

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 29	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2017 - * 002 Amendment No. (req. for Amendments *)
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Filing by C2 Options Exchange, Incorporated
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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

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) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
	Section 3C(b)(2) * <input type="checkbox"/>

Exhibit 2 Sent As Paper Document <input checked="" type="checkbox"/>	Exhibit 3 Sent As Paper Document <input checked="" type="checkbox"/>
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Description
Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

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 * Last Name *
 Title *
 E-mail *
 Telephone * 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 Counsel
 By
 (Name *)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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

Add Remove View

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

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

Add Remove View

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) C2 Options Exchange, Incorporated (the “Exchange” or “C2”) proposes to amend its Fees Schedule. The text of the proposed rule change is in Exhibit 5.

(b) Not applicable.

(c) Not applicable.

Item 2. Procedures of the Self-Regulatory Organization

(a) The Exchange’s President (or designee) pursuant to delegated authority approved the proposed rule change on January 3, 2017.

(b) Please refer questions and comments on the proposed rule change to Joanne Moffic-Silver, (312) 786-7462, or Nicholas Still (312) 786-7006, C2 Options Exchange, Incorporated, 400 South LaSalle, Chicago, Illinois 60605.

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

(a) Purpose

The Exchange proposes to amend its Fees Schedule. The Exchange is adding fees for functionality related to its PULSe workstation. The Exchange is also making minor formatting updates to organize the footnotes in PULSe workstation section of its Fees Schedule.¹ The fees herein will be effective on January 3, 2017.

By way of background, the PULSe workstation is a front-end order entry system designed for use with respect to orders that may be sent to the trading systems of the Exchange. Exchange Trading Permit Holders (“TPHs”) may also make workstations

¹ The footnotes in the PULSe workstation section have been changed from asterisks to numerical footnotes to account for the increased volume of footnotes.

available to their customers, which may include TPHs, non-broker dealer public customers and non-TPH broker dealers.

Drop Copies

Financial Information eXchange (“FIX”) language-based connectivity, upon request, provides customers (both TPH and non-TPH) of TPHs that are brokers and PULSe users (“PULSe brokers”) with the ability to receive “drop-copy” order fill messages from their PULSe brokers. These fill messages allow customers to update positions, risk calculations and streamline back-office functions.

The Exchange is proposing a monthly fee to be assessed on TPHs who are either receiving or sending drop copies via a PULSe workstation. This fee will allow for the recoupment of costs of maintaining and supporting drop copy functionality. Whether the drop copy sender or receiver is assessed the fee is dependent upon whether the customer receiving the drop copies is a TPH or non-TPH.

If a customer receiving drop copies is a TPH, that TPH customer (the receiving TPH) will be charged a fee of \$1000 per month, per PULSe broker from whom it receives drop copies via PULSe. For example, if TPH customer A receives drop copies from each of PULSe broker A, PULSe broker B, and PULSe broker C (all of which are TPHs), TPH A (the receiving TPH) will be charged a fee of \$3000 per month for receiving drop copies via PULSe from PULSe brokers A, B and C (the sending TPHs).

If a customer receiving drop copies is a non-TPH, the PULSe broker (the sending TPH) who sends drop copies via PULSe to that customer will be charged a fee of \$500 per month. If that PULSe broker sends drop copies via PULSe to multiple non-TPH customers, the PULSe broker will be charged the fee for each customer. For example, if

PULSe broker A sends drop copies via its PULSe workstation to each of non-TPH customer A, non-TPH customer B and non-TPH customer C, PULSe broker A (the sending TPH) will be charged a fee of \$1500 per month for drop copies it sends via PULSe to non-TPH customers A, B and C (the receiving non-TPHs).

Non-PULSe-to-PULSe Routing

Upon request, the Exchange provides customers, both TPH and non-TPH, of PULSe brokers with the ability to transmit orders electronically to PULSe brokers' PULSe workstations using order management systems other than PULSe (i.e., non-PULSe-to-PULSe).² These customers utilize the existing infrastructure of such systems to send orders to their PULSe brokers electronically.

The Exchange is proposing a monthly fee payable by TPH customers who request non-PULSe-to-PULSe functionality. This fee will allow for the recoupment of costs of maintaining and supporting non-PULSe-to-PULSe routing functionality. A TPH customer sending orders electronically to PULSe brokers through these non-PULSe systems will be charged a fee of \$500 a month per PULSe broker to which the customer sends orders. For example, if TPH customer A transmits orders electronically through a non-PULSe order management terminal to PULSe workstations of each of PULSe broker A, PULSe broker B, and PULSe broker C, TPH customer A (the sending TPH) will be charged a fee of \$1500 per month for the ability to send orders electronically to the

² Non-PULSe-to-PULSe routing is an "add-on" feature to drop copy connectivity. If a TPH or non-TPH customer of a PULSe brokers elects to send orders through its third-party order management system to its broker's PULSe workstations, it must also elect to have the drop copy connectivity.

PULSE workstations of PULSE brokers A, B and C.³ The Exchange does not assess any fee, to the PULSE broker or otherwise, for a non-TPH customer electing to use non-PULSE-to-PULSE routing functionality.

FIX Integration Drop Copy Start-Up/Cancellation Fees

The Exchange is proposing fees for both the start-up and cancellation of the FIX integration needed to send and receive drop copies from PULSE workstations. The Exchange is proposing a one-time fee of \$500 to recoup the costs required to connect a new drop copy customer to workstations of its PULSE broker(s) and add the drop copy functionality for that customer. Additionally, the Exchange is proposing a one-time fee of \$500 for cancellation of the drop copy functionality to recoup the costs required to disconnect the cancelling drop copy customer from workstations of its PULSE broker(s) and remove the drop copy functionality for that customer. In the case of both start-up and cancellation, the fees are charged to the TPH who is charged for the drop copy connectivity (in the case of a TPH customer, the TPH customer that receives drop copies from PULSE broker; in the case of a non-TPH customer, the PULSE broker that sends drop copies to the non-TPH customer). If the TPH customer is charged these fees, each fee is \$500 for each PULSE broker to which the TPH customer requests to start or cancel drop copy functionality, as applicable. If the PULSE broker is charged these fees, each fee is \$500 for each non-TPH customer that requests to start or cancel drop copy functionality from that PULSE broker.

Routing Intermediary Certification and Inactivity Fees

³ In addition, the TPH customer would be charged \$3,000/month for receiving drop copies from the three PULSE brokers, as discussed above.

Routing intermediaries route orders entered into PULSe to away markets and to route orders from non-TPH PULSe workstations to TPHs for entry and execution on the Exchange. Routing intermediaries are currently charged routing intermediary transactional fees for away market routing from any PULSe workstation for which it serves as the routing intermediary. The Exchange is proposing a \$5000 one-time fee for certification of a new PULSe routing intermediary. This fee will allow for the recoupment of costs of adding connectivity for the new routing intermediary, including connectivity to away-market routing technology, and testing necessary to support the new order routing features.

The Exchange is also proposing a routing intermediary inactivity fee of up to \$5000. The fees currently charged to routing intermediaries allow for the recoupment of costs of developing, maintaining, and supporting routing intermediary functionality, including away-market routing technology. If the Exchange is unable to collect sufficient fees in a year from a routing intermediary to cover these costs, the inactivity fee allows for sufficient recoupment of these costs for that year. The fee will be charged to a routing intermediary each calendar year in which the routing intermediary has been charged Away-Market Routing Intermediary and Exchange Routing fees in the aggregate of less than \$5000. The inactivity fee will be reduced by the amount of any of these fees charged to the routing intermediary during a calendar year. For example, if a routing intermediary was charged an aggregate of \$4500 in Away-Market Routing Intermediary and Exchange Routing fees in the calendar year 2017, that routing intermediary would be assessed a \$500 routing intermediary inactivity fee. The routing intermediary inactivity fee may first be charged in the calendar year following the year in which the routing

intermediary was charged the routing intermediary certification fee. A TPH that withdraws as a routing intermediary will not be charged an inactivity fee for the calendar year in which they withdrew.

OATS Reporting Fees

The Exchange is proposing a \$250 per month Order Audit Trail System (“OATS”) reporting fee. The fee will be charged to any PULSe customer (TPH or non-TPH) who elects to receive daily transmission of OATS reports for its orders submitted through PULSe. This fee will allow for the recoupment of costs of developing, maintaining and supporting OATS reporting functionality.

(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.⁴ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁵ 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. Additionally, the Exchange believes the proposed rule change is consistent with

⁴ 15 U.S.C. 78f(b).

⁵ 15 U.S.C. 78f(b)(5).

Section 6(b)(4) of the Act,⁶ which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its Trading Permit Holders and other persons using its facilities.

The Exchange believes that assessing a \$1000 per month fee on a TPH receiving drop copies from PULSe is reasonable because the Exchange incurs costs to monitor, develop and implement upgrade, maintain and customize PULSe to ensure the TPH customer receives timely and accurate drop copies. The Exchange believes the fee is equitable and not unfairly discriminatory because the monthly fee is assessed to any TPH electing to receive drop copies from a PULSe broker. Use of the drop copy functionality by a TPH customer is voluntary.

The Exchange believes that assessing a \$500 per month fee on a TPH sending drop copies from PULSe to a non-TPH customer is reasonable because the Exchange incurs costs to monitor, develop and implement upgrades, maintain and customize PULSe to ensure a non-TPH customer receives timely and accurate drop copies. The Exchange believes the fee is equitable and not unfairly discriminatory because the monthly fee is assessed equally to any TPH sending drop copies to its non-TPH customers. The Exchange believes that assessing a TPH sending drop copies to a non-TPH a monthly fee of \$500, as opposed to the \$1000 per month rate assessed to TPH customers receiving drop copies from PULSe, is reasonable, equitable, and not unfairly discriminatory. Specially, the lower rates are designed to encourage non-TPH market participants to interact with the Exchange, which will accordingly attract more volume and liquidity to the Exchange and benefit all Exchange participants through increased

⁶ 15 U.S.C. 78f(b)(4).

opportunities to trade. Use of the drop copy functionality by a non-TPH customer is voluntary.

The Exchange believes that assessing a \$500 per month fee for a TPH customer electing to use non-PULSe-to-PULSe routing functionality (in addition to receiving drop copies) is reasonable because the Exchange incurs costs to monitor, develop and implement upgrades, maintain and customize PULSe to ensure a reliable connection between a TPH customer and its PULSe broker through which the customer's orders reach the PULSe broker in a timely and accurate manner. The Exchange believes the fee is equitable and not unfairly discriminatory because the monthly fee is assessed equally to any TPH electing to use the non-PULSe-to-PULSe routing functionality. The Exchange does not assess any fee, to the PULSe broker or otherwise, for a non-TPH customer electing to use non-PULSe-to-PULSe routing functionality. The Exchange believes not assessing a fee for a non-TPH customer electing to use non-PULSe-to-PULSe routing functionality is reasonable, equitable, and not unfairly discriminatory in that it is designed to encourage non-TPH market participants to interact with the Exchange, which will accordingly attract more volume and liquidity to the Exchange and benefit all Exchange participants through increased opportunities to trade. Use of non-PULSe-to-PULSe routing functionality is voluntary.

The Exchange believes that assessing a TPH sending drop copies to a non-TPH a monthly \$500, as opposed to the \$1000 per month rate assessed to TPH customers receiving drop copies from PULSe, is reasonable, equitable, and not unfairly discriminatory. The lower rates are designed to encourage non-TPH market participants to interact with the Exchange, which will accordingly attract more volume and liquidity

to the Exchange and benefit all Exchange participants through increased opportunities to trade.

The Exchange believes that assessing a \$500 one-time fee for FIX integration necessary to receive or send drop copies from PULSe is reasonable because the Exchange incurs costs in the setup of a new FIX connection to allow the receiving and sending of drop copies via PULSe. The Exchange believes the fee is equitable and not unfairly discriminatory as it is assessed equally to any TPH electing to receive drop copies from PULSe brokers or to any TPH electing to send drop copies to a non-TPH customer.

The Exchange believes that assessing a \$500 one-time fee for the cancellation of a FIX connection necessary to receive or send drop copies from PULSe is reasonable because the Exchange incurs costs in the shutting down of a FIX connection. The Exchange believes the fee is equitable and not unfairly discriminatory as it is assessed equally to any TPH electing to cancel a FIX connection to a PULSe broker or to a PULSe broker electing to cancel a connection to a non-TPH customer.

The Exchange believes that assessing a \$5000 one-time fee for the certification of a new PULSe routing intermediary is reasonable because the Exchange incurs costs to develop connectivity for the routing intermediary and test the routing functionality to Exchange and away marketplaces. The Exchange believes the fee is equitable and not unfairly discriminatory as it is assessed to every TPH who elects to become a routing intermediary on PULSe. Becoming a routing intermediary is voluntary.

The Exchange believes that assessing a routing intermediary inactivity fee of up to \$5000 in years in which a routing intermediary pays less than that amount in fees is reasonable because the Exchange incurs costs to maintain, monitor, upgrade and test

routing intermediary connections. The fees are assessed to cover those Exchange costs in the event the costs are not recovered via routing intermediary transaction fees. The Exchange believes the fee is equitable and not unfairly discriminatory as it will be assessed to any routing intermediary and only to the extent the TPH's routing intermediary transaction fees are less than \$5000 in a calendar year.

The Exchange believes that assessing a \$250 a month fee for the daily transmission of OATS reports from PULSe is reasonable because the Exchange incurs costs to monitor, develop and implement upgrades, maintain and customize PULSe to allow sending and receiving of OATS reports. The Exchange believes the fee is equitable and not unfairly discriminatory as it is assessed to all customers electing to receive daily OATS reports.

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

The Exchange does not believe that the proposed rule changes will impose any burdens on competition that are not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the proposed PULSe-related fees relate to optional reports and/or functionality and are assessed equally on PULSe users or TPH electing to use the functionality and/or receive the reports. The Exchange does not believe that the proposed change will cause any unnecessary burden on intermarket competition because the proposed relate to use of an Exchange-provided order entry system. To the extent that any proposed change makes the Exchange a more attractive marketplace for market participants at other exchanges, such market participants are welcome to become Exchange market participants.

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

Not applicable.

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 Act⁷ and Rule 19b-4(f)(2)⁸ thereunder.

(b) The Exchange designates that the proposed rule change establishes or changes a due, fee, or other charge imposed by the Exchange, 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.

⁷ 15 U.S.C. 78s(b)(3)(A).

⁸ 17 CFR 240.19b-4(f)(2).

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.

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.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34- ; File No. SR-C2-2017-002]

[Insert date]

Self-Regulatory Organizations; C2 Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of a Proposed Rule to Amend the Fees Schedule

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on [insert date], C2 Options Exchange, Incorporated (the “Exchange” or “C2”) filed with the Securities and Exchange Commission (the “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 to amend its Fees Schedule. The text of the proposed rule change is available on the Exchange’s website (<http://www.c2exchange.com/Legal/>), 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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

The Exchange proposes to amend its Fees Schedule. The Exchange is adding fees for functionality related to its PULSe workstation. The Exchange is also making minor formatting updates to organize the footnotes in PULSe workstation section of its Fees Schedule.³ The fees herein will be effective on January 3, 2017.

By way of background, the PULSe workstation is a front-end order entry system designed for use with respect to orders that may be sent to the trading systems of the Exchange. Exchange Trading Permit Holders (“TPHs”) may also make workstations available to their customers, which may include TPHs, non-broker dealer public customers and non-TPH broker dealers.

Drop Copies

Financial Information eXchange (“FIX”) language-based connectivity, upon request, provides customers (both TPH and non-TPH) of TPHs that are brokers and PULSe users (“PULSe brokers”) with the ability to receive “drop-copy” order fill messages from their PULSe brokers. These fill messages allow customers to update positions, risk calculations and streamline back-office functions.

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recoupment of costs of maintaining and supporting drop copy functionality. Whether the drop copy sender or receiver is assessed the fee is dependent upon whether the customer receiving the drop copies is a TPH or non-TPH.

If a customer receiving drop copies is a TPH, that TPH customer (the receiving TPH) will be charged a fee of \$1000 per month, per PULSe broker from whom it receives drop copies via PULSe. For example, if TPH customer A receives drop copies from each of PULSe broker A, PULSe broker B, and PULSe broker C (all of which are TPHs), TPH A (the receiving TPH) will be charged a fee of \$3000 per month for receiving drop copies via PULSe from PULSe brokers A, B and C (the sending TPHs).

If a customer receiving drop copies is a non-TPH, the PULSe broker (the sending TPH) who sends drop copies via PULSe to that customer will be charged a fee of \$500 per month. If that PULSe broker sends drop copies via PULSe to multiple non-TPH customers, the PULSe broker will be charged the fee for each customer. For example, if PULSe broker A sends drop copies via its PULSe workstation to each of non-TPH customer A, non-TPH customer B and non-TPH customer C, PULSe broker A (the sending TPH) will be charged a fee of \$1500 per month for drop copies it sends via PULSe to non-TPH customers A, B and C (the receiving non-TPHs).

Non-PULSe-to-PULSe Routing

Upon request, the Exchange provides customers, both TPH and non-TPH, of PULSe brokers with the ability to transmit orders electronically to PULSe brokers' PULSe workstations using order management systems other than PULSe (i.e., non-

PULSe-to-PULSe).⁴ These customers utilize the existing infrastructure of such systems to send orders to their PULSe brokers electronically.

The Exchange is proposing a monthly fee payable by TPH customers who request non-PULSe-to-PULSe functionality. This fee will allow for the recoupment of costs of maintaining and supporting non-PULSe-to-PULSe routing functionality. A TPH customer sending orders electronically to PULSe brokers through these non-PULSe systems will be charged a fee of \$500 a month per PULSe broker to which the customer sends orders. For example, if TPH customer A transmits orders electronically through a non-PULSe order management terminal to PULSe workstations of each of PULSe broker A, PULSe broker B, and PULSe broker C, TPH customer A (the sending TPH) will be charged a fee of \$1500 per month for the ability to send orders electronically to the PULSe workstations of PULSe brokers A, B and C.⁵ The Exchange does not assess any fee, to the PULSe broker or otherwise, for a non-TPH customer electing to use non-PULSe-to-PULSe routing functionality.

FIX Integration Drop Copy Start-Up/Cancellation Fees

The Exchange is proposing fees for both the start-up and cancellation of the FIX integration needed to send and receive drop copies from PULSe workstations. The Exchange is proposing a one-time fee of \$500 to recoup the costs required to connect a new drop copy customer to workstations of its PULSe broker(s) and add the drop copy functionality for that customer. Additionally, the Exchange is proposing a one-time fee

⁴ Non-PULSe-to-PULSe routing is an “add-on” feature to drop copy connectivity. If a TPH or non-TPH customer of a PULSe brokers elects to send orders through its third-party order management system to its broker’s PULSe workstations, it must also elect to have the drop copy connectivity.

⁵ In addition, the TPH customer would be charged \$3,000/month for receiving drop copies from the three PULSe brokers, as discussed above.

of \$500 for cancellation of the drop copy functionality to recoup the costs required to disconnect the cancelling drop copy customer from workstations of its PULSe broker(s) and remove the drop copy functionality for that customer. In the case of both start-up and cancellation, the fees are charged to the TPH who is charged for the drop copy connectivity (in the case of a TPH customer, the TPH customer that receives drop copies from PULSe broker; in the case of a non-TPH customer, the PULSe broker that sends drop copies to the non-TPH customer). If the TPH customer is charged these fees, each fee is \$500 for each PULSe broker to which the TPH customer requests to start or cancel drop copy functionality, as applicable. If the PULSe broker is charged these fees, each fee is \$500 for each non-TPH customer that requests to start or cancel drop copy functionality from that PULSe broker.

Routing Intermediary Certification and Inactivity Fees

Routing intermediaries route orders entered into PULSe to away markets and to route orders from non-TPH PULSe workstations to TPHs for entry and execution on the Exchange. Routing intermediaries are currently charged routing intermediary transactional fees for away market routing from any PULSe workstation for which it serves as the routing intermediary. The Exchange is proposing a \$5000 one-time fee for certification of a new PULSe routing intermediary. This fee will allow for the recoupment of costs of adding connectivity for the new routing intermediary, including connectivity to away-market routing technology, and testing necessary to support the new order routing features.

The Exchange is also proposing a routing intermediary inactivity fee of up to \$5000. The fees currently charged to routing intermediaries allow for the recoupment of

costs of developing, maintaining, and supporting routing intermediary functionality, including away-market routing technology. If the Exchange is unable to collect sufficient fees in a year from a routing intermediary to cover these costs, the inactivity fee allows for sufficient recoupment of these costs for that year. The fee will be charged to a routing intermediary each calendar year in which the routing intermediary has been charged Away-Market Routing Intermediary and Exchange Routing fees in the aggregate of less than \$5000. The inactivity fee will be reduced by the amount of any of these fees charged to the routing intermediary during a calendar year. For example, if a routing intermediary was charged an aggregate of \$4500 in Away-Market Routing Intermediary and Exchange Routing fees in the calendar year 2017, that routing intermediary would be assessed a \$500 routing intermediary inactivity fee. The routing intermediary inactivity fee may first be charged in the calendar year following the year in which the routing intermediary was charged the routing intermediary certification fee. A TPH that withdraws as a routing intermediary will not be charged an inactivity fee for the calendar year in which they withdrew.

OATS Reporting Fees

The Exchange is proposing a \$250 per month Order Audit Trail System (“OATS”) reporting fee. The fee will be charged to any PULSe customer (TPH or non-TPH) who elects to receive daily transmission of OATS reports for its orders submitted through PULSe. This fee will allow for the recoupment of costs of developing, maintaining and supporting OATS reporting functionality.

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.⁶ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁷ 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. Additionally, the Exchange believes the proposed rule change is consistent with Section 6(b)(4) of the Act,⁸ which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its Trading Permit Holders and other persons using its facilities.

The Exchange believes that assessing a \$1000 per month fee on a TPH receiving drop copies from PULSe is reasonable because the Exchange incurs costs to monitor, develop and implement upgrade, maintain and customize PULSe to ensure the TPH customer receives timely and accurate drop copies. The Exchange believes the fee is equitable and not unfairly discriminatory because the monthly fee is assessed to any TPH electing to receive drop copies from a PULSe broker. Use of the drop copy functionality by a TPH customer is voluntary.

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78f(b)(5).

⁸ 15 U.S.C. 78f(b)(4).

The Exchange believes that assessing a \$500 per month fee on a TPH sending drop copies from PULSe to a non-TPH customer is reasonable because the Exchange incurs costs to monitor, develop and implement upgrades, maintain and customize PULSe to ensure a non-TPH customer receives timely and accurate drop copies. The Exchange believes the fee is equitable and not unfairly discriminatory because the monthly fee is assessed equally to any TPH sending drop copies to its non-TPH customers. The Exchange believes that assessing a TPH sending drop copies to a non-TPH a monthly fee of \$500, as opposed to the \$1000 per month rate assessed to TPH customers receiving drop copies from PULSe, is reasonable, equitable, and not unfairly discriminatory. Specially, the lower rates are designed to encourage non-TPH market participants to interact with the Exchange, which will accordingly attract more volume and liquidity to the Exchange and benefit all Exchange participants through increased opportunities to trade. Use of the drop copy functionality by a non-TPH customer is voluntary.

The Exchange believes that assessing a \$500 per month fee for a TPH customer electing to use non-PULSe-to-PULSe routing functionality (in addition to receiving drop copies) is reasonable because the Exchange incurs costs to monitor, develop and implement upgrades, maintain and customize PULSe to ensure a reliable connection between a TPH customer and its PULSe broker through which the customer's orders reach the PULSe broker in a timely and accurate manner. The Exchange believes the fee is equitable and not unfairly discriminatory because the monthly fee is assessed equally to any TPH electing to use the non-PULSe-to-PULSe routing functionality. The Exchange does not assess any fee, to the PULSe broker or otherwise, for a non-TPH customer electing to use non-PULSe-to-PULSe routing functionality. The Exchange believes not assessing a fee for a non-TPH customer electing to use non-PULSe-to-PULSe routing functionality is reasonable, equitable, and not unfairly discriminatory in

that it is designed to encourage non-TPH market participants to interact with the Exchange, which will accordingly attract more volume and liquidity to the Exchange and benefit all Exchange participants through increased opportunities to trade. Use of non-PULSe-to-PULSe routing functionality is voluntary.

The Exchange believes that assessing a TPH sending drop copies to a non-TPH a monthly \$500, as opposed to the \$1000 per month rate assessed to TPH customers receiving drop copies from PULSe, is reasonable, equitable, and not unfairly discriminatory. The lower rates are designed to encourage non-TPH market participants to interact with the Exchange, which will accordingly attract more volume and liquidity to the Exchange and benefit all Exchange participants through increased opportunities to trade.

The Exchange believes that assessing a \$500 one-time fee for FIX integration necessary to receive or send drop copies from PULSe is reasonable because the Exchange incurs costs in the setup of a new FIX connection to allow the receiving and sending of drop copies via PULSe. The Exchange believes the fee is equitable and not unfairly discriminatory as it is assessed equally to any TPH electing to receive drop copies from PULSe brokers or to any TPH electing to send drop copies to a non-TPH customer.

The Exchange believes that assessing a \$500 one-time fee for the cancellation of a FIX connection necessary to receive or send drop copies from PULSe is reasonable because the Exchange incurs costs in the shutting down of a FIX connection. The Exchange believes the fee is equitable and not unfairly discriminatory as it is assessed equally to any TPH electing to cancel a FIX connection to a PULSe broker or to a PULSe broker electing to cancel a connection to a non-TPH customer.

The Exchange believes that assessing a \$5000 one-time fee for the certification of a new PULSe routing intermediary is reasonable because the Exchange incurs costs to

develop connectivity for the routing intermediary and test the routing functionality to Exchange and away marketplaces. The Exchange believes the fee is equitable and not unfairly discriminatory as it is assessed to every TPH who elects to become a routing intermediary on PULSe. Becoming a routing intermediary is voluntary.

The Exchange believes that assessing a routing intermediary inactivity fee of up to \$5000 in years in which a routing intermediary pays less than that amount in fees is reasonable because the Exchange incurs costs to maintain, monitor, upgrade and test routing intermediary connections. The fees are assessed to cover those Exchange costs in the event the costs are not recovered via routing intermediary transaction fees. The Exchange believes the fee is equitable and not unfairly discriminatory as it will be assessed to any routing intermediary and only to the extent the TPH's routing intermediary transaction fees are less than \$5000 in a calendar year.

The Exchange believes that assessing a \$250 a month fee for the daily transmission of OATS reports from PULSe is reasonable because the Exchange incurs costs to monitor, develop and implement upgrades, maintain and customize PULSe to allow sending and receiving of OATS reports. The Exchange believes the fee is equitable and not unfairly discriminatory as it is assessed to all customers electing to receive daily OATS reports.

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

The Exchange does not believe that the proposed rule changes will impose any burdens on competition that are not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in

furtherance of the purposes of the Act because the proposed PULSe-related fees relate to optional reports and/or functionality and are assessed equally on PULSe users or TPH electing to use the functionality and/or receive the reports. The Exchange does not believe that the proposed change will cause any unnecessary burden on intermarket competition because the proposed relate to use of an Exchange-provided order entry system. To the extent that any proposed change makes the Exchange a more attractive marketplace for market participants at other exchanges, such market participants are welcome to become Exchange market participants.

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.

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 Act⁹ and paragraph (f) of Rule 19b-4¹⁰ 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.

⁹ 15 U.S.C. 78s(b)(3)(A).

¹⁰ 17 CFR 240.19b-4(f).

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. Please include File Number SR-C2-2017-002 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 Number SR-C2-2017-002. 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-C2-2017-002 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.¹¹

Secretary

¹¹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5(additions are underlined; deletions are [bracketed])

* * * * *

C2 OPTIONS EXCHANGE, INCORPORATED
FEES SCHEDULE
[September 16, 2016]January 3, 2017

* * * * *

1. – 10. No Change.

11. Facility Fees

A) PULSe Workstation

1. Workstation	\$400/month (per Permit Holder login ID for the first 15 login IDs)[*] ¹ \$100/month (per each additional Permit Holder login ID) \$400/month (per non-Permit Holder login ID)[**] ²
2. Away-Market Routing	\$0.02 (per executed contract or share equivalent)
3. Away-Market Routing Intermediary	\$0.02/\$0.03 (per executed contract or share equivalent)[***] ³
4. C2 Routing	\$0.02/\$0.03 (per executed contract or share equivalent)[****] ⁴
5. PULSe-to-PULSe Routing	\$50/month (per receiving TPH)
6. COB Feed Fee	\$50/month (per login ID)
<u>7. Drop Copy (received by TPH customer)</u>	<u>\$1,000/month (per sending TPH)⁵</u>
<u>8. Drop Copy (received by non-TPH customer)</u>	<u>\$500/month (per receiving non-TPH)⁶</u>
<u>9. Non-PULSe-to-PULSe Routing (sent by TPH customers)</u>	<u>\$500/month (per receiving TPH)⁷</u>
<u>10. FIX Integration Drop Copy Start-Up</u>	<u>\$500 (per sending TPH or receiving non-TPH, as applicable)⁸</u>
<u>11. FIX Integration Drop Copy Cancel</u>	<u>\$500 (per sending TPH or receiving non-TPH, as applicable)⁹</u>

¹ The fee is waived for the first month for the first new user of a TPH.² This fee is waived for the first month for the first new user of a non-TPH. If two or more Permit Holders make a PULSe login ID available to the same non-broker-dealer customer or to the same non-Permit Holder broker-dealer, the non-Permit Holder login ID fee payable by each Permit Holder will be reduced to \$250 per month per login ID.³ This fee is payable by a Routing Intermediary and only applicable for away-market routing from any PULSe workstation for which it serves as the Routing Intermediary. The fee is \$0.02 per contract or share equivalent for the first 1 million contracts or share equivalent executed in a month for executions on all away markets aggregated across all such PULSe workstations, and \$0.03 per contract or share equivalent for each additional contract or share equivalent executed in the same month on all away markets.⁴ This fee is payable by a TPH and only applicable for routing to C2 from non-TPH PULSe workstations made available by the TPH. The fee is \$0.02 per contract or share equivalent for the first 1 million contracts or share equivalent executed in a month on C2 that originate from nonTPH PULSe workstations made available by the TPH, and \$0.03 per contract or share equivalent for each additional contract or share equivalent executed on C2 in the same month from non-TPH PULSe workstations made available by the TPH.⁵ This fee is payable by a TPH customer receiving drop copies and is \$1000/month for each TPH broker that sends the TPH customer drop copies via a PULSe workstation.⁶ This fee is payable by a TPH broker sending drop copies and is \$1000/month for each non-TPH customer to which the TPH broker sends drop copies via a PULSe workstation.⁷ This fee is payable by a TPH customer using a non-PULSe order management system to send orders electronically to a TPH broker's PULSe workstation and is \$500/month for each TPH broker with a PULSe workstation to which the TPH customer sends orders. TPH customers who request non-PULSe-to-PULSe order routing will also receive drop copies from its TPH brokers and must pay the monthly drop copy fee in addition to the in-bound addition fee.⁸ This fee is payable by the TPH responsible for the drop copy fee. If payable by a TPH customer, the fee is \$500 for each TPH broker to which the TPH customer requests to connect for receipt of drop copies. If payable by a TPH broker, the fee is \$500 for each TPH customer that requesting to connect to the TPH broker for receipt of drop copies.⁹ This fee is payable by the TPH responsible for the drop copy fee. If payable by a TPH customer, the fee is \$500 for each TPH broker for which the TPH customer requests to cancel the drop copy functionality. If payable by a TPH broker, the fee is \$500 for each TPH customer of the TPH broker that requests to cancel the drop copy functionality.

<u>12. Routing Intermediary Certification</u>	<u>\$5,000</u>
<u>13. Routing Intermediary Inactivity</u>	<u>\$5,000/year less aggregate amount of Away-Market Routing Intermediary and CBOE Routing fees charged to a Routing Intermediary during that calendar year (if Routing Intermediary was charged less than an aggregate of \$5,000 in Away-Market Routing Intermediary and CBOE Routing fees that year)¹⁰</u>
<u>14. OATS Reporting Fees</u>	<u>\$250/month</u>

[* The fee is waived for the first month for the first new user of a TPH.

** The fee is waived for the first month for the first new user of a TPH. If two or more Permit Holders make a PULSe login ID available to the same non-broker-dealer customer or to the same non-Permit Holder broker-dealer, the non-Permit Holder login ID fee payable by each Permit Holder will be reduced to \$250 per month per login ID.

*** This fee is payable by a Routing Intermediary and only applicable for away-market routing from any PULSe workstation for which it serves as the Routing Intermediary. The fee is \$0.02 per contract or share equivalent for the first 1 million contracts or share equivalent executed in a month for executions on all away markets aggregated across all such PULSe workstations, and \$0.03 per contract or share equivalent for each additional contract or share equivalent executed in the same month on all away markets.

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¹⁰ This fee may first be charged to a Routing Intermediary in the calendar year after the year in which the Routing Intermediary was charged the Routing Intermediary Certification Fee.