

## OMB APPROVAL

OMB Number: 3235-0045  
 Estimated average burden  
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Page 1 of * 27	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2016 - * 12 Amendment No. (req. for Amendments *)
Filing by Bats BYX Exchange, Inc. 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"/>	Rule <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)
Pilot <input type="checkbox"/> Extension of Time Period for Commission Action * <input type="checkbox"/> Date Expires *		
Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Section 806(e)(1) * <input type="checkbox"/> Section 806(e)(2) * <input type="checkbox"/>		Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 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"/>	
<b>Description</b> Provide a brief description of the action (limit 250 characters, required when Initial is checked *). <div style="border: 1px solid black; padding: 5px; min-height: 40px;">           The Exchange proposed a rule change related to fees.         </div>		
<b>Contact Information</b> 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 * Chris Last Name * Solgan Title * Assistant General Counsel E-mail * csolgan@bats.com Telephone * (646) 856-8723 Fax		
<b>Signature</b> 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. <div style="text-align: right;">(Title *)</div> <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="width: 30%;">         Date 06/08/2016          By Chris Solgan          (Name *)       </div> <div style="width: 60%; text-align: center;"> <div style="border: 1px solid black; padding: 5px; display: inline-block;">Assistant General Counsel</div>  <div style="border: 1px solid black; padding: 5px; display: inline-block;">csolgan@bats.com</div> </div> </div>		
NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.		

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549	
For complete Form 19b-4 instructions please refer to the EFFF website.	
<div>Form 19b-4 Information *</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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.
<div>Exhibit 1 - Notice of Proposed Rule Change *</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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)
<div>Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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)
<div>Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications</div> <div><div>Add</div><div>Remove</div><div>View</div></div> <div>Exhibit Sent As Paper Document <input type="checkbox"/></div>	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.
<div>Exhibit 3 - Form, Report, or Questionnaire</div> <div><div>Add</div><div>Remove</div><div>View</div></div> <div>Exhibit Sent As Paper Document <input type="checkbox"/></div>	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.
<div>Exhibit 4 - Marked Copies</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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.
<div>Exhibit 5 - Proposed Rule Text</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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.
<div>Partial Amendment</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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

(a) Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act” or “Exchange Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> Bats BYX Exchange, Inc. (“BYX” or the “Exchange”) proposes to amend its fees and rebates applicable to Members<sup>3</sup> of the Exchange pursuant to BYX Rule 15.1(a) and (c) (“Fee Schedule”) to: (i) add fee codes NA and NB; (ii) reduce the rebate for fee codes BB, N, and W; (iii) add Add Volume Tier 2 under footnote 1; and (iv) add Remove Volume Tier under footnote 1. Changes to the Fee Schedule pursuant to this proposal are effective upon filing.

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) Inapplicable.

(c) Inapplicable.

## 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 and, therefore, the Exchange’s internal procedures with respect to the proposed change are complete.

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> 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 persons on the Exchange staff prepared to respond to questions and comments on the proposed rule change are:

Eric Swanson  
Executive Vice President and  
General Counsel  
(913) 815-7000

Chris Solgan  
Assistant General Counsel  
(646) 856-8723

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

(a) Purpose

The Exchange proposes to amend its Fee Schedule to: (i) add fee codes NA and NB; (ii) reduce the rebate for fee codes BB, N, and W; (iii) add Add Volume Tier 2 under footnote 1; and (iv) add Remove Volume Tier under footnote 1.

Fee Codes NA and NB

The Exchange previously filed a proposed rule change with the Commission to identify Non-Displayed Orders<sup>4</sup> as such when routed to an away Trading Center.<sup>5</sup> The Exchange intends to implement this functionality on June 1, 2016.<sup>6</sup> Because other Trading Centers typically provide different rebates or fees with respect to non-displayed liquidity the Exchange proposes to amend its Fee Schedule to add fee codes NA and NB, which would apply to routed Non-Displayed Orders. Proposed fee code NA would be

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<sup>4</sup> See Exchange Rule 11.9(c)(11).

<sup>5</sup> The Exchange notes that the Exchange also amended its rules to route Reserve Orders (as defined in Rule 11.9(c)(1)) as such to other Trading Centers. See Securities Exchange Act 77187 (February 19, 2016), 81 FR 9556 (February 25, 2016) (SR-BYX-2016-04). Non-Displayed Orders and Reserve Orders would be handled in accordance with the rules of the Trading Center to which they are routed. *Id.* This proposal does not impact the routing of Reserve Orders.

<sup>6</sup> See Bats Announces Support for Hidden Post-to-Away Routed Orders, available at [http://cdn.batstrading.com/resources/release\\_notes/2016/Bats-Announces-Support-for-Hidden-Post-to-Away-Routed-Orders.pdf](http://cdn.batstrading.com/resources/release_notes/2016/Bats-Announces-Support-for-Hidden-Post-to-Away-Routed-Orders.pdf).

applied to Non-Displayed Orders that are routed to and add liquidity on Bats EDGX Exchange, Inc. (“EDGX”), Bats BZX Exchange, Inc. (“BZX”), the New York Stock Exchange, Inc. (“NYSE”), NYSE Arca, Inc. (“NYSE Arca”), NYSE MKT LLC (“NYSE MKT”), or the Nasdaq Stock Market LLC (“Nasdaq”).<sup>7</sup> Orders that yield fee code NA would not be charged a fee nor receive a rebate in both securities priced at or above \$1.00 or below \$1.00. Proposed fee code NB would be applied to Non-Displayed Orders that are routed to and add liquidity on any exchange not listed in proposed fee code NA. Orders that yield fee code NB would be charged a fee of \$0.0030 per share in securities priced at or above \$1.00 and 0.30% of the trade’s total dollar value in securities priced below \$1.00.

Fee codes BB, N, and W

Fee codes BB, N, and W are appended to orders that are to receive the standard rebate of \$0.00150 per share for removing liquidity in securities priced at or above \$1.00.<sup>8</sup> Fee code W is appended to order in Tape A Securities, fee code BB is appended

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<sup>7</sup> Today, all orders that are routed to post to an away market are routed for display on such market and receive the following rates: (i) rebate of \$0.0015 per share for orders routed to the NYSE; (ii) rebate of \$0.0021 per share for Tapes A and C securities and a rebate of \$0.0022 per share for Tape B securities for orders routed to NYSE Arca; (iii) rebate of \$0.0015 per share for orders routed to NYSE MKT; (iv) rebate of \$0.0015 per share for orders routed to Nasdaq; and (v) a rebate of \$0.0020 per share for orders routed to EDGX or BZX. See the Exchange’s Fee Schedule available at [http://batstrading.com/support/fee\\_schedule/byx/](http://batstrading.com/support/fee_schedule/byx/). These rates generally represent a pass through of the rate that Bats Trading, Inc. (“Bats Trading”), the Exchange’s affiliated routing broker-dealer, is provided for adding displayed liquidity at NYSE, NYSE Arca, NYSE MKT, Nasdaq, EDGX, or BZX when it does not qualify for a volume tiered reduced fee or enhanced rebate.

<sup>8</sup> Order that remove liquidity in securities priced below \$1.00 are charged 0.10% of the trades total dollar value. See the Exchange’s Fee Schedule available at [http://batstrading.com/support/fee\\_schedule/byx/](http://batstrading.com/support/fee_schedule/byx/). The Exchange does not proposes to amend the standard rate for securities priced below \$1.00.

to orders in Tape B securities, and fee code N is appended to orders in Tape C Securities. The Exchange now proposes to reduce the standard rebate provided for under fee codes, BB, N, and W from \$00.150 per share to \$0.00100 per share. The Exchange also proposes to amend the Fee Schedule's Standard Rates table to reflect the amended standard removal rate under fee codes BB, N, and W.

#### Add Volume Tier 2

Currently, the Exchange charges a standard rate of \$0.0018 per share for orders that add liquidity. Members may be charged a reduced fee of \$0.0014 per share under footnote 1 where they have an ADAV<sup>9</sup> equal to or greater than 0.30% of the TCV.<sup>10</sup> The Exchange proposes to name this existing tier under footnote 1 the "Add Volume Tier 1" and add a new tier called the "Add Volume Tier 2". Under the proposed Add Volume Tier 2, Members would be eligible to receive a reduced fee of \$0.0013 per share where they have an ADAV equal to or greater than 0.40% of the TCV.

#### Add Remove Volume Tier

Currently, the Exchange does not offer an enhanced rebate for removing liquidity. Such orders would receive the standard rebate under fee codes BB, N, and W described above. The Exchange now proposes to provide an enhanced rebate for removing liquidity by adding the Remove Volume Tier under footnote 1. Under the proposed Remove Volume Tier, a Member's orders that yield fee codes BB, N, or W would receive

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<sup>9</sup> As provided in the Fee Schedule, "ADAV" means average daily added volume calculated as the number of shares added per day.

<sup>10</sup> As provided in the Fee Schedule, "TCV" means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply.

a rebate of \$0.00150 per share where the Member has an ADV equal to or greater than 0.05% of the TCV.

The Exchange also proposes to append footnote 1 to fee codes BB, N, and W as orders that yield those fee codes would be eligible to receive the enhanced rebate of \$0.00150 provided for by the proposed Remove Volume Tier. With the addition of the Remove Volume Tier, the Exchange proposes to amend the title of footnote 1 from “Add Volume Tier” to “Add/Remove Volume Tiers”.

#### Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule effective immediately.<sup>11</sup>

#### (b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,<sup>12</sup> in general, and furthers the objectives of Section 6(b)(4),<sup>13</sup> in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities. The Exchange also 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 at a particular venue to be excessive. The proposed rule changes reflect a competitive pricing structure designed to incent market participants to direct their order

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<sup>11</sup> The Exchange initially filed the proposed fee change on May 31, 2016 (SR-BatsBYX-2016-11). On June 8, 2016, the Exchange withdrew SR-BatsBYX-2016-11 and submitted this filing.

<sup>12</sup> 15 U.S.C. 78f.

<sup>13</sup> 15 U.S.C. 78f(b)(4).

flow to the Exchange. The Exchange believes that the proposed fee codes are equitable and non-discriminatory in they would apply uniformly to all Members. The Exchange believes the rates remains competitive with those charged by other venues and, therefore, reasonable and equitably allocated to Members.

In particular, the Exchange believes that proposed fee codes NA and NB represent an equitable allocation of reasonable dues, fees, and other charges. The proposed fees are similar to and based on the fees and rebates assessed or provided to Bats Trading when routing to away Trading Centers. For instance, like proposed fee code NA, the NYSE, NYSE Arca, and Nasdaq charge no fee nor provide a rebate for non-displayed orders that add liquidity.<sup>14</sup> In addition, the exchanges that would be covered by proposed fee code NB charge a fee of up to \$0.0030 per share to add liquidity.<sup>15</sup> In addition, the proposed rate for fee code NB is equal to or greater than similar routing fees charged by other exchanges. For example, the NYSE, NYSE MKT, Nasdaq, and BZX charge a fee of

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<sup>14</sup> See the NYSE fee schedule available at [https://www.nyse.com/publicdocs/nyse/markets/nyse/NYSE\\_Price\\_List.pdf](https://www.nyse.com/publicdocs/nyse/markets/nyse/NYSE_Price_List.pdf) (dated May 23, 2016); the NYSE Arca fee schedule available at [https://www.nyse.com/publicdocs/nyse/markets/nyse-arca/NYSE\\_Arca\\_Marketplace\\_Fees.pdf](https://www.nyse.com/publicdocs/nyse/markets/nyse-arca/NYSE_Arca_Marketplace_Fees.pdf) (dated May 23, 2016); and the Nasdaq fee schedule available at <http://www.nasdaqtrader.com/Trader.aspx?id=PriceListTrading2>. The Exchange notes that NYSE MKT, EDGX, and BZX provide a rebate of \$0.0016, \$ 0.0015, and \$0.0017 per share respectively for non-displayed orders that add liquidity. See the NYSE MKT fee schedule available at [https://www.nyse.com/publicdocs/nyse/markets/nyse-mkt/NYSE\\_MKT\\_Equities\\_Price\\_List.pdf](https://www.nyse.com/publicdocs/nyse/markets/nyse-mkt/NYSE_MKT_Equities_Price_List.pdf) (dated May 23, 2016); the EDGX fee schedule available at [http://batstrading.com/support/fee\\_schedule/edgx/](http://batstrading.com/support/fee_schedule/edgx/); and the BZX fee schedule available at [http://batstrading.com/support/fee\\_schedule/bzx/](http://batstrading.com/support/fee_schedule/bzx/).

<sup>15</sup> See the Bats EDGA Exchange, Inc. fee schedule available at [http://batstrading.com/support/fee\\_schedule/edga/](http://batstrading.com/support/fee_schedule/edga/); and the Nasdaq BX, Inc. fee schedule available at [http://www.nasdaqtrader.com/Trader.aspx?id=bx\\_pricing](http://www.nasdaqtrader.com/Trader.aspx?id=bx_pricing). The Exchange notes that it currently does not provide for routing orders to post on the Chicago Stock Exchange, Inc. or the National Stock Exchange, Inc.



\$0.0030 per share and NYSE Arca charges a fee of \$0.0035 per share regardless of which destination the order is routed.<sup>16</sup>

The Exchange notes that routing through Bats Trading is voluntary. The Exchange is providing a service to allow Members to post Non-Displayed Orders to these destinations and that those Members seeking to post such orders to away destinations may connect to those destinations directly and be charged the fee or provided the rebate from that destination. Therefore, the Exchange believes the rates for proposed fee codes NA and NB are equitable and reasonable because they are related to the rates provided by the away exchange and reasonably account for the routing service provided for by the Exchange. Lastly, the Exchange believes that the proposed amendments are non-discriminatory because it applies uniformly to all Members and that the proposed rates are directly related to rates provided by the destinations to which the orders may be routed.

The Exchange also believes that proposed changes to fee codes BB, N, and W represent an equitable allocation of reasonable dues, fees, and other charges because the Exchange's standard rebate for removing liquidity continues to be higher than that provided by other exchanges. For example, Nasdaq BX, Inc. BX provides a standard rebate of \$0.0006 per share for orders that remove liquidity.<sup>17</sup>

Volume-based rebates such as that proposed herein have been widely adopted by equities and options exchanges and are equitable because they are open to all Members

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<sup>16</sup> See supra note 14. Nasdaq charges a fee of \$0.0035 per share for routed orders that are directed to another market. See the Nasdaq fee schedule at id.

<sup>17</sup> See the Nasdaq BX, Inc. fee schedule available at [http://www.nasdaqtrader.com/Trader.aspx?id=bx\\_pricing](http://www.nasdaqtrader.com/Trader.aspx?id=bx_pricing).

on an equal basis and provide additional benefits or discounts that are reasonably related to: (i) the value to an exchange's market quality; (ii) associated higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns; and (iii) the introduction of higher volumes of orders into the price and volume discovery processes. The Exchange believes that the proposed tiers are a reasonable, fair and equitable, and not unfairly discriminatory allocation of fees and rebates, because they will provide Members with an additional incentive to reach certain thresholds on the Exchange.

In particular, the Exchange believes the addition of the Add Volume Tier 2 and Remove Volume Tier are a reasonable means to encourage Members to increase their liquidity on the Exchange. The Exchange further believes that the proposed tiers represents an equitable allocation of reasonable dues, fees, and other charges because the thresholds necessary to achieve the tiers encourages Members to add liquidity to the BYX Book<sup>18</sup> each month. Specifically, the Exchange notes that the criteria and reduced rate under Add Volume Tier 2 are equitable and reasonable as compared to other tiers offered by the Exchange. For example, under Add Volume Tier 1, Members may receive a reduced fee of \$0.0013 per share where they have an ADAV equal to or greater than 0.30% of the TCV. To receive a reduced fee of \$0.0014 per share under the proposed Add Volume Tier 2, a Member must have an ADAV equal to or greater than 0.40% of the TCV. Therefore, the Exchange believes the proposed Add Volume Tier 2 is consistent with Section 6(b)(4)<sup>19</sup> of the Act as the more stringent criteria correlates with the tier's reduced rate.

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<sup>18</sup> See Exchange Rule 1.5(e).

<sup>19</sup> 15 U.S.C. 78f(b)(4).

The Exchange also believes the proposed Remove Volume Tier's criteria and rate are reasonable when compare to tier provided for by other exchanges. For example, Nasdaq BX, Inc. BX also provides an enhanced rebate of \$0.0015 per share but require different, but similar, criteria.<sup>20</sup> In order to achieve the tier, Nasdaq BX, Inc. requires their members to remove at least 0.05% of TCV.<sup>21</sup> Therefore, the Exchange believes the proposed Remove Volume Tier is consistent with Section 6(b)(4)<sup>22</sup> of the Act.

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

The Exchange does not believe its proposed amendment to its Fee Schedule would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed changes represents a significant departure from previous pricing offered by the Exchange or pricing offered by the Exchange's competitors. Additionally, Members may opt to disfavor the Exchange's pricing if they believe that alternatives offer them better value. For example, routing through Bats Trading is voluntary and Members seeking to post such orders to away destinations may connect to those destinations directly and be charged the fee or provide the rebate from that destination. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of Members or competing venues to maintain their competitive standing in the financial markets. The Exchange believes that its proposal would not burden intramarket competition because the proposed rate would apply uniformly to all Members.

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<sup>20</sup> See the Nasdaq BX, Inc. fee schedule available at  
[http://www.nasdaqtrader.com/Trader.aspx?id=bx\\_pricing](http://www.nasdaqtrader.com/Trader.aspx?id=bx_pricing).

<sup>21</sup> Id.

<sup>22</sup> 15 U.S.C. 78f(b)(4).

The Exchange does not believe that the proposed new tiers and standard removal rates would burden competition, but instead, enhances competition, as they are intended to increase the competitiveness of and draw additional volume to the Exchange. 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 structures to be unreasonable or excessive. The proposed changes are generally intended to draw additional liquidity to the Exchange. The Exchange does not believe the proposed tiers and standard rates would burden intramarket competition as they would apply to all Members uniformly.

5. 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 unsolicited 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 Act<sup>23</sup> and Rule 19b-4(f)(2) thereunder,<sup>24</sup> 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.

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<sup>23</sup> 15 U.S.C. 78s(b)(3)(A)(ii).

<sup>24</sup> 17 CFR 240.19b-4(f)(2).

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 Rules 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.

11. Exhibits

Exhibit 1: Form of Notice of Proposed Rule Change for Publication in the Federal Register.

Exhibit 2 – 4: Not applicable.

Exhibit 5: Text of the Proposed Rule Change.

EXHIBIT 1

## SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-\_\_\_\_\_; File No. SR-BatsBYX-2016-12)

## Self-Regulatory Organizations; Bats BYX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Related to Fees

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on \_\_\_\_\_, Bats BYX Exchange, Inc. (the “Exchange” or “BYX”) 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 Act<sup>3</sup> and Rule 19b-4(f)(2) thereunder,<sup>4</sup> 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 Members<sup>5</sup> and non-members of the Exchange pursuant to BYX Rules 15.1(a) and (c) (“Fee Schedule”) to: (i) add fee codes NA and NB; (ii) reduce the rebate for fee codes BB, N,

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> 15 U.S.C. 78s(b)(3)(A)(ii).

<sup>4</sup> 17 CFR 240.19b-4(f)(2).

<sup>5</sup> 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).

and W; (iii) add Add Volume Tier 2 under footnote 1; and (iv) add Remove Volume Tier under footnote 1.

The text of the proposed rule change is available at the Exchange's website at [www.batstrading.com](http://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 amend its Fee Schedule to: (i) add fee codes NA and NB; (ii) reduce the rebate for fee codes BB, N, and W; (iii) add Add Volume Tier 2 under footnote 1; and (iv) add Remove Volume Tier under footnote 1.

Fee Codes NA and NB

The Exchange previously filed a proposed rule change with the Commission to identify Non-Displayed Orders<sup>6</sup> as such when routed to an away Trading Center.<sup>7</sup> The

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<sup>6</sup> See Exchange Rule 11.9(c)(11).

<sup>7</sup> The Exchange notes that the Exchange also amended its rules to route Reserve Orders (as defined in Rule 11.9(c)(1)) as such to other Trading Centers. See Securities Exchange Act 77187 (February 19, 2016), 81 FR 9556 (February 25,

Exchange intends to implement this functionality on June 1, 2016.<sup>8</sup> Because other Trading Centers typically provide different rebates or fees with respect to non-displayed liquidity the Exchange proposes to amend its Fee Schedule to add fee codes NA and NB, which would apply to routed Non-Displayed Orders. Proposed fee code NA would be applied to Non-Displayed Orders that are routed to and add liquidity on Bats EDGX Exchange, Inc. (“EDGX”), Bats BZX Exchange, Inc. (“BZX”), the New York Stock Exchange, Inc. (“NYSE”), NYSE Arca, Inc. (“NYSE Arca”), NYSE MKT LLC (“NYSE MKT”), or the Nasdaq Stock Market LLC (“Nasdaq”).<sup>9</sup> Orders that yield fee code NA would not be charged a fee nor receive a rebate in both securities priced at or above \$1.00 or below \$1.00. Proposed fee code NB would be applied to Non-Displayed Orders that are routed to and add liquidity on any exchange not listed in proposed fee code NA. Orders that yield fee code NB would be charged a fee of \$0.0030 per share in securities

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2016) (SR-BYX-2016-04). Non-Displayed Orders and Reserve Orders would be handled in accordance with the rules of the Trading Center to which they are routed. *Id.* This proposal does not impact the routing of Reserve Orders.

<sup>8</sup> See Bats Announces Support for Hidden Post-to-Away Routed Orders, available at [http://cdn.batstrading.com/resources/release\\_notes/2016/Bats-Announces-Support-for-Hidden-Post-to-Away-Routed-Orders.pdf](http://cdn.batstrading.com/resources/release_notes/2016/Bats-Announces-Support-for-Hidden-Post-to-Away-Routed-Orders.pdf).

<sup>9</sup> Today, all orders that are routed to post to an away market are routed for display on such market and receive the following rates: (i) rebate of \$0.0015 per share for orders routed to the NYSE; (ii) rebate of \$0.0021 per share for Tapes A and C securities and a rebate of \$0.0022 per share for Tape B securities for orders routed to NYSE Arca; (iii) rebate of \$0.0015 per share for orders routed to NYSE MKT; (iv) rebate of \$0.0015 per share for orders routed to Nasdaq; and (v) a rebate of \$0.0020 per share for orders routed to EDGX or BZX. See the Exchange’s Fee Schedule available at [http://batstrading.com/support/fee\\_schedule/byx/](http://batstrading.com/support/fee_schedule/byx/). These rates generally represent a pass through of the rate that Bats Trading, Inc. (“Bats Trading”), the Exchange’s affiliated routing broker-dealer, is provided for adding displayed liquidity at NYSE, NYSE Arca, NYSE MKT, Nasdaq, EDGX, or BZX when it does not qualify for a volume tiered reduced fee or enhanced rebate.



priced at or above \$1.00 and 0.30% of the trade's total dollar value in securities priced below \$1.00.

#### Fee codes BB, N, and W

Fee codes BB, N, and W are appended to orders that are to receive the standard rebate of \$0.00150 per share for removing liquidity in securities priced at or above \$1.00.<sup>10</sup> Fee code W is appended to order in Tape A Securities, fee code BB is appended to orders in Tape B securities, and fee code N is appended to orders in Tape C Securities. The Exchange now proposes to reduce the standard rebate provided for under fee codes, BB, N, and W from \$0.150 per share to \$0.00100 per share. The Exchange also proposes to amend the Fee Schedule's Standard Rates table to reflect the amended standard removal rate under fee codes BB, N, and W.

#### Add Volume Tier 2

Currently, the Exchange charges a standard rate of \$0.0018 per share for orders that add liquidity. Members may be charged a reduced fee of \$0.0014 per share under footnote 1 where they have an ADAV<sup>11</sup> equal to or greater than 0.30% of the TCV.<sup>12</sup> The Exchange proposes to name this existing tier under footnote 1 the "Add Volume Tier 1" and add a new tier called the "Add Volume Tier 2". Under the proposed Add Volume

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<sup>10</sup> Order that remove liquidity in securities priced below \$1.00 are charged 0.10% of the trades total dollar value. See the Exchange's Fee Schedule available at [http://batstrading.com/support/fee\\_schedule/byx/](http://batstrading.com/support/fee_schedule/byx/). The Exchange does not propose to amend the standard rate for securities priced below \$1.00.

<sup>11</sup> As provided in the Fee Schedule, "ADAV" means average daily added volume calculated as the number of shares added per day.

<sup>12</sup> As provided in the Fee Schedule, "TCV" means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply.

Tier 2, Members would be eligible to receive a reduced fee of \$0.0013 per share where they have an ADAV equal to or greater than 0.40% of the TCV.

#### Add Remove Volume Tier

Currently, the Exchange does not offer an enhanced rebate for removing liquidity. Such orders would receive the standard rebate under fee codes BB, N, and W described above. The Exchange now proposes to provide an enhanced rebate for removing liquidity by adding the Remove Volume Tier under footnote 1. Under the proposed Remove Volume Tier, a Member's orders that yield fee codes BB, N, or W would receive a rebate of \$0.00150 per share where the Member has an ADV equal to or greater than 0.05% of the TCV.

The Exchange also proposes to append footnote 1 to fee codes BB, N, and W as orders that yield those fee codes would be eligible to receive the enhanced rebate of \$0.00150 provided for by the proposed Remove Volume Tier. With the addition of the Remove Volume Tier, the Exchange proposes to amend the title of footnote 1 from "Add Volume Tier" to "Add/Remove Volume Tiers".

#### Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule effective immediately.<sup>13</sup>

#### 2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the

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<sup>13</sup> The Exchange initially filed the proposed fee change on May 31, 2016 (SR-BatsBYX-2016-11). On June 8, 2016, the Exchange withdrew SR-BatsBYX-2016-11 and submitted this filing.

objectives of Section 6 of the Act,<sup>14</sup> in general, and furthers the objectives of Section 6(b)(4),<sup>15</sup> in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities. The Exchange also 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 at a particular venue to be excessive. The proposed rule changes reflect a competitive pricing structure designed to incent market participants to direct their order flow to the Exchange. The Exchange believes that the proposed fee codes are equitable and non-discriminatory in they would apply uniformly to all Members. The Exchange believes the rates remains competitive with those charged by other venues and, therefore, reasonable and equitably allocated to Members.

In particular, the Exchange believes that proposed fee codes NA and NB represent an equitable allocation of reasonable dues, fees, and other charges. The proposed fees are similar to and based on the fees and rebates assessed or provided to Bats Trading when routing to away Trading Centers. For instance, like proposed fee code NA, the NYSE, NYSE Arca, and Nasdaq charge no fee nor provide a rebate for non-displayed orders that add liquidity.<sup>16</sup> In addition, the exchanges that would be covered by proposed fee code

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<sup>14</sup> 15 U.S.C. 78f.

<sup>15</sup> 15 U.S.C. 78f(b)(4).

<sup>16</sup> See the NYSE fee schedule available at [https://www.nyse.com/publicdocs/nyse/markets/nyse/NYSE\\_Price\\_List.pdf](https://www.nyse.com/publicdocs/nyse/markets/nyse/NYSE_Price_List.pdf) (dated May 23, 2016); the NYSE Arca fee schedule available at [https://www.nyse.com/publicdocs/nyse/markets/nyse-arca/NYSE\\_Arca\\_Marketplace\\_Fees.pdf](https://www.nyse.com/publicdocs/nyse/markets/nyse-arca/NYSE_Arca_Marketplace_Fees.pdf) (dated May 23, 2016); and the Nasdaq fee schedule available at <http://www.nasdaqtrader.com/Trader.aspx?id=PriceListTrading2>. The Exchange

NB charge a fee of up to \$0.0030 per share to add liquidity.<sup>17</sup> In addition, the proposed rate for fee code NB is equal to or greater than similar routing fees charged by other exchanges. For example, the NYSE, NYSE MKT, Nasdaq, and BZX charge a fee of \$0.0030 per share and NYSE Arca charges a fee of \$0.0035 per share regardless of which destination the order is routed.<sup>18</sup>

The Exchange notes that routing through Bats Trading is voluntary. The Exchange is providing a service to allow Members to post Non-Displayed Orders to these destinations and that those Members seeking to post such orders to away destinations may connect to those destinations directly and be charged the fee or provided the rebate from that destination. Therefore, the Exchange believes the rates for proposed fee codes NA and NB are equitable and reasonable because they are related to the rates provided by the away exchange and reasonably account for the routing service provided for by the Exchange. Lastly, the Exchange believes that the proposed amendments are non-discriminatory because it applies uniformly to all Members and that the proposed rates are directly related to rates provided by the destinations to which the orders may be

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notes that NYSE MKT, EDGX, and BZX provide a rebate of \$0.0016, \$ 0.0015, and \$0.0017 per share respectively for non-displayed orders that add liquidity. See the NYSE MKT fee schedule available at [https://www.nyse.com/publicdocs/nyse/markets/nyse-mkt/NYSE\\_MKT\\_Equities\\_Price\\_List.pdf](https://www.nyse.com/publicdocs/nyse/markets/nyse-mkt/NYSE_MKT_Equities_Price_List.pdf) (dated May 23, 2016); the EDGX fee schedule available at [http://batstrading.com/support/fee\\_schedule/edgx/](http://batstrading.com/support/fee_schedule/edgx/); and the BZX fee schedule available at [http://batstrading.com/support/fee\\_schedule/bzx/](http://batstrading.com/support/fee_schedule/bzx/).

<sup>17</sup> See the Bats EDGA Exchange, Inc. fee schedule available at [http://batstrading.com/support/fee\\_schedule/edga/](http://batstrading.com/support/fee_schedule/edga/); and the Nasdaq BX, Inc. fee schedule available at [http://www.nasdaqtrader.com/Trader.aspx?id=bx\\_pricing](http://www.nasdaqtrader.com/Trader.aspx?id=bx_pricing). The Exchange notes that it currently does not provide for routing orders to post on the Chicago Stock Exchange, Inc. or the National Stock Exchange, Inc.

<sup>18</sup> See supra note 16. Nasdaq charges a fee of \$0.0035 per share for routed orders that are directed to another market. See the Nasdaq fee schedule at id.

routed.

The Exchange also believes that proposed changes to fee codes BB, N, and W represent an equitable allocation of reasonable dues, fees, and other charges because the Exchange's standard rebate for removing liquidity continues to be higher than that provided by other exchanges. For example, Nasdaq BX, Inc. BX provides a standard rebate of \$0.0006 per share for orders that remove liquidity.<sup>19</sup>

Volume-based rebates such as that proposed herein have been widely adopted by equities and options exchanges and are equitable because they are open to all Members on an equal basis and provide additional benefits or discounts that are reasonably related to: (i) the value to an exchange's market quality; (ii) associated higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns; and (iii) the introduction of higher volumes of orders into the price and volume discovery processes. The Exchange believes that the proposed tiers are a reasonable, fair and equitable, and not unfairly discriminatory allocation of fees and rebates, because they will provide Members with an additional incentive to reach certain thresholds on the Exchange.

In particular, the Exchange believes the addition of the Add Volume Tier 2 and Remove Volume Tier are a reasonable means to encourage Members to increase their liquidity on the Exchange. The Exchange further believes that the proposed tiers represents an equitable allocation of reasonable dues, fees, and other charges because the thresholds necessary to achieve the tiers encourages Members to add liquidity to the

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<sup>19</sup> See the Nasdaq BX, Inc. fee schedule available at  
[http://www.nasdaqtrader.com/Trader.aspx?id=bx\\_pricing](http://www.nasdaqtrader.com/Trader.aspx?id=bx_pricing).

BYX Book<sup>20</sup> each month. Specifically, the Exchange notes that the criteria and reduced rate under Add Volume Tier 2 are equitable and reasonable as compared to other tiers offered by the Exchange. For example, under Add Volume Tier 1, Members may receive a reduced fee of \$0.0013 per share where they have an ADAV equal to or greater than 0.30% of the TCV. To receive a reduced fee of \$0.0014 per share under the proposed Add Volume Tier 2, a Member must have an ADAV equal to or greater than 0.40% of the TCV. Therefore, the Exchange believes the proposed Add Volume Tier 2 is consistent with Section 6(b)(4)<sup>21</sup> of the Act as the more stringent criteria correlates with the tier's reduced rate.

The Exchange also believes the proposed Remove Volume Tier's criteria and rate are reasonable when compare to tier provided for by other exchanges. For example, Nasdaq BX, Inc. BX also provides an enhanced rebate of \$0.0015 per share but require different, but similar, criteria.<sup>22</sup> In order to achieve the tier, Nasdaq BX, Inc. requires their members to remove at least 0.05% of TCV.<sup>23</sup> Therefore, the Exchange believes the proposed Remove Volume Tier is consistent with Section 6(b)(4)<sup>24</sup> of the Act.

(B) Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe its proposed amendment to its Fee Schedule would impose any burden on competition that is not necessary or appropriate in

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<sup>20</sup> See Exchange Rule 1.5(e).

<sup>21</sup> 15 U.S.C. 78f(b)(4).

<sup>22</sup> See the Nasdaq BX, Inc. fee schedule available at  
[http://www.nasdaqtrader.com/Trader.aspx?id=bx\\_pricing](http://www.nasdaqtrader.com/Trader.aspx?id=bx_pricing).

<sup>23</sup> Id.

<sup>24</sup> 15 U.S.C. 78f(b)(4).

furtherance of the purposes of the Act. The Exchange does not believe that the proposed changes represents a significant departure from previous pricing offered by the Exchange or pricing offered by the Exchange's competitors. Additionally, Members may opt to disfavor the Exchange's pricing if they believe that alternatives offer them better value. For example, routing through Bats Trading is voluntary and Members seeking to post such orders to away destinations may connect to those destinations directly and be charged the fee or provide the rebate from that destination. Accordingly, the Exchange does not believe that the proposed changes will impair the ability of Members or competing venues to maintain their competitive standing in the financial markets. The Exchange believes that its proposal would not burden intramarket competition because the proposed rate would apply uniformly to all Members.

The Exchange does not believe that the proposed new tiers and standard removal rates would burden competition, but instead, enhances competition, as they are intended to increase the competitiveness of and draw additional volume to the Exchange. 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 structures to be unreasonable or excessive. The proposed changes are generally intended to draw additional liquidity to the Exchange. The Exchange does not believe the proposed tiers and standard rates would burden intramarket competition as they would apply to all Members uniformly.

(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 unsolicited 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 Act<sup>25</sup> and paragraph (f) of Rule 19b-4 thereunder.<sup>26</sup> 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.

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](mailto:rule-comments@sec.gov). Please include File No. SR-BatsBYX-2016-12 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-BatsBYX-2016-12. This file number should be included on the subject line if e-mail is used. To help the Commission process and

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<sup>25</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>26</sup> 17 CFR 240.19b-4(f).



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-BatsBYX-2016-12 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.<sup>27</sup>

Robert W. Errett  
Deputy Secretary

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<sup>27</sup> 17 CFR 200.30-3(a)(12).

## EXHIBIT 5

Proposed new language is underlined; proposed deletions are in [brackets].

**Bats BYX Exchange Fee Schedule**

**Effective June [1]8, 2016**

\* \* \* \* \*

**Standard Rates:**

Category	Adding Liquidity	Removing Liquidity	Routing and Removing Liquidity
Securities at or above \$1.00	\$0.0018	(\$0.00[15] <u>10</u> )	\$0.0029
Securities below \$1.00	FREE	0.10% of total dollar value	0.29% of total dollar value
Standard Fee Codes	B, V, Y	N, W, BB	X

\* \* \* \* \*

**Fee Codes and Associated Fees:**

Fee Code	Description	Fee/(Rebate)
10 <sup>10</sup> – BA	(No change).	
BB <sup>1,6</sup>	Removes liquidity from BYX (Tape B)	(0.00[150] <u>100</u> )
BJ - MT <sup>6</sup>	(No change).	
N <sup>1,6</sup>	Removes liquidity from BYX (Tape C)	(0.00[150] <u>100</u> )
<u>NA</u> <sup>10</sup>	<u>Routed to BZX, EDGX, NYSE, NYSE Arca, NYSE MKT or Nasdaq; adds non-displayed liquidity</u>	<u>FREE</u>
<u>NB</u> <sup>14</sup>	<u>Routed to any exchange not covered by Fee Code NA, adds non-displayed liquidity</u>	<u>0.00300</u>
O - VI <sup>7</sup>	(No change).	
W <sup>1,6</sup>	Removes liquidity from BYX (Tape A)	(0.00[150] <u>100</u> )
X <sup>8</sup> ZR <sup>5,6</sup>	(No change).	

\* \* \* \* \*

**Footnotes:****1. Add/Remove Volume Tiers**

Applicable to the following fee codes: B, V and Y.

<u>Tier</u>	Fee per share to Add	Required Criteria
<u>Add Volume Tier 1</u>	(No change).	
<u>Add Volume Tier 2</u>	<u>\$0.0013</u>	<u>ADAV equal to or greater than 0.40% of the TCV</u>

Applicable to the following fee codes: BB, N, and W.

<u>Tier</u>	<u>Rebate per share to Remove</u>	<u>Required Criteria</u>
<u>Remove Volume Tier</u>	<u>(\$0.0015)</u>	<u>ADV equal to or greater than 0.05% of the TCV</u>

**2. – 13.** (No change).**14.** For securities priced below \$1.00: 0.30% charge of the total dollar value.

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