

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 30	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2015 - * 71 Amendment No. (req. for Amendments *)
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Filing by BATS Exchange
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 checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

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

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Amendments to the fee schedule of BATS Exchange, Inc. with respect to BATS Options pricing.

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 * Kyle Last Name * Murray
 Title * Assistant General Counsel
 E-mail * kmurray@bats.com
 Telephone * (913) 815-7121 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 *)
 Assitant General Counsel

Date 09/02/2015
 By Kyle Murray (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.

Digitally Sign and Lock Form

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF 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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Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

Add Remove View

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

Partial Amendment

Add Remove View

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

1. Text of the Proposed Rule Change

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² BATS Exchange, Inc. (the “Exchange” or “BATS”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to amend the fee schedule applicable to Members³ and non-members of the Exchange pursuant to BATS Rules 15.1(a) and (c). Changes to the fee schedule pursuant to this proposal are effective upon filing.

(a) The text of the proposed rule change is attached as Exhibit 5. Material proposed to be added is underlined. Material proposed to be deleted is enclosed in brackets.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors of the Exchange on February 11, 2014. Exchange staff will advise the Board of Directors of the Exchange of any action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ A Member is defined as “any registered broker or dealer that has been admitted to membership in the Exchange.” See Exchange Rule 1.5(n).

Eric Swanson
EVP, General Counsel
(913) 815-7000

Kyle Murray
Assistant General Counsel
(913) 815-7121

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

(a) Purpose

The Exchange proposes to modify the "Options Pricing" section of its fee schedule effective immediately, in order to: (i) modify pricing charged by the Exchange's options platform ("BATS Options") including for orders routed away from the Exchange and executed at various away options exchanges; (ii) amend the thresholds related to meeting certain pricing tiers and to increase the rebate associated with such tiers; (iii) amend the fee for Customer⁴ orders that remove liquidity in Penny Pilot Securities;⁵ and (iv) make two non-substantive clean up changes.

Routing Fees

The Exchange currently charges the following rates for orders routed to certain other options exchanges: (i) Customer orders routed to C2 Options Exchange, Incorporated ("C2"), which yield the fee code 2C, are charged \$0.47 per contract; (ii) non-Customer orders routed to C2, which yield fee code 2F, are charged \$0.95 per contract; (iii) Customer orders in Penny Pilot Securities routed to NYSE Arca, Inc. ("Arca"), which yield fee code AC, are charged \$0.52 per contract; and (iv) Customer orders in Penny Pilot Securities routed to Nasdaq Options Market LLC ("NOM"), which

⁴ "Customer" applies to any transaction identified by a Member for clearing in the Customer range at the OCC, excluding any transaction for a Broker Dealer or a "Professional" as defined in Exchange Rule 16.1.

⁵ "Penny Pilot Securities" are those issues quoted pursuant to Exchange Rule 21.5, Interpretation and Policy .01.

yield fee code QC, are charged \$0.52 per contract. In an effort to continue to offer routing services to its Members at prices that approximate the cost to the Exchange, BATS Options is proposing to amend those rates as follows: (i) the fee for Customer orders routed to C2 and any Customer orders in Penny Pilot Securities routed to Arca or NOM (fee codes 2C, AC, and QC, respectively) would be increased to \$0.70 per contract; and (ii) the fee for non-Customer orders routed to C2 (fee code 2F) would be reduced to \$0.72 per contract.

As noted previously and as set forth above, the Exchange's current approach to routing fees is to set forth in a simple manner certain sub-categories of fees that approximate the cost of routing to other options exchanges based on the cost of transaction fees assessed by each venue as well as costs to the Exchange for routing (i.e., clearing fees, connectivity and other infrastructure costs, membership fees, etc.) (collectively, "Routing Costs"). The Exchange then monitors the fees charged as compared to the costs of its routing services and adjusts its routing fees and/or sub-categories to ensure that the Exchange's fees do indeed result in a rough approximation of overall Routing Costs, and are not significantly higher or lower in any area. In performing this analysis, the Exchange has concluded that certain orders that it was routing to other options exchanges were costing more than it was charging, and in one case, were significantly less than it was charging. As a result, and in order to avoid subsidizing routing to away options exchanges and to continue providing quality routing services, the Exchange proposes relatively modest increases and adjustments to the charges assessed for the orders described above.

Tier Thresholds and Associated Rebate

The Exchange currently offers enhanced rebates under both the Firm, Broker Dealer, and Joint Back Office Penny Pilot Add Volume Tiers (which apply to fee code PF) and the Market Maker and Non-BATS Market Maker Penny Pilot Add Volume Tiers (which apply to fee code PM) to Members with trading activity on BATS Options that meets certain thresholds. More specifically, in Tier 3 of each of these sets of tiers, BATS Options offers enhanced rebates to orders that yield fee code PF and PM (\$0.43 and \$0.42, respectively) for Members that: (i) have an ADAV⁶ in Firm,⁷ Broker Dealer,⁸ and Joint Back Office⁹ orders in Penny Pilot Securities (yielding Fee Code PF) equal to or greater than 0.35% of average TCV; and (ii) have an ADV¹⁰ equal to or greater than 1.00% of average TCV.¹¹ The Exchange is proposing to amend the numerical thresholds

⁶ “ADAV” means average daily added volume calculated as the number of contracts per day.

⁷ “Firm” applies to any transaction identified by a Member for clearing in the Firm range at the Options Clearing Corporation (“OCC”), excluding any Joint Back office transaction.

⁸ “Broker Dealer” applies to any order for the account of a broker dealer, including a foreign broker dealer, that clears in the Customer range at the OCC.

⁹ “Joint Back Office” applies to any transaction identified by a Member for clearing in the Firm Range at the OCC that is identified with an origin code as Joint Back Office. A Joint Back Office participant is a Member that maintains a Joint Back Office arrangement with a clearing broker-dealer.

¹⁰ “ADV” means average daily volume calculated as the number of contracts added or removed, combined, per day.

¹¹ “TCV” means total consolidated volume calculated as the volume reported by all exchanges to the consolidated transaction reporting plan for the month for which the fees apply, excluding volume on any day that the Exchange experiences an Exchange System Disruption and on any day with a scheduled early market close.

associated with meeting these tiers by lowering the threshold for requirement (i) from 0.35% to 0.25% and increasing the threshold for requirement (ii) from 1.00% to 1.50%. Specifically, the Exchange is proposing that an order yielding fee code PF or PM will meet Tier 3 of the respective tiers where: (i) the Member has an ADAV in Firm, Broker Dealer, and Joint Back Office orders in Penny Pilot Securities (yielding Fee Code PF) equal to or greater than 0.25% of average TCV; and (ii) the Member has an ADV equal to or greater than 1.50% of average TCV. The Exchange is also proposing to increase the rebates for meeting these tiers to \$0.47 per contract for fee code PF and PM, from \$0.43 and \$0.42 per contract, respectively.

Customer Orders in Non-Penny Pilot Securities

The Exchange currently charges \$0.80 per contract for Customer orders that remove liquidity in non-Penny Pilot Securities. The Exchange is proposing to increase the fee to \$0.84 per contract. The Exchange notes that the proposed fee is lower than the fees charged on NOM for removing liquidity in non-Penny Pilot Securities (\$0.85 per contract) and is generally in line with the pricing at other options exchanges.

Clean Up Changes

Finally, the Exchange is also proposing to make two non-substantive clean up changes to its fee schedule. Specifically, the Exchange is proposing to capitalize the “O” in “Joint Back office” as it appears in the definition for “Firm” and to add a bullet in front of the definition of “Penny Pilot Securities” in order to make the formatting consistent with that of the other definitions in the fee schedule.

Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule

effective immediately.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6 of the Act.¹² Specifically, the Exchange believes that the proposed rule change is consistent with Section 6(b)(4) of the Act,¹³ in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and other persons using any facility or system which the Exchange operates or controls. The Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues or providers of routing services if they deem fee levels to be excessive.

As explained above, the Exchange generally attempts to approximate the cost of routing to other options exchanges, including other applicable costs to the Exchange for routing. The Exchange believes that a pricing model based on approximate Routing Costs is a reasonable, fair and equitable approach to pricing. Specifically, the Exchange believes that its proposal to modify fees is fair, equitable and reasonable because the fees are generally an approximation of the cost to the Exchange for routing orders to such exchanges and the Exchange has concluded that certain orders that it was routing to other options exchanges were costing more than it was charging, and in one case, were costing significantly less than it was charging. Further to this point, the Exchange notes that it is

¹² 15 U.S.C. 78f.

¹³ 15 U.S.C. 78f(b)(4).

proposing to decrease fees for non-Customer orders routed to C2. Accordingly, the Exchange believes that the proposed increases are fair, equitable and reasonable because they will help the Exchange to avoid subsidizing routing to away options exchanges and to continue providing quality routing services. The Exchange believes that its fee structure for orders routed to various venues is a fair and equitable approach to pricing, as it provides certainty with respect to execution fees at away options exchanges. Under its straightforward fee structure, taking all costs to the Exchange into account, the Exchange may operate at a slight gain or slight loss for orders routed to and executed at away options exchanges. As a general matter, the Exchange believes that the proposed fees will allow it to recoup and cover its costs of providing routing services to such exchanges. The Exchange notes that routing through the Exchange is voluntary. The Exchange also believes that the proposed fee structure for orders routed to and executed at these away options exchanges is fair and equitable and not unreasonably discriminatory in that it applies equally to all Members.

The Exchange reiterates that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels to be excessive or providers of routing services if they deem fee levels to be excessive. Finally, the Exchange notes that it constantly evaluates its routing fees, including profit and loss attributable to routing, as applicable, in connection with the operation of a flat fee routing service, and would consider future adjustments to the proposed pricing structure to the extent it was recouping a significant profit or loss from routing to away options exchanges.

The Exchange also believes that the proposed amendments to the fee schedule

related to the thresholds required to meet Tier 3 of both the Firm, Broker Dealer, and Joint Back Office Penny Pilot Add Volume Tiers and the Market Maker and Non-BATS Market Maker Penny Pilot Add Volume Tiers and the increased rebate of \$0.47 per contract for achieving such tiers is a reasonable, fair and equitable, and not unfairly discriminatory allocation of fees and rebates because it will encourage greater participation on BATS Options, which, as described above the Exchange believes will result in higher levels of liquidity provision and introduction of higher volumes of orders into the price and volume discovery processes, which will benefit all participants on BATS Options. Specifically, the Exchange believes that the reduction in the threshold for a Member's ADAV in Penny Pilot Securities that yield fee code PF from 0.35% of average TCV and the increased threshold for a Member's ADV of average TCV from 1.00% to 1.50% combined with the increased rebate for meeting the thresholds is a reasonable, fair and equitable, and not unfairly discriminatory allocation of fees and rebates because, in conjunction, they will provide Members with a reasonably achievable threshold for receiving a greater rebate than they do today while simultaneously encouraging and rewarding higher levels of participation on the Exchange. By lowering the requirement for Firm, Broker Dealer, and Joint Back Office orders in Penny Pilot securities, increasing the requirement for ADV as a percentage of TCV, and increasing the rebate for achieving such tiers, the proposed amendment will encourage greater general participation on the Exchange, which will result in higher levels of liquidity provision and introduction of higher volumes of orders into the price and volume discovery processes, which will benefit all participants on BATS Options.

The Exchange believes the proposed increase of the standard fees for Customer

orders that remove liquidity in non-Penny Pilot Securities (from \$0.80 per contract to \$0.84 per contract) is a reasonable, fair and equitable, and not unfairly discriminatory allocation of fees and rebates because the additional revenue generated through the increased fees will allow the Exchange to continue to offer competitive pricing and incentives for other types of orders, which will result in better market quality for all participants. Further, as noted above, the proposed standard fee is still lower than the standard fee offered by NOM for of \$0.85 per contract.

The Exchange also believes that the proposed non-substantive changes to the definition of Firm and adding of the bullet to definition of Penny Pilot Securities are reasonable, fair, and equitable because they are designed to make the fee schedule easier to read and understand. The Exchange notes that neither of the proposed changes are designed to amend any fee or rebate, nor alter the manner in which the Exchange assess fees and rebates. These non-substantive changes to the fee schedule are intended to make the fee schedule clearer and less confusing for investors and eliminate potential investor 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. 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 not necessary or appropriate in furtherance of the purposes of the Act. As it relates to the proposed changes to routing fees, the proposed changes will assist the Exchange in recouping costs for routing orders to other options exchanges on behalf of its participants in a manner that is a better approximation of actual costs than is

currently in place and that reflects pricing changes by various options exchanges as well as increases to other Routing Costs incurred by the Exchange. The Exchange also notes that Members may choose to mark their orders as ineligible for routing to avoid incurring routing fees.¹⁴

With respect to the proposed changes to the thresholds in the Firm, Broker Dealer, and Joint Back Office Penny Pilot Add Volume Tiers and the Market Maker and Non-BATS Market Maker Penny Pilot Add Volume Tiers and the increased rebates associated therewith, the Exchange does not believe that any such changes burden competition, but instead, that they enhance competition as they are intended to increase the competitiveness of and draw additional volume to BATS Options.

Finally, with respect to the change in fees for Customer orders that remove liquidity in non-Penny Pilot Securities, the Exchange does not believe that such change burdens competition, but instead, that it enhances competition as the proposed new pricing remains generally in line with that of other options exchanges and would still be lower than the per contract fee for an identical transaction that occurred on NOM.

As stated above, the Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels to be excessive or providers of routing services if they deem routing fee levels to be excessive.

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

¹⁴ See BATS Rule 21.1(d)(8) (describing "BATS Only" orders for BATS Options) and BATS Rule 21.9(a)(1) (describing the BATS Options routing process, which requires orders to be designated as available for routing).

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

6. Extension of Time Period for Commission Action

Not applicable.

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act¹⁵ and Rule 19b-4(f)(2) thereunder,¹⁶ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge applicable to the Exchange's Members and non-members, which renders the proposed rule change effective upon filing.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

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

Not applicable.

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

Not applicable.

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

Not applicable.

¹⁵ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁶ 17 CFR 240.19b-4(f)(2).

11. Exhibits

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

Exhibit 2 – 4: Not applicable.

Exhibit 5: Text of Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____; File No. SR-BATS-2015-71)

Self-Regulatory Organizations; BATS Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Related to Fees for Use of BATS Exchange, Inc.

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 _____, BATS Exchange, Inc. (the “Exchange” or “BATS”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by the Exchange. The Exchange has designated the proposed rule change as one establishing or changing a member due, fee, or other charge imposed by the Exchange under Section 19(b)(3)(A)(ii) of the Act³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposed rule change effective upon filing with the Commission. 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 filed a proposal to amend the fee schedule applicable to Members⁵ and non-members of the Exchange pursuant to BATS Rules 15.1(a) and (c).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

⁵ The term “Member” is defined as “any registered broker or dealer that has been admitted to membership in the Exchange.” See Exchange Rule 1.5(n).

The text of the proposed rule change is available at the Exchange's website at www.batstrading.com, at the principal office of the Exchange, 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 parts of such statements.

(A) Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to modify the "Options Pricing" section of its fee schedule effective immediately, in order to: (i) modify pricing charged by the Exchange's options platform ("BATS Options") including for orders routed away from the Exchange and executed at various away options exchanges; (ii) amend the thresholds related to meeting certain pricing tiers and to increase the rebate associated with such tiers; (iii) amend the fee for Customer⁶ orders that remove liquidity in Penny Pilot Securities;⁷ and (iv) make two non-substantive clean up changes.

⁶ "Customer" applies to any transaction identified by a Member for clearing in the Customer range at the OCC, excluding any transaction for a Broker Dealer or a "Professional" as defined in Exchange Rule 16.1.

⁷ "Penny Pilot Securities" are those issues quoted pursuant to Exchange Rule 21.5, Interpretation and Policy .01.

Routing Fees

The Exchange currently charges the following rates for orders routed to certain other options exchanges: (i) Customer orders routed to C2 Options Exchange, Incorporated (“C2”), which yield the fee code 2C, are charged \$0.47 per contract; (ii) non-Customer orders routed to C2, which yield fee code 2F, are charged \$0.95 per contract; (iii) Customer orders in Penny Pilot Securities routed to NYSE Arca, Inc. (“Arca”), which yield fee code AC, are charged \$0.52 per contract; and (iv) Customer orders in Penny Pilot Securities routed to Nasdaq Options Market LLC (“NOM”), which yield fee code QC, are charged \$0.52 per contract. In an effort to continue to offer routing services to its Members at prices that approximate the cost to the Exchange, BATS Options is proposing to amend those rates as follows: (i) the fee for Customer orders routed to C2 and any Customer orders in Penny Pilot Securities routed to Arca or NOM (fee codes 2C, AC, and QC, respectively) would be increased to \$0.70 per contract; and (ii) the fee for non-Customer orders routed to C2 (fee code 2F) would be reduced to \$0.72 per contract.

As noted previously and as set forth above, the Exchange’s current approach to routing fees is to set forth in a simple manner certain sub-categories of fees that approximate the cost of routing to other options exchanges based on the cost of transaction fees assessed by each venue as well as costs to the Exchange for routing (i.e., clearing fees, connectivity and other infrastructure costs, membership fees, etc.) (collectively, “Routing Costs”). The Exchange then monitors the fees charged as compared to the costs of its routing services and adjusts its routing fees and/or sub-categories to ensure that the Exchange’s fees do indeed result in a rough approximation

of overall Routing Costs, and are not significantly higher or lower in any area. In performing this analysis, the Exchange has concluded that certain orders that it was routing to other options exchanges were costing more than it was charging, and in one case, were significantly less than it was charging. As a result, and in order to avoid subsidizing routing to away options exchanges and to continue providing quality routing services, the Exchange proposes relatively modest increases and adjustments to the charges assessed for the orders described above.

Tier Thresholds and Associated Rebate

The Exchange currently offers enhanced rebates under both the Firm, Broker Dealer, and Joint Back Office Penny Pilot Add Volume Tiers (which apply to fee code PF) and the Market Maker and Non-BATS Market Maker Penny Pilot Add Volume Tiers (which apply to fee code PM) to Members with trading activity on BATS Options that meets certain thresholds. More specifically, in Tier 3 of each of these sets of tiers, BATS Options offers enhanced rebates to orders that yield fee code PF and PM (\$0.43 and \$0.42, respectively) for Members that: (i) have an ADAV⁸ in Firm,⁹ Broker Dealer,¹⁰ and Joint Back Office¹¹ orders in Penny Pilot Securities (yielding Fee Code PF) equal to or

⁸ “ADAV” means average daily added volume calculated as the number of contracts per day.

⁹ “Firm” applies to any transaction identified by a Member for clearing in the Firm range at the Options Clearing Corporation (“OCC”), excluding any Joint Back office transaction.

¹⁰ “Broker Dealer” applies to any order for the account of a broker dealer, including a foreign broker dealer, that clears in the Customer range at the OCC.

¹¹ “Joint Back Office” applies to any transaction identified by a Member for clearing in the Firm Range at the OCC that is identified with an origin code as Joint Back Office. A Joint Back Office participant is a Member that maintains a Joint Back

greater than 0.35% of average TCV; and (ii) have an ADV¹² equal to or greater than 1.00% of average TCV.¹³ The Exchange is proposing to amend the numerical thresholds associated with meeting these tiers by lowering the threshold for requirement (i) from 0.35% to 0.25% and increasing the threshold for requirement (ii) from 1.00% to 1.50%. Specifically, the Exchange is proposing that an order yielding fee code PF or PM will meet Tier 3 of the respective tiers where: (i) the Member has an ADAV in Firm, Broker Dealer, and Joint Back Office orders in Penny Pilot Securities (yielding Fee Code PF) equal to or greater than 0.25% of average TCV; and (ii) the Member has an ADV equal to or greater than 1.50% of average TCV. The Exchange is also proposing to increase the rebates for meeting these tiers to \$0.47 per contract for fee code PF and PM, from \$0.43 and \$0.42 per contract, respectively.

Customer Orders in Non-Penny Pilot Securities

The Exchange currently charges \$0.80 per contract for Customer orders that remove liquidity in non-Penny Pilot Securities. The Exchange is proposing to increase the fee to \$0.84 per contract. The Exchange notes that the proposed fee is lower than the fees charged on NOM for removing liquidity in non-Penny Pilot Securities (\$0.85 per contract) and is generally in line with the pricing at other options exchanges.

Office arrangement with a clearing broker-dealer.

¹² “ADV” means average daily volume calculated as the number of contracts added or removed, combined, per day.

¹³ “TCV” means total consolidated volume calculated as the volume reported by all exchanges to the consolidated transaction reporting plan for the month for which the fees apply, excluding volume on any day that the Exchange experiences an Exchange System Disruption and on any day with a scheduled early market close.

Clean Up Changes

Finally, the Exchange is also proposing to make two non-substantive clean up changes to its fee schedule. Specifically, the Exchange is proposing to capitalize the “O” in “Joint Back office” as it appears in the definition for “Firm” and to add a bullet in front of the definition of “Penny Pilot Securities” in order to make the formatting consistent with that of the other definitions in the fee schedule.

Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule effectively immediately.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6 of the Act.¹⁴ Specifically, the Exchange believes that the proposed rule change is consistent with Section 6(b)(4) of the Act,¹⁵ in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and other persons using any facility or system which the Exchange operates or controls. The Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues or providers of routing services if they deem fee levels to be excessive.

As explained above, the Exchange generally attempts to approximate the cost of

¹⁴ 15 U.S.C. 78f.

¹⁵ 15 U.S.C. 78f(b)(4).

routing to other options exchanges, including other applicable costs to the Exchange for routing. The Exchange believes that a pricing model based on approximate Routing Costs is a reasonable, fair and equitable approach to pricing. Specifically, the Exchange believes that its proposal to modify fees is fair, equitable and reasonable because the fees are generally an approximation of the cost to the Exchange for routing orders to such exchanges and the Exchange has concluded that certain orders that it was routing to other options exchanges were costing more than it was charging, and in one case, were costing significantly less than it was charging. Further to this point, the Exchange notes that it is proposing to decrease fees for non-Customer orders routed to C2. Accordingly, the Exchange believes that the proposed increases are fair, equitable and reasonable because they will help the Exchange to avoid subsidizing routing to away options exchanges and to continue providing quality routing services. The Exchange believes that its fee structure for orders routed to various venues is a fair and equitable approach to pricing, as it provides certainty with respect to execution fees at away options exchanges. Under its straightforward fee structure, taking all costs to the Exchange into account, the Exchange may operate at a slight gain or slight loss for orders routed to and executed at away options exchanges. As a general matter, the Exchange believes that the proposed fees will allow it to recoup and cover its costs of providing routing services to such exchanges. The Exchange notes that routing through the Exchange is voluntary. The Exchange also believes that the proposed fee structure for orders routed to and executed at these away options exchanges is fair and equitable and not unreasonably discriminatory in that it applies equally to all Members.

The Exchange reiterates that it operates in a highly competitive market in which

market participants can readily direct order flow to competing venues if they deem fee levels to be excessive or providers of routing services if they deem fee levels to be excessive. Finally, the Exchange notes that it constantly evaluates its routing fees, including profit and loss attributable to routing, as applicable, in connection with the operation of a flat fee routing service, and would consider future adjustments to the proposed pricing structure to the extent it was recouping a significant profit or loss from routing to away options exchanges.

The Exchange also believes that the proposed amendments to the fee schedule related to the thresholds required to meet Tier 3 of both the Firm, Broker Dealer, and Joint Back Office Penny Pilot Add Volume Tiers and the Market Maker and Non-BATS Market Maker Penny Pilot Add Volume Tiers and the increased rebate of \$0.47 per contract for achieving such tiers is a reasonable, fair and equitable, and not unfairly discriminatory allocation of fees and rebates because it will encourage greater participation on BATS Options, which, as described above the Exchange believes will result in higher levels of liquidity provision and introduction of higher volumes of orders into the price and volume discovery processes, which will benefit all participants on BATS Options. Specifically, the Exchange believes that the reduction in the threshold for a Member's ADAV in Penny Pilot Securities that yield fee code PF from 0.35% of average TCV and the increased threshold for a Member's ADV of average TCV from 1.00% to 1.50% combined with the increased rebate for meeting the thresholds is a reasonable, fair and equitable, and not unfairly discriminatory allocation of fees and rebates because, in conjunction, they will provide Members with a reasonably achievable threshold for receiving a greater rebate than they do today while simultaneously

encouraging and rewarding higher levels of participation on the Exchange. By lowering the requirement for Firm, Broker Dealer, and Joint Back Office orders in Penny Pilot securities, increasing the requirement for ADV as a percentage of TCV, and increasing the rebate for achieving such tiers, the proposed amendment will encourage greater general participation on the Exchange, which will result in higher levels of liquidity provision and introduction of higher volumes of orders into the price and volume discovery processes, which will benefit all participants on BATS Options.

The Exchange believes the proposed increase of the standard fees for Customer orders that remove liquidity in non-Penny Pilot Securities (from \$0.80 per contract to \$0.84 per contract) is a reasonable, fair and equitable, and not unfairly discriminatory allocation of fees and rebates because the additional revenue generated through the increased fees will allow the Exchange to continue to offer competitive pricing and incentives for other types of orders, which will result in better market quality for all participants. Further, as noted above, the proposed standard fee is still lower than the standard fee offered by NOM for of \$0.85 per contract.

The Exchange also believes that the proposed non-substantive changes to the definition of Firm and adding of the bullet to definition of Penny Pilot Securities are reasonable, fair, and equitable because they are designed to make the fee schedule easier to read and understand. The Exchange notes that neither of the proposed changes are designed to amend any fee or rebate, nor alter the manner in which the Exchange assess fees and rebates. These non-substantive changes to the fee schedule are intended to make the fee schedule clearer and less confusing for investors and eliminate potential investor 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 not necessary or appropriate in furtherance of the purposes of the Act. As it relates to the proposed changes to routing fees, the proposed changes will assist the Exchange in recouping costs for routing orders to other options exchanges on behalf of its participants in a manner that is a better approximation of actual costs than is currently in place and that reflects pricing changes by various options exchanges as well as increases to other Routing Costs incurred by the Exchange. The Exchange also notes that Members may choose to mark their orders as ineligible for routing to avoid incurring routing fees.¹⁶

With respect to the proposed changes to the thresholds in the Firm, Broker Dealer, and Joint Back Office Penny Pilot Add Volume Tiers and the Market Maker and Non-BATS Market Maker Penny Pilot Add Volume Tiers and the increased rebates associated therewith, the Exchange does not believe that any such changes burden competition, but instead, that they enhance competition as they are intended to increase the competitiveness of and draw additional volume to BATS Options.

Finally, with respect to the change in fees for Customer orders that remove liquidity in non-Penny Pilot Securities, the Exchange does not believe that such change burdens competition, but instead, that it enhances competition as the proposed new

¹⁶ See BATS Rule 21.1(d)(8) (describing "BATS Only" orders for BATS Options) and BATS Rule 21.9(a)(1) (describing the BATS Options routing process, which requires orders to be designated as available for routing).

pricing remains generally in line with that of other options exchanges and would still be lower than the per contract fee for an identical transaction that occurred on NOM.

As stated above, the Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels to be excessive or providers of routing services if they deem routing fee levels to be excessive.

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

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

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁷ and paragraph (f) of Rule 19b-4 thereunder.¹⁸ 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.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposal is consistent with the Act.

¹⁷ 15 U.S.C. 78s(b)(3)(A).

¹⁸ 17 CFR 240.19b-4(f).

Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File No. SR-BATS-2015-71 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 No. SR-BATS-2015-71. 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, DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. Copies of such filing will also 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 No. SR-

BATS-2015-71 and should be submitted on or before [_____21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁹

Robert W. Errett
Deputy Secretary

¹⁹ 17 CFR 200.30-3(a)(12).

Note: Proposed new language is underlined. Proposed deletions are enclosed in brackets.

BATS Options Exchange Fee Schedule

Effective [August 12]September 2, 2015

* * * * *

Standard Rates:

	Penny Pilot Securities				Non-Penny Pilot Securities				Mini Options					
	Add		Remove		Add		Remove		Add		Remove			
	Code	Rates	Code	Rates	Code	Rates	Code	Rates	Code	Rates	Code	Rates		
Customer	PY	(\$0.25) (\$0.40) (\$0.48) (\$0.50)	PC	\$0.45	NY	(\$0.85)	NC	\$[0.80] <u>0.84</u>	MA	Free	MR	Free		
Professional	PA	(\$0.40) (\$0.43)	PP	\$0.49 \$0.48 \$0.47 \$0.45 \$0.43	NA	(\$0.65)	NP	\$0.89						
Firm/BD/JBO	PF	(\$0.36) (\$0.40) (\$0.42) [(\$0.43)] <u>(\$0.47)</u>			NF	(\$0.40) (\$0.50) (\$0.60) (\$0.65)								
Market Maker/Non- BATS Market Maker	PM	(\$0.35) (\$0.40) (\$0.42) <u>(\$0.47)</u>			NM	(\$0.42) (\$0.45) (\$0.52)								

* * * * *

Fee Codes and Associated Fees:

Fee Code	Description	Fee/(Rebate)
2C	Routed to C2 (Customer)	<u>0.70</u> [0.47]
2F	Routed to C2 (Non-Customer)	<u>0.72</u> [0.95]
AC	Routed to ARCA (Customer), Penny Pilot	<u>0.70</u> [0.52]
AD-NA	(No changes.)	
NC	Removes liquidity (Customer), Non-Penny	<u>0.84</u> [0.80]
NF-PY	(No changes.)	
QC	Routed to NOM (Customer), Penny Pilot	<u>0.70</u> [0.52]
QD-ZF	(No changes.)	

* * * * *

- "Firm" applies to any transaction identified by a Member for clearing in the Firm range at the OCC, excluding any Joint Back [o]Office transaction.

* * * * *

- "Penny Pilot Securities" are those issues quoted pursuant to Exchange Rule 21.5, Interpretation and Policy .01.

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² Firm, Broker Dealer, and Joint Back Office Penny Pilot Add Volume Tiers

Applicable to the following fee codes: PF.

Tier	Rebate per contract for a Firm/BD/JBO order to Add for Penny Pilot Securities	Required Criteria
Tier 1	(\$0.40)	Member has an ADV equal to or greater than 0.30% of average TCV
Tier 2	(\$0.42)	Member has an ADV equal to or greater than 1.00% of average TCV
Tier 3	[(\$0.43)](<u>\$0.47</u>)	(1) Member has an ADAV in Firm/BD/JBO orders in Penny Pilot Securities (yielding Fee Code PF) equal to or greater than [0.35] <u>0.25</u> % of average TCV (2) Member has an ADV equal to or greater than [1.00] <u>1.50</u> % of average TCV

* * * * *

⁶ Market Maker and Non-BATS Market Maker Penny Pilot Add Volume Tiers

Applicable to fee code PM.

Tier	Rebate per contract for a Market Maker/Non-BATS Market Maker order to Add for Penny Pilot Securities	Required Criteria
Tier 1	(\$0.40)	Member has an ADV equal to or greater than 0.30% of average TCV

Tier 2	(\$0.42)	(1) Member has an ADAV equal to or greater than 1.00% of average TCV (2) Member has an ADV equal to or greater than 2.00% of average TCV
Tier 3	(\$0.42) (\$0.47)	(1) Member has an ADAV in Firm/BD/JBO orders in Penny Pilot Securities (yielding Fee Code PF) equal to or greater than [0.35] <u>0.25</u> % of average TCV (2) Member has an ADV equal to or greater than [1.00] <u>1.50</u> % of average TCV
