

## OMB APPROVAL

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Required fields are shown with yellow backgrounds and asterisks.

Page 1 of \* 32

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549  
 Form 19b-4

File No.\* SR - 2016 - \* 05  
 Amendment No. (req. for Amendments \*)

Filing by EDGA Exchange, Inc.

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial *	Amendment *	Withdrawal	Section 19(b)(2) *	Section 19(b)(3)(A) *	Section 19(b)(3)(B) *
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Pilot <input type="checkbox"/> Extension of Time Period for Commission Action * <input type="checkbox"/> Date Expires * <input type="text"/>			Rule <input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(4) <input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(5) <input checked="" type="checkbox"/> 19b-4(f)(3) <input type="checkbox"/> 19b-4(f)(6)		

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 806(e)(1) \*  
☐

Section 806(e)(2) \*  
☐

Section 3C(b)(2) \*  
☐

Exhibit 2 Sent As Paper Document



Exhibit 3 Sent As Paper Document



### Description

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

The Exchange is filing a proposed a rule change to amend its rules as well as certain corporate documents of the Exchange to reflect a legal name change by BATS Global Markets, Inc. and the legal names of certain subsidiaries.

### 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 \* Solgan  
 Title \* 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.

(Title \*)

Date 02/26/2016

By Chris Solgan

(Name \*)

Assistant General Counsel

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.

csolgan@bats.com

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFT website.

**Form 19b-4 Information \***

Add Remove View

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

**Exhibit 1 - Notice of Proposed Rule Change \***

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

**Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies \***

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

**Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications**

Add Remove View

Exhibit Sent As Paper Document

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

**Exhibit 3 - Form, Report, or Questionnaire**

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Exhibit Sent As Paper Document

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

**Exhibit 4 - Marked Copies**

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

**Exhibit 5 - Proposed Rule Text**

Add Remove View

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

**Partial Amendment**

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

1. Text of the Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> Bats EDGA Exchange, Inc. f/k/a EDGA Exchange, Inc. (the “Exchange” or “EDGA”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to amend its rules as well as certain corporate documents of the Exchange to reflect a legal name change by the Exchange’s ultimate parent entity, BATS Global Markets, Inc. (the “Parent”) to Bats Global Markets, Inc., and the legal names of certain of the Parent’s subsidiaries. As a result of this change, the Exchange also proposes to amend its rules to change its name from EDGA Exchange, Inc. to Bats EDGA Exchange, Inc. throughout its rules and corporate documents.

The Exchange has designated the proposed rule change as one being concerned solely with the administration of the Exchange pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>3</sup> and Rule 19b-4(f)(3) thereunder,<sup>4</sup> which renders the proposal effective upon filing with the Commission. The text of the proposed rule change is attached as Exhibit 5. Text proposed to be added is underlined. Text proposed to be deleted is enclosed in brackets.

(b) Inapplicable.

(c) Inapplicable.

2. Procedures of the Self-Regulatory Organization

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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)(iii).

<sup>4</sup> 17 CFR 240.19b-4(f)(3).

The Exchange submits the proposed rule change pursuant to authority delegated by the Board of Directors of the Exchange on February 11, 2014. Exchange staff will advise the Exchange's Board of Directors 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.

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

Chris Solgan  
Assistant General Counsel  
(646) 856-8723

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

(a) Purpose

The Exchange, on behalf of its Parent, recently filed to change the Parent's legal name from "BATS Global Markets, Inc." to "Bats Global Markets, Inc."<sup>5</sup> For the purposes of consistency, certain of the Parent's subsidiaries have also undertaken to change their legal names. As a result, the Exchange also proposes to change its name from EDGA Exchange, Inc. to Bats EDGA Exchange, Inc. throughout its rules and corporate documents (collectively, with the other legal name changes for Parent and certain of its subsidiaries, the "name changes").<sup>6</sup> Therefore, the Exchange proposes to amend its: (i) Rulebook; (ii) fee schedule issued pursuant to Exchange Rules 15.1(a) and

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<sup>5</sup> See Securities Exchange Act Release No. 77146 (February 16, 2016) (SR-EDGA-2016-01).

<sup>6</sup> The Exchange initially filed the proposed fee change on February 19, 2016 (SR-EDGA-2016-04). On February 26, 2016, the Exchange withdrew that filing and submitted this filing.

(c) (“Fee Schedule”); (iii) Restated Certificate of Incorporation (“Certificate”); and (iv) Fourth Amended and Restated Bylaws of the Exchange (“Bylaws”) (collectively, the “Operative Documents”) to reflect the name change and to replace all references to “BATS” with “Bats”.

The Exchange proposes to replace all references to BATS with Bats throughout the Exchange’s Rulebook and Fee Schedule. The Exchange understands that its affiliated Exchanges also intend to file similar proposed rule changes with the Commission to amend their exchange names.<sup>7</sup> Therefore, the Exchange proposes to amend the following rules to reflect the name changes, including the expected filings by its affiliates to amend their names: Rule 1.5 (Definitions), Rule 2.3 (Member Eligibility), Rule 2.10 (Affiliation Between Exchange and a Member), Rule 2.11 (BATS Trading, Inc. as Outbound Router), Rule 2.12 (BATS Trading, Inc. as Inbound Router), Rule 11.11 (Routing to Away Trading Centers), Rule 13.4 (Usage of Data Feeds), Rule 13.8 (EDGA Book Feeds), Rule 13.9 (BATS Connect), Rule 14.2 (Investment Company Units), and Rule 14.8 (Portfolio Depository Receipts). Throughout these rules, the Exchange proposes the following changes:

- All references to “EDGA EXCHANGE” and “EDGA EXCHANGE, Inc.” are proposed to be changed to “Bats EDGA Exchange” and “Bats EDGA Exchange, Inc.”, respectively;

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<sup>7</sup> The Exchange’s affiliates are EDGX Exchange, Inc., BATS Exchange, Inc. and BATS Y-Exchange, Inc. The Exchange understands that proposed rule changes are to be filed by each of its affiliates to amend their names as follows: EDGX Exchange, Inc. would be changed to Bats EDGX Exchange, Inc., BATS Exchange, Inc. would be amended to Bats BZX Exchange, Inc., and BATS Y-Exchange, Inc. would be amended to Bats BYX Exchange, Inc.

- All references to “EDGA” in Rule 13.8 are proposed to be changed to “the Exchange”;
- All references to “BATS” are proposed to be changed to “Bats”;
- All references to the Parent are proposed to be changed to “Bats Global Markets, Inc.” (which includes changes from “BATS” to “Bats” as well as the correction of pre-existing errors in such references);
- All references to “BATS Exchange, Inc.” are proposed to be changed to “Bats BZX Exchange, Inc.”;
- All references to “BATS Y-Exchange, Inc.” are proposed to be changed to “Bats BYX Exchange, Inc.”;
- All references to “EDGX Exchange, Inc.” are proposed to be changed to “Bats EDGX Exchange, Inc.”

In addition to these changes, the Exchange proposes to modify its Fee Schedule to reflect the name change of the Exchange to Bats EDGA Exchange<sup>8</sup> and to change all references to “BATS” to instead refer to “Bats”. The Exchange also proposes on its Fee Schedule to refer to its affiliates, Bats BZX Exchange, Inc. and Bats BYX Exchange, Inc. (as each is proposed to be re-named), simply as “BZX” and “BYX”, respectively. The Exchange believes that this is more consistent with other references on the Fee Schedule, such as the general references to “EDGX”, which refer to the Exchange’s affiliate, Bats EDGX Exchange, Inc. (as proposed to be re-named).

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<sup>8</sup> The Exchange notes that the Exchange will continue to be referred to as “EDGA” in certain areas of the Fee Schedule. These areas of the Fee Schedule are: (i) the Fee Codes and Associated Fees table; (ii) footnote 1 under Membership Fees; (iii) Bats Connect pricing table; and (iv) Unicast Access – Order Entry.

The Exchange also proposes to amend Article First of the Certificate to change the name of the Exchange to Bats EDGA Exchange, Inc. and make conforming changes throughout, including the title of the Certificate. The Exchange proposes to amend the Bylaws to amend the title to reflect that the Bylaws will be titled the “FIFTH AMENDED AND RESTATED BYLAWS OF BATS EDGA EXCHANGE, INC.” The Exchange also proposes to amend Article I, paragraph (f) and Article XI, Section 2 to reflect the name changes.

The name change from EDGA Exchange, Inc. to Bats EDGA Exchange, Inc. is a non-substantive change. No changes to the ownership or structure of the Exchange or BATS Global Markets, Inc. have taken place.

(b) Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,<sup>9</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>10</sup> 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 also believes that the proposed rule change is consistent with Section 6(b)(1) of the Act<sup>11</sup> in that it is designed to continue to ensure that the Exchange is so organized and has the capacity to carry out the purposes of Act and to comply, and enforce compliance by its members with the provisions of the Act and the rules and regulations thereunder, and

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<sup>9</sup> 15 U.S.C. 78f.

<sup>10</sup> 15 U.S.C. 78f(b)(5).

<sup>11</sup> 15 U.S.C. 78f(b)(1).

rules of the Exchange. The Exchange is proposing amendments to the Operative Documents to effectuate its name change to Bats EDGA Exchange, Inc. and to reflect the name changes of its affiliates. These changes are limited to capitalization and ministerial name changes and to reflect similar proposed rule changes to be submitted to the Commission by the Exchange's affiliates. The Exchange believes that the changes will protect investors and the public interest by eliminating confusion that may exist because of differences between its corporate name and the new naming conventions of the Parent and its subsidiaries, including the Exchange.

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

Because the rule change proposes ministerial changes related to the administration, and not the governance or operation, of the Exchange, the Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

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 written comments from members or other interested parties.

6. Extension of Time Period for Commission Action

The Exchange does not consent at this time to an extension of any time period for Commission action.

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

As described above, the proposed rule change is being filed to amend the Operative Documents solely to reflect the name changes, including changing the name of



the Exchange from EDGA Exchange, Inc. to Bats EDGA Exchange, Inc. These changes are limited to capitalization and ministerial name changes and to reflect similar proposed rule changes to be submitted to the Commission by the Exchange's affiliates. No other changes to the Exchange's Operative Documents, specifically its Rulebook and Fee Schedule, are proposed in this filing. Accordingly, the Exchange has designated the proposed rule change as one being concerned solely with the administration of the Exchange pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>12</sup> and Rule 19b-4(f)(3) thereunder,<sup>13</sup> which renders the proposal effective upon filing with the Commission.

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

Not applicable.

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

Not applicable.

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

Not applicable.

11. Exhibits

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

Exhibits 2 – 4: Not applicable.

Exhibit 5A: Text of Proposed Rule Change to the Rules of the Exchange.

Exhibit 5B: Text of Proposed Rule Change to the Fee Schedule of the Exchange.

Exhibit 5C: Text of Proposed Rule Change to the Restated Certificate of

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<sup>12</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>13</sup> 17 CFR 240.19b-4(f)(3).

Incorporation of the Exchange.

Exhibit 5D: Text of Proposed Rule Change to the Fourth Amended and Restated Bylaws of the Exchange.

EXHIBIT 1

## SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-\_\_\_\_\_; File No. SR-EDGA-2016-05)

Self-Regulatory Organizations; EDGA Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend its Rules as well as Certain Corporate Documents of the Exchange to Reflect a Legal Name Change by BATS Global Markets, Inc. and the Legal Names of Certain Subsidiaries

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 \_\_\_\_\_, EDGA Exchange, Inc. f/k/a EDGA Exchange, Inc. (the “Exchange” or “EDGA”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Exchange has designated this proposal as one being concerned solely with the administration of the Exchange pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>3</sup> and Rule 19b-4(f)(3) thereunder,<sup>4</sup> which renders the proposal 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 is proposing a rule change to amend its rules as well as certain corporate documents of the Exchange to reflect a legal name change by the Exchange’s ultimate parent entity, BATS Global Markets, Inc. (the “Parent”) to Bats Global Markets,

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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)(iii).

<sup>4</sup> 17 CFR 240.19b-4(f)(3).

Inc., and the legal names of certain of the Parent's subsidiaries. As a result of this change, the Exchange also proposes to amend its rules to change its name from EDGA Exchange, Inc. to Bats EDGA Exchange, Inc. throughout its rules and corporate documents.

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, on behalf of its Parent, recently filed to change the Parent's legal name from "BATS Global Markets, Inc." to "Bats Global Markets, Inc."<sup>5</sup> For the purposes of consistency, certain of the Parent's subsidiaries have also undertaken to change their legal names. As a result, the Exchange also proposes to change its name

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<sup>5</sup> See Securities Exchange Act Release No. 77146 (February 16, 2016) (SR-EDGA-2016-01).

from EDGA Exchange, Inc. to Bats EDGA Exchange, Inc. throughout its rules and corporate documents (collectively, with the other legal name changes for Parent and certain of its subsidiaries, the “name changes”).<sup>6</sup> Therefore, the Exchange proposes to amend its: (i) Rulebook; (ii) fee schedule issued pursuant to Exchange Rules 15.1(a) and (c) (“Fee Schedule”); (iii) Restated Certificate of Incorporation (“Certificate”); and (iv) Fourth Amended and Restated Bylaws of the Exchange (“Bylaws”) (collectively, the “Operative Documents”) to reflect the name change and to replace all references to “BATS” with “Bats”.

The Exchange proposes to replace all references to BATS with Bats throughout the Exchange’s Rulebook and Fee Schedule. The Exchange understands that its affiliated Exchanges also intend to file similar proposed rule changes with the Commission to amend their exchange names.<sup>7</sup> Therefore, the Exchange proposes to amend the following rules to reflect the name changes, including the expected filings by its affiliates to amend their names: Rule 1.5 (Definitions), Rule 2.3 (Member Eligibility), Rule 2.10 (Affiliation Between Exchange and a Member), Rule 2.11 (BATS Trading, Inc. as Outbound Router), Rule 2.12 (BATS Trading, Inc. as Inbound Router), Rule 11.11 (Routing to Away Trading Centers), Rule 13.4 (Usage of Data Feeds), Rule 13.8 (EDGA Book Feeds), Rule

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<sup>6</sup> The Exchange initially filed the proposed fee change on February 19, 2016 (SR-EDGA-2016-04). On February 26, 2016, the Exchange withdrew that filing and submitted this filing.

<sup>7</sup> The Exchange’s affiliates are EDGX Exchange, Inc., BATS Exchange, Inc. and BATS Y-Exchange, Inc. The Exchange understands that proposed rule changes are to be filed by each of its affiliates to amend their names as follows: EDGX Exchange, Inc. would be changed to Bats EDGX Exchange, Inc., BATS Exchange, Inc. would be amended to Bats BZX Exchange, Inc., and BATS Y-Exchange, Inc. would be amended to Bats BYX Exchange, Inc.

13.9 (BATS Connect), Rule 14.2 (Investment Company Units), and Rule 14.8 (Portfolio Depository Receipts). Throughout these rules, the Exchange proposes the following changes:

- All references to “EDGA EXCHANGE” and “EDGA EXCHANGE, Inc.” are proposed to be changed to “Bats EDGA Exchange” and “Bats EDGA Exchange, Inc.”, respectively;
- All references to “EDGA” in Rule 13.8 are proposed to be changed to “the Exchange”;
- All references to “BATS” are proposed to be changed to “Bats”;
- All references to the Parent are proposed to be changed to “Bats Global Markets, Inc.” (which includes changes from “BATS” to “Bats” as well as the correction of pre-existing errors in such references);
- All references to “BATS Exchange, Inc.” are proposed to be changed to “Bats BZX Exchange, Inc.”;
- All references to “BATS Y-Exchange, Inc.” are proposed to be changed to “Bats BYX Exchange, Inc.”;
- All references to “EDGX Exchange, Inc.” are proposed to be changed to “Bats EDGX Exchange, Inc.”

In addition to these changes, the Exchange proposes to modify its Fee Schedule to reflect the name change of the Exchange to Bats EDGA Exchange<sup>8</sup> and to change all

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<sup>8</sup> The Exchange notes that the Exchange will continue to be referred to as “EDGA” in certain areas of the Fee Schedule. These areas of the Fee Schedule are: (i) the

references to “BATS” to instead refer to “Bats”. The Exchange also proposes on its Fee Schedule to refer to its affiliates, Bats BZX Exchange, Inc. and Bats BYX Exchange, Inc. (as each is proposed to be re-named), simply as “BZX” and “BYX”, respectively. The Exchange believes that this is more consistent with other references on the Fee Schedule, such as the general references to “EDGX”, which refer to the Exchange’s affiliate, Bats EDGX Exchange, Inc. (as proposed to be re-named).

The Exchange also proposes to amend Article First of the Certificate to change the name of the Exchange to Bats EDGA Exchange, Inc. and make conforming changes throughout, including the title of the Certificate. The Exchange proposes to amend the Bylaws to amend the title to reflect that the Bylaws will be titled the “FIFTH AMENDED AND RESTATED BYLAWS OF BATS EDGA EXCHANGE, INC.” The Exchange also proposes to amend Article I, paragraph (f) and Article XI, Section 2 to reflect the name changes.

The name change from EDGA Exchange, Inc. to Bats EDGA Exchange, Inc. is a non-substantive change. No changes to the ownership or structure of the Exchange or BATS Global Markets, Inc. have taken place.

## 2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,<sup>9</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>10</sup> in particular,

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Fee Codes and Associated Fees table; (ii) footnote 1 under Membership Fees; (iii) Bats Connect pricing table; and (iv) Unicast Access – Order Entry.

<sup>9</sup> 15 U.S.C. 78f.

<sup>10</sup> 15 U.S.C. 78f(b)(5).

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 also believes that the proposed rule change is consistent with Section 6(b)(1) of the Act<sup>11</sup> in that it is designed to continue to ensure that the Exchange is so organized and has the capacity to carry out the purposes of Act and to comply, and enforce compliance by its members with the provisions of the Act and the rules and regulations thereunder, and rules of the Exchange. The Exchange is proposing amendments to the Operative Documents to effectuate its name change to Bats EDGA Exchange, Inc. and to reflect the name changes of its affiliates. These changes are limited to capitalization and ministerial name changes and to reflect similar proposed rule changes to be submitted to the Commission by the Exchange's affiliates. The Exchange believes that the changes will protect investors and the public interest by eliminating confusion that may exist because of differences between its corporate name and the new naming conventions of the Parent and its subsidiaries, including the Exchange.

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

Because the rule change proposes ministerial changes related to the administration, and not the governance or operation, of the Exchange, the Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

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<sup>11</sup> 15 U.S.C. 78f(b)(1).



(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

Because it is concerned solely with the administration of the Exchange, the foregoing proposed rule change has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>12</sup> and Rule 19b-4(f)(3) thereunder.<sup>13</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: (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

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<sup>12</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>13</sup> 17 CFR 240.19b-4(f)(3).

(<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-EDGA-2016-05 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-EDGA-2016-05. 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-EDGA-2016-05 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>14</sup>

Robert W. Errett  
Deputy Secretary

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<sup>14</sup> 17 CFR 200.30-3(a)(12).

**Exhibit 5A**

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

BATS EDGA EXCHANGE, INC.

RULES OF BATS EDGA EXCHANGE, INC.

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## CHAPTER I. ADOPTION, INTERPRETATION AND APPLICATION OF RULES, AND DEFINITIONS

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### Rule 1.5. Definitions

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#### (j) Exchange

The term “Exchange” shall mean Bats EDGA [EXCHANGE]Exchange, Inc., a registered national securities exchange.

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## CHAPTER II. MEMBERS OF THE EXCHANGE

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### Rule 2.3. Member Eligibility

Except as hereinafter provided, any registered broker or dealer that is and remains a member of another registered national securities exchange or association (other than or in addition to the Exchange’s affiliates – [BATS]Bats BZX Exchange, Inc., [BATS Y-]Bats BYX Exchange, Inc., or Bats EDGX Exchange, Inc.), or any person associated with such a registered broker or dealer, shall be eligible to be and to remain a Member.

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### Rule 2.10. Affiliation between Exchange and a Member

Without the prior approval of the Commission, the Exchange or any entity with which it is affiliated shall not, directly or indirectly, acquire or maintain an ownership interest in a Member. In addition, without the prior approval of the Commission, a Member shall not be or become an affiliate of the Exchange, or an affiliate of any affiliate of the Exchange. The term affiliate shall

have the meaning specified in Rule 12b-2 under the Act. Nothing in this Rule 2.10 shall prohibit a Member or its affiliate from acquiring or holding an equity interest in [BATS]Bats Global Markets, Inc. that is permitted by the ownership and voting limitations contained in the Certificate of Incorporation and Bylaws of [BATS]Bats Global Markets, Inc. In addition, nothing in this Rule 2.10 shall prohibit a Member from being or becoming an affiliate of the Exchange, or an affiliate of any affiliate of the Exchange, solely by reason of such Member or any officer, director, manager, managing member, partner or affiliate of such Member being or becoming either (a) a Director (as such term is defined in the Bylaws of the Exchange) pursuant to the Bylaws of the Exchange, or (b) a Director serving on the Board of Directors of [BATS]Bats Global Markets, Inc. In addition, nothing in this Rule 2.10 shall prohibit the Exchange from being an affiliate of its routing broker/dealer Direct Edge ECN LLC d/b/a DE Route or of Bats EDGX Exchange, Inc., [BATS]Bats BZX Exchange, Inc., [BATS Y-]Bats BYX Exchange, Inc., or [BATS]Bats Trading, Inc.

Rule 2.11. [BATS]Bats Trading, Inc. as Outbound Router

(a) For so long as [BATS]Bats Trading, Inc. (“[BATS]Bats Trading”) is affiliated with the Exchange and is providing outbound routing of orders from the Exchange to other securities exchanges, facilities of securities exchanges, automated trading systems, electronic communications networks or other brokers or dealers (collectively, “Trading Centers”) (such function of [BATS]Bats Trading is referred to as the “Outbound Router”), each of the Exchange and [BATS]Bats Trading shall undertake as follows:

(1) The Exchange will regulate the Outbound Router function of [BATS]Bats Trading as a facility (as defined in Section 3(a)(2) of the Act), subject to Section 6 of the Act. In particular, and without limitation, under the Act, the Exchange will be responsible for filing with the Commission rule changes and fees relating to the [BATS]Bats Trading Outbound Router function and [BATS]Bats Trading will be subject to exchange non-discrimination requirements.

(2) FINRA, a self-regulatory organization unaffiliated with the Exchange or any of its affiliates, will carry out oversight and enforcement responsibilities as the designated examining authority designated by the Commission pursuant to Rule 17d-1 of the Act with the responsibility for examining [BATS]Bats Trading for compliance with applicable financial responsibility rules.

(3) A Member’s use of [BATS]Bats Trading to route orders to another Trading Center will be optional. Any Member that does not want to use [BATS]Bats Trading may use other routers to route orders to other Trading Centers.

(4) [BATS]Bats Trading will not engage in any business other than (a) its Outbound Router function, (b) its Inbound Router function as described in Rule 2.12, (c) its usage of an error account in compliance with paragraph (a)(7), below, and (d) any other activities it may engage in as approved by the Commission.

(5) The Exchange shall establish and maintain procedures and internal

controls reasonably designed to adequately restrict the flow of confidential and proprietary information between the Exchange and its facilities (including [BATS]Bats Trading), and any other entity, including any affiliate of [BATS]Bats Trading, and, if [BATS]Bats Trading or any of its affiliates engages in any other business activities other than providing routing services to the Exchange, between the segment of [BATS]Bats Trading or its affiliate that provides the other business activities and the routing services.

(6) The Exchange or [BATS]Bats Trading may cancel orders as either deems to be necessary to maintain fair and orderly markets if a technical or systems issue occurs at the Exchange, [BATS]Bats Trading or a routing destination. The Exchange or [BATS]Bats Trading shall provide notice of the cancellation to affected Members as soon as practicable.

(7) [BATS]Bats Trading shall maintain an error account for the purpose of addressing positions that are the result of an execution or executions that are not clearly erroneous under Rule 11.15 and result from a technical or systems issue at [BATS]Bats Trading, the Exchange, a routing destination, or a non-affiliate third-party Routing Broker that affects one or more orders ("Error Positions").

(A) (No change).

(B) Except as provided in Rule 2.11(a)(7)(C), [BATS]Bats Trading shall not (i) accept any positions in its error account from an account of a Member, or (ii) permit any Member to transfer any positions from the Member's account to [BATS]Bats Trading's error account.

(C) If a technical or systems issue results in the Exchange not having valid clearing instructions for a Member to a trade, [BATS]Bats Trading may assume that Member's side of the trade so that the trade can be automatically processed for clearance and settlement on a locked-in basis.

(D) In connection with a particular technical or systems issue, [BATS]Bats Trading or the Exchange shall either (1) assign all resulting Error Positions to Members in accordance with paragraph (i) below, or (2) have all resulting Error Positions liquidated in accordance with subparagraph (ii) below. Any determination to assign or liquidate Error Positions, as well as any resulting assignments, shall be made in a nondiscriminatory fashion.

(i) [BATS]Bats Trading or the Exchange shall assign all Error Positions resulting from a particular technical or systems issue to the Members affected by that technical or systems issue if [BATS]Bats Trading or the Exchange:

(1) - (3) (No change).

(ii) If [BATS]Bats Trading or the Exchange is unable to assign all Error Positions resulting from a particular technical or systems issue to all of the affected

Members in accordance with subparagraph (D) above, or if [BATS]Bats Trading or the Exchange determines to cancel all orders affected by the technical or systems issue in accordance with subparagraph (a)(6) above, then [BATS]Bats Trading shall liquidate any applicable Error Positions as soon as practicable. In liquidating such Error Positions, [BATS]Bats Trading shall:

(1) (No change).

(2) Establish and enforce policies and procedures that are reasonably designed to restrict the flow of confidential and proprietary information between the third-party broker-dealer and [BATS]Bats Trading/the Exchange associated with the liquidation of the Error Positions.

(E) [BATS]Bats Trading and the Exchange shall make and keep records to document all determinations to treat positions as Error Positions and all determinations for the assignment of Error Positions to Members or the liquidation of Error Positions, as well as records associated with the liquidation of Error Positions through the third-party broker-dealer.

(b) The books, records, premises, officers, agents, directors and employees of [BATS]Bats Trading as a facility of the Exchange shall be deemed to be the books, records, premises, officers, agents, directors and employees of the Exchange for purposes of, and subject to oversight pursuant to, the Act. The books and records of [BATS]Bats Trading as a facility of the Exchange shall be subject at all times to inspection and copying by the Exchange and the Commission. Nothing in these Rules shall preclude officers, agents, directors or employees of the Exchange from also serving as officers, agents, directors and employees of [BATS]Bats Trading.

#### Rule 2.12. [BATS]Bats Trading, Inc. as Inbound Router

(a) For so long as the Exchange is affiliated with Bats EDGX Exchange, Inc., [BATS Y-]Bats BYX Exchange, Inc., or [BATS]Bats BZX Exchange, Inc. (each, a “[BATS]Bats Exchange”), and [BATS]Bats Trading, Inc. (“[BATS]Bats Trading”) in its capacity as a facility of each [BATS]Bats Exchange is utilized for the routing of orders from a [BATS]Bats Exchange to the Exchange, the Exchange undertakes as follows:

(1) The Exchange shall: (a) enter into a plan pursuant to Rule 17d-2 under the Exchange Act with a non-affiliated self-regulatory organization to relieve the Exchange of regulatory responsibilities for [BATS]Bats Trading with respect to rules that are common rules between the Exchange and the SRO, and (b) enter into a regulatory services contract with a non-affiliated SRO to perform regulatory responsibilities for [BATS]Bats Trading for unique Exchange rules.

(2) The regulatory services contract in paragraph 2.12(a)(1) shall require the Exchange to provide the non-affiliated self-regulatory organization with information, in an easily

accessible manner, regarding all exception reports, alerts, complaints, trading errors, cancellations, investigations, and enforcement matters (collectively, “Exceptions”) in which [BATS]Bats Trading is identified as a participant that has potentially violated Exchange or SEC rules, and shall require that the non-affiliated self-regulatory organization provide a report to the Exchange quantifying all such exception reports, alerts, complaints, trading errors, cancellations, investigations and enforcement matters on not less than a quarterly basis.

(3) The Exchange, on behalf of [BATS]Bats Global Markets, Inc., shall establish and maintain procedures and internal controls reasonably designed to ensure that [BATS]Bats Trading does not develop or implement changes to its systems on the basis of nonpublic information obtained as a result of its affiliation with the Exchange until such information is available generally to similarly situated members of the Exchange in connection with the provision of inbound order routing to the Exchange.

(b) Provided the above conditions are complied with, and provided further that [BATS]Bats Trading operates as an outbound router on behalf of each [BATS]Bats Exchange in accordance with the rules of each [BATS]Bats Exchange, [BATS]Bats Trading may provide inbound routing services to the Exchange from each [BATS]Bats Exchange.

## CHAPTER XI. TRADING RULES

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### Rule 11.11. Routing to Away Trading Centers

(a) – (g) (No change).

(g) (No change).

(1) – (6) (No change).

(7) ALLB. ALLB is a routing option under which an order checks the System for available shares and is then sent to [BATS]Bats BZX Exchange, Inc., [BATS Y-]Bats BYX Exchange, Inc., and/or Bats EDGX Exchange, Inc. in accordance with the System routing table. If shares remain unexecuted after routing, they are posted on the EDGA Book, unless otherwise instructed by the User.

(8) – (16) (No change).

(h) (No change).

(i) Market Access. In addition to the Exchange Rules regarding routing to away trading centers, [BATS]Bats Trading, as defined in Rule 2.11, has, pursuant to Rule 15c3-5 under the Act, implemented certain tests designed to mitigate the financial and regulatory risks associated with providing the Exchange’s Members with access to such away trading centers. Pursuant to



the policies and procedures developed by [BATS]Bats Trading to comply with Rule 15c3-5, if an order or series of orders are deemed to be erroneous or duplicative, would cause the entering Member's credit exposure to exceed a preset credit threshold, or are non-compliant with applicable pre-trade regulatory requirements (as defined in Rule 15c3-5), [BATS]Bats Trading will reject such orders prior to routing and/or seek to cancel any orders that have been routed.

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## CHAPTER XIII. MISCELLANEOUS PROVISIONS

### Rule 13.4. Usage of Data Feeds

(a) The Exchange utilizes the following data feeds for the handling, execution and routing of orders, as well as for surveillance necessary to monitor compliance with applicable securities laws and Exchange rules:

Market Center	Primary Source	Secondary Source
[BATS (JBZX)]	Direct Feed	CQS/UQDF
[BATS Y (JBYX)]	Direct Feed	CQS/UQDF

\* \* \* \* \*

(b) (No change).

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### Rule 13.8. EDGA Book Feeds

(a) EDGA Depth. The EDGA Depth is a data feed that contains all displayed orders for listed securities trading on [EDGA]the Exchange, order executions, order cancellations, order modifications, order identification numbers, and administrative messages.

(b) [BATS]Bats Aggregated Market (“[BATS]Bats One”) Feed. The [BATS]Bats One Feed is a data feed that contains the aggregate best bid and offer of all displayed orders for securities traded on [EDGA]the Exchange and its affiliated exchanges. The [BATS]Bats One Feed also contains the individual last sale information for [EDGA]the Exchange and each of its affiliated exchanges and consolidated volume for all listed equity securities. The [BATS]Bats One Feed also consists of Symbol Summary, Market Status, Retail Liquidity Identifier (on behalf of [BATS-Y]Bats BYX Exchange, Inc., an affiliated exchange of [EDGA]the Exchange), Trading Status, and Trade Break messages.

(i) Depth of Book. [BATS]Bats One Feed recipients may also elect to receive aggregated two-sided quotations from [EDGA]the Exchange and each of its affiliated exchanges for five (5) price levels.

(c) - (e) (No change).

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Rule 13.9. [BATS]Bats Connect.

[BATS]Bats Connect is a communication service that provides Members an additional means to receive market data from and route orders to any destination connected to the Exchange's network.

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#### CHAPTER XIV. SECURITIES TRADED

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Rule 14.2. Investment Company Units

(No change).

(a) - (c) (No change).

(d) Provision of Prospectus and Written Description.

(1) This paragraph shall only apply to a series of Investment Company Units as to which the sponsor or other appropriate party has obtained an exemption from Section 24(d) of the Investment Company Act of 1940. In connection with any such series of Investment Company Units listed on the Exchange, Members must provide to all purchasers of such series of Investment Company Units a written description of the terms and characteristics of such securities, in a form prepared or approved by the Exchange, not later than the time a confirmation of the first transaction in such security is delivered to such purchaser. In addition, Members must include such a written description with any sales material relating to such series of Investment Company Units that is provided to customers or the public. Any other written materials provided by a Member to customers or the public making specific reference to such series of Investment Company Units as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of [the series of Investment Company Units] has been prepared by [Trust name] and is available from your broker or the Bats EDGA [EXCHANGE]Exchange. It is recommended that you obtain and review such circular before purchasing [the series of Investment Company Units]. In addition, upon request, you may obtain from your broker a prospectus for [the series of Investment Company Units]."

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Rule 14.8. Portfolio Depositary Receipts

(a) - (i) (No change).

(j) Provision of Prospectus and Written Description.

(1) In connection with any series of Portfolio Depositary Receipts listed or traded on the Exchange, Members must provide to all purchasers of such series of Portfolio Depositary Receipts a written description of the terms and characteristics of such securities, in a form prepared or approved by the Exchange, not later than the time a confirmation of the first transaction in such security is delivered to such purchaser. In addition, Members must include such a written description with any sales material relating to such series of Portfolio Depositary Receipts that is provided to customers or the public. Any other written materials provided by a Member to customers or the public making specific reference to such series of Portfolio Depositary Receipts as an investment vehicle must include a statement in substantially the following form: “A circular describing the terms and characteristics of [the series of Portfolio Depositary Receipts] has been prepared by [Trust name] and is available from your broker or the Bats EDGA [EXCHANGE]Exchange. It is recommended that you obtain and review such circular before purchasing [the series of Portfolio Depositary Receipts]. In addition, upon request you may obtain from your broker a prospectus for [the series of Portfolio Depositary Receipts].”

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**Exhibit 5B**

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

**Bats EDGA Exchange Fee Schedule**

Effective [January 4]February 26, 2016

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**Fee Codes and Associated Fees:**

<b>Fee Code</b>	<b>Description</b>	<b>Fee/(Rebate) Securities at or above \$1.00</b>	<b>Fee/(Rebate) Securities below \$1.00</b>
10- BB <sup>1</sup>	(No Change).		
BY	Routed to [BATS ]BYX[ Exchange] using Destination Specific ("DIRC"), ROUC, ROUE, ROBB or ROCO routing strategy	(0.00150)	0.10% of Dollar Value
C	(No Change).		
CL <sup>9</sup>	Routed to listing market closing process, except for NYSE Arca & [BATS ]BZX	0.00100	0.30% of Dollar Value
CR <sup>1,12</sup> - RX <sup>11</sup>	(No Change).		
RY	Routed to [BATS ]BYX, adds liquidity	0.00180	FREE
RZ	Routed to [BATS ]BZX, adds liquidity	(0.00200)	FREE

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**Footnotes:**

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<sup>9</sup> Fee code O will be yielded if an order is routed to NYSE Arca & [BATS ]BZX's closing process.

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**Market Data Fees:**

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**EDGA Book Viewer:\***

*Internal Distribution*

<b>Distribution Fee - Non-Professional User Fee</b>	(No Change).
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*External Distribution*

<b>Distribution Fee - Digital Media Enterprise Fee****</b>	(No Change).
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\* Fees applicable for distribution other than viewing via a [BATS]Bats website.

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**[BATS]Bats One Feed<sup>sm</sup>:***Internal Distributor*

	[BATS] <u>Bats</u> One Summary	[BATS] <u>Bats</u> One Premium
Distribution Fee - Non-Professional User Fee	(No Change).	

*External Distributor\*\*\*\**

	[BATS] <u>Bats</u> One Summary	[BATS] <u>Bats</u> One Premium
Distribution Fee - Digital Media Enterprise Fee*****	(No Change).	

\* New External Distributor Credit. New External Distributors of the [BATS]Bats One Summary Feed will not be charged an External Distributor Fee for their first three (3) months in order to allow them to enlist new Users to receive the [BATS]Bats Summary One Feed.

\*\* Each External Distributor will be eligible to receive a credit against its monthly Distributor Fee for the [BATS]Bats One Feed equal to the amount of its monthly User Fees up to a maximum of the Distributor Fee for the [BATS]Bats One Feed.

\*\*\* As an alternative to User fees, a recipient firm may purchase a monthly Enterprise license to receive the [BATS]Bats One Feed from an External Distributor for distribution to an unlimited number of Professional and Non-Professional Users. A recipient firm must pay a separate Enterprise Fee for each External Distributor that controls the display of the [BATS]Bats One Feed if it wishes such User to be covered by the Enterprise Fee. The Enterprise Fee is in addition to the Distributor Fee.

\*\*\*\* (No Change).

\*\*\*\*\* As an alternative to User fees, a recipient firm may purchase a monthly Digital Media Enterprise license to receive the [BATS]Bats One Feed from an External Distributor for distribution to an unlimited number of Users for viewing via television, websites, and mobile devices for informational and non-trading purposes only.

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**[BATS]Bats Connect:**

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**Unicast Access – Order Entry:**

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The Unicast Access – Order Entry fee shall not be charged for bandwidth required to access [BATS]BZX,[ BATS] BYX, EDGA, EDGX, BZX Options, and EDGX Options.

**Exhibit 5C**

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

RESTATED CERTIFICATE OF INCORPORATION  
OF  
BATS EDGA EXCHANGE, INC.

Bats EDGA Exchange, Inc., a corporation organized and existing under and by virtue of the provisions of the Delaware General Corporation Law (“General Corporation Law”):

DOES HEREBY CERTIFY:

That the name of this corporation is Bats EDGA Exchange, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on March 9, 2009 under the name EDGA Exchange, Inc.

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FIRST:           The name of the corporation is Bats EDGA Exchange, Inc.

\* \* \* \* \*

Bats EDGA Exchange, Inc.

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**Exhibit 5D**

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

**[FOURTH] FIFTH AMENDED AND RESTATED  
BYLAWS OF BATS EDGA EXCHANGE, INC.  
(a Delaware corporation)**

**ARTICLE I**

**Definitions**

When used in these Bylaws, unless the context otherwise requires, the terms set forth below shall have the following meanings:

- (a) – (e) (No change).
- (f) “Company” means Bats EDGA Exchange, Inc., a Delaware corporation.

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**ARTICLE XI**

**Miscellaneous Provisions**

**Section 1.** (No change).

**Section 2.** Participation in Board and Committee Meetings

All meetings of the Board (and any committees of the Board) pertaining to the self-regulatory function of the Company (including disciplinary matters) shall be closed to all persons other than members of the Board and officers, staff, counsel or other advisors whose participation is necessary or appropriate to the proper discharge of such regulatory functions and any representatives of the Commission. In no event shall members of the Board of Directors of Direct Edge LLC, Direct Edge Holdings LLC or [BATS] Bats Global Markets, Inc. who are not also members of the Board, or any officers, staff, counsel or advisors of Direct Edge LLC, Direct Edge Holdings LLC or [BATS] Bats Global Markets, Inc. who are not also officers, staff, counsel or advisors of the Company (or any committees of the Board), be allowed to participate in any meetings of the Board (or any committee of the Board) pertaining to the self-regulatory function of the Company (including disciplinary matters).

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