Required fields are shown with yellow backgrounds and asterisks.

OMB APPROVAL

OMB Number: 3235-0045
Estimated average burden hours per response.......38

Page 1 of	* 17		EXCHANGE (TON, D.C. 2 orm 19b-4			File No.* 9	SR - 2016 - * 77	
Filing by Bats BZX Exchange, Inc.								
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934								
Initial *	Amendment *	Withdrawal	Section 19(b	o)(2) *	Section	on 19(b)(3)(A) *	Section 19(b)(3)(B) *	
Pilot	Extension of Time Period for Commission Action *	Date Expires *			19b-4(f) 19b-4(f) 19b-4(f))(2)		
	f proposed change pursuant 806(e)(1) *	to the Payment, Cleari Section 806(e)(2) *	ng, and Settler	ment Act of 20	010	Security-Based Swap to the Securities Exch Section 3C(b)(2)	-	
Exhibit 2 Sent As Paper Document Exhibit 3 Sent As Paper Document Exhibit 3 Sent As Paper Document								
Provide a brief description of the action (limit 250 characters, required when Initial is checked *). The Exchange proposes a rule change to make ministerial and corrective changes to Exchange Rules 11.13, 11.16, 11.22, and 11.27.								
Provide prepare	(d comments on the act			he self-	regulatory organization		
Тогорию	(414, 652 5125							
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 11/16/2016 Assistant General Counsel								
NOTE: CI this form.	Chris Solgan (Name *) icking the button at right will digit A digital signature is as legally bi and once signed, this form canno	nding as a physical		csolgan@b	bats.cc	om		

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 For complete Form 19b-4 instructions please refer to the EFFS website. The self-regulatory organization must provide all required information, presented in a Form 19b-4 Information * clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal Remove is consistent with the Act and applicable rules and regulations under the Act. The Notice section of this Form 19b-4 must comply with the guidelines for publication Exhibit 1 - Notice of Proposed Rule Change * 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 Add Remove View 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) The Notice section of this Form 19b-4 must comply with the guidelines for publication **Exhibit 1A- Notice of Proposed Rule** in the Federal Register as well as any requirements for electronic filing as published Change, Security-Based Swap Submission, by the Commission (if applicable). The Office of the Federal Register (OFR) offers or Advance Notice by Clearing Agencies * 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, Copies of notices, written comments, transcripts, other communications. If such Transcripts, Other Communications documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G. Remove View Add Exhibit Sent As Paper Document П Exhibit 3 - Form, Report, or Questionnaire 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 Add Remove View referred to by the proposed rule change. Exhibit Sent As Paper Document The full text shall be marked, in any convenient manner, to indicate additions to and **Exhibit 4 - Marked Copies** deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit Add Remove View 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** 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 Add Remove View of the proposed rule change. If the self-regulatory organization is amending only part of the text of a lengthy **Partial Amendment** 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. <u>Text of the Proposed Rule Change</u>

- (a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act")¹, and Rule 19b-4 thereunder,² Bats BZX Exchange, Inc. (the "Exchange") is filing with the Securities and Exchange Commission (the "Commission") a proposal to make ministerial and corrective changes to Exchange Rules 11.13(b), 11.16(g)(4), 11.22(f), and 11.27(a)(7)(A)(i)2. The Exchange has designated the proposed rule change as non-controversial and provided the Commission with the notice required by Rule 19b-4(f)(6)(iii) under the Act.³ 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 17 CFR 240.19b-4(f)(6)(iii).

Eric Swanson EVP, General Counsel (913) 815-7000 Chris Solgan Assistant General Counsel (646) 856-8723

- 3. <u>Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change.</u>
 - (a) <u>Purpose</u>

The Exchange proposes to make ministerial and corrective changes to Exchange Rules 11.13(b), 11.16(g)(4), 11.22(f), and 11.27(a)(7)(A)(i)2. First, the Exchange proposed to amend Rule 11.13(b) to correct an incorrect cross reference. Exchange Rule 11.13(b) states that depending on the instructions set by the User⁴ when the incoming order was originally entered, if a market or marketable limit order has not been executed in its entirety pursuant to Exchange Rule 11.13(a) above, the order shall be eligible for additional processing under one or more of the routing options listed under paragraph (a)(3) of Rule 11.13. The reference to paragraph (a)(3) of Rule 11.13 is incorrect as the routing options are listing under paragraph (b)(3) of Rule 11.13. Therefore, the Exchange proposes to replace reference to paragraph (a)(3) with paragraph (b)(3).

Second, the Exchange proposes to amend Rule 11.16(g)(4) to delete an unnecessary cross reference. Exchange Rule 11.16(a)(4) states that "[t]he pass-through of any compensation to a Member in accordance with this subparagraph (g) is unrelated to any other claims for compensation that are made in accordance with, and subject to the limits of, subparagraph (d) of this Rule 11.16." The Exchange now proposes to delete

⁴ <u>See Exchange Rule 1.5(cc).</u>

reference to "11.16" as a specific reference to the rule is not integral nor necessary to the meaning or application of Rule 11.16 generally. ⁵

Third, the Exchange proposes to amend Rule 11.22(f) to delete a description of the Latency Monitoring data product, which the Exchange ceased to offer in May 2015. The Exchange determined that the customer demand at that time did not warrant the infrastructure and ongoing maintenance expense required to support the product.

Lastly, the Exchange proposes to amend Rule 11.27(a)(7)(A)(i)2 to correct a typographical error by replacing the phrase "one of more" with "one or more".

(b) <u>Statutory Basis</u>

The Exchange believes that its proposal is consistent with Section 6(b) of the Act⁶ in general, and furthers the objectives of Section 6(b)(5) of the Act⁷ in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest.

The Exchange believes the proposed changes promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system because they seek to correct an incorrect cross-reference and typographical error, harmonize identical rules with the Exchange's affiliates, as well as eliminate a reference a market data product that is no longer

Removal of the rule reference would also harmonize the rule language with similar rule of the Exchange's affiliates, Bats EDGA Exchange, Inc. and Bats EDGX Exchange, Inc. SR-Bats-EDGX-2016-65 and SR-BatsEDGA-2016-28.

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78f(b)(5).

provided. The Exchange notes the changes to Exchange Rules 11.13(b), 11.16(a)(4), and 11.27(a)(7)(A)(i)2 are ministerial and do not alter the applications of each rule. In addition, the deletion of references to the Latency Monitoring Data product removes references to a product the Exchange no longer provides and that the Exchange is not required by any rule or regulation to offer. As such, the proposed amendments would foster cooperation and coordination with persons engaged in facilitating transactions in securities and would remove impediments to and perfect the mechanism of a free and open market and a national market system.

4. <u>Self-Regulatory Organization's Statement on Burden on Competition</u>

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. On the contrary, the proposed rule change will have no impact on competition as it is simply makes ministerial and corrective changes while not altering the meaning or application of each rule.

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

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.

Extension of Time Period for Commission Action
 Not applicable.

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

The Exchange has designated this proposal as non-controversial under Section 19(b)(3)(A) of the Act⁸ and paragraph (f)(6) thereunder. The Exchange asserts that the proposed amendments will not: (1) significantly affect the protection of investors or the public interest; (2) impose any significant burden on competition; and (3) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate. In addition, the Exchange provided the Commission with written notice of its intent to file the proposed amendments, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing, or such shorter time as designated by the Commission. ¹⁰

The Exchange believes that the proposed rules change meets the criteria of subparagraph (f)(6) of Rule 19b-4¹¹ because the changes to Exchange Rules 11.13(b),11.16(a)(4), and 11.27(a)(7)(A)(i)2. are ministerial and do not alter the applications of each rule. In addition, the deletion of references to the Latency Monitoring Data product removes references to a product the Exchange no longer provides and that the Exchange is not required by any rule or regulation to offer. Each of these changes, therefore, does not significantly affect the protection of investors or the public interest because they are intended to provide clarity to the Exchange's rules and help avoid potential investor confusion. Accordingly, the Exchange has designated this

⁸ 15 U.S.C. 78s(b)(3)(A).

⁹ 17 CFR 240.19b-4.

¹⁰ 17 CFR 240.19b-4(f)(6)(iii).

¹¹ 17 CFR 240.19b-4(f)(6).

rule filing as non-controversial under Section 19(b)(3)(A) of the Act¹² and paragraph (f)(6) of Rule 19b-4 thereunder.¹³

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: (1) necessary or appropriate in the public interest; (2) for the protection of investors; or (3) otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

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

Not applicable.

- Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act
 Not applicable.
- 10. <u>Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act</u>

Not applicable.

11. Exhibits

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

Exhibits 2 - 4: Not applicable.

Exhibit 5: Text of Proposed Rule Change.

¹⁵ U.S.C. 78s(b)(3)(A).

¹³ 17 CFR 240.19b-4(f)(6).

EXHIBIT 1

SECURITIES AND EXCHANO	GE COMMISSION
(Release No. 34-	; File No. SR-BatsBZX-2016-77)

Self-Regulatory Organizations; Bats BZX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Make Ministerial and Corrective Changes to Exchange Rules 11.13, 11.16, 11.22, and 11.27.

I. <u>Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change</u>

The Exchange filed a proposal to make ministerial and corrective changes to Exchange Rules 11.13(b), 11.16(g)(4), 11.22(f), and 11.27(a)(7)(A)(i)2

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.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(6)(iii).

II. <u>Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis</u> 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) <u>Self-Regulatory Organization's Statement of the Purpose of, and Statutory</u> Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to make ministerial and corrective changes to Exchange Rules 11.13(b), 11.16(g)(4), 11.22(f), and 11.27(a)(7)(A)(i)2. First, the Exchange proposed to amend Rule 11.13(b) to correct an incorrect cross reference. Exchange Rule 11.13(b) states that depending on the instructions set by the User⁵ when the incoming order was originally entered, if a market or marketable limit order has not been executed in its entirety pursuant to Exchange Rule 11.13(a) above, the order shall be eligible for additional processing under one or more of the routing options listed under paragraph (a)(3) of Rule 11.13. The reference to paragraph (a)(3) of Rule 11.13 is incorrect as the routing options are listing under paragraph (b)(3) of Rule 11.13. Therefore, the Exchange proposes to replace reference to paragraph (a)(3) with paragraph (b)(3).

Second, the Exchange proposes to amend Rule 11.16(g)(4) to delete an unnecessary cross reference. Exchange Rule 11.16(a)(4) states that "[t]he pass-through of any compensation to a Member in accordance with this subparagraph (g) is unrelated

⁵ <u>See</u> Exchange Rule 1.5(cc).

to any other claims for compensation that are made in accordance with, and subject to the limits of, subparagraph (d) of this Rule 11.16." The Exchange now proposes to delete reference to "11.16" as a specific reference to the rule is not integral nor necessary to the meaning or application of Rule 11.16 generally. ⁶

Third, the Exchange proposes to amend Rule 11.22(f) to delete a description of the Latency Monitoring data product, which the Exchange ceased to offer in May 2015. The Exchange determined that the customer demand at that time did not warrant the infrastructure and ongoing maintenance expense required to support the product.

Lastly, the Exchange proposes to amend Rule 11.27(a)(7)(A)(i)2 to correct a typographical error by replacing the phrase "one of more" with "one or more".

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act⁷ in general, and furthers the objectives of Section 6(b)(5) of the Act⁸ in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest.

The Exchange believes the proposed changes promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system because they seek to correct an incorrect cross-

Removal of the rule reference would also harmonize the rule language with similar rule of the Exchange's affiliates, Bats EDGA Exchange, Inc. and Bats EDGX Exchange, Inc. SR-Bats-EDGX-2016-65 and SR-BatsEDGA-2016-28.

⁷ 15 U.S.C. 78f(b).

⁸ 15 U.S.C. 78f(b)(5).

reference and typographical error, harmonize identical rules with the Exchange's affiliates, as well as eliminate a reference a market data product that is no longer provided. The Exchange notes the changes to Exchange Rules 11.13(b), 11.16(a)(4), and 11.27(a)(7)(A)(i)2 are ministerial and do not alter the applications of each rule. In addition, the deletion of references to the Latency Monitoring Data product removes references to a product the Exchange no longer provides and that the Exchange is not required by any rule or regulation to offer. As such, the proposed amendments would foster cooperation and coordination with persons engaged in facilitating transactions in securities and would remove impediments to and perfect the mechanism of a free and open market and a national market system.

(B) <u>Self-Regulatory Organization's Statement on Burden on Competition</u>

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. On the contrary, the proposed rule change will have no impact on competition as it is simply makes ministerial and corrective changes while not altering the meaning or application of each rule.

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

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. <u>Date of Effectiveness of the Proposed Rule Change and Timing for Commission</u>
Action

Because the foregoing proposed rule change does not: (A) significantly affect the

protection of investors or the public interest; (B) impose any significant burden on competition; and (C) by its terms, become operative for 30 days from the date on which it was filed or such shorter time as the Commission may designate it has become effective pursuant to Section 19(b)(3)(A) of the Act⁹ and paragraph (f)(6) of Rule 19b-4 thereunder, ¹⁰ the Exchange has designated this rule filing as non-controversial. The Exchange has given the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission.

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: (1) necessary or appropriate in the public interest; (2) for the protection of investors; or (3) otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the 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

⁹ 15 U.S.C. 78s(b)(3)(A).

¹⁰ 17 CFR 240.19b-4.

(http://www.sec.gov/rules/sro.shtml); or

• Send an e-mail to <u>rule-comments@sec.gov</u>. Please include File No. SR-BatsBZX-2016-77 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-BatsBZX-2016-77. 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-BatsBZX-2016-77 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.¹¹

Robert W. Errett Deputy Secretary

11 17 CFR 200.30-3(a)(12).

EXHIBIT 5

Note: Proposed new language is <u>underlined</u>. Proposed deletions are enclosed in [brackets].

Rules of Bats BZX Exchange, Inc.

CHAPTER XI. TRADING RULES

* * * * *

Rule 11.13. Order Execution and Routing

(No change).

- (a) (No change).
- (b) Routing to Away Trading Centers. Depending on the instructions set by the User when the incoming order was originally entered, if a market or marketable limit order has not been executed in its entirety pursuant to paragraph (a) above, the order shall be eligible for additional processing under one or more of the routing options listed under paragraph ([a]b(3) below.
 - (1)-(5) (No change).
 - (c)-(e) (No change).

* * * * *

Rule 11.16. LIMITATION OF LIABILITY

- (a)-(f) (No change).
- (g) (No change).
- (1)-(3) (No change).
- (4) THE PASS-THROUGH OF ANY COMPENSATION TO A MEMBER IN ACCORDANCE WITH THIS SUBPARAGRAPH (g) IS UNRELATED TO ANY OTHER CLAIMS FOR COMPENSATION THAT ARE MADE IN ACCORDANCE WITH, AND SUBJECT TO THE LIMITS OF, SUBPARAGRAPH (d) OF THIS RULE [11.16]. ACCORDINGLY, ANY SUCH COMPENSATION MADE PURSUANT TO THIS PARAGRAPH (g) SHALL NOT REDUCE OR OTHERWISE AFFECT THE EXCHANGE'S LIABILITY LIMITS PURSUANT TO SUBPARAGRAPH (d)(1) (3), OR ANY OTHER APPLICABLE INSURANCE MAINTAINED BY THE EXCHANGE.
- (5) (No change).

* * * * *

Rule 11.22. Data Products

(No change).

- (a)-(e) (No change).
- (f) ["Latency Monitoring. Latency Monitoring is an uncompressed data feed that offers information regarding System latency based on equity orders entered into the System."](Reserved.)
 - (g)-(m) (No change).

* * * * *

Rule 11.27. Compliance with Regulation NMS Plan to Implement a Tick Size Pilot Program

(No change).

- (a) (No change).
 - (1)-(6) (No change).
 - (7) (No change).
 - (A) (No change).
 - (i) (No change).
 - 1. (No change).
 - 2. Simultaneously with the routing of the limit order identified as a Trade-at Intermarket Sweep Order, one o[f]r more additional limit orders, as necessary, are routed to execute against the full size of any protected bid, in the case of a limit order to sell, or the full displayed size of any protected offer, in the case of a limit order to buy, for the Pilot Security with a price that is better than or equal to the limit price of the limit order identified as a Trade-at Intermarket Sweep Order. These additional routed orders also must be marked as Trade-at Intermarket Sweep Orders.

* * * * *