

*Required fields are shown with yellow backgrounds and asterisks.*

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

File No.\* SR - 2017 - \* 28

Amendment No. (req. for Amendments \*)

Filing by Bats 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 proposes a rule change to reflect in the Exchange's governing documents, rulebook and fees schedules, a non substantive corporate branding change, including changes to the Company's name, the Intermediate's ame, and the Exchange's name.

**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 \* Corinne Last Name \* Klott  
 Title \* Senior Counsel  
 E-mail \* klott@cboe.com  
 Telephone \* (312) 786-7793 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 10/16/2017

By Anders Franzon

(Name \*)

SVP, Associate 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.

afranzon@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**

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Exhibit Sent As Paper Document

☐

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

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

Add Remove View

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**

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

**Partial Amendment**

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

Item 1. Text of the Proposed Rule Change

(a) Bats EDGA Exchange, Incorporated (the “Exchange” or “EDGA”) pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposed rule change with respect to amendments of the Second Amended and Restated Certificate of Incorporation (the “Company’s Certificate”) and Third Amended and Restated Bylaws (the “Company’s Bylaws”) of its parent corporation, CBOE Holdings, Inc. (“CBOE Holdings” or the “Company”) to change the name of the Company to Cboe Global Markets, Inc. With respect to CBOE V, LLC, an intermediate Holding Company of the Exchange (the “Intermediate”), the Exchange proposes to amend the Certificate of Formation and Limited Liability Company Operating Agreement of CBOE V, LLC (the “Operating Agreement”), in connection with a related name change for the Intermediate. The Exchange also proposes to amend its Second Amended and Restated Certificate of Incorporation (the “Exchange Certificate”), Seventh Amended and Restated Bylaws of Bats EDGA Exchange, Inc. (the “Exchange Bylaws”), rulebook and fee schedule (collectively “operative documents”) in connection with the name change of its parent Company, Intermediate, and the Exchange. The text of the proposed amendments to the Company’s Certificate is included in Exhibit 5A and to the Company’s Bylaws is included in Exhibit 5B. The text of the proposed amendment to the Intermediate’s Certificate is included in Exhibit 5C and to the Intermediate’s Operating Agreement is included in Exhibit 5D. The text of the proposed amendment to the Exchange’s

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

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

Certificate is included in Exhibit 5E and to the Exchange's Bylaws is included in Exhibit 5F. The text of the proposed changes to the Exchange's rules is included in Exhibit 5G. Lastly, the text of the proposed changes to the Exchange's Fee Schedule for the Exchange's equities platform ("EDGA Equities") is included in Exhibit 5H.<sup>3</sup>

(b) Not applicable.

(c) Not applicable.

Item 2. Procedures of the Self-Regulatory Organization

(a) CBOE Holdings' and the Exchange's Board of Directors approved the proposed rule change on September 13, 2017.

The proposed amendments to the Company's Certificate and Bylaws do not require stockholder approval.<sup>4</sup> As provided in the Company's Certificate and Bylaws, proposed amendments to the Certificate and Bylaws are to be reviewed by the Board of Directors of each self-regulatory subsidiary of CBOE Holdings, and if any such proposed amendment must, under Section 19 of the Act and the rules promulgated thereunder, be filed with, or filed with and approved by, the Commission before such amendment may be effective, then such amendment shall not be effective until filed with, or filed with and approved by, the

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<sup>3</sup> In lieu of providing a copy of the marked name changes for the Exchange's operative documents in the Exhibit 5s, the Exchange represents that it will make the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fee schedule, and post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

<sup>4</sup> See Section 242(b) of the General Corporation Law of the State of Delaware, which provides that unless otherwise expressly required by a company's charter, no meeting or vote of stockholders is required to adopt a charter amendment that solely changes the corporate name. See also Article Eleventh of the Certificate and Section 10.1 of the Bylaws, which provide that the Bylaws may be amended by CBOE Holdings Board without stockholder approval.

Commission, as the case may be.<sup>5</sup> The Boards of Directors of EDGA, Chicago Board Options Exchange, Incorporated (“CBOE”), C2 Options Exchange, Incorporated (“C2”), Bats BZX Exchange, Inc. (“Bats BZX”), Bats EDGX Exchange, Inc. (“Bats EDGX”), and Bats BYX Exchange, Inc. (“Bats BYX”) have reviewed the proposed rule change. No other action is necessary for the filing of the rule change.

(b) Please refer questions and comments on the proposed rule change to Joanne Moffic-Silver, Executive Vice President, General Counsel, and Corporate Secretary, (312) 786-7462, or Corinne Klott, (312) 786-7793.

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

(a) Purpose

Background

The purpose of this filing is to reflect in the Exchange’s governing documents (and the governing documents of its parent company, CBOE Holdings) and the Exchange’s rulebook and fees schedules, a non-substantive corporate branding change, including changes to the Company’s name, the Intermediate’s name, and the Exchange’s name. Particularly, references to Company’s, Intermediate’s and Exchange’s names will be deleted and revised to state the new names, as described more fully below. No other substantive changes are being proposed in this filing. The Exchange represents that these changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. Accordingly, this filing is being submitted under Rule 19b-4(f)(3). In lieu of providing a

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<sup>5</sup> See Article Eleventh of the Certificate and Section 10.2 of the Bylaws.

copy of the marked name changes, the Exchange represents that it will make the necessary non-substantive revisions described below to the Exchange's corporate governance documents, rulebook, and fees schedules, and post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

#### The Company's Name Change

In connection with the corporate name change of its parent company, the Exchange is proposing to amend the Company's Certificate and Bylaws. Specifically, the Company is changing its name from "CBOE Holdings, Inc." to "Cboe Global Markets, Inc.".

##### (a) Company's Certificate

The Exchange proposes to (i) delete the following language from Paragraph (1) of the introductory paragraph: "The name of the Corporation is CBOE Holdings, Inc." and (ii) amend Article First of the Company's Certificate to reflect the new name, "Cboe Global Markets, Inc." The Exchange also proposes to add clarifying language and cite to the applicable provisions of the General Corporation Law of the State of Delaware in connection with the proposed name change. The Exchange notes that it is not amending the Company's name in the title or signature line as the name changes will not be effective until the Company, as currently named, files the proposed changes in Delaware. Thereafter, the Exchange will amend the Certificate to reflect the new name in the title and signature line. The Exchange also notes that although the name of "Chicago Board Options Exchange, Incorporated" is changing to "Cboe Exchange Inc.", it is not amending the name of Chicago Board Options Exchange, Incorporated ("CBOE") referenced in Article Fifth(a)(iii) at this time. Particularly, the Exchange notes that unlike

the exception applicable to proposed changes to the Company's name<sup>6</sup>, a vote of stockholders is required to adopt an amendment to the reference of CBOE's name. As such, the Exchange will submit a rule filing to amend the Certificate to reflect the new CBOE name at such time it is ready to obtain stockholder approval.

(b) Company's Bylaws

With respect to the Company's Bylaws, references to "CBOE Holdings, Inc." will be deleted and revised to state "Cboe Global Markets, Inc." The Exchange also proposes to eliminate the reference to "Chicago Board Options Exchange, Incorporated" in Article 10, Section 10.2. Particularly, Section 10.2 provides that "for so long as the Corporation shall control, directly or indirectly, any national securities exchange, including, but not limited to Chicago Board Options Exchange, Incorporated (a "Regulated Securities Exchange Subsidiary"), before any amendment, alteration or repeal of any provision of the Bylaws shall be effective, such amendment, alteration or repeal shall be submitted to the board of directors of each Regulated Securities Exchange Subsidiary, and if such amendment, alteration or repeal must be filed with or filed with and approved by the Securities and Exchange Commission, then such amendment, alteration or repeal shall not become effective until filed with or filed with and approved by the Securities and Exchange Commission, as the case may be." As the Company currently controls a number of Regulated Securities Exchange Subsidiaries, it does not believe it is necessary to explicitly reference only Chicago Board Options Exchange, Incorporated and therefore proposes to delete the following language: "including, but not limited to Chicago Board Options Exchange, Incorporated".

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<sup>6</sup> See Section 242(b) of the General Corporation Law of the State of Delaware.

### The Intermediate's Name Change

For 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 the name of the Intermediate from "CBOE V, LLC" to "Cboe Bats, LLC."

#### (a) Certificate of Formation

As it relates to the Certificate of Formation of CBOE V, LLC, references to "CBOE V, LLC" will be deleted and revised to state its new name "Cboe Bats, LLC". The Exchange also proposes to add clarifying and conforming language in order to conform to, as well as cite to, the applicable provisions of the General Corporation Law of the State of Delaware in connection with the proposed name change. The Exchange notes to conform with the revised language in the introductory paragraph, it also proposes to amend references to "LLC" to "limited liability company". The Exchange also notes that it is not amending the Intermediate's name in the title or signature line as the name changes will not be effective until the Intermediate, as currently named, files the proposed changes in Delaware.<sup>7</sup> Thereafter, the Exchange will amend the Certificate of Formation to reflect the new name in the title and signature line.

#### (b) Operating Agreement

As it relates to the Operating Agreement of the Intermediate, references to "CBOE V, LLC" will be deleted and revised to state its new name "Cboe Bats, LLC" and references to "CBOE Holdings, Inc." will be deleted and revised to state "Cboe Global Markets, Inc.". The Exchange also proposes to add clarifying and conforming language

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<sup>7</sup> The Exchange notes that the current signature block of the Certificate of Formation references "CBOE Holdings, Inc." instead of "CBOE V, LLC". The Exchange proposes to correct that reference and refer to "CBOE V, LLC", which as noted, will be changed to "Cboe Bats, LLC" at a later date.

in connection with the proposed name change, including new Section 12.5 (“Effect of Amendment”), which provides that the “Agreement amends, restates and supersedes the Original Agreement in all respects. From and after the date hereof, this Agreement shall be the limited liability company operating agreement of the Company for all purposes.”

#### The Exchange’s Name Change

For 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 “Bats EDGA Exchange, Inc.” to “Cboe EDGA Exchange, Inc.” throughout its rules, fees schedules and corporate documents. Additionally, the Exchange notes that its affiliated exchanges Bats BYX Exchange, Inc., Bats BZX Exchange, Inc., Bats EDGX Exchange, Inc., Chicago Board Options Exchange, Incorporated, C2 Options Exchange, Incorporated, and “CBOE Futures Exchange, LLC” (collectively the “affiliates”) have also proposed name changes to Cboe BYX Exchange, Inc., Cboe BZX Exchange, Inc., Cboe EDGX Exchange, Inc., Cboe Exchange, Inc., Cboe C2 Exchange, Inc. and Cboe Futures Exchange, LLC, respectively. Lastly, the Exchange is changing the name of “Bats Trading, Inc.” to “Cboe Trading, Inc.”

Therefore, the Exchange proposes to amend its: (i) Second Amended and Restated Certificate of Incorporation of Bats EDGA Exchange, Inc., (ii) Seventh Amended and Restated Bylaws of Bats EDGA Exchange, Inc., (iii) Rulebook, (iv) Fee Schedule for EDGA Equities (collectively, the “Operative Documents”) to reflect the name changes.

#### (a) Exchange’s Certificate

The Exchange proposes to (i) delete the following language from the introductory paragraph: “The name of the Corporation is Bats EDGA Exchange, Inc.” and (ii) amend

Article First of the Exchange's Certificate to reflect the new name, "Cboe EDGA Exchange, Inc.". The Exchange also proposes to add clarifying language and cite to the applicable provisions of the General Corporation Law of the State of Delaware in connection with the proposed name change. The Exchange notes that it is not amending the Exchange's name in the title or signature line as the name changes will not be effective until the Exchange, as currently named, files the proposed changes in Delaware. Thereafter, the Exchange will amend the Certificate to reflect the new name in the title and signature line.

(b) Exchange's Bylaws

For the Exchange's Bylaws, all references to "Bats EDGA Exchange, Inc." will be deleted and revised to state "Cboe EDGA Exchange, Inc.".

(c) Exchange's Rulebook

For the Rules of Bats EDGA Exchange, Inc., all references to "Bats EDGA Exchange, Inc." will be deleted and revised to state "Cboe EDGA Exchange, Inc.". Additionally, the Exchange's affiliates are also filing similar rule filings to change their names, as noted above. As such, all references to "Bats BYX Exchange, Inc.", "Bats EDGX Exchange, Inc.", "Bats BZX Exchange, Inc.", "C2 Options Exchange, Incorporated"<sup>8</sup>, "Chicago Board Options Exchange, Incorporated" and "CBOE Futures Exchange, LLC" in the EDGA's rules will likewise be deleted and revised to state "Cboe BYX Exchange, Inc.", "Cboe EDGX Exchange, Inc.", "Cboe BZX Exchange, Inc.", "Cboe C2 Exchange, Inc.", "Cboe Exchange, Inc." and "Cboe Futures Exchange, LLC", respectively. The Exchange notes that references to "Bats Exchange" will be deleted and

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<sup>8</sup> The Exchange notes that the EDGA rules refer to "C2 Options Exchange, Incorporated" as "C2 Options Exchange, Inc." in Rule 2.3.

revised to state “Cboe Bats Exchange”. Additionally, all references to “CBOE Holdings, Inc.” will be deleted and revised to state “Cboe Global Markets, Inc.”. All references to “Bats One” will be deleted and revised to state “Cboe One” and all references to “Bats Connect” will be deleted and revised to state “Cboe Connect”. The Exchange will also delete references to “Bats Trading, Inc.” and “Bats Trading” and replace it with references to “Cboe Trading, Inc.” and “Cboe Trading”, respectively.

(d) Exchange’s Fee Schedule

For the EDGA Equities Fee Schedule, any reference to “Bats EDGA Exchange” will be deleted and revised to state “Cboe EDGA Exchange”. Additionally, all references to “Bats One” will be deleted and revised to state “Cboe One” and all references to “Bats Connect” will be deleted and revised to state “Cboe Connect”.

(b) Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the “Act”) and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.<sup>9</sup> Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>10</sup> requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open

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

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

market and a national market system, and, in general, to protect investors and the public interest.

In particular, the proposed change is a non-substantive change and does not impact the governance, ownership or operations of the Exchange. The Exchange believes that by ensuring that its parent company's governance documents and the Exchange's operative documents accurately reflect the new legal names, the proposed rule change would reduce potential investor or market participant confusion.

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

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. The proposed rule change is not intended to address competitive issues but rather is concerned solely with updating the Company's and Exchange's governance and operative documents to reflect the abovementioned name changes.

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

The Exchange neither solicited nor received comments on the proposed rule change.

Item 6. Extension of Time Period for Commission Action

The Exchange does not consent to an extension of the time period for Commission action on the proposed rule change specified in Section 19(b)(2) of the Act.<sup>11</sup>

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<sup>11</sup> 15 U.S.C. 78s(b)(2).

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

(a) The proposed rule change is filed for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act<sup>12</sup> and Rule 19b-4(f)(3)<sup>13</sup> thereunder.

(b) The Exchange designates that the proposed rule change is concerned solely with the administration of the self-regulatory organization, which renders the proposed rule change effective upon filing with the Securities and Exchange Commission (the “Commission”). At any time within 60 days of the filing of this 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. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

(c) Not applicable.

(d) Not applicable.

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

The proposed rule change is not based on a rule either of another self-regulatory organization or of the Commission.

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

Not applicable.

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

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

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

Not applicable.

Item 11. Exhibits

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

Exhibit 5. Proposed rule text.

- A. Company Certificate.
- B. Company Bylaws.
- C. Intermediate Certificate.
- D. Intermediate Operating Agreement.
- E. Exchange Certificate.
- F. Exchange Bylaws.
- G. Rules.
- H. EDGA Equities Fees Schedule.

EXHIBIT 1**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-       ; File No. SR-BatsEDGA-2017-28]

[Insert date]

Self-Regulatory Organizations; Bats EDGA Exchange, Inc.; Notice of Filing of a Proposed Rule Change to Reflect in the Exchange's Governing Documents, Rulebook and Fee Schedule, a Non-Substantive Corporate Branding Change, Including Changes to the Company's Name, the Intermediate's Name, and the Exchange's Name

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on \_\_\_\_\_, Bats EDGA Exchange, Inc. (the "Exchange" or "EDGA") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II and III below, which Items have been prepared by the Exchange. The 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 proposes a rule change with respect to amendments of the Second Amended and Restated Certificate of Incorporation (the "Company's Certificate") and Third Amended and Restated Bylaws (the "Company's Bylaws") of its parent corporation, CBOE Holdings, Inc. ("CBOE Holdings" or the "Company") to change the name of the Company to Cboe Global Markets, Inc. With respect to CBOE V, LLC, an intermediate Holding Company of the Exchange (the "Intermediate"), the Exchange proposes to amend the Certificate of Formation and Limited Liability Company Operating Agreement of CBOE V,

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

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

LLC (the “Operating Agreement”), in connection with a related name change for the Intermediate. The Exchange also proposes to amend its Second Amended and Restated Certificate of Incorporation (the “Exchange Certificate”), Seventh Amended and Restated Bylaws of Bats EDGA Exchange, Inc. (the “Exchange Bylaws”), rulebook and fee schedule (collectively “operative documents”) in connection with the name change of its parent Company, Intermediate, and the Exchange.

The text of the proposed rule change is also available on the Exchange’s website (<http://www.cboe.com/AboutCBOE/CBOELegalRegulatoryHome.aspx>), at the Exchange’s Office of the Secretary, 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 aspects of such statements.

### **A. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change**

#### **1. Purpose**

##### **Background**

The purpose of this filing is to reflect in the Exchange’s governing documents (and the governing documents of its parent company, CBOE Holdings) and the Exchange’s rulebook and fees schedules, a non-substantive corporate branding change, including changes to the Company’s name, the Intermediate’s name, and the Exchange’s name. Particularly, references to Company’s, Intermediate’s and Exchange’s names will

be deleted and revised to state the new names, as described more fully below. No other substantive changes are being proposed in this filing. The Exchange represents that these changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. Accordingly, this filing is being submitted under Rule 19b-4(f)(3). In lieu of providing a copy of the marked name changes, the Exchange represents that it will make the necessary non-substantive revisions described below to the Exchange's corporate governance documents, rulebook, and fees schedules, and post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

#### The Company's Name Change

In connection with the corporate name change of its parent company, the Exchange is proposing to amend the Company's Certificate and Bylaws. Specifically, the Company is changing its name from "CBOE Holdings, Inc." to "Cboe Global Markets, Inc."

##### (a) Company's Certificate

The Exchange proposes to (i) delete the following language from Paragraph (1) of the introductory paragraph: "The name of the Corporation is CBOE Holdings, Inc." and (ii) amend Article First of the Company's Certificate to reflect the new name, "Cboe Global Markets, Inc." The Exchange also proposes to add clarifying language and cite to the applicable provisions of the General Corporation Law of the State of Delaware in connection with the proposed name change. The Exchange notes that it is not amending the Company's name in the title or signature line as the name changes will not be

effective until the Company, as currently named, files the proposed changes in Delaware. Thereafter, the Exchange will amend the Certificate to reflect the new name in the title and signature line. The Exchange also notes that although the name of “Chicago Board Options Exchange, Incorporated” is changing to “Cboe Exchange Inc.”, it is not amending the name of Chicago Board Options Exchange, Incorporated (“CBOE”) referenced in Article Fifth(a)(iii) at this time. Particularly, the Exchange notes that unlike the exception applicable to proposed changes to the Company’s name<sup>3</sup>, a vote of stockholders is required to adopt an amendment to the reference of CBOE’s name. As such, the Exchange will submit a rule filing to amend the Certificate to reflect the new CBOE name at such time it is ready to obtain stockholder approval.

(b) Company’s Bylaws

With respect to the Company’s Bylaws, references to “CBOE Holdings, Inc.” will be deleted and revised to state “Cboe Global Markets, Inc.” The Exchange also proposes to eliminate the reference to “Chicago Board Options Exchange, Incorporated” in Article 10, Section 10.2. Particularly, Section 10.2 provides that “for so long as the Corporation shall control, directly or indirectly, any national securities exchange, including, but not limited to Chicago Board Options Exchange, Incorporated (a “Regulated Securities Exchange Subsidiary”), before any amendment, alteration or repeal of any provision of the Bylaws shall be effective, such amendment, alteration or repeal shall be submitted to the board of directors of each Regulated Securities Exchange Subsidiary, and if such amendment, alteration or repeal must be filed with or filed with and approved by the Securities and Exchange Commission, then such amendment, alteration or repeal shall

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<sup>3</sup> See Section 242(b) of the General Corporation Law of the State of Delaware.

not become effective until filed with or filed with and approved by the Securities and Exchange Commission, as the case may be.” As the Company currently controls a number of Regulated Securities Exchange Subsidiaries, it does not believe it is necessary to explicitly reference only Chicago Board Options Exchange, Incorporated and therefore proposes to delete the following language: “including, but not limited to Chicago Board Options Exchange, Incorporated”.

#### The Intermediate’s Name Change

For 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 the name of the Intermediate from “CBOE V, LLC” to “Cboe Bats, LLC.”

#### (a) Certificate of Formation

As it relates to the Certificate of Formation of CBOE V, LLC, references to “CBOE V, LLC” will be deleted and revised to state its new name “Cboe Bats, LLC”. The Exchange also proposes to add clarifying and conforming language in order to conform to, as well as cite to, the applicable provisions of the General Corporation Law of the State of Delaware in connection with the proposed name change. The Exchange notes to conform with the revised language in the introductory paragraph, it also proposes to amend references to “LLC” to “limited liability company”. The Exchange also notes that it is not amending the Intermediate’s name in the title or signature line as the name changes will not be effective until the Intermediate, as currently named, files the proposed changes in Delaware.<sup>4</sup> Thereafter, the Exchange will amend the Certificate of Formation to reflect the new name in the title and signature line.

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<sup>4</sup> The Exchange notes that the current signature block of the Certificate of

(b) Operating Agreement

As it relates to the Operating Agreement of the Intermediate, references to “CBOE V, LLC” will be deleted and revised to state its new name “Cboe Bats, LLC” and references to “CBOE Holdings, Inc.” will be deleted and revised to state “Cboe Global Markets, Inc.”. The Exchange also proposes to add clarifying and conforming language in connection with the proposed name change, including new Section 12.5 (“Effect of Amendment”), which provides that the “Agreement amends, restates and supersedes the Original Agreement in all respects. From and after the date hereof, this Agreement shall be the limited liability company operating agreement of the Company for all purposes.”

The Exchange’s Name Change

For 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 “Bats EDGA Exchange, Inc.” to “Cboe EDGA Exchange, Inc.” throughout its rules, fees schedules and corporate documents. Additionally, the Exchange notes that its affiliated exchanges Bats BYX Exchange, Inc., Bats BZX Exchange, Inc., Bats EDGX Exchange, Inc., Chicago Board Options Exchange, Incorporated, C2 Options Exchange, Incorporated, and “CBOE Futures Exchange, LLC” (collectively the “affiliates”) have also proposed name changes to Cboe BYX Exchange, Inc., Cboe BZX Exchange, Inc., Cboe EDGX Exchange, Inc., Cboe Exchange, Inc., Cboe C2 Exchange, Inc. and Cboe Futures Exchange, LLC, respectively. Lastly, the Exchange is changing the name of “Bats Trading, Inc.” to “Cboe Trading, Inc.”

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Formation references “CBOE Holdings, Inc.” instead of “CBOE V, LLC”. The Exchange proposes to correct that reference and refer to “CBOE V, LLC”, which as noted, will be changed to “Cboe Bats, LLC” at a later date.

Therefore, the Exchange proposes to amend its: (i) Second Amended and Restated Certificate of Incorporation of Bats EDGA Exchange, Inc., (ii) Seventh Amended and Restated Bylaws of Bats EDGA Exchange, Inc., (iii) Rulebook, (iv) Fee Schedule for EDGA Equities (collectively, the “Operative Documents”) to reflect the name changes.

(a) Exchange’s Certificate

The Exchange proposes to (i) delete the following language from the introductory paragraph: “The name of the Corporation is Bats EDGA Exchange, Inc.” and (ii) amend Article First of the Exchange’s Certificate to reflect the new name, “Cboe EDGA Exchange, Inc.”. The Exchange also proposes to add clarifying language and cite to the applicable provisions of the General Corporation Law of the State of Delaware in connection with the proposed name change. The Exchange notes that it is not amending the Exchange’s name in the title or signature line as the name changes will not be effective until the Exchange, as currently named, files the proposed changes in Delaware. Thereafter, the Exchange will amend the Certificate to reflect the new name in the title and signature line.

(b) Exchange’s Bylaws

For the Exchange’s Bylaws, all references to “Bats EDGA Exchange, Inc.” will be deleted and revised to state “Cboe EDGA Exchange, Inc.”.

(c) Exchange’s Rulebook

For the Rules of Bats EDGA Exchange, Inc., all references to “Bats EDGA Exchange, Inc.” will be deleted and revised to state “Cboe EDGA Exchange, Inc.”. Additionally, the Exchange’s affiliates are also filing similar rule filings to change their names, as noted above. As such, all references to “Bats BYX Exchange, Inc.”, “Bats

EDGX Exchange, Inc.”, “Bats BZX Exchange, Inc.”, “C2 Options Exchange, Incorporated”<sup>5</sup>, “Chicago Board Options Exchange, Incorporated” and “CBOE Futures Exchange, LLC” in the EDGA’s rules will likewise be deleted and revised to state “Cboe BYX Exchange, Inc.”, “Cboe EDGX Exchange, Inc.”, “Cboe BZX Exchange, Inc.”, “Cboe C2 Exchange, Inc.”, “Cboe Exchange, Inc.” and “Cboe Futures Exchange, LLC”, respectively. The Exchange notes that references to “Bats Exchange” will be deleted and revised to state “Cboe Bats Exchange”. Additionally, all references to “CBOE Holdings, Inc.” will be deleted and revised to state “Cboe Global Markets, Inc.”. All references to “Bats One” will be deleted and revised to state “Cboe One” and all references to “Bats Connect” will be deleted and revised to state “Cboe Connect”. The Exchange will also delete references to “Bats Trading, Inc.” and “Bats Trading” and replace it with references to “Cboe Trading, Inc.” and “Cboe Trading”, respectively.

(d) Exchange’s Fee Schedule

For the EDGA Equities Fee Schedule, any reference to “Bats EDGA Exchange” will be deleted and revised to state “Cboe EDGA Exchange”. Additionally, all references to “Bats One” will be deleted and revised to state “Cboe One” and all references to “Bats Connect” will be deleted and revised to state “Cboe Connect”.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the “Act”) and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.<sup>6</sup>

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<sup>5</sup> The Exchange notes that the EDGA rules refer to “C2 Options Exchange, Incorporated” as “C2 Options Exchange, Inc.” in Rule 2.3.

<sup>6</sup> 15 U.S.C. 78f(b).

Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>7</sup> requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, 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.

In particular, the proposed change is a non-substantive change and does not impact the governance, ownership or operations of the Exchange. The Exchange believes that by ensuring that its parent company's governance documents and the Exchange's operative documents accurately reflect the new legal names, the proposed rule change would reduce potential investor or market participant confusion.

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

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. The proposed rule change is not intended to address competitive issues but rather is concerned solely with updating the Company's and Exchange's governance and operative documents to reflect the abovementioned name changes.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

The Exchange neither solicited nor received comments on the proposed rule change.

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<sup>7</sup> 15 U.S.C. 78f(b)(5).

### **III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action**

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act<sup>8</sup> and paragraph (f) of Rule 19b-4<sup>9</sup> thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change 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 proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

#### **Electronic comments:**

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-BatsEDGA-2017-28 on the subject line.

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<sup>8</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>9</sup> 17 CFR 240.19b-4(f).

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 Number SR-BatsEDGA-2017-28. 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, D.C. 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will 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 Number SR-BatsEDGA-2017-28 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>10</sup>

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<sup>10</sup> 17 CFR 200.30-3(a)(12).

Secretary

The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5A

(additions are underlined; deletions are [bracketed])

**[SECOND] THIRD AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CBOE HOLDINGS, INC.**

CBOE Holdings, Inc., a corporation organized under the laws of the State of Delaware (the "*Corporation*"), hereby certifies as follows:

1. [The name of the Corporation is CBOE Holdings, Inc. ]The Corporation was incorporated on August 15, 2006.
2. This [Second] Third Amended and Restated Certificate of Incorporation has been duly adopted by the Board of Directors of the Corporation in accordance with Section 242(b)(1) and Section 245 of the General Corporation Law of the State of Delaware (the "*GCL*"). This [Second] Third Amended and Restated Certificate of Incorporation only restates and[,] integrates and does not further amend[s] (except as permitted under Section 242(a)(1) of the GCL in order to change the name of the Corporation) the provisions of the Second Amended and Restated Certificate of Incorporation of the Corporation.
3. The text of the [Second] Third Amended and Restated Certificate of Incorporation as amended, integrated and restated shall read in full as follows:

FIRST: The name of the corporation is Cboe Global Markets[CBOE Holdings], Inc.

\*\*\*\*\*

IN WITNESS WHEREOF, CBOE Holdings, Inc. has caused this certificate to be signed as of this [15<sup>th</sup>] \_\_\_\_ day of \_\_\_\_ [December], 201\_[5].

CBOE HOLDINGS, INC.

By: [/s/ Edward L. Provost]

Name: [Edward L. Provost] Edward T. Tilly

Its: [President and Chief Operating Officer]  
Chairman and Chief Executive Officer

The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5B

(additions are underlined; deletions are [bracketed])

**[THIRD] FOURTH AMENDED AND RESTATED  
BYLAWS  
OF  
CBOE [HOLDINGS]GLOBAL MARKETS, INC.**

**ARTICLE 1—OFFICES**

1.1 *Registered Offices.* The registered office of [CBOE]Cboe Global Markets[Holdings], Inc. (the "Corporation") in the State of Delaware shall be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19805. The name of the Corporation's registered agent at such address shall be The Corporation Trust Company. The registered office and/or registered agent of the Corporation may be changed from time to time by action of the Board of Directors of the Corporation (the "Board of Directors").

1.2 *Other Offices.* The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

1.3 *Books.* The books of the Corporation may be kept within or without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require, provided such books and records are kept within the United States.

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**ARTICLE 10—AMENDMENTS**

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10.2 *Submission to Boards of any Regulated Securities Exchange Subsidiary.* Notwithstanding *Section 10.1*, for so long as the Corporation shall control, directly or indirectly,

any national securities exchange[, including, but not limited to, Chicago Board Options Exchange, Incorporated](a “Regulated Securities Exchange Subsidiary”), before any amendment, alteration or repeal of any provision of these Bylaws shall be effective, such amendment, alteration or repeal shall be submitted to the board of directors of each Regulated Securities Exchange Subsidiary, and if such amendment, alteration or repeal must be filed with or filed with and approved by the Securities and Exchange Commission, then such amendment, alteration or repeal shall not become effective until filed with or filed with and approved by the Securities and Exchange Commission, as the case may be.

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The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5C

(additions are underlined; deletions are [bracketed])

**AMENDED AND RESTATED CERTIFICATE OF FORMATION OF**

**CBOE V, LLC**

[This Certificate of Formation of CBOE V, LLC (the "LLC") is being duly executed and filed by CBOE HOLDINGS, INC. to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101 et seq.). (the "LLC Act").] The limited liability company filed its original Certificate of Formation with the Secretary of State of the State of Delaware on September 23, 2016 under the name CBOE V, LLC. This Amended and Restated Certificate of Formation of the limited liability company, which restates and integrates and also further amends the provisions of the limited liability company's Certificate of Formation, has been duly executed and is being filed in accordance with the Delaware Limited Liability Company Act (6 Del. C. § 18-208). The Certificate of Formation of the limited liability company is hereby amended, integrated and restated in its entirety to read as follows:

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2. The address of the registered office of the [LLC] limited liability company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

3. The [LLC] limited liability company shall provide indemnification for members of its board of directors (the "Board of Directors"), members of committees of the Board of Directors and of other committees of the [LLC] limited liability company, and its officers, and the [LLC] limited liability company may provide indemnification for its agents and employees, and those serving another corporation, partnership, joint venture, trust or other enterprise at the request of the [LLC] limited liability company, in each case to the maximum extent permitted by the [LLC] Delaware Limited Liability Company Act (6 Del. C. §18-101 et seq.) (the "LLC Act"); *provided, however*, that the [LLC] limited liability company may limit the extent of such indemnification by individual contracts with its directors and officers; and, *provided, further*, that the [LLC] limited liability company shall not be required to indemnify any person in connection with any

proceeding (or part thereof) initiated by such person or any proceeding by such person against the [LLC] limited liability company or its directors, officers, employees or other agents unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Board of Directors or (iii) such indemnification is provided by the [LLC] limited liability company, in its sole discretion, pursuant to the powers vested in the [LLC] limited liability company under the LLC Act; [and].

[4. This Certificate of Formation shall be effective upon filing.]

IN WITNESS WHEREOF, the undersigned has [executed] caused this Amended and Restated Certificate of Formation of CBOE V, LLC to be executed as of this [23<sup>rd</sup>] \_\_\_\_ day of [September 2016] \_\_\_\_\_.

**[CBOE HOLDINGS, INC.]CBOE V, LLC**

By: [/s/ Joanne Moffic-Silver]

Name: [Joanne Moffic-Silver] Edward T. Tilly

Title: [General Counsel and Secretary] Chief Executive Officer

The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5D

(additions are underlined; deletions are [bracketed])

**AMENDED AND RESTATED**

**LIMITED LIABILITY COMPANY OPERATING AGREEMENT**

**OF**

**CBOE [V]BATS, LLC**

**(a Delaware limited liability company)**

**THIS AMENDED AND RESTATED LIMITED LIABILITY COMPANY OPERATING AGREEMENT** (this "Agreement") is executed as of [September 25, 2016]October 16, 2017 by [CBOE Holdings, Inc. (the "Member").]Cboe Global Markets, Inc. (formerly known as CBOE Holdings, Inc.) (the "Member") for the purpose of amending and restating the original Limited Liability Company Operating Agreement of CBOE V, LLC (the "Company"), dated as of September 25, 2016 (the "Original Agreement"), to reflect a change in the name of the Company from CBOE V, LLC to Cboe Bats, LLC. In furtherance of the foregoing, [T]he Member, intending to be legally bound, hereby [states]amends and restates the [terms of]Original Agreement in its [agreement as to the affairs of, and the conduct of the business of, CBOE V, LLC, a limited liability company (the "Company"),]entirety as follows:

**ARTICLE I**

**FORMATION, PURPOSE AND DEFINITIONS**

1.1 **Establishment of Limited Liability Company.** The Member [has] caused a limited liability company to be established and organized as of September 23, 2016 pursuant to and in accordance with the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.), as amended from time to time (the "LLC Act"), to carry on a business for profit. The Member[hereby] was admitted to membership in the Company[,] on September 23, 2016 and[,]

is the sole member of the Company as of the date of this Agreement. As provided in Section 5.2, until this Agreement is amended appropriately to contemplate the admission of additional members and their right to participate in the Company's business, the Member shall be the sole member of the Company.

\*\*\*\*\*

**12.5 Effect of Amendment.** This Agreement amends, restates and supersedes the Original Agreement in all respects. From and after the date hereof, this Agreement shall be the limited liability company operating agreement of the Company for all purposes.

**IN WITNESS WHEREOF**, the Member has signed this Agreement as of the date first written above.

**INC. CBOE [HOLDINGS]GLOBAL MARKETS,**

By: [/s/ Joanne Moffic-Silver]

Name: [Joanne Moffic-Silver][☒]Edward T. Tilly

Title: [General Counsel and Secretary][☒]Chief  
Executive Officer

The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5E

(additions are underlined; deletions are [bracketed])

**[SECOND] THIRD AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
of  
BATS EDGA EXCHANGE, INC.**

[The name of the corporation is Bats EDGA Exchange, Inc.] The corporation filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware on March 9, 2009 under the name EDGA Exchange, Inc. This [Second] Third Amended and Restated Certificate of Incorporation of the corporation, which only restates and integrates and does not [also] further amend[s] (except as permitted under Section 242(a)(1) of the General Corporation Law of the State of Delaware in order to change the name of the corporation) the provisions of the corporation's Second Amended and Restated Certificate of Incorporation, was duly adopted in accordance with the provisions of Sections 242(b)(1) and 245 of the General Corporation Law of the State of Delaware[ and by the written consent of its sole stockholder in accordance with Section 228 of the General Corporation Law of the State of Delaware]. The Second Amended and Restated Certificate of Incorporation of the corporation is hereby amended, integrated and restated to read in its entirety as follows:

\*\*\*\*\*

IN WITNESS WHEREOF, Bats EDGA Exchange, Inc. has caused this certificate to be signed as of this [13<sup>th</sup>]\_\_\_\_\_ day of October, 2017.

BATS EDGA EXCHANGE, INC.

By: /s/ Edward T. Tilly  
Name: Edward T. Tilly  
Its: Chief Executive Officer

The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5F

(additions are underlined; deletions are [bracketed])

**[SEVENTH] EIGHTH AMENDED AND RESTATED  
BYLAWS OF  
[BATS]CBOE EDGA EXCHANGE, INC.**

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The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5G

(additions are underlined; deletions are [bracketed])

**RULES OF [BATS]CBOE EDGA EXCHANGE, INC.**

\* \* \* \* \*

The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5H

(additions are underlined; deletions are [bracketed])

[Bats]Cboe EDGA Exchange Fee Schedule

Effective [September 1]October 16, 2017

\* \* \* \* \*