Required fields are shown with yellow backgrounds and asterisks.

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

Page 1 of * 16		EXCHANGE CO STON, D.C. 205 orm 19b-4	49		File No.* S	SR - 2016 - * 62 mendments *)
Filing by Bats EDGX Exchange,	Inc.					
Pursuant to Rule 19b-4 under the S	Securities Exchange	Act of 1934				
Initial * Amendment *	Withdrawal	Section 19(b)(_	Section	n 19(b)(3)(A) *	Section 19(b)(3)(B) *
Pilot Extension of Time Period for Commission Action *	Date Expires *		<u>√</u> 19	9b-4(f)(9b-4(f)(9b-4(f)((2) 19b-4(f)(5)	
Notice of proposed change pursuant Section 806(e)(1) *	to the Payment, Cleari Section 806(e)(2) *	ing, and Settleme	ent Act of 201		Security-Based Swap to the Securities Excha Section 3C(b)(2)	-
	exhibit 3 Sent As Paper Do	ocument				
Provide a brief description of the action (limit 250 characters, required when Initial is checked *). The Exchange proposes a change related to fees as they apply to the Equity Options Platform. 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 * Chris		Last Name * S	olgan			
	Assistant General Counsel					
E-mail * csolgan@bats.com						
Telephone * (646) 856-8723 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.						
D-1- 44/04/2042	Г	Assistant Care	(Title	e *)		
Date 11/01/2016	'	Assistant Gener	ai Counsel			
By Chris Solgan						
(Name *) NOTE: Clicking the button at right will digit: this form. A digital signature is as legally bi signature, and once signed, this form cannot	nding as a physical		csolgan@ba	ats.co	m	

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 Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"), and Rule 19b-4 thereunder, EDGX Exchange, Inc. (the "Exchange" or "EDGX") is filing with the Securities and Exchange Commission ("Commission") a proposed rule change to amend its fee schedule applicable to Members and non-Members of the Exchange pursuant to Exchange Rules 15.1(a) and (c).

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:

Eric Swanson EVP, General Counsel (913) 815-7000 Anders Franzon SVP, Associate General Counsel (913) 815-7154

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

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 amend its fee schedule to specify in new footnote 5 that when Customer⁴ orders are submitted with a Designated Give Up, as defined below, the applicable rebates for such orders when executed on the Exchange (yielding fee code NC or PC)⁵ are provided to the Member who routed the order to the Exchange.

The Exchange recently amended Rule 21.12 (Clearing Member Give Up) to expand upon the procedure related to the "give up" of a Clearing Member⁶ by Users⁷ on the Exchange.⁸ As amended, Rule 21.12 provides that, in addition to its own Clearing Member (or itself, if the firm is self-clearing), a User may identify to the Exchange a Designated Give Up, as that term is defined in the Rule. Specifically, amended Rule 21.12(b)(1) defines the term Designated Give Up as any Clearing Member that a User

As defined in the Exchange's fee schedule <u>available at http://www.bats.com/us/options/membership/fee_schedule/edgx/.</u>

Fee codes NC and PC are appended to Customer orders in Non-Penny Pilot and Penny Pilot Securities, respectively. <u>Id</u>.

A Clearing Member is defined as "an Options Member that is self-clearing or an Options Member that clears EDGX Options Transactions for other Members of EDGX Options." See Exchange Rule 16.1(a)(15). An Option Member is defined as "a firm, or organization that is registered with the Exchange pursuant to Chapter XVII of these Rules for purposes of participating in options trading on EDGX Options as an 'Options Order Entry Firm' or 'Options Market Maker.'" See Exchange Rule 16.1(a)(38).

A User is defined as "any Options Member or Sponsored Participant who is authorized to obtain access to the System pursuant to Rule 11.3 (Access)." <u>See</u> Exchange Rule 16.1(a)(63).

See Securities Exchange Act Release No. 79184 (October 28, 2016) (SR-BatsEDGX-2016-58).

(other than a Market Maker⁹) identifies to the Exchange, in writing, as a Clearing Member the User requests the ability to give up. With this change, a Member acting as an options routing firm on behalf of one or more other Exchange Members (a "Routing Firm") is able to route orders to the Exchange and to immediately give up the party (a party other than the Routing Firm itself or the Routing Firm's own clearing firm) who will accept and clear any resulting transaction. Because the Routing Firm is responsible for the decision to route the order to the Exchange, the Exchange believes that such Member should be provided the rebate when orders that yield fee code NC or PC are executed. In connection with this change, the Exchange proposes to append new footnote 5 to fee codes NC and PC in the Fee Codes and Associated Fees table of the fee schedule.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6 of the Act. Description Specifically, the Exchange believes that the proposed rule change is consistent with Section 6(b)(4) of the Act, In that it provides for the equitable allocation of reasonable dues, fees and other charges among members and other persons using any facility or system which the Exchange operates or controls.

For purposes of this filing, Market Maker refers to Members acting in the capacity of Market Maker and includes all Exchange Market Maker capacities *e.g.*, Primary Market Makers.

¹⁰ 15 U.S.C. 78f.

¹⁵ U.S.C. 78f(b)(4).

The Exchange notes that the U.S. options markets are highly competitive, and the proposed fee structure is intended to provide an incentive for Members utilizing the Exchange's new give up procedure to direct orders to the Exchange. The proposal would only apply to fee codes NC and PC, related to Customer orders, because these are the primary rebates in place on the Exchange¹² and reflect the primary liquidity that the Exchange is seeking to attract from Routing Firms that are likely to utilize the give up procedure.

The Exchange believes that the proposed amendments to its fee schedule will enhance the Exchange's competitive position and will result in increased liquidity on the Exchange, to the benefit of all Exchange participants. Therefore, the Exchange believes that providing rebates is equitable and reasonable and not unfairly discriminatory as it would allow the Exchange, in the context of the new give up procedure described above, to provide a rebate directly to the party making the routing decision to direct Customer orders to the Exchange (i.e., the Routing Firm), which is consistent with both the Exchange's historic practice and the purpose behind a rebate (i.e., to incentivize the order being directed to the Exchange).

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

The Exchange believes its proposed amendments to its fee schedule would not 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 change

The Exchange notes that Market Maker orders yielding fee codes NM and PM do indeed receive rebates to the extent a Member qualifies for Market Maker Volume Tier 6 pursuant to footnote 2 of the fee schedule. The Exchange, however, again notes that Market Makers are expressly excluded from utilizing the give up procedure.

represents a significant departure from previous pricing offered by the Exchange or its competitors. Additionally, Members may opt to disfavor the Exchange's pricing if they believe that alternatives offer them better value. The Exchange believes that its proposal to incentivize Routing Firms that are utilizing the new give up procedure to direct Customer orders to the Exchange, and will enhance the Exchange's competitive position by resulting in increased liquidity on the Exchange, thereby providing more of an opportunity for customers to receive best executions.

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 Effectiveness Pursuant to Section 19(b)(2)</u>

Pursuant to Section 19(b)(3)(A)(ii) of the Act¹³ and Rule 19b-4(f)(2) thereunder,¹⁴ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge applicable to the Exchange's Members and non-Members, which renders the proposed rule change effective upon filing.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the

¹⁵ U.S.C. 78s(b)(3)(A)(ii).

¹⁴ 17 CFR 240.19b-4(f)(2).

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

Not applicable.

- 11. Exhibits
 - Exhibit 1: Completed Notice of the Proposed Rule Change for publication in the Federal Register.
- Exhibit 2-4: Not applicable.
- Exhibit 5: Text of Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHAN	GE COMMISSION
(Release No. 34-	; File No. SR-BatsEDGX-2016-62

Self-Regulatory Organizations; Bats EDGX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Fees for Use of the Exchange's Equity Options Platform

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

The Exchange filed a proposal to amend the fee schedule applicable to Members⁵ and non-Members of the Exchange pursuant to EDGX Rules 15.1(a) and (c).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

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).

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> <u>Basis for, the Proposed Rule Change</u>

1. Purpose

The Exchange proposes to amend its fee schedule to specify in new footnote 5 that when Customer⁶ orders are submitted with a Designated Give Up, as defined below, the applicable rebates for such orders when executed on the Exchange (yielding fee code NC or PC)⁷ are provided to the Member who routed the order to the Exchange.

The Exchange recently amended Rule 21.12 (Clearing Member Give Up) to expand upon the procedure related to the "give up" of a Clearing Member⁸ by Users⁹ on

As defined in the Exchange's fee schedule <u>available</u> <u>at http://www.bats.com/us/options/membership/fee_schedule/edgx/.</u>

Fee codes NC and PC are appended to Customer orders in Non-Penny Pilot and Penny Pilot Securities, respectively. <u>Id</u>.

A Clearing Member is defined as "an Options Member that is self-clearing or an Options Member that clears EDGX Options Transactions for other Members of EDGX Options." See Exchange Rule 16.1(a)(15). An Option Member is defined as "a firm, or organization that is registered with the Exchange pursuant to Chapter XVII of these Rules for purposes of participating in options trading on EDGX Options as an 'Options Order Entry Firm' or 'Options Market Maker.'" See Exchange Rule 16.1(a)(38).

the Exchange. ¹⁰ As amended, Rule 21.12 provides that, in addition to its own Clearing Member (or itself, if the firm is self-clearing), a User may identify to the Exchange a Designated Give Up, as that term is defined in the Rule. Specifically, amended Rule 21.12(b)(1) defines the term Designated Give Up as any Clearing Member that a User (other than a Market Maker¹¹) identifies to the Exchange, in writing, as a Clearing Member the User requests the ability to give up. With this change, a Member acting as an options routing firm on behalf of one or more other Exchange Members (a "Routing Firm") is able to route orders to the Exchange and to immediately give up the party (a party other than the Routing Firm itself or the Routing Firm's own clearing firm) who will accept and clear any resulting transaction. Because the Routing Firm is responsible for the decision to route the order to the Exchange, the Exchange believes that such Member should be provided the rebate when orders that yield fee code NC or PC are executed. In connection with this change, the Exchange proposes to append new footnote 5 to fee codes NC and PC in the Fee Codes and Associated Fees table of the fee schedule.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6 of the

A User is defined as "any Options Member or Sponsored Participant who is authorized to obtain access to the System pursuant to Rule 11.3 (Access)." <u>See</u> Exchange Rule 16.1(a)(63).

See Securities Exchange Act Release No. 79184 (October 28, 2016) (SR-BatsEDGX-2016-58).

For purposes of this filing, Market Maker refers to Members acting in the capacity of Market Maker and includes all Exchange Market Maker capacities *e.g.*, Primary Market Makers.

Act. ¹² Specifically, the Exchange believes that the proposed rule change is consistent with Section 6(b)(4) of the Act, ¹³ in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and other persons using any facility or system which the Exchange operates or controls.

The Exchange notes that the U.S. options markets are highly competitive, and the proposed fee structure is intended to provide an incentive for Members utilizing the Exchange's new give up procedure to direct orders to the Exchange. The proposal would only apply to fee codes NC and PC, related to Customer orders, because these are the primary rebates in place on the Exchange 14 and reflect the primary liquidity that the Exchange is seeking to attract from Routing Firms that are likely to utilize the give up procedure.

The Exchange believes that the proposed amendments to its fee schedule will enhance the Exchange's competitive position and will result in increased liquidity on the Exchange, to the benefit of all Exchange participants. Therefore, the Exchange believes that providing rebates is equitable and reasonable and not unfairly discriminatory as it would allow the Exchange, in the context of the new give up procedure described above, to provide a rebate directly to the party making the routing decision to direct Customer orders to the Exchange (i.e., the Routing Firm), which is consistent with both the

¹⁵ U.S.C. 78f.

¹⁵ U.S.C. 78f(b)(4).

The Exchange notes that Market Maker orders yielding fee codes NM and PM do indeed receive rebates to the extent a Member qualifies for Market Maker Volume Tier 6 pursuant to footnote 2 of the fee schedule. The Exchange, however, again notes that Market Makers are expressly excluded from utilizing the give up procedure.

Exchange's historic practice and the purpose behind a rebate (i.e., to incentivize the order being directed to the Exchange).

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

The Exchange believes its proposed amendments to its fee schedule would not 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 change represents a significant departure from previous pricing offered by the Exchange or its competitors. Additionally, Members may opt to disfavor the Exchange's pricing if they believe that alternatives offer them better value. The Exchange believes that its proposal to incentivize Routing Firms that are utilizing the new give up procedure to direct Customer orders to the Exchange, and will enhance the Exchange's competitive position by resulting in increased liquidity on the Exchange, thereby providing more of an opportunity for customers to receive best executions.

(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 Action</u>

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁵ and paragraph (f) of Rule 19b-4 thereunder.¹⁶ At any time within 60 days of

¹⁵ U.S.C. 78s(b)(3)(A).

¹⁶ 17 CFR 240.19b-4(f).

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 <u>rule-comments@sec.gov</u>. Please include File No. SR-BatsEDGX-2016-62 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-BatsEDGX-2016-62. 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-BatsEDGX-2016-62 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. 17

Robert W. Errett Deputy Secretary

¹⁷

EXHIBIT 5

Proposed new language is <u>underlined</u>; proposed deletions are in [brackets].

Bats EDGX Options Exchange Fee Schedule

Effective [October 6]November 1, 2016

* * * * *

Fee Codes and Associated Fees:

Fee Code	Description	Fee/(Rebate)
D1 - NB ³	(No change.)	
NC ^{1,3,5}	Customer, Non-Penny	(0.05)
$NF^3 - PB^3$	(No change.)	
PC ^{1,3,5}	Customer, Penny Pilot	(0.05)
PF ^{3,4} - RR	(No change.)	

* * * * *

Footnotes:

¹⁻⁴ (No change.)

⁵ Orders Submitted with a Designated Give Up

Applicable to fee code NC and PC.

When a Designated Give Up, as defined in Rule 21.12(b)(1), is specified on an order, applicable rebates for orders routed to and executed on the Exchange are provided to the Member who routed the order to the Exchange.

* * * * *