

March 24, 2017

Mr. Christopher Kirkpatrick
Secretary
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20581

Re: CBOE Futures Exchange, LLC Rule Certification
Submission Number CFE-2017-009

Dear Mr. Kirkpatrick:

Pursuant to Section 5c(c)(1) of the Commodity Exchange Act, as amended (“Act”), and §40.6(a) of the regulations promulgated by the Commodity Futures Trading Commission (“CFTC” or “Commission”) under the Act, CBOE Futures Exchange, LLC (“CFE” or “Exchange”) hereby submits a CFE rule amendment (“Amendment”) to amend CFE Policy and Procedure XIII (CBOE Holdings, Inc. and Subsidiaries Regulatory Independence Policy for Regulatory Group Personnel) and CFE Policy and Procedure XIV (CBOE Holdings, Inc. and Subsidiaries Regulatory Independence Policy for Non-Regulatory Group Personnel) (collectively, “Regulatory Independence Policies”). The Amendment will become effective on April 7, 2017.

CFE is a subsidiary of CBOE Holdings, Inc. (“CBOE Holdings”). CBOE Holdings and its exchange subsidiaries previously adopted the Regulatory Independence Policies, and CFE incorporated them into the Policies and Procedures section of the CFE Rulebook. CBOE Holdings and CFE have adopted changes to the Regulatory Independence Policies in connection with the recently completed acquisition of Bats Global Markets, Inc. (“Bats”) by CBOE Holdings. The Amendment incorporates those changes into the above-referenced CFE Policies and Procedures. The changes include updates to the Regulatory Independence Policies to reference the Bats trading venues which are now subsidiaries of CBOE Holdings as a result of the Bats transaction, to reference their members and participants, and to make related non-substantive revisions to the Policies.

CFE believes that the Amendment is consistent with Designated Contract Market Core Principle 16 (Conflicts of Interest) under Section 5 of the Act in that the Amendment updates CFE’s Regulatory Independence Policies for Regulatory and Non-Regulatory Group Personnel to incorporate changes resulting from the Bats transaction and thus contributes to minimizing conflicts of interest in the decision making process of CFE.

CFE believes that the impact of the Amendment will be beneficial to the public and market participants. CFE is not aware of any substantive opposing views to the Amendment. CFE hereby certifies that the Amendment complies with the Act and the regulations thereunder. CFE further certifies that CFE has posted a notice of pending certification with the Commission and a copy of this submission on CFE’s Web site (<http://cfe.cboe.com/aboutcfe/rules.aspx>) concurrent with the filing of this submission with the Commission.

The Amendment, marked to show additions in underlined text and deletions in

[bracketed] text, consists of the following:

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**CBOE Futures Exchange, LLC
Policies and Procedures**

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CFE Policy and Procedure XIII. CBOE Holdings, Inc. and Subsidiaries Regulatory Independence Policy for Regulatory Group Personnel

Introduction

This policy applies to all employees of the Regulatory Group.¹

The Regulatory Group is responsible for performing the regulatory function for Chicago Board Options Exchange, Incorporated (“CBOE”), C2 Options Exchange, Incorporated (“C2”), [and] CBOE Futures Exchange, LLC (“CFE”), Bats BZX Exchange, Inc. (“BZX”), Bats BYX Exchange, Inc. (“BYX”), Bats EDGA Exchange, Inc. (“EDGA”), Bats EDGX Exchange, Inc. (“EDGX”), and Bats Hotspot SEF LLC (“SEF”).² CBOE Holdings, Inc. is the parent of [CBOE, C2 and CFE; and those] these entities, which, along with any other CBOE Holdings, Inc. subsidiaries, are referred to collectively in this policy as the “CBOE Companies.”

CBOE, [and] C2, BZX, BYX, EDGA, EDGX and the Financial Industry Regulatory Authority, Inc. (“FINRA”) are parties to [an] RSAs pursuant to which FINRA performs certain regulatory services[for CBOE and C2]. CFE has entered into an RSA with the National Futures Association

¹ For purposes of this policy, the Regulatory Group includes (i) all regulatory employees of any CBOE Company; (ii) any employee of any CBOE Company who is performing services for the Regulatory Group, including, for example, when providing such services, [CBOE’s General Counsel] Legal Division and Compliance Department employees as well as systems and database personnel who are assigned to work on matters for the Regulatory Group, and (iii) employees of a regulatory services provider providing regulatory services for a CBOE Company pursuant to any Regulatory Services Agreement (“RSA”).

² CBOE, [and] C2, BZX, BYX, EDGA, and EDGX are self-regulatory organizations under the Securities and Exchange Act of 1934 (“Act”), and each is required to enforce compliance by its respective trading permit holders, permit holders and members and their associated persons with the provisions of the Act, the SEC’s rules and regulations, that exchange’s rules, and certain rules of the Federal Reserve Board and The Options Clearing Corporation. CFE is a designated contract market. SEF is a swap execution facility. [u]Under the Commodity Exchange Act (“CEA”), CFE and SEF [and is] are required to enforce compliance by [its]their trading privilege holders and participants and their related parties with the CEA, the regulations of the Commodity Futures Trading Commission, and, to the extent applicable, CFE’s rules, certain rules of the Federal Reserve Board, certain rules of The Options Clearing Corporation and[, to the extent applicable,] the Act and rules and regulations promulgated pursuant to the Act. Hereinafter, the term trading permit holder encompasses a trading permit holder, trading privilege holder, permit holder, member, participant, or other person or entity with trading privileges on a market of a CBOE Company.

("NFA") pursuant to which the NFA performs certain regulatory services[for CFE]. This policy applies with respect to employees of a regulatory services provider providing regulatory services to a CBOE[, C2 or CFE] Company in the same manner that it applies with respect to regulatory employees of a CBOE Company. Notwithstanding that a CBOE Company has entered into an RSA with a regulatory services provider, such as FINRA or NFA, to provide regulatory services, the CBOE Company retains ultimate legal responsibility for, and control of, its self-regulatory responsibilities.

Purpose

The purpose of this policy is to preserve the independence of the Regulatory Group as it performs regulatory functions [for CBOE, C2, and CFE,] and to avoid even the appearance that the performance of those regulatory functions and services is or can be affected by the business interests of a CBOE Company or the business interests of any trading permit [or privilege] holder of a CBOE Company.

The Independence of the Regulatory Group

All regulatory decisions shall be made without regard to the actual or perceived business interests of the CBOE Companies or any of their trading permit [or privilege] holders.

Regulatory Group personnel shall act to preserve the independence of the Regulatory Group's regulatory functions and may not take any action that could, or reasonably might appear to represent an attempt to, interfere with the independent performance of the Regulatory Group's regulatory functions.

Communications Regarding Regulatory Matters

All information concerning a regulatory matter (as that term is defined below) involving the Regulatory Group or another regulator shall be treated as confidential and may not be used for any purpose unrelated to the regulatory function of the Regulatory Group. In addition, except as provided below, as required by law, or as specifically authorized by the Chief Regulatory Officer or General Counsel of the applicable CBOE Company, Regulatory Group personnel shall not communicate about any regulatory matter with any person who is not a member of the Regulatory Group.

Regulatory matters include regulatory investigations, examinations, inquiries or complaints either from or about a regulated entity or person concerning existing or anticipated regulatory actions, investigative and surveillance activities of the Regulatory Group, and the planning and development of examination programs and surveillance procedures. Regulatory matters also include any regulatory investigation, examination, inquiry or complaint that is being investigated or brought by the SEC or by any other regulator. Regulatory matters do not include regulatory inquiries about a CBOE Company or its employees or representatives or activities related to potential legislation, rule-making or general regulatory policies that do not include specific facts about existing or anticipated regulatory investigations, examinations or actions.

As exceptions to the restriction on communications concerning regulatory matters, Regulatory Group personnel may discuss regulatory matters with:

- Personnel of a CBOE Company or committee in order to obtain information reasonably necessary to perform the Regulatory Group's regulatory activities;

- Personnel of a CBOE Company to the extent necessary to allow a CBOE Company to assess whether its operations, procedures or systems should be altered to address an issue arising out of a regulatory matter;
- Other regulators or governmental agencies;
- Regulated entities or persons, provided such communication is reasonably related to either a determination as to whether a regulatory violation has occurred, the resolution of a regulatory matter, or an effort to obtain regulatory compliance;
- Employees and directors of a CBOE Company, provided such communication is limited to conveying the final disposition of a regulatory matter;
- Members of the Regulatory Oversight and Compliance Committee[s of CBOE and C2,] or the Regulatory Oversight Committee [of CFE] of any CBOE Company;
- Members of the CBOE Holdings, Inc. Audit Committee and Board in connection with their oversight of CBOE Holdings' risk assessment and risk management, including risks related to CBOE Holdings' compliance with laws, regulations, and its policies;³
- Members of the Business Conduct Committee[s] of any CBOE[, C2 and CFE] Company;
- Directors of a CBOE Company to the extent that the communication is (i) relevant to the Board's self-regulatory responsibilities, or (ii) related to an appeal from a regulatory decision that the director is involved in deciding;
- Employees of a CBOE Company to the extent relevant either to determining whether an application to become a trading permit [or privilege] holder should be approved or to a mandatory reporting obligation;
- CBOE Company lawyers or outside counsel retained to assist with that regulatory matter; or
- As otherwise approved by the Chief Regulatory Officer or General Counsel of the applicable CBOE Company.

In addition, Regulatory Group personnel may discuss issues concerning management, budgeting and financial planning issues of the Regulatory Group with directors and employees of the CBOE Companies, provided that those communications do not include specific facts about existing or anticipated regulatory investigations, examinations or actions.

Response to Improper Communications

³ The Chief Regulatory Officer of the applicable CBOE Company will have direct access to the Audit Committee Chairperson to discuss matters related to oversight of CBOE Holdings' risk assessment and risk management, including risks related to CBOE Holdings' compliance with laws, regulations, and its policies.

If a member of the Regulatory Group receives a communication that reasonably could be considered to be a request or a suggestion that business considerations should bear on the handling of a regulatory matter, that person shall immediately report the communication to the Chief Regulatory Officer and/or General Counsel of the applicable CBOE Company. The Chief Regulatory Officer and General Counsel shall then jointly determine how to ensure that the improper communication does not improperly affect the regulatory process.

Violations of the Policy

Any violation of this policy shall be subject to appropriate disciplinary action, which may include the termination of employment.

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CFE Policy and Procedure XIV. CBOE Holdings, Inc. and Subsidiaries Regulatory Independence Policy for Non-Regulatory Group Personnel

Summary

This policy is designed to preserve the independence of the Regulatory Group by prohibiting certain communications between directors or non-regulatory employees of a CBOE Company¹ and Regulatory Group personnel concerning regulatory matters.²

Subject to the exceptions described below, this policy:

1. Prohibits directors and non-regulatory employees of a CBOE Company from discussing issues related to regulatory matters with Regulatory Group personnel;
2. Prohibits directors and non-regulatory employees of a CBOE Company from communicating with Regulatory Group personnel about regulatory issues, questions or complaints that a regulated person or entity has raised about regulatory matters;
3. Provides that, if a director or non-regulatory employee of a CBOE Company is contacted by a regulated person or entity regarding a regulatory matter, the response to such a

¹ Reference to “CBOE Company” in this policy means CBOE Holdings, Inc.[;] and its subsidiaries Chicago Board Options Exchange, Incorporated (“CBOE”), C2 Options Exchange, Incorporated (“C2”), [and]CBOE Futures Exchange, LLC (“CFE”), Bats BZX Exchange, Inc. (“BZX”), Bats BYX Exchange, Inc. (“BYX”), Bats EDGA Exchange, Inc. (“EDGA”), Bats EDGX Exchange, Inc. (“EDGX”), Bats Hotspot SEF LLC (“SEF”)[;] and all other subsidiaries or affiliates of CBOE Holdings, Inc.

² For purposes of this policy, the Regulatory Group includes (i) all regulatory employees of any CBOE Company; (ii) any employee of any CBOE Company who is performing services for the Regulatory Group, including for example, when providing such services, [CBOE’s General Counsel]Legal Division and Compliance Department employees as well as systems and database personnel who are assigned to work on matters for the Regulatory Group, and (iii) employees of a regulatory services provider providing regulatory services for a CBOE Company pursuant to any Regulatory Services Agreement (“RSA”).

communication must be limited to advising the person or entity to contact the Chief Regulatory Officer, Deputy Chief Regulatory Officer, or Chief Regulatory Advisor of the applicable CBOE Company or to call the Regulatory Group's [complaint] Regulatory Interpretations line for the applicable CBOE Company. [at 312-786-7261.]

Purpose

The purpose of this policy is to preserve the independence of the Regulatory Group as it performs its regulatory functions and to avoid even the appearance that the performance of those regulatory functions is or can be affected by the business interests of any CBOE Company or the business interests of any trading permit[or privilege] holder³ of any CBOE Company.⁴

Persons Subject to the Policy

This policy applies to all directors and non-regulatory employees of a CBOE Company, including temporary, part-time, and full-time employees and consultants.

Regulatory Services Agreements

CBOE, [and] C2, BZX, BYX, EDGA, EDGX and the Financial Industry Regulatory Authority, Inc. ("FINRA") are parties to [an] RSAs pursuant to which FINRA performs certain regulatory services[for CBOE and C2]. CFE has entered into an RSA with the National Futures Association ("NFA") pursuant to which the NFA performs certain regulatory services[for CFE]. This policy applies with respect to employees of a regulatory services provider providing regulatory services to [CBOE, C2 or CFE in the same manner that it applies with respect to regulatory employees of] a CBOE Company. Notwithstanding that a CBOE Company has entered into an RSA with a regulatory services provider, such as FINRA or NFA, to provide regulatory services, the CBOE Company retains ultimate legal responsibility for, and control of, its self-regulatory responsibilities.

The Independence of the Regulatory Group

No director or employee of any CBOE Company shall take any action that could, or reasonably

³ The term trading permit holder encompasses a trading permit holder, trading privilege holder, permit holder, member, participant, or other person or entity with trading privileges on a market of a CBOE Company.

⁴ CBOE, [and] C2, BZX, BYX, EDGA, and EDGX are self-regulatory organizations under the Securities and Exchange Act of 1934 ("Act"), and each is required to enforce compliance by its respective trading permit holders, permit holders and members and their associated persons with the provisions of the Act, the SEC's rules and regulations, that exchange's rules, and certain rules of the Federal Reserve Board and The Options Clearing Corporation. CFE is a designated contract market. SEF is a swap execution facility. [u]Under the Commodity Exchange Act ("CEA") [and is]CFE and SEF are required to enforce compliance by [its]their respective trading privilege holders and participants and their related parties with the CEA, the regulations of the Commodity Futures Trading Commission, and, to the extent applicable, CFE's rules, certain rules of the Federal Reserve Board, certain rules of The Options Clearing Corporation and[, to the extent applicable,] the Act and rules and regulations promulgated pursuant to the Act.

might appear to represent an attempt to, interfere with the independent performance of the Regulatory Group's regulatory functions or activities.

Communications Regarding Regulatory Matters

Except as otherwise provided below, no director of any CBOE Company or any employee of a CBOE Company engaged in activities outside of the Regulatory Group shall engage in any communications with personnel of the Regulatory Group about any regulatory matter. Regulatory matters include regulatory investigations, examinations, inquiries or complaints either from or about a regulated entity or person concerning existing or anticipated regulatory actions and all investigative and surveillance activities of the Regulatory Group, and the planning and development of examination programs and surveillance procedures. Regulatory matters also include any regulatory investigation, examination, inquiry or complaint that is being investigated or brought by the SEC or by any other regulator. Regulatory matters do not include regulatory inquiries about a CBOE Company or its employees or representatives or activities related to potential legislation, rule-making or general regulatory policies that do not include specific facts about existing or anticipated regulatory investigations, examinations or actions.

As exceptions to this restriction, directors and non-Regulatory Group employees of a CBOE Company may discuss regulatory matters with Regulatory Group personnel to the extent such communications are:

- Initiated by the Regulatory Group personnel in order to obtain information reasonably necessary to carry out the Regulatory Group's regulatory activities;
- For the purpose of alerting the Regulatory staff of the applicable CBOE Company to the existence of a possible regulatory violation;
- Between Regulatory Group personnel and members of the Regulatory Oversight and Compliance Committee[s of CBOE and C2,] or [the] Regulatory Oversight Committee of [CFE]a CBOE Company;
- Between Regulatory Group personnel and members of the CBOE Holdings, Inc. Audit Committee and Board in connection with their oversight of CBOE Holdings' risk assessment and risk management, including risks related to CBOE Holdings' compliance with laws, regulations, and its policies;⁵
- Between Regulatory Group personnel and directors of a CBOE Company to the extent the communication is relevant to the Board's self-regulatory responsibilities;
- For the limited purpose of determining whether an application to become a trading permit [or privilege] holder should be approved or in connection with mandatory reporting obligations;

⁵ The Chief Regulatory Officer of the applicable CBOE Company will have direct access to the Audit Committee Chairperson to discuss matters related to oversight of CBOE Holdings' risk assessment and risk management, including risks related to CBOE Holdings' compliance with laws, regulations, and its policies.

- For the limited purpose of conveying the final disposition of a regulatory matter;
- Between Regulatory Group personnel and a director of a CBOE Company concerning an appeal from a regulatory decision that the director is involved in deciding;
- Between Regulatory Group personnel and a director of a CBOE Company concerning a regulatory matter involving that director or a firm that employs that director; or
- Authorized by the Chief Regulatory Officer or General Counsel of the applicable CBOE Company.

Directors and employees of a CBOE Company may discuss issues concerning the management, budget and financial planning issues of the Regulatory Group with Regulatory Group personnel, provided that those communications do not include specific facts about existing or anticipated regulatory investigations, examinations or actions.

Responding To Communications Regarding Regulatory Matters

Except as otherwise provided in this policy, no director or employee of any CBOE Company shall inform any Regulatory Group personnel about any issues, questions, concerns or complaints about a regulatory matter or issue raised by a trading permit [or privilege] holder of any CBOE Company or by any other person or entity.

Except as otherwise provided in this policy, if a regulated person or entity attempts to raise an issue, question, concern or complaint about a regulatory matter or issue related to that regulated person or entity with a director or with an employee of a CBOE Company who is not a member of the Regulatory Group, the response to such a communication shall be limited to advising the person or entity to raise the issue directly with the Chief Regulatory Officer, Deputy Chief Regulatory Officer, or Chief Regulatory Advisor of the applicable CBOE Company or to call the Regulatory Group's [complaint] Regulatory Interpretations line [at 312-786-7261] for the applicable CBOE Company. Under no circumstances should any director or any employee who is not a member of the Regulatory Group provide any guidance or advice regarding a regulatory matter. Regulatory Group personnel shall follow the policies of the Regulatory Group regarding when it is appropriate to provide guidance or advice regarding regulatory matters.

Violations of the Policy

Any violation of this policy shall be subject to appropriate disciplinary action, which may include the termination of employment.

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Questions regarding this submission may be directed to Arthur Reinstein at (312) 786-7570 or Nicole Gordon at (312) 786-8109. Please reference our submission number CFE-2017-009 in any related correspondence.

CBOE Futures Exchange, LLC

A handwritten signature in black ink, appearing to read "Michael J. Mollet". The signature is written in a cursive, flowing style.

By: Michael J. Mollet
Managing Director