

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 22 SECURITIES AND EXCHANGE COMMISSION File No.* SR - 2014 - * 001
 WASHINGTON, D.C. 20549 Form 19b-4 Amendment No. (req. for Amendments *)

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"/>		Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input checked="" type="checkbox"/> 19b-4(f)(6)	

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

Exhibit 2 Sent As Paper Document Exhibit 3 Sent As Paper Document

Description
 Provide a brief description of the action (limit 250 characters, required when Initial is checked *).
 Proposal to amend the Bylaws of CBOE Holdings, Inc.

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 * Jeff Last Name * Dritz
 Title * Attorney
 E-mail * dritz@cboe.com
 Telephone * (312) 786-7070 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 01/17/2014 Assistant Secretary
 By Jeff Dritz (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.
 Persona Not Validated - 1384538174803,

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 *

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, 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

Add Remove View

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 the Bylaws of CBOE Holdings, Inc. (“CBOE Holdings”) to adopt a majority vote standard for uncontested elections. The text of the proposed amendment to the CBOE Holdings Bylaws is provided in Exhibit 5.

(b) Not applicable.

(c) Not applicable.

Item 2. Procedures of the Self-Regulatory Organization

(a) CBOE Holdings’ Board of Directors approved the amendments to the CBOE Holdings Bylaws set forth in this proposed rule change at its meeting on December 11, 2013. The Exchange’s Board of Directors approved the submission of an Exchange proposed rule change to make the amendments to CBOE Holdings Bylaws on December 11, 2013. No further action by the Exchange or CBOE Holdings in connection with this proposed rule change is required.

(b) Please refer questions and comments on the proposed rule change to Joanne Moffic-Silver, Executive Vice President, General Counsel, and Corporate Secretary, (312) 786-7462, or Jeff Dritz (312) 786-7070, Chicago Board 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 is proposing to make certain amendments to the Bylaws (the “Bylaws”) of its parent company, CBOE Holdings, Inc. (“CBOE Holdings”) to make improvements in its governance. Currently, CBOE Holdings’ Bylaws provide that “when a

quorum is present at any meeting, a plurality of the votes properly cast for the election of directors shall be sufficient to elect directors.” This applies to both contested and uncontested elections. The Exchange proposes to change the manner in which uncontested elections occur. Specifically, the Exchange is proposing to move from a plurality voting standard to a majority voting standard for uncontested elections where “each nominee for director shall be elected to the Board of Directors if a majority of the votes properly cast are in favor of such nominee’s election (i.e., if the number of votes properly cast “for” a nominee’s election exceeds the number of votes properly cast “against” that nominee’s election); *provided, however*, that, if, as of the last date by which stockholders of the Corporation may submit notice to nominate a person for election as a director pursuant to *Section 2.11* of these Bylaws or pursuant to any rule or regulation of the Securities and Exchange Commission, the number of nominees for director exceeds the number of directors to be elected at any such meeting (a “Contested Election”), a plurality of the votes properly cast for the election of directors shall be sufficient to elect directors.” As such, there will be no change to the voting process for contested elections.

Under the majority voting standard that will apply to uncontested elections, a nominee who fails to receive the requisite vote would not be duly elected to the Board; however, because a director holds office until his or her successor is duly elected and qualified, any incumbent director-nominee who fails to receive the requisite vote does not automatically cease to be a director. Instead, such director continues as a “holdover director” until such director’s death, resignation or removal, or until his or her successor is duly elected and qualified. For this reason, the majority voting standard under consideration requires that any incumbent nominee, as a condition to his or her nomination for election,

must submit in writing an irrevocable resignation, the effectiveness of which is conditioned upon the director's failure to receive a majority of the votes properly cast in favor of such nominee's election and the Board's acceptance of the resignation.¹ The Exchange is proposing to amend the language in *Section 3.4* of the Bylaws to delete the statement that a resignation, unless specifically contingent upon its acceptance, will be effective as of its date or of the date specified therein, and replace that language with the statement that a resignation "will be effective when delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events." This would allow Directors to submit resignations that are contingent upon both the Director not receiving majority vote in an uncontested election and the Board accepting such resignation (or some other event that could lead to the Director no longer intending to act as a Director at some point in the future due to the occurrence of some future event). After a director's failure to receive the majority of properly cast votes, CBOE Holdings' Nominating & Governance Committee then considers the resignation offer and recommends to the CBOE Holdings Board of Directors regarding whether to accept it. Within 90 days after the certification of the election results, the Board of Directors will decide whether to accept or reject the resignation. Promptly thereafter, the Board will announce its decision by means of a press release.

Additionally, the Exchange is proposing some non-substantive changes to *Section 3.2* of the Bylaws for added clarity. For example, the term "Board" is being replaced with "Board of Directors" in two places to add clarity. Also, the phrase "Directors will serve one-

¹ Pursuant to the "Board Election Process" section of CBOE Holdings' Corporate Governance Guidelines (available at <http://ir.cboe.com/documentdisplay.cfm?DocumentID=7090>).

year terms ending on the annual meeting following the meeting at which such directors were elected or at such time as their successors are elected or appointed and qualified...” is being replaced with “Directors shall be elected annually and shall hold office until the next annual meeting and until such time as their successors are elected or appointed and qualified” to avoid confusion regarding the term length and to clarify until when elected directors hold office. This change will clarify that terms are not necessarily for one year, but until the next annual meeting (which may not be exactly one year from the date of the previous meeting), and that there may be holdover directors until their successors are elected or appointed and qualified (except in the event of earlier death, resignation or removal).

As CBOE Holdings is listed on the NASDAQ Stock Market, these proposed changes are not inconsistent with the NASDAQ listing rules.

(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.² Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)³ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public

² 15 U.S.C. 78f(b).

³ 15 U.S.C. 78f(b)(5).

interest. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁴ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, for purposes of an uncontested election, the proposed amendments adopt a majority vote standard for director elections for the Exchange's parent company, which would enable its directors to be elected in a manner that the Board of Directors believes is reflective of the desires of shareholders and provide a mechanism to protect against the election of directors by less than the majority vote of the shareholders.

The proposed rule change to amend CBOE Holdings' Bylaws to adopt a majority vote standard for uncontested elections is consistent with the Act because the proposed change is designed to allow the members of the Board of Directors to be elected in a manner that the Board of Directors believes closely reflects the desires of its shareholders (as well as a manner in which uncontested Board of Director elections are conducted for the majority of large public companies in the United States), while also providing a process for addressing the circumstance when a director fails to receive a majority of the votes in an uncontested election. The plurality standard would continue to apply in contested elections.

The proposed non-substantive changes to the Bylaws are intended to enhance clarity and prevent confusion, thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, in general, protecting investors and the public interest.

⁴ Id.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed change does not impact either intermarket or intramarket competition, but instead is intended to enhance the governance of the Exchange’s parent company.

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 Act⁵ and Rule 19b-4(f)(6)⁶ thereunder.

(b) The Exchange designates that the proposed rule change effects a change that (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Securities and Exchange Commission (the “Commission”) may designate if consistent with the protection of investors and the public interest. Additionally, the Exchange has

⁵ 15 U.S.C. 78s(b)(3)(A).

⁶ 17 CFR 240.19b-4(f)(6).

given the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission.

The proposed amendment to the Bylaws of CBOE Holdings to institute a majority voting standard for uncontested elections is based on similar proposed rule changes submitted by The NASDAQ Stock Market LLC (“NASDAQ”) and New York Stock Exchange LLC (“NYSE”) and approved by the Commission.⁷ Differences between the NYSE/NASDAQ proposals and this proposed change regarding uncontested elections are largely semantic.⁸ The other amendments to the Bylaws proposed in this proposed rule change are non-substantive and intended to clarify and alleviate any potential confusion. The Exchange believes the proposed change is non-controversial and will not significantly affect the protection of investors because it provides a mechanism to protect against the election of directors by less than the majority vote of the shareholders in the event of an uncontested election. Further, the proposed change does not impact trading on the Exchange in any manner (or the Exchange itself), but merely amends the Bylaws of the Exchange’s parent company regarding the uncontested election of directors. As such, the Exchange believes that the proposed change does not affect the functioning of the Exchange in any direct manner.

⁷ See Securities Exchange Act Releases Nos. 61582 (February 25, 2010) and 61876 (April 8, 2010) (SR-NASDAQ-2010-025) and also 61694 (March 11, 2010) and 61947 (April 20, 2010) (SR-NYSE-2010-18).

⁸ The NASDAQ proposal contains in its Bylaws the provision that 90 days after the certification of the election results, the Board of Directors will decide whether to accept or reject the resignation while CBOE Holdings keeps this provision in its Corporate Governance Guidelines, the effect of such provision is the same in either circumstance.

For the foregoing reasons, this rule filing qualifies as a “non-controversial” rule change under Rule 19b-4(f)(6), which renders the proposed rule change effective upon filing with the Commission. At any time within 60 days of the filing of this proposed rule change, the Commission summarily may temporarily suspend such rule change if it 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 amendment to the Bylaws of CBOE Holdings to institute a majority voting standard for uncontested elections is based on similar proposed rule changes submitted by NASDAQ and NYSE and approved by the Commission.⁹ Differences between the NYSE proposal and this proposed change regarding uncontested elections are largely semantic. The NASDAQ proposal contains in its Bylaws the provision that 90 days after the certification of the election results, the Board of Directors will decide whether to accept or reject the resignation while CBOE Holdings keeps this provision in its Corporate Governance Guidelines,¹⁰ the effect of such provision is the same in either

⁹ See Securities Exchange Act Releases Nos. 61582 (February 25, 2010) and 61876 (April 8, 2010) (SR-NASDAQ-2010-025) and also 61694 (March 11, 2010) and 61947 (April 20, 2010) (SR-NYSE-2010-18).

¹⁰ See the “Board Election Process” section of CBOE Holdings’ Corporate Governance Guidelines (available at <http://ir.cboe.com/documentdisplay.cfm?DocumentID=7090>).

circumstance. The other amendments to the Bylaws proposed in this proposed rule change are non-substantive and intended to clarify and alleviate any potential confusion.

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 1

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34- ; File No. SR-C2-2014-001]

[Insert date]

Self-Regulatory Organizations; C2 Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the Bylaws of its Parent Company

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 the Bylaws of its parent company, CBOE Holdings, Inc. (“CBOE Holdings”). The text of the proposed rule change is available on the Exchange’s website (<http://www.cboe.com/AboutCBOE/CBOELegalRegulatoryHome.aspx>), at the Exchange’s Office of the Secretary, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 is proposing to make certain amendments to the Bylaws (the "Bylaws") of its parent company, CBOE Holdings, Inc. ("CBOE Holdings") to make improvements in its governance. Currently, CBOE Holdings' Bylaws provide that "when a quorum is present at any meeting, a plurality of the votes properly cast for the election of directors shall be sufficient to elect directors." This applies to both contested and uncontested elections. The Exchange proposes to change the manner in which uncontested elections occur. Specifically, the Exchange is proposing to move from a plurality voting standard to a majority voting standard for uncontested elections where "each nominee for director shall be elected to the Board of Directors if a majority of the votes properly cast are in favor of such nominee's election (i.e., if the number of votes properly cast "for" a nominee's election exceeds the number of votes properly cast "against" that nominee's election); *provided, however*, that, if, as of the last date by which stockholders of the Corporation may submit notice to nominate a person for election as a director pursuant to *Section 2.11* of these Bylaws or pursuant to any rule or regulation of the Securities and Exchange Commission, the number of nominees for

director exceeds the number of directors to be elected at any such meeting (a “Contested Election”), a plurality of the votes properly cast for the election of directors shall be sufficient to elect directors.” As such, there will be no change to the voting process for contested elections.

Under the majority voting standard that will apply to uncontested elections, a nominee who fails to receive the requisite vote would not be duly elected to the Board; however, because a director holds office until his or her successor is duly elected and qualified, any incumbent director-nominee who fails to receive the requisite vote does not automatically cease to be a director. Instead, such director continues as a “holdover director” until such director’s death, resignation or removal, or until his or her successor is duly elected and qualified. For this reason, the majority voting standard under consideration requires that any incumbent nominee, as a condition to his or her nomination for election, must submit in writing an irrevocable resignation, the effectiveness of which is conditioned upon the director’s failure to receive a majority of the votes properly cast in favor of such nominee’s election and the Board’s acceptance of the resignation.³ The Exchange is proposing to amend the language in *Section 3.4* of the Bylaws to delete the statement that a resignation, unless specifically contingent upon its acceptance, will be effective as of its date or of the date specified therein, and replace that language with the statement that a resignation “will be effective when delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events.” This would allow Directors to submit resignations that

³ Pursuant to the “Board Election Process” section of CBOE Holdings’ Corporate Governance Guidelines (available at <http://ir.cboe.com/documentdisplay.cfm?DocumentID=7090>).

are contingent upon both the Director not receiving a majority vote in an uncontested election and the Board accepting such resignation (or some other event that could lead to the Director no longer intending to act as a Director at some point in the future due to the occurrence of some future event). After a director's failure to receive the majority of properly cast votes, CBOE Holdings' Nominating & Governance Committee then considers the resignation offer and recommends to the CBOE Holdings Board of Directors regarding whether to accept it. Within 90 days after the certification of the election results, the Board of Directors will decide whether to accept or reject the resignation. Promptly thereafter, the Board will announce its decision by means of a press release.

Additionally, the Exchange is proposing some non-substantive changes to *Section 3.2* of the Bylaws for added clarity. For example, the term "Board" is being replaced with "Board of Directors" in two places to add clarity. Also, the phrase "Directors will serve one-year terms ending on the annual meeting following the meeting at which such directors were elected or at such time as their successors are elected or appointed and qualified..." is being replaced with "Directors shall be elected annually and shall hold office until the next annual meeting and until such time as their successors are elected or appointed and qualified" to avoid confusion regarding the term length and to clarify until when elected directors hold office. This change will clarify that terms are not necessarily for one year, but until the next annual meeting (which may not be exactly one year from the date of the previous meeting), and that there may be holdover directors until their successors are elected or appointed and qualified (except in the event of earlier death, resignation or removal).

As CBOE Holdings is listed on the NASDAQ Stock Market, these proposed changes are not inconsistent with the NASDAQ listing rules.

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.⁴ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁵ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁶ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, for purposes of an uncontested election, the proposed amendments adopt a majority vote standard for director elections for the Exchange's parent company, which would enable its directors to be elected in a manner that the Board of Directors believes is reflective of the desires of shareholders and provide a mechanism to protect against the election of directors by less than the majority vote of the shareholders.

⁴ 15 U.S.C. 78f(b).

⁵ 15 U.S.C. 78f(b)(5).

⁶ Id.

The proposed rule change to amend CBOE Holdings' Bylaws to adopt a majority vote standard for uncontested elections is consistent with the Act because the proposed change is designed to allow the members of the Board of Directors to be elected in a manner that the Board of Directors believes closely reflects the desires of its shareholders (as well as a manner in which uncontested Board of Director elections are conducted for the majority of large public companies in the United States), while also providing a process for addressing the circumstance when a director fails to receive a majority of the votes in an uncontested election. The plurality standard would continue to apply in contested elections.

The proposed non-substantive changes to the Bylaws are intended to enhance clarity and prevent confusion, thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, in general, protecting investors and the public interest.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed change does not impact either intermarket or intramarket competition, but instead is intended to enhance the governance of the Exchange's parent company.

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

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

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

Because the foregoing proposed rule change does not:

- A. significantly affect the protection of investors or the public interest;
- B. impose any significant burden on competition; and
- C. become operative for 30 days from the date on which it was filed, or such

shorter time as the Commission may designate,

it has become effective pursuant to Section 19(b)(3)(A) of the Act⁷ and Rule 19b-4(f)(6)⁸ 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-C2-2014-001 on the subject line.

⁷ 15 U.S.C. 78s(b)(3)(A).

⁸ 17 CFR 240.19b-4(f)(6).

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-C2-2014-001. 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-C2-2014-001 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.⁹

⁹ 17 CFR 200.30-3(a)(12).

Secretary

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

* * * * *

Bylaws of CBOE Holdings, Inc.

* * * * *

Article 2 – Stockholders

* * * * *

2.10 Action at Meeting.

When a quorum is present at any meeting, [a plurality of the votes properly cast for the election of directors shall be sufficient to elect directors, and] (a) a majority of the votes properly cast upon any question other than an election of directors shall decide the question, except when a larger vote is required by law, by the Certificate of Incorporation or by these Bylaws and (b) each nominee for director shall be elected to the Board of Directors if a majority of the votes properly cast are in favor of such nominee’s election (i.e., if the number of a votes properly cast “for” a nominee’s election exceeds the number of votes properly cast “against” that nominee’s election); provided, however, that, if, as of the last date by which stockholders of the Corporation may submit notice to nominate a person for election as a director pursuant to Section 2.11 of these Bylaws or pursuant to any rule or regulation of the Securities and Exchange Commission, the number of nominees for director exceeds the number of directors to be elected at any such meeting (a “Contested Election”), a plurality of the votes properly cast for the election of directors shall be sufficient to elect directors. No ballot shall be required for any election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election.

* * * * *

Article 3 – Directors

* * * * *

3.2 Number; Election; Qualification and Term of Office.

The Board of Directors of the Corporation shall consist of not less than 11 and not more than 23 directors, the exact number to be fixed by the Board of Directors from time to time pursuant to resolution adopted by the Board.

Directors [will serve one-year terms ending on the] shall be elected annually and shall hold office until the next annual meeting [following the meeting at which such directors were elected or at] and until such time as their successors are elected or appointed and qualified, except in the event of earlier death, resignation or removal.

* * * * *

3.4 Resignations[, Removal and Disqualification].

A director may resign at any time by giving written notice of his resignation to the Chairman of the Board or the Secretary, and such resignation[, unless specifically contingent upon its acceptance, will be effective as of its date or of the date specified therein] will be effective when delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events.

* * * * *