remove liquidity from LavaFlow	0.0029
V ^{1,a}	Add liquidity to EDGX book (Tape A)	(0.0023)
W ¹	Remove liquidity from EDGX book (Tape A)	0.0030
X	Routed	0.0029
Y ^{1,a}	Add liquidity to EDGX book (Tape C)	(0.0023)
Z	Routed using ROUZ [order type] <u>routing strategy</u>	0.0010
2 ^{3,7,a}	Routed to Nasdaq using INET [order type] <u>routing strategy</u> , removes liquidity (Tape B)	0.0030
3 ^{1,a}	Add liquidity – pre & post market (Tapes A & C)	(0.0023)
4 ^{1,a}	Add liquidity – pre & post market (Tape B)	(0.0023)
5	Customer Internalization – pre & post market, <u>per side</u>	[FREE] <u>0.0001</u>
6 ¹	Remove liquidity – pre & post market (All Tapes)	0.0030
7	Routed – pre & post market	0.0030
8	Routed to NYSE Amex using the ROOC [order type] <u>routing strategy</u> , adds liquidity	(0.0015)
9	Routed to NYSE Arca using the ROOC [order type] <u>routing strategy</u> , adds liquidity	(0.0021)
AA	Midpoint Match Cross (same MPID)	FREE
BY ¹⁰	Routed to BATS BYX Exchange, removes liquidity (using [order types] <u>routing strategies</u> ROUC, ROBY)	(0.0004)
CL ⁹	Routed to listing market closing process using ROOC [order type] <u>routing strategy</u> , except for NYSE Arca	0.0010

MM	Add liquidity to Midpoint Match	0.0012[0]
MT	Remove liquidity from Midpoint Match	0.0012[0]
OO	Direct Edge Opening	0.0010
SW⁸	Routed using SWPA/SWPB [order types] <u>routing strategies</u> (except for removal of liquidity from NYSE)	0.0031

¹ Members can qualify for the Mega Tier and be provided a rebate of \$0.003[3]4 per share for all liquidity posted on EDGX if they add or route at least [5]4,000,000 shares of average daily volume prior to 9:30 AM or after 4:00 PM (includes all flags except 6) AND add a minimum of [25]38,000,000 shares of average daily volume on EDGX in total, including during both market hours and pre and post-trading hours. In addition, for meeting the aforementioned criteria, Members will pay a reduced rate for removing liquidity of \$0.0029 for Flags N, W, and 6.

Members can also qualify for the Mega Tier and be provided a \$0.0032 rebate per share for liquidity added on EDGX in either of two ways: (i) if the Member on a daily basis, measured monthly, posts 0.75% of the Total Consolidated Volume ("TCV") in average daily volume; or (ii) if the Member on a daily basis, measured monthly, posts 15,000,000 shares more than their February 2011 average daily volume, provided that their February 2011 average daily volume equals or exceeds 1,000,000 shares added to EDGX. TCV is defined as volume reported by all exchanges and trade reporting facilities to the consolidated transaction reporting plans for Tapes A, B and C securities for the month prior to the month in which the fees are calculated.

Members can qualify for the Ultra Tier and be provided a \$0.0031 rebate per share for liquidity added on EDGX if the Member on a daily basis, measured monthly, posts 0.50% of TCV in average daily volume to EDGX.

Members can qualify for the Super Tier and be provided a \$0.0030 rebate per share for liquidity added on EDGX if the Member on a daily basis, measured monthly, posts 10,000,000 shares or more of average daily volume to EDGX.

Any Member meeting the following criteria: (i) adding 10,000,000 shares or more of average daily volume of liquidity to EDGX, (ii) where such added liquidity on EDGX is at least 5,000,000 shares of average daily volume greater than the previous calendar month; and (iii) but for the liquidity added on EDGX, such Member would have qualified for a better rebate with respect to liquidity added on another exchange or ECN that the Member previously qualified for in the three calendar months prior to meeting the above-described criteria in (i) and (ii), shall be reimbursed the difference between the rebate received and the rebate potentially received, so long as source documentation evidencing the above is provided to the Exchange within fifteen (15) calendar days from the end of the relevant month. A Member can only receive reimbursement with respect to two consecutive calendar months. With respect to the second calendar month's reimbursement, the relevant period in determining whether criteria (iii) is satisfied is the period three calendar months prior to the first of the two consecutive calendar months the Member meets the above-described criteria in (i) and (ii).

² Intentionally omitted.

³ Stocks priced below \$1.00 on the NYSE are charged \$0.0021 per share when removing liquidity. Stocks priced below \$1.00 are charged 0.10% of the dollar value of the transaction when routed to Nasdaq BX and removing liquidity in Tapes A, B, & C securities. Stocks priced below \$1.00 are charged 0.30% of the dollar value of the transaction when routed to Nasdaq and removing liquidity in securities on all Tapes.

⁴ Intentionally omitted.

⁵ Capped at \$10,000 per month per Member.

⁶ If Member posts an average of 100,000 shares or more per day using strategy ROLF (yielding Flag M), then said Member's fee when removing liquidity from LavaFlow decreases to \$0.0023 per share (yielding Flag U).

⁷ Members routing an average daily volume ("ADV"): (i) less than 5,000,000 shares will be charged \$0.0030 per share, as described in the schedule; (ii) equal to or greater than 5,000,000 shares but less than 20,000,000 shares will be charged Nasdaq's best removal tier rate per share; (iii) equal to or greater than 20,000,000 shares but less than 30,000,001 shares will be charged Nasdaq's best removal tier rate - \$0.0001 per share; and (iv) equal to or greater than 30,000,001 shares will be charged Nasdaq's best removal tier rate - \$0.0002 per share. The rates, in all cases, are calculated for shares removed from Nasdaq.

⁸ Flag D is assigned and a fee of \$0.0023 per share is assessed if either an SWPA or SWPB [order type] routing strategy removes liquidity from NYSE.

⁹ A Flag "O" will be yielded and a fee of \$0.0005 will be assessed if an order is routed to NYSE Arca's closing process.

¹⁰ Stocks priced below \$1.00 are charged \$0.0010 per share.

^a Upon a Member's request, EDGX will aggregate share volume calculations for wholly owned affiliates on a prospective basis.

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