

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 5	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2015 - * 025 Amendment No. (req. for Amendments *) 1
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Filing by C2 Options Exchange, Incorporated
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial *	Amendment *	Withdrawal	Section 19(b)(2) *	Section 19(b)(3)(A) *	Section 19(b)(3)(B) *
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			Rule		
Pilot	Extension of Time Period for Commission Action *	Date Expires *	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<input 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) *	Section 806(e)(2) *
<input type="checkbox"/>	<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 *).

Contact Information

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * Last Name *

Title *

E-mail *

Telephone * Fax

Signature

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

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

(Title *)

Date Senior Attorney

By

(Name *)

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

Persona Not Validated - 1431104212107,

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.

PARTIAL AMENDMENT

C2 Options Exchange, Incorporated (“C2” or the “Exchange”) submits this Amendment, constituting Amendment No. 1, to rule filing SR-C2-2015-025 in which the Exchange proposes to modify Rule 6.13 regarding complex orders to (1) amend the rule provisions regarding the initiation of a complex order auction (“COA”), (2) add rule provisions regarding the impact of certain incoming orders and changes in the leg markets on an ongoing COA, and (3) amend the rule provision related to the size of COA responses. The purpose of this Amendment No. 1 is to amend the purpose section of each of the Form 19b-4 and Exhibit 1 regarding examples related to the impact of a change in the leg markets on an ongoing COA. No rule text changes are being proposed by this Amendment 1.

The Exchange proposes to amend the purpose section of each of the Form 19b-4 and Exhibit 1 by deleting (1) the carryover paragraph on pages 9 – 10 and the subsequent carryover paragraph on pages 10 – 11 of the Form 19b-4 and (2) the carryover paragraph on pages 27 – 28 and the subsequent paragraph on page 28 of Exhibit 1 and replacing each with the following paragraphs (with the applicable footnote numbers in each document):

For example, assume that the derived net leg market is \$1.00 to \$1.05. A COA-eligible order to buy at a net price of \$1.02 is entered and initiates a COA. During the COA (prior to the end of the Response Time Interval), the derived net leg market offer changes to \$1.01. Because this is marketable against the COA-eligible order, this change in the derived net leg markets will cause the COA to end. Assuming the derived net leg

market offer price of \$1.01 is the best net price at the end of the COA,¹ the COA-eligible order will execute against the leg markets at that net price, and any remainder will then trade against complex orders in the COB and auction responses. If a complex order to buy was resting on the COB (for example, at a net price of \$1.01) at the initiation of the COA (for example, a do-not-COA order or an order that is not COA-eligible),² that order and the COA-eligible order would be allocated against the leg markets in the same manner as any other two complex orders pursuant to Rule 6.53C(c)(ii) regarding COB executions, which is by price and then pursuant to the rules of trading priority otherwise applicable to incoming orders in the individual component legs. The COA-eligible order would always have priority over the resting order, as it would always have a higher (if a buy order) or lower (if a sell order) net price than the resting order.

In the example above, if a complex order to buy at a net price of \$1.01 was resting in the COB at the time the COA-eligible order to buy at a net price of \$1.02 entered the System and initiated the COA, and the same change in the derived net leg markets occurs, assuming the derived net leg market offer price of \$1.01 is the best net price at the end of the COA, the COA-eligible order will trade against the derived net leg offer at \$1.01 first, because it was entered at (and thus willing to pay) a better net price than the resting complex order (to the extent there was insufficient size in the leg markets to fill

¹ The leg market offer would be the best price at the end of the COA if no auction response, order resting in the COB, or order that entered the System during the COA had a better price.

² As previously indicated, only orders that are marketable or that improve the price on the same side of the market initiate a COA. See *supra* note 1. Thus, for there to be a situation where a complex order was already resting on the COB at the initiation of a COA, the order resting on the COB would be at a worse price than the COA-eligible order that initiated the COA. If there is a complex order resting on the COB when that is on the same side and at the same or better price than an incoming complex order, then the incoming order will not COA and will also enter on the COB.

the COA-eligible order, the remainder would then execute against complex orders in the COB and auction responses). If there is sufficient size left in the leg markets to trade against the resting complex order, then the resting order will also trade (in full or in a permissible ratio).