

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 16	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2013 - * 010 Amendment No. (req. for Amendments *)
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Filing by C2 Options Exchange, Incorporated
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"/>			Rule		
Extension of Time Period for Commission Action * <input type="checkbox"/>			<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
Date Expires * <input type="text"/>			<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 3C(b)(2) <input type="checkbox"/>
Section 806(e)(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 *).

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 * 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.
(Title *)

Date Assistant Secretary
 By
 (Name *)

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

Add Remove View

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.

Item 1. Text of the Proposed Rule Change

(a) C2 Options Exchange, Incorporated (the “Exchange” or “C2”) proposes to amend its Fees Schedule. The text of the proposed rule change is in Exhibit 5.

(b) Not applicable.

(c) Not applicable.

Item 2. Procedures of the Self-Regulatory Organization

(a) The Exchange’s President pursuant to delegated authority approved the proposed rule change on February 13, 2013.

(b) Please refer questions and comments on the proposed rule change to Joanne Moffic-Silver, (312) 786-7462, or Jeff Dritz, (312) 786-7070, C2 Options Exchange, Incorporated, 400 South LaSalle, Chicago, Illinois 60605.

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

(a) Purpose

The Exchange proposes to amend its Fees Schedule with regard to the data reports it provides to Trading Permit Holders (“TPHs”), Options Clearing Company (“OCC”) firms and other interested parties at their requests. These persons and organizations often approach the Exchange and request that the Exchange prepare and provide various reports regarding their trading activity. The production of these reports sometimes requires that employees put in a significant amount of time and work to write and develop the programs necessary to be able to run or generate such reports. Currently, Section 9 of the Fees Schedule (“Miscellaneous”) merely states that “Ad Hoc Information Services Requests” are provided at production costs. The Exchange proposes to eliminate this statement and replace it with a more comprehensive, consistent and standard

structure regarding the provision of Exchange data reports (including those being deleted).

The Exchange proposes to establish three different tiers of data report requests. The first, most basic tier (referred to as “C Level” requests) will regard requests for standard reports regularly generated and run by the Exchange and made available on a daily, weekly or monthly basis (for example, Monthly LP Scorecard, Daily Firm Report, etc.) that do not require historical data generation, customization beyond a standard format (PDF, HTML, etc.) or distribution frequency (daily, weekly, monthly, etc.), or specialized development. There will be no cost for such requests, regardless of whether they are one-time, initial, or daily, weekly, or monthly requests.

The second tier (referred to as “B Level” requests) will regard initial report requests (or enhancements to existing report subscriptions) that require less than one (1) man-hour to develop and/or generate. There will be no cost for such requests. The third tier (referred to as “A Level” requests) will regard initial report requests (or enhancements to existing subscriptions) that require one (1) or more man-hours to develop and/or generate. The cost for such requests will be \$100 for first 5 man-hours and \$100 per hour for each additional man-hour. Fees for reports will be estimated in advance and such estimates will be provided to the requester. If the estimate changes once creation of the report begins, a revised estimate will be provided to the requester. For parties requesting to receive B or A Level reports on a recurring basis, subscriptions to such reports will be provided at a cost of \$100 per month for monthly reports and \$200 per month for daily or weekly reports.

(b) Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the “Act”) and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.¹ Specifically, the Exchange believes the proposed rule change is consistent with Section 6(b)(4) of the Act,² which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its Trading Permit Holders and other persons using its facilities. The Exchange believes that the proposed new fee structure for data reports is reasonable because it is designed to reflect the Exchange’s costs in creating such reports. The Exchange believes that the proposed new fee structure for data reports is equitable and not unfairly discriminatory because it will apply to all requesting parties equally. The Exchange believes it is equitable and not unfairly discriminatory to assess no fees for C Level reports because these are standard reports that do not require specific development, customization or generation. The Exchange believes that it is equitable and not unfairly discriminatory to assess no fees for initial B Level requests because these reports do not require very much (less than one man-hour) work on the Exchange’s part to create and produce. The Exchange believes that it is equitable and not unfairly discriminatory to assess a fee of \$100 for the first five man-hours of work for A Level requests because these reports take at least one man-hour of work on the Exchange’s part to develop and generate and the Exchange must begin to recoup the costs of such work, while still desiring to be able to provide requesting market participants with a reasonable amount of information to assist them. The Exchange

¹ 15 U.S.C. 78f(b).

² 15 U.S.C. 78f(b)(4).

believes that it is equitable and not unfairly discriminatory to assess a fee of \$100 per man-hour above five hours for A Level requests because such requests can take up a significant amount of Exchange resources and at this point the Exchange must begin to be more fully-compensated for dedicating resources to these tasks. The Exchange believes that it is equitable and not unfairly discriminatory to assess subscription fees for requests for information on a more regular basis (as opposed to re-assessing the initial fees) because the development for such work has already been done.

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

C2 does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed fees structure will impose an unnecessary burden on intramarket competition because it will apply equally to all requesting parties. The Exchange does not believe that the proposed fees structure will impose an unnecessary burden on intermarket competition because the Exchange is providing reports specific to activity on C2, and other exchanges may provide reports specific to activity on those exchanges, and the costs for development, generation and production of such reports may be different on those exchanges. Further, to the extent that the proposed fees structure for data reports may attract market participants on other exchanges to C2, such market participants can always elect to become C2 market participants.

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

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

Item 6. Extension of Time Period for Commission Action

Not applicable.

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

(a) The proposed rule change is filed for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act³ and Rule 19b-4(f)(2)⁴ thereunder.

(b) The Exchange designates that the proposed rule change establishes or changes a due, fee, or other charge imposed by the Exchange, which renders the proposed rule change effective upon filing with the Securities and Exchange Commission (the “Commission”). At any time within 60 days of the filing of this proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

(c) Not applicable.

(d) Not applicable.

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

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

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(2).

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

Not applicable.

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

Not applicable.

Item 11. Exhibits

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

Exhibit 5. Proposed rule text if not included under Item 1(a).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34- ; File No. SR-C2-2013-010]

[Insert date]

Self-Regulatory Organizations; C2 Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the Fees 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 [insert date], C2 Options Exchange, Incorporated (the “Exchange” or “C2”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The 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 Schedule. The text of the proposed rule change is available on the Exchange’s website (<http://www.c2exchange.com/Legal/>), at the Exchange’s Office of the Secretary, and at the Commission.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 Fees Schedule with regard to the data reports it provides to Trading Permit Holders (“TPHs”), Options Clearing Company (“OCC”) firms and other interested parties at their requests. These persons and organizations often approach the Exchange and request that the Exchange prepare and provide various reports regarding their trading activity. The production of these reports sometimes requires that employees put in a significant amount of time and work to write and develop the programs necessary to be able to run or generate such reports. Currently, Section 9 of the Fees Schedule (“Miscellaneous”) merely states that “Ad Hoc Information Services Requests” are provided at production costs. The Exchange proposes to eliminate this statement and replace it with a more comprehensive, consistent and standard structure regarding the provision of Exchange data reports (including those being deleted).

The Exchange proposes to establish three different tiers of data report requests. The first, most basic tier (referred to as “C Level” requests) will regard requests for standard reports regularly generated and run by the Exchange and made available on a daily, weekly or monthly basis (for example, Monthly LP Scorecard, Daily Firm Report, etc.) that do not require historical data generation, customization beyond a standard format (PDF, HTML, etc.) or distribution frequency (daily, weekly, monthly, etc.), or

specialized development. There will be no cost for such requests, regardless of whether they are one-time, initial, or daily, weekly, or monthly requests.

The second tier (referred to as “B Level” requests) will regard initial report requests (or enhancements to existing report subscriptions) that require less than one (1) man-hour to develop and/or generate. There will be no cost for such requests. The third tier (referred to as “A Level” requests) will regard initial report requests (or enhancements to existing subscriptions) that require one (1) or more man-hours to develop and/or generate. The cost for such requests will be \$100 for first 5 man-hours and \$100 per hour for each additional man-hour. Fees for reports will be estimated in advance and such estimates will be provided to the requester. If the estimate changes once creation of the report begins, a revised estimate will be provided to the requester. For parties requesting to receive B or A Level reports on a recurring basis, subscriptions to such reports will be provided at a cost of \$100 per month for monthly reports and \$200 per month for daily or weekly reports.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Act and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.³ Specifically, the Exchange believes the proposed rule change is consistent with Section 6(b)(4) of the Act,⁴ which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its Trading Permit Holders and other persons using its facilities. The Exchange believes that the proposed new fee structure for data reports is reasonable

³ 15 U.S.C. 78f(b).

⁴ 15 U.S.C. 78f(b)(4).

because it is designed to reflect the Exchange's costs in creating such reports. The Exchange believes that the proposed new fee structure for data reports is equitable and not unfairly discriminatory because it will apply to all requesting parties equally. The Exchange believes it is equitable and not unfairly discriminatory to assess no fees for C Level reports because these are standard reports that do not require specific development, customization or generation. The Exchange believes that it is equitable and not unfairly discriminatory to assess no fees for initial B Level requests because these reports do not require very much (less than one man-hour) work on the Exchange's part to create and produce. The Exchange believes that it is equitable and not unfairly discriminatory to assess a fee of \$100 for the first five man-hours of work for A Level requests because these reports take at least one man-hour of work on the Exchange's part to develop and generate and the Exchange must begin to recoup the costs of such work, while still desiring to be able to provide requesting market participants with a reasonable amount of information to assist them. The Exchange believes that it is equitable and not unfairly discriminatory to assess a fee of \$100 per man-hour above five hours for A Level requests because such requests can take up a significant amount of Exchange resources and at this point the Exchange must begin to be more fully-compensated for dedicating resources to these tasks. The Exchange believes that it is equitable and not unfairly discriminatory to assess subscription fees for requests for information on a more regular basis (as opposed to re-assessing the initial fees) because the development for such work has already been done.

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

C2 does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

The Exchange does not believe that the proposed fees structure will impose an unnecessary burden on intramarket competition because it will apply equally to all requesting parties. The Exchange does not believe that the proposed fees structure will impose an unnecessary burden on intermarket competition because the Exchange is providing reports specific to activity on C2, and other exchanges may provide reports specific to activity on those exchanges, and the costs for development, generation and production of such reports may be different on those exchanges. Further, to the extent that the proposed fees structure for data reports may attract market participants on other exchanges to C2, such market participants can always elect to become C2 market participants.

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

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

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act⁵ and paragraph (f) of Rule 19b-4⁶ 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

⁵ 15 U.S.C. 78s(b)(3)(A).

⁶ 17 C.F.R. 240.19b-4(f).

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-C2-2013-010 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-C2-2013-010. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for

website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, D.C. 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-C2-2013-010 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.⁷

Secretary

⁷ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

* * * * *

**C2 OPTIONS EXCHANGE, INCORPORATED
FEES SCHEDULE
FEBRUARY [1]20, 2013**

* * * * *

9. [Miscellaneous]Exchange Data Reports

[Ad Hoc Information Services Requests

Production Costs]

<u>Report Type and Cost</u>	<u>Description</u>	<u>Notes</u>
<u>C Level \$0.00</u>	<u>Standard reports regularly generated and run by the Exchange and made available on a daily, weekly or monthly basis (for example, Monthly LP Scorecard, Daily Firm Report, etc.) that do not require historical data generation, customization beyond a standard format (PDF, HTML, etc.) or distribution frequency (daily, weekly, monthly, etc.), or specialized development.</u>	
<u>B Level \$0.00</u>	<u>Initial report requests (or enhancements to existing subscriptions) that require less than one (1) man-hour to develop and/or generate.</u>	<u>Fees will be estimated in advance and such estimates will be provided to the requester. If the estimate changes once creation of the report begins, a revised estimate will be provided to the requester. Subscriptions to such reports will be provided at a cost of \$100 per month for monthly reports and \$200 per month for daily or weekly reports.</u>
<u>A Level \$100 for first 5 man-hours, \$100 per hour for each additional man-hour</u>	<u>Initial report requests (or enhancements to existing subscriptions) that require one (1) or more man-hours to develop and/or generate.</u>	

* * * * *