

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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

Exhibit 1 - Notice of Proposed Rule Change *

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

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

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

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

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Exhibit Sent As Paper Document

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

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

Partial Amendment

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

Item 1. Text of the Proposed Rule Change

(a) C2 Options Exchange, Incorporated (the “Exchange” or “C2”) proposes to amend its Quote Risk Monitor Mechanism rule. The text of the proposed rule change is provided below and in Exhibit 1.

(additions are underlined; deletions are [bracketed])

* * * * *

C2 Options Exchange, Incorporated**Rules**

* * * * *

Rule 8.12. Quote Risk Monitor Mechanism

Each Market-Maker who is obligated to provide and maintain continuous electronic quotes pursuant to Rule 8.5, or the Participant organization with which the Market-Maker is associated, may establish parameters by which the Exchange will activate the Quote Risk Monitor (“QRM”) Mechanism. The functionality of the QRM Mechanism that is available to Market-Makers [that use the QRM Mechanism shall specify] includes, for each such option class in which the Market-Maker is engaged in trading[.]; (i) a maximum number of contracts for such option class (the “Contract Limit”) and a rolling time period in milliseconds within which such Contract Limit is to be measured (the “Measurement Interval”)[.]; (ii) a maximum cumulative percentage that the Market-Maker is willing to trade (the “Cumulative Percentage Limit”), where the cumulative percentage is the sum of the percentages of the original quoted size of each size of each series that traded, and a Measurement Interval; and (iii) the maximum number of series for which either side of the quote is fully traded (the “Number of Series Fully Traded”) and a Measurement Interval. This functionality is optional and Market-Makers are not required to set parameters for the aforementioned QRM Mechanism functions.

When the Exchange determines that the Market-Maker has traded [more than] at least the Contract Limit or Cumulative Percentage Limit for such option class during any rolling Measurement Interval, or has traded at least the Number of Series Fully Traded on an option class during any rolling Measurement Interval, the QRM Mechanism shall cancel all electronic quotes [that are] being disseminated with respect to that Market-Maker in that option class and any other classes with the same underlying security until the Market-Maker refreshes those electronic quotes. Such action by the Exchange is referred to herein as a QRM Incident. Once the QRM Mechanism is triggered, all counters that determine whether the QRM Mechanism is triggered and a QRM Incident occurs will be reset for all classes for which quotes were canceled for all parties for whom such quotes were canceled.

A Market-Maker or a Participant organization may also specify a maximum number of QRM Incidents on an Exchange-wide basis. When the Exchange determines that such Market-Maker or Participant organization has reached its QRM Incident limit during any rolling Measurement Interval, the QRM Mechanism shall cancel all of the Market-Maker's or Participant organization's electronic quotes and Market-Maker orders resting in the Book in all option classes on the Exchange and prevent the Market-Maker or Participant organization from sending additional quotes or orders to the Exchange until the Market-Maker or Participant organization reactivates its ability to send quotes or orders in a manner prescribed by the Exchange. Once the QRM Mechanism is triggered and quotes and orders are cancelled, all counters that determine whether the QRM Mechanism is triggered and a QRM Incident occurs will be reset for all parties for whom the QRM Mechanism was triggered and for all classes for which quotes and orders were canceled. If the Exchange cancels all of the Market-Maker's or Participant organization's electronic quotes and Market-Maker orders resting in the Book, and the Market-Maker or Participant organization does not reactivate its ability to send quotes or orders, the block will be in effect only for the organization does not reactivate its ability to send quotes or orders, the block will be in effect only for the trading day that the Market-Maker or Participant organization reached its QRM Incident limit. Market-Makers and Participant organizations are not required to set parameters for the Exchange-wide QRM.

* * * * *

(b) Not applicable.

(c) Not applicable.

Item 2. Procedures of the Self-Regulatory Organization

(a) The Exchange's President (or designee) pursuant to delegated authority approved the proposed rule change on June 19, 2014.

(b) Please refer questions and comments on the proposed rule change to Joanne Moffic-Silver, (312) 786-7462, or Laura G. Dickman, (312) 786-7572, 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 operation of the Exchange's Quote Risk Monitor ("QRM") Mechanism is codified in Rule 8.12. The purpose of this proposed rule change is to add three new

functions to the QRM Mechanism to help Market-Makers and Participant organizations control the risk of multiple, nearly simultaneous executions across related option series. The use of the new functions is voluntary. The proposed rule change also makes clear that the Participant organization with which a Market-Maker is associated (as well as the individual Market-Maker) may establish parameters by which the Exchange will activate the QRM Mechanism for the Market-Maker (the current rule text only explicitly permits Market-Makers to establish such parameters). The Exchange also proposes to make some changes to the Rule 8.12 text to make such rule more readable in conjunction with the other changes proposed herein.¹

The first new function available to Market-Makers allows each Market-Maker the ability to specify a maximum cumulative percentage that the Market-Maker is willing to trade (the “Cumulative Percentage Limit”). Under the proposal, the cumulative percentage is the sum of the percentages of the original quoted size of each side of each series within a class that traded, and a rolling time period in milliseconds within which such Cumulative Percentage Limit is to be measured (the “Measurement Interval”). When the QRM Mechanism determines that the Market-Maker has traded at least the

¹ Specifically, the Exchange proposes to amend the beginning of the second sentence of Rule 8.12, which reads “Market-Makers that use the QRM Mechanism shall specify, for each such option class in which the Market-Maker is engaged in trading, a maximum number of contracts for such option class (the “Contract Limit”) and a rolling time period in seconds within which such Contract Limit is to be measured (the “Measurement Interval”)” to read: “The functionality of the QRM Mechanism that is available to Market-Makers includes, for each such option class in which the Market-Maker is engaged in trading: (i) a maximum number of contracts for such option class (the “Contract Limit”) and a rolling time period in milliseconds within which such Contract Limit is to be measured (the “Measurement Interval”).” The Exchange’s systems will allow Market-Makers to set the Measurement Interval in milliseconds (as opposed to seconds), so the Exchange proposes to provide this more precise option to Market-Makers.

Cumulative Percentage Limit for any option class during any rolling Measurement Interval, the QRM Mechanism will automatically cancel all of the electronic quotes being disseminated with respect to that Market-Maker in that option class and any other classes with the same underlying security until the Market-Maker refreshes those electronic quotes.²

By way of example, assume a Market-Maker is quoting the following series in a class:

- Series A Quote 1.00 – 1.20 50 x 50
- Series B Quote 2.00 – 2.20 75 x 75
- Series C Quote 3.00 – 3.20 100 x 100

If the Cumulative Percentage Limit is set at 150% for the Market-Maker and an order to buy 40 contracts of Series A is received, the series percentage would be 80% (*i.e.*, 40/50). The cumulative percentage would also be 80%. If a second order to sell 25 contracts of Series B is received, the series percentage would be 33% (*i.e.*, 25/75). The cumulative percentage would now be 113% (*i.e.*, 80 + 33 = 113). If a third order to buy 70 contracts of Series C is received, the series percentage would be 70% (*i.e.*, 70/100). The cumulative percentage would now be 183% (*i.e.*, 113 + 70 = 183). Since 183% exceeds

² The Exchange also proposes to delete the words “more than” from the specification that “When the Exchange determines that the Market-Maker has traded more than the Contract Limit or Cumulative Percentage Limit for such option class during any rolling Measurement Interval, or has traded at least the Number of Series Fully Traded during any rolling Measurement Interval, the QRM Mechanism shall cancel all electronic quotes that are being disseminated with respect to that Market-Maker in that option class and any other classes with the same underlying security until the Market-Maker refreshes those electronic quotes” and replace “more than” with the words “at least.” This is because the QRM Mechanism is triggered (and quotes are canceled) at the moment when the Market-Maker trades the Contract Limit or Cumulative Percentage Limit (as opposed to when the Market-Maker has traded more than Contract Limit or Cumulative Percentage Limit). The Exchange also proposes to delete the words “that are” from the above statement for reasons of grammatical simplicity.

the Cumulative Percentage Limit of 150%, the Market-Maker's quotes in the class, and any class with the same underlying security, would be cancelled. This cancellation, however, would not occur until after execution of the third order. Due to firm quote obligations rules, the QRM Mechanism will not cancel quotes (and in the case of an Exchange-wide QRM Incident, orders) until after the execution of the order that caused the triggering of the QRM Mechanism. Note that percentages are added to one another, regardless of the denominator.

Percentages are also calculated based on the original quote size, not the remaining quote size. Using the quotes set forth above as an example, if an order to buy 40 contracts of Series A is received, the series percentage would be 80% (*i.e.*, 40/50). The cumulative percentage would also be 80%. If a second order to sell 25 contracts of Series B is received, the series percentage would be 33% (*i.e.*, 25/75). The cumulative percentage would then be 113% (*i.e.*, 80 + 33 = 113). If a third order to buy 10 contracts of Series A is received, the series percentage would be 20% (*i.e.*, 10/50). The cumulative percentage would then be 133% (*i.e.*, 113 + 20 = 133). If a fourth order to buy 70 contracts of Series C is received, the series percentage would be 70% (*i.e.*, 70/100). The cumulative percentage would then be 203% (*i.e.*, 133 + 70 = 203).

The proposed rule change adds a second new function to the QRM Mechanism that would allow each Market-Maker to specify the maximum number of series for which either side of the quote is fully traded (the "Number of Series Fully Traded") and a Measurement Interval. When the QRM Mechanism determines that the Market-Maker has traded at least the Number of Series Fully Traded for any option class during any rolling Measurement Interval, the QRM Mechanism will automatically cancel all of the

Market-Maker's electronic quotes being disseminated in that option class and any other classes with the same underlying security until the Market-Maker refreshes those electronic quotes.

To illustrate this functionality, assume that a Market-Maker is quoting the following series in a class:

- Series A Quote: 1.00 – 1.20 50 x 50
- Series B Quote 2.00 – 2.20 75 x 75
- Series C Quote 3.00 – 3.20 100 x 100

If the Number of Series Fully Traded is set at two, and an order to buy 50 contracts of Series A is received, the number of series traded in full will be one. If a second order to sell 25 contracts of Series B is received, the number of series traded in full will still be one because Series B did not trade in full. If a third order to buy 100 contracts of Series C is received, the number of series traded in full will then be two. Since two meets the parameter set for Number of Series Fully Traded, the Market-Maker's quotes in that class (and any other classes with the same underlying security) would be cancelled.

Whenever one of the QRM functions (*i.e.*, Contract Limit, Cumulative Percentage Limit or Number of Series Fully Traded) has been triggered and the QRM Mechanism automatically cancels all of the Market-Maker's electronic quotes in all series of that option class (and any other classes with the same underlying security), such action by the Exchange shall be termed a "QRM Incident". Both of the new functionalities described above (along with the already-existing Contract Limit QRM functionality) are optional and Market-Makers are not required to set parameters for the aforementioned QRM Mechanism functions.

The Exchange has above proposed that, when the QRM Mechanism automatically cancels all of a Market-Maker's electronic quotes in an option class, the Exchange will also cancel all of the Market-Maker's electronic quotes in any other classes with the same underlying security. The purpose of this is because the risk involved in trading beyond a Market-Maker's risk profile extends to classes that have the same underlying security (since often the only difference between such classes is the multiplier of number of units of the underlying security).

Finally, the proposed amendment adds a third function that allows the Exchange to cancel all quotes and orders of a Market-Maker or Participant Organization once a specified number of QRM Incidents has been reached. Under this proposed functionality, a Market-Maker or a Participant organization may specify a maximum number of QRM Incidents with respect to all QRM Functions (*i.e.*, Contract Limit, Cumulative Percentage Limit and Number of Series Fully Traded) and a Measurement Interval on an Exchange-wide basis. When the Exchange determines that such Market-Maker or Participant organization has reached its QRM Incident limit during any rolling Measurement Interval, the QRM Mechanism shall cancel all of the Market-Maker's or Participant organization's electronic quotes and Market-Maker orders resting in the Book in all option classes on the Exchange and prevent a Market-Maker or Participant organization from sending additional quotes or orders to the Exchange until the Market-Maker or Participant organization reactivates its ability to send quotes or orders in a manner prescribed by the Exchange.³

³ The Exchange will announce such manner to Trading Permit Holders via Regulatory Circular. The current plan for such reactivation is for the Market-Maker or TPH Organization to contact the Exchange's Help Desk to request reactivation, though

Once the QRM Mechanism is triggered and quotes (and in the case of an Exchange-wide cancellation, orders) are cancelled, all counters that determine whether the QRM Mechanism is triggered and a QRM Incident occurs will be reset for all classes for which quotes (and in the case of an Exchange-wide cancellation, orders) were canceled for all parties for whom such quotes (and in the case of an Exchange-wide cancellation, orders) were canceled. This means that, if the QRM Mechanism is triggered due to a party's reaching the Contract Limit, Cumulative Percentage Limit, or Number of Series Fully Traded for a class, and quotes (and in the case of an Exchange-wide cancellation, orders) are canceled, the number of contracts traded in all classes for which quotes and orders were canceled would be reset to zero, the cumulative percentage for all classes for which quotes and orders were canceled would be reset to zero, and the number of series that are fully traded for all classes for which quotes and orders were canceled would be reset to zero. If the Exchange cancels all of the Market-Maker's or Participant organization's electronic quotes and Market-Maker orders resting in the Book, and the Market-Maker or Participant organization does not reactivate its ability to send quotes or orders, the block will be in effect only for the trading day that the Market-Maker or Participant organization reached its QRM Incident limit.

As with the Contract Limit, Cumulative Percentage Limit or Number of Series Fully Traded QRM functions, Market-Makers and Participant organizations are not required to set parameters for the Exchange-wide QRM. All QRM Mechanism functionalities are currently optional.

the Exchange is examining the possibility of creating a systematized manner for Market-Makers or TPH organizations to reactivate.

The Exchange represents that it has the systems capacity to permit the operation of these enhanced QRM Mechanism functions. The Exchange does note that, in a situation in which the QRM Mechanism is triggered, and quotes (and in the case of an Exchange-wide cancellation, orders) must be canceled for multiple classes related to the same underlying security or across multiple business clusters,⁴ it may take a brief period for such cancellation to occur (during which period orders may execute against such quotes and orders; this functionality will not violate the Exchange's firm quote rules). The Exchange will use best efforts to cancel such quotes and orders as rapidly as possible.

(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.⁵ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁶ 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

⁴ The Exchange's systems group various classes into different business clusters for systems purposes.

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(5).

the Section 6(b)(5)⁷ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, the Exchange believes that investors and market participants will benefit from the proposed new functionality of the QRM Mechanism. Market-Makers are vulnerable to the risk that, through an error in pricing or due to market events, they will receive multiple, automatic executions at disadvantageous or erroneous prices before they can adjust their quotes. Without adequate risk management tools such as the QRM, Market-Makers could widen their quotes, quote less aggressively or limit their quote size. Such actions may undermine the quality of the markets available to customers and other market participants.

Accordingly, with the enhancements proposed by the Exchange to QRM, the use of the QRM Mechanism will encourage more aggressive and narrower quoting, thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, in general, more effectively protecting investors and the public interest. In addition, providing Market-Makers with more tools for managing risk will facilitate transactions in securities because, as noted above, the quotes of market makers will be more reliable and could help prevent erroneous orders and transactions. As a result, the new functionality for the QRM Mechanism has the potential to promote just and equitable principles of trade. Also, the proposed changes do not change to whom any aspects of the QRM Mechanism applies, as the proposed changes apply to all market participants to whom the QRM Mechanism previously applied.

⁷ 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. Rather, the Exchange believes that the functions of the QRM Mechanism promote fair and orderly markets.

C2 does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the use of the QRM Mechanism including the new enhancements is voluntary. Further, the proposed changes do not change to whom any aspects of the QRM Mechanism applies, as the proposed changes apply to all market participants to whom the QRM Mechanism previously applied. Similarly, the Exchange does not believe that the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because, again, the use of the QRM Mechanism including the new enhancements is voluntary. Moreover, the proposed enhancements to the QRM Mechanism apply only to trading on C2. To the extent that the proposed changes may make C2 a more attractive trading venue for market participants on other exchanges, such market participants may 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 Act⁸ and Rule 19b-4(f)(6)⁹ 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 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 Exchange believes that the proposed rule change is non-controversial and would not significantly affect the protection of investors or the public interest because the proposal raises no novel issues, and serves only to enhance functionality already available on the Exchange. Moreover, the Exchange believes that the proposal is consistent with the protection of investors and the public interests because it will permit dealers to better manage potential risks of multiple executions that, in today’s highly automated and electronic trading environment, can occur simultaneously across multiple series and multiple option classes. Consistent with the ability to better manage risk, the

⁸ 15 U.S.C. 78s(b)(3)(A).

⁹ 17 CFR 240.19b-4(f)(6).

Exchange anticipates that the proposed rule change could enhance the Exchange's overall market quality as a result of narrowed quote widths and increased liquidity for series traded on the Exchange, which would benefit investors and the public interest. Additionally, the Exchange believes that the proposed change to the existing QRM Mechanism would not impose any significant burden on competition, but would instead promote just and equitable principles of trade on the Exchange. In addition, the Exchange believes that the proposed changes would not impose any significant burden on competition because it would provide additional protections from erroneous executions. Finally, the proposed rule change is nearly identical to the rule of another exchange, as further described below.

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 rule change is nearly identical to Chicago Board Options Exchange, Incorporated ("CBOE") Rule 8.18, except that the proposed rule change does not include

references to separate trading platforms.¹⁰ Additionally, the Exchange believes that the proposed rule change is substantially similar to rules of International Securities Exchange, LLC (“ISE”)¹¹ and BOX Options Exchange LLC (BOX).¹²

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.

¹⁰ See Securities Exchange Act Release No. 71347 (January 17, 2014), 79 FR 4188 (January 24, 2014) (SR-CBOE-2014-002) (rule filing adopting the same changes as proposed in this rule filing). C2 has only trading platform, unlike CBOE, which has two trading platforms (Hybrid and Hybrid 3.0), and therefore C2 did not propose to add rule text regarding trading platforms.

¹¹ See Securities Exchange Act Release No. 70132 (August 7, 2013), 78 FR 49311 (August 13, 2013) (SR-ISE-2013-38). The Exchange notes that the ISE rule requires market-makers to enter values into all quote risk management parameters for all options classes in which they enter quotes. Use of the Exchange’s QRM Mechanism is voluntary. This is because the Exchange has found that Market-Makers have different internal risk management controls in place and elect to use QRM parameters based on their specific needs.

¹² See Securities Exchange Act Release No. 71344 (January 17, 2014), 79 FR 4186 (January 24, 2014) (SR-BOX-2014-02).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34- ; File No. SR-C2-2014-012]

[Insert date]

Self-Regulatory Organizations; C2 Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to the Exchange’s Quote Risk Monitor Mechanism.

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 Quote Risk Monitor Mechanism rule. The text of the proposed rule change is provided below.

(additions are underlined; deletions are [bracketed])

* * * * *

C2 Options Exchange, Incorporated

Rules

* * * * *

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Rule 8.12. Quote Risk Monitor Mechanism

Each Market-Maker who is obligated to provide and maintain continuous electronic quotes pursuant to Rule 8.5, or the Participant organization with which the Market-Maker is associated, may establish parameters by which the Exchange will activate the Quote Risk Monitor (“QRM”) Mechanism. The functionality of the QRM Mechanism that is available to Market-Makers [that use the QRM Mechanism shall specify] includes, for each such option class in which the Market-Maker is engaged in trading[,] (i) a maximum number of contracts for such option class (the “Contract Limit”) and a rolling time period in milliseconds within which such Contract Limit is to be measured (the “Measurement Interval”)[.]; (ii) a maximum cumulative percentage that the Market-Maker is willing to trade (the “Cumulative Percentage Limit”), where the cumulative percentage is the sum of the percentages of the original quoted size of each size of each series that traded, and a Measurement Interval; and (iii) the maximum number of series for which either side of the quote is fully traded (the “Number of Series Fully Traded”) and a Measurement Interval. This functionality is optional and Market-Makers are not required to set parameters for the aforementioned QRM Mechanism functions.

When the Exchange determines that the Market-Maker has traded [more than] at least the Contract Limit or Cumulative Percentage Limit for such option class during any rolling Measurement Interval, or has traded at least the Number of Series Fully Traded on an option class during any rolling Measurement Interval, the QRM Mechanism shall cancel all electronic quotes [that are] being disseminated with respect to that Market-Maker in that option class and any other classes with the same underlying security until the Market-Maker refreshes those electronic quotes. Such action by the Exchange is referred to herein as a QRM Incident. Once the QRM Mechanism is triggered, all counters that determine whether the QRM Mechanism is triggered and a QRM Incident occurs will be reset for all classes for which quotes were canceled for all parties for whom such quotes were canceled.

A Market-Maker or a Participant organization may also specify a maximum number of QRM Incidents on an Exchange-wide basis. When the Exchange determines that such Market-Maker or Participant organization has reached its QRM Incident limit during any rolling Measurement Interval, the QRM Mechanism shall cancel all of the Market-Maker’s or Participant organization’s electronic quotes and Market-Maker orders resting in the Book in all option classes on the Exchange and prevent the Market-Maker or Participant organization from sending additional quotes or orders to the Exchange until the Market-Maker or Participant organization reactivates its ability to send quotes or orders in a manner prescribed by the Exchange. Once the QRM Mechanism is triggered and quotes and orders are cancelled, all counters that determine whether the QRM Mechanism is triggered and a QRM Incident occurs will be reset for all parties for whom the QRM Mechanism was triggered and for all classes for which quotes and orders were canceled. If the Exchange cancels all of the Market-Maker’s or Participant organization’s electronic quotes and Market-Maker orders resting in the Book, and the Market-Maker or Participant organization does not reactivate its ability to send quotes or orders, the block will be in effect only for the organization does not reactivate its ability to send quotes or orders, the block will be in effect only for the trading day that the Market-Maker or

Participant organization reached its QRM Incident limit. Market-Makers and Participant organizations are not required to set parameters for the Exchange-wide QRM.

* * * * *

The text of the proposed rule change is also 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.

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 operation of the Exchange's Quote Risk Monitor ("QRM") Mechanism is codified in Rule 8.12. The purpose of this proposed rule change is to add three new functions to the QRM Mechanism to help Market-Makers and Participant organizations control the risk of multiple, nearly simultaneous executions across related option series. The use of the new functions is voluntary. The proposed rule change also makes clear that the Participant organization with which a Market-Maker is associated (as well as the individual Market-Maker) may establish parameters by which the Exchange will activate the QRM Mechanism for the Market-Maker (the current rule text only explicitly permits Market-Makers to establish such parameters). The Exchange also proposes to make

some changes to the Rule 8.12 text to make such rule more readable in conjunction with the other changes proposed herein.³

The first new function available to Market-Makers allows each Market-Maker the ability to specify a maximum cumulative percentage that the Market-Maker is willing to trade (the “Cumulative Percentage Limit”). Under the proposal, the cumulative percentage is the sum of the percentages of the original quoted size of each side of each series within a class that traded, and a rolling time period in milliseconds within which such Cumulative Percentage Limit is to be measured (the “Measurement Interval”). When the QRM Mechanism determines that the Market-Maker has traded at least the Cumulative Percentage Limit for any option class during any rolling Measurement Interval, the QRM Mechanism will automatically cancel all of the electronic quotes being disseminated with respect to that Market-Maker in that option class and any other classes with the same underlying security until the Market-Maker refreshes those electronic quotes.⁴

³ Specifically, the Exchange proposes to amend the beginning of the second sentence of Rule 8.12, which reads “Market-Makers that use the QRM Mechanism shall specify, for each such option class in which the Market-Maker is engaged in trading, a maximum number of contracts for such option class (the “Contract Limit”) and a rolling time period in seconds within which such Contract Limit is to be measured (the “Measurement Interval”)” to read: “The functionality of the QRM Mechanism that is available to Market-Makers includes, for each such option class in which the Market-Maker is engaged in trading: (i) a maximum number of contracts for such option class (the “Contract Limit”) and a rolling time period in milliseconds within which such Contract Limit is to be measured (the “Measurement Interval”).” The Exchange’s systems will allow Market-Makers to set the Measurement Interval in milliseconds (as opposed to seconds), so the Exchange proposes to provide this more precise option to Market-Makers.

⁴ The Exchange also proposes to delete the words “more than” from the specification that “When the Exchange determines that the Market-Maker has traded more than the Contract Limit or Cumulative Percentage Limit for such option class during any rolling Measurement Interval, or has traded at least the Number of Series

By way of example, assume a Market-Maker is quoting the following series in a class:

- Series A Quote: 1.00 – 1.20 50 x 50
- Series B Quote 2.00 – 2.20 75 x75
- Series C Quote 3.00 – 3.20 100 x 100

If the Cumulative Percentage Limit is set at 150% for the Market-Maker and an order to buy 40 contracts of Series A is received, the series percentage would be 80% (*i.e.*, 40/50). The cumulative percentage would also be 80%. If a second order to sell 25 contracts of Series B is received, the series percentage would be 33% (*i.e.*, 25/75). The cumulative percentage would now be 113% (*i.e.*, 80 + 33 = 113). If a third order to buy 70 contracts of Series C is received, the series percentage would be 70% (*i.e.*, 70/100). The cumulative percentage would now be 183% (*i.e.*, 113 + 70 = 183). Since 183% exceeds the Cumulative Percentage Limit of 150%, the Market-Maker's quotes in the class, and any class with the same underlying security, would be cancelled. This cancellation, however, would not occur until after execution of the third order. Due to firm quote obligations rules, the QRM Mechanism will not cancel quotes (and in the case of an Exchange-wide QRM Incident, orders) until after the execution of the order that caused the triggering of the QRM Mechanism. Note that percentages are added to one another, regardless of the denominator.

Fully Traded during any rolling Measurement Interval, the QRM Mechanism shall cancel all electronic quotes that are being disseminated with respect to that Market-Maker in that option class and any other classes with the same underlying security until the Market-Maker refreshes those electronic quotes” and replace “more than” with the words “at least.” This is because the QRM Mechanism is triggered (and quotes are canceled) at the moment when the Market-Maker trades the Contract Limit or Cumulative Percentage Limit (as opposed to when the Market-Maker has traded more than Contract Limit or Cumulative Percentage Limit). The Exchange also proposes to delete the words “that are” from the above statement for reasons of grammatical simplicity.

Percentages are also calculated based on the original quote size, not the remaining quote size. Using the quotes set forth above as an example, if an order to buy 40 contracts of Series A is received, the series percentage would be 80% (*i.e.*, 40/50). The cumulative percentage would also be 80%. If a second order to sell 25 contracts of Series B is received, the series percentage would be 33% (*i.e.*, 25/75). The cumulative percentage would then be 113% (*i.e.*, 80 + 33 = 113). If a third order to buy 10 contracts of Series A is received, the series percentage would be 20% (*i.e.*, 10/50). The cumulative percentage would then be 133% (*i.e.*, 113 + 20 = 133). If a fourth order to buy 70 contracts of Series C is received, the series percentage would be 70% (*i.e.*, 70/100). The cumulative percentage would then be 203% (*i.e.*, 133 + 70 = 203).

The proposed rule change adds a second new function to the QRM Mechanism that would allow each Market-Maker to specify the maximum number of series for which either side of the quote is fully traded (the “Number of Series Fully Traded”) and a Measurement Interval. When the QRM Mechanism determines that the Market-Maker has traded at least the Number of Series Fully Traded for any option class during any rolling Measurement Interval, the QRM Mechanism will automatically cancel all of the Market-Maker’s electronic quotes being disseminated in that option class and any other classes with the same underlying security until the Market-Maker refreshes those electronic quotes.

To illustrate this functionality, assume that a Market-Maker is quoting the following series in a class:

- Series A Quote: 1.00 – 1.20 50 x 50
- Series B Quote 2.00 – 2.20 75 x 75
- Series C Quote 3.00 – 3.20 100 x 100

If the Number of Series Fully Traded is set at two, and an order to buy 50 contracts of Series A is received, the number of series traded in full will be one. If a second order to sell 25 contracts of Series B is received, the number of series traded in full will still be one because Series B did not trade in full. If a third order to buy 100 contracts of Series C is received, the number of series traded in full will then be two. Since two meets the parameter set for Number of Series Fully Traded, the Market-Maker's quotes in that class (and any other classes with the same underlying security) would be cancelled.

Whenever one of the QRM functions (*i.e.*, Contract Limit, Cumulative Percentage Limit or Number of Series Fully Traded) has been triggered and the QRM Mechanism automatically cancels all of the Market-Maker's electronic quotes in all series of that option class (and any other classes with the same underlying security), such action by the Exchange shall be termed a "QRM Incident". Both of the new functionalities described above (along with the already-existing Contract Limit QRM functionality) are optional and Market-Makers are not required to set parameters for the aforementioned QRM Mechanism functions.

The Exchange has above proposed that, when the QRM Mechanism automatically cancels all of a Market-Maker's electronic quotes in an option class, the Exchange will also cancel all of the Market-Maker's electronic quotes in any other classes with the same underlying security. The purpose of this is because the risk involved in trading beyond a Market-Maker's risk profile extends to classes that have the same underlying security (since often the only difference between such classes is the multiplier of number of units of the underlying security).

Finally, the proposed amendment adds a third function that allows the Exchange to cancel all quotes and orders of a Market-Maker or Participant Organization once a specified number of QRM Incidents has been reached. Under this proposed functionality, a Market-Maker or a Participant organization may specify a maximum number of QRM Incidents with respect to all QRM Functions (*i.e.*, Contract Limit, Cumulative Percentage Limit and Number of Series Fully Traded) and a Measurement Interval on an Exchange-wide basis. When the Exchange determines that such Market-Maker or Participant organization has reached its QRM Incident limit during any rolling Measurement Interval, the QRM Mechanism shall cancel all of the Market-Maker's or Participant organization's electronic quotes and Market-Maker orders resting in the Book in all option classes on the Exchange and prevent a Market-Maker or Participant organization from sending additional quotes or orders to the Exchange until the Market-Maker or Participant organization reactivates its ability to send quotes or orders in a manner prescribed by the Exchange.⁵

Once the QRM Mechanism is triggered and quotes (and in the case of an Exchange-wide cancellation, orders) are cancelled, all counters that determine whether the QRM Mechanism is triggered and a QRM Incident occurs will be reset for all classes for which quotes (and in the case of an Exchange-wide cancellation, orders) were canceled for all parties for whom such quotes (and in the case of an Exchange-wide cancellation, orders) were canceled. This means that, if the QRM Mechanism is triggered

⁵ The Exchange will announce such manner to Trading Permit Holders via Regulatory Circular. The current plan for such reactivation is for the Market-Maker or TPH Organization to contact the Exchange's Help Desk to request reactivation, though the Exchange is examining the possibility of creating a systematized manner for Market-Makers or TPH organizations to reactivate.

due to a party's reaching the Contract Limit, Cumulative Percentage Limit, or Number of Series Fully Traded for a class, and quotes (and in the case of an Exchange-wide cancellation, orders) are canceled, the number of contracts traded in all classes for which quotes and orders were canceled would be reset to zero, the cumulative percentage for all classes for which quotes and orders were canceled would be reset to zero, and the number of series that are fully traded for all classes for which quotes and orders were canceled would be reset to zero. If the Exchange cancels all of the Market-Maker's or Participant organization's electronic quotes and Market-Maker orders resting in the Book, and the Market-Maker or Participant organization does not reactivate its ability to send quotes or orders, the block will be in effect only for the trading day that the Market-Maker or Participant organization reached its QRM Incident limit.

As with the Contract Limit, Cumulative Percentage Limit or Number of Series Fully Traded QRM functions, Market-Makers and Participant organizations are not required to set parameters for the Exchange-wide QRM. All QRM Mechanism functionalities are currently optional.

The Exchange represents that it has the systems capacity to permit the operation of these enhanced QRM Mechanism functions. The Exchange does note that, in a situation in which the QRM Mechanism is triggered, and quotes (and in the case of an Exchange-wide cancellation, orders) must be canceled for multiple classes related to the same underlying security or across multiple business clusters,⁶ it may take a brief period for such cancellation to occur (during which period orders may execute against such quotes and orders; this functionality will not violate the Exchange's firm quote rules).

⁶ The Exchange's systems group various classes into different business clusters for systems purposes.

The Exchange will use best efforts to cancel such quotes and orders as rapidly as possible.

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.⁷ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁸ 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)⁹ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, the Exchange believes that investors and market participants will benefit from the proposed new functionality of the QRM Mechanism. Market-Makers are vulnerable to the risk that, through an error in pricing or due to market events, they will receive multiple, automatic executions at disadvantageous or erroneous prices before they can adjust their quotes. Without adequate risk management tools such as the QRM, Market-Makers could widen their quotes, quote less aggressively or limit their quote size.

⁷ 15 U.S.C. 78f(b).

⁸ 15 U.S.C. 78f(b)(5).

⁹ Id.

Such actions may undermine the quality of the markets available to customers and other market participants.

Accordingly, with the enhancements proposed by the Exchange to QRM, the use of the QRM Mechanism will encourage more aggressive and narrower quoting, thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, in general, more effectively protecting investors and the public interest. In addition, providing Market-Makers with more tools for managing risk will facilitate transactions in securities because, as noted above, the quotes of market makers will be more reliable and could help prevent erroneous orders and transactions. As a result, the new functionality for the QRM Mechanism has the potential to promote just and equitable principles of trade. Also, the proposed changes do not change to whom any aspects of the QRM Mechanism applies, as the proposed changes apply to all market participants to whom the QRM Mechanism previously applied.

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. Rather, the Exchange believes that the functions of the QRM Mechanism promote fair and orderly markets.

C2 does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the use of the QRM Mechanism including the new enhancements is voluntary. Further, the proposed changes do not change to whom any aspects of the QRM Mechanism applies, as the proposed changes apply to all market participants to whom the QRM Mechanism previously applied. Similarly, the Exchange

does not believe that the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because, again, the use of the QRM Mechanism including the new enhancements is voluntary. Moreover, the proposed enhancements to the QRM Mechanism apply only to trading on C2. To the extent that the proposed changes may make C2 a more attractive trading venue for market participants on other exchanges, such market participants may 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

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 Act¹⁰ and Rule 19b-4(f)(6)¹¹ 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

¹⁰ 15 U.S.C. 78s(b)(3)(A).

¹¹ 17 CFR 240.19b-4(f)(6).

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-C2-2014-012 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-C2-2014-012. 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-C2-2014-012 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.¹²

Secretary

¹² 17 CFR 200.30-3(a)(12).