

## OMB APPROVAL

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

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of \* 36

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

File No.\* SR - 2020 - \* 012

Amendment No. (req. for Amendments \*)

Filing by Cboe 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) \*



Rule

Pilot



Extension of Time Period  
for Commission Action \*



Date Expires \*

☐ 19b-4(f)(1)

☐ 19b-4(f)(4)

☐ 19b-4(f)(2)

☐ 19b-4(f)(5)

☐ 19b-4(f)(3)

☒ 19b-4(f)(6)

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

Section 806(e)(1) \*



Section 806(e)(2) \*



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

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 to provide Members certain optional risk settings under proposed Interpretation and Policy .03 of Rule 11.10.

## 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 \* Sarah

Last Name \* Tadtman

Title \* Counsel

E-mail \* stadtman@cboe.com

Telephone \* (913) 815-7203

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 04/16/2020

Vice President, Associate General Counsel

By Kyle Murray

(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.

kmurray@cboe.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 \***

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, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

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

Add Remove View

Exhibit Sent As Paper Document

☐

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**

Add Remove View

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) Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act” or “Exchange Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> Cboe EDGA Exchange, Inc. (“EDGA” or the “Exchange”) proposes to provide Members certain optional risk settings under proposed Interpretation and Policy .03 of Rule 11.10. The Exchange has designated the proposed rule change as noncontroversial and provided the Commission with the notice required by Rule 19b-4(f)(6)(iii) under the Act.<sup>3</sup> The text of the proposed rule change is attached as 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 17, 2020, with an anticipated launch date of April 17, 2020.

(b) Please refer questions and comments on the proposed rule change to Pat Sexton, Executive Vice President, General Counsel, and Corporate Secretary, (312) 786-7467, or Sarah Tadtman, Counsel, (913) 815-7203.

---

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

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

<sup>3</sup> 17 CFR 240.19b-4(f)(6)(iii).

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

(a) Purpose

The purpose of the proposed rule change is to provide Members<sup>4</sup> the option to utilize certain risk settings under proposed Interpretation and Policy .03 of Rule 11.10.<sup>5</sup> In order to help Members manage their risk, the Exchange proposes to offer optional risk settings that would authorize the Exchange to take automated action if a designated limit for a Member is breached. Such risk settings would provide Members with enhanced abilities to manage their risk with respect to orders on the Exchange. Paragraph (a) of proposed Interpretation and Policy .03 of Rule 11.10 sets forth the specific risk controls the Exchange proposes to offer. Specifically, the Exchange proposes to offer two credit risk settings as follows:

- The “Gross Credit Risk Limit”, which refers to a pre-established maximum daily dollar amount for purchases and sales across all symbols, where both purchases and sales are counted as positive values. For purposes of calculating the Gross Credit Risk Limit, only executed orders are included; and
- The “Net Credit Risk Limit”, which refers to a pre-established maximum daily dollar amount for purchases and sales across all symbols, where purchases are counted as positive values and sales are counted as negative

---

<sup>4</sup> See Exchange Rule 1.5(n).

<sup>5</sup> The proposed rule changes are substantially similar to a recent rule amendment by Cboe BZX Exchange, Inc. (“BZX”). See Securities Exchange Act No. 88599 (April 8, 2020) 85 FR 20793 (April 14, 2020) (the “BZX Approval”).

values. For purposes of calculating the Net Credit Risk Limit, only executed orders are included.

The Gross Credit and Net Credit risk settings are similar to credit controls measuring both gross and net exposure provided for in paragraph (h) of Interpretation and Policy .01 of Rule 11.10, but with certain notable differences. Importantly, the proposed risk settings would be applied at a Market Participant Identifier (“MPID”) level, while the controls noted in paragraph (h) of Interpretation and Policy .01 are applied at the logical port level.<sup>6</sup> Therefore, the proposed risk management functionality would allow a Member to manage its risk more comprehensively, instead of relying on the more limited port level functionality offered today. Further, the proposed risk settings would be based on a notional execution value, while the controls noted in paragraph (h) of Interpretation and Policy .03 are applied based on a combination of outstanding orders on the Exchange’s book and notional execution value. The Exchange notes that the current gross and net notional controls noted in paragraph (h) of Interpretation and Policy .03 will continue to be available in addition to the proposed risk settings.

Paragraph (c) of proposed Interpretation and Policy .03 of Rule 11.10 provides that a Member that does not self-clear may allocate and revoke<sup>7</sup> the responsibility of establishing and adjusting the risk settings identified in proposed paragraph (a) to a

---

<sup>6</sup> A logical port represents a port established by the Exchange within the Exchange’s System for trading and billing purposes. Each logical port established is specific to a Member or non-Member and grants that Member or non-Member the ability to accomplish a specific function, such as order entry, order cancellation, or data receipt.

<sup>7</sup> As discussed below, if a Member revokes the responsibility of establishing and adjusting the risk settings identified in proposed paragraph (a), the settings applied by the Member would be applicable.

Clearing Member that clears transactions on behalf of the Member, if designated in a manner prescribed by the Exchange. The Exchange proposes to harmonize Exchange Rule 11.13(a) with BZX and Cboe BYX Exchange, Inc. (“BYX”) Rules 11.15(a). Specifically, in proposed Rule 11.13(a), the Exchange proposes to (i) define the term “Clearing Member”;<sup>8</sup> (ii) memorialize in its rules the process by which a Clearing Member shall affirm its responsibility for clearing any and all trades executed by the Member designating it as its Clearing Firm; and (iii) memorialize the fact that the rules of a Qualified Clearing Agency shall govern with respect to the clearance and settlement of any transactions executed by the Member on the Exchange. While the foregoing proposed changes to Rule 11.13(a) were not previously memorialized in Exchange Rules, they were contemplated in Exhibit F of the Exchange’s original Form 1 application.<sup>9</sup> As such, the proposed changes to Rule 11.13(a) involve no substantive changes.

By way of background, Exchange Rule 11.13(a) requires that all transactions passing through the facilities of the Exchange shall be cleared and settled through a Qualified Clearing Agency using a continuous net settlement system.<sup>10</sup> As reflected in the proposed changes to Rule 11.13(a) above, this requirement may be satisfied by direct participation, use of direct clearing services, or by entry into a corresponding clearing

---

<sup>8</sup> As proposed, the term “Clearing Member” refers to a Member that is a member of a Qualified Clearing Agency and clears transactions on behalf of another Member. See proposed Rule 11.13(a).

<sup>9</sup> Specifically, see item 3 entitled “Clearing Letter of Guarantee” included in Exhibit F of the Exchange’s original Form 1 application.

<sup>10</sup> The term “Qualified Clearing Agency” means a clearing agency registered with the Commission pursuant to Section 17A of the Act that is deemed qualified by the Exchange. See Exchange Rule 1.5(w). The rules of any such clearing agency shall govern with the respect to the clearance and settlement of any transactions executed by the Member on the Exchange.

arrangement with another Member that clears through a Qualified Clearing Agency (i.e., a Clearing Member). If a Member clears transactions through another Member that is a Clearing Member, such Clearing Member shall affirm to the Exchange in writing, through letter of authorization, letter of guarantee or other agreement acceptable to the Exchange, its agreement to assume responsibility for clearing and settling any and all trades executed by the Member designating it as its clearing firm.<sup>11</sup> Thus, while not all Members are Clearing Members, all Members are required to either clear their own transactions or to have in place a relationship with a Clearing Member that has agreed to clear transactions on their behalf in order to conduct business on the Exchange. Therefore, the Clearing Member that guarantees the Member's transactions on the Exchange has a financial interest in the risk settings utilized within the System<sup>12</sup> by the Member.

Paragraph (c) is proposed by the Exchange in order to offer Clearing Members an opportunity to manage their risk of clearing on behalf of other Members, if authorized to do so by the Member trading on the Exchange. Specifically, the Exchange believes such functionality would help Clearing Members to better monitor and manage the potential risks that they assume when clearing for Members of the Exchange. A Member may allocate or revoke the responsibility of establishing and adjusting the risk settings identified in proposed paragraph (a) to its Clearing Member via the risk management tool

---

<sup>11</sup> A Member can designate one Clearing Member per Market Participant Identifier ("MPID") associated with the Member.

<sup>12</sup> System is defined as "the electronic communications and trading facility designated by the Board through which securities orders of Members are consolidated for ranking, execution and, when applicable, routing away." See Exchange Rule 1.5(cc).

available on the web portal at any time. By allocating such responsibility, a Member would thereby cede all control and ability to establish and adjust such risk settings to its Clearing Member unless and until such responsibility is revoked by the Member, as discussed in further detail below. Because the Member is responsible for its own trading activity, the Exchange will not provide a Clearing Member authorization to establish and adjust risk settings on behalf of a Member without first receiving consent from the Member. The Exchange would consider a Member to have provided such consent if it allocates the responsibility to establish and adjust risk settings to its Clearing Member via the risk management tool available on the web portal. By allocating such responsibilities to its Clearing Member, the Member consents to the Exchange taking action, as set forth in proposed paragraph (d) of Interpretation and Policy .03, with respect to the Member's trading activity. Specifically, if the risk setting(s) established by the Clearing Member are breached, the Member consents that the Exchange will automatically block new orders submitted and cancel open orders until such time that the applicable risk setting is adjusted to a higher limit by the Clearing Member. A Member may also revoke responsibility allocated to its Clearing Member pursuant to this paragraph at any time via the risk management tool available on the web portal.

Paragraph (b) of proposed Interpretation and Policy .03 of Rule 11.10 provides that either a Member or its Clearing Member, if allocated such responsibility pursuant to paragraph (c) of the proposed Interpretation and Policy, may establish and adjust limits for the risk settings provided in proposed paragraph (a) of Interpretation and Policy .03. A Member or Clearing Member may establish and adjust limits for the risk settings through the Exchange's risk management tool available on the web portal. The risk



management web portal page will also provide a view of all applicable limits for each Member, which will be made available to the Member and its Clearing Member, as discussed in further detail below.

Proposed paragraph (d) of Interpretation and Policy .03 of Rule 11.10 would provide optional alerts to signal when a Member is approaching its designated limit. If enabled, the alerts would generate when the Member breaches certain percentage thresholds of its designated risk limit, as determined by the Exchange. Based on current industry standards, the Exchange anticipates initially setting these thresholds at fifty, seventy, or ninety percent of the designated risk limit. Both the Member and Clearing Member<sup>13</sup> would have the option to enable the alerts via the risk management tool on the web portal and designate email recipients of the notification.<sup>14</sup> The proposed alert system is meant to warn a Member and Clearing Member of the Member's trading activity, and will have no impact on the Member's order and trade activity if a warning percentage is breached. Proposed paragraph (e) of Interpretation and Policy .03 of Rule 11.10 would authorize the Exchange to automatically block new orders submitted and cancel all open orders in the event that a risk setting is breached. The Exchange will continue to block new orders submitted until the Member or Clearing Member, if allocated such responsibility pursuant to paragraph (c) of proposed Interpretation and Policy .03, adjusts the risk settings to a higher threshold. The proposed functionality is designed to assist Members and Clearing Members in the management of, and risk control over, their credit

---

<sup>13</sup> A Clearing Member would have the ability to enable alerts regardless of whether it was allocated responsibilities pursuant to proposed paragraph (c).

<sup>14</sup> The Member and Clearing Member may input any email address for which an alert will be sent via the risk management tool on the web portal.

risk. Further, the proposed functionality would allow the Member to seamlessly avoid unintended executions that exceed their stated risk tolerance.

The Exchange does not guarantee that the proposed risk settings described in proposed Interpretation and Policy .03, are sufficiently comprehensive to meet all of a Member's risk management needs. Pursuant to Rule 15c3-5 under the Act,<sup>15</sup> a broker-dealer with market access must perform appropriate due diligence to assure that controls are reasonably designed to be effective, and otherwise consistent with the rule.<sup>16</sup> Use of the Exchange's risk settings included in proposed Interpretation and Policy .03 will not automatically constitute compliance with Exchange or federal rules and responsibility for compliance with all Exchange and SEC rules remains with the Member.

Lastly, as the Exchange currently has the authority to share any of a Member's risk settings specified in Interpretation and Policy .01 of Rule 11.10 under Exchange Rule 11.13(f) with the Clearing Member that clears transactions on behalf of the Member, the Exchange also seeks such authority as it pertains to risk settings specified in proposed Interpretation and Policy .03. Existing Rule 11.13(f) provides the Exchange with authority to directly provide Clearing Members that clear transactions on behalf of a Member, to share any of the Member's risk settings set forth under Interpretation and Policy .01 to Rule 11.10.<sup>17</sup> The purpose of such a provision under Rule 11.13(f) was

---

<sup>15</sup> 17 CFR § 240.15c3-5.

<sup>16</sup> See Division of Trading and Markets, Responses to Frequently Asked Questions Concerning Risk Management Controls for Brokers or Dealers with Market Access, available at <https://www.sec.gov/divisions/marketreg/faq-15c-5-risk-management-controls-bd.htm>.

<sup>17</sup> By using the optional risk settings provided in Interpretation and Policy .01, a Member opts-in to the Exchange sharing its risk settings with its Clearing Member. Any Member that does not wish to share such risk settings with its

implemented in order to reduce the administrative burden on participants on the Exchange, including both Clearing Members and Members, and to ensure that Clearing Members receive information that is up to date and conforms to the settings active in the System. Further, the provision was implemented because the Exchange believed such functionality would help Clearing Members to better monitor and manage the potential risks that they assume when clearing for Members of the Exchange. Now, the Exchange also proposes to amend paragraph (f) of Exchange Rule 11.13 to authorize the Exchange to share any of a Member's risk settings specified in proposed Interpretation and Policy .03 to Rule 11.10 with the Clearing Member that clears transactions on behalf of the Member and to update the term clearing firm to the proposed defined term Clearing Member. The Exchange notes that the use by a Member of the risk settings offered by the Exchange is optional. By using these proposed optional risk settings, a Member therefore also opts-in to the Exchange sharing its designated risk settings with its Clearing Member. The Exchange believes that its proposal to offer additional risk settings will allow Members to better manage their credit risk. Further, by allowing Members to allocate the responsibility for establishing and adjusting such risk settings to its Clearing Member, the Exchange believes Clearing Members may reduce potential risks that they assume when clearing for Members of the Exchange. The Exchange also believes that its proposal to share a Member's risk settings set forth under proposed Interpretation and Policy .03 to Rule 11.10 directly with Clearing Members reduces the administrative burden on participants on the Exchange, including both Clearing Members and Members,

---

Clearing Member can avoid sharing such settings by becoming a Clearing Member. See Securities Exchange Act Release No. 80608 (May 5, 2017) 82 FR 22030 (May 11, 2017) (SR-BatsEDGA-2017-07).

and ensures that Clearing Members are receiving information that is up to date and conforms to the settings active in the System.

(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>18</sup>

Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>19</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.

Specifically, the Exchange believes the proposed amendment will remove impediments to and perfect the mechanism of a free and open market and a national market system because it provides additional functionality for a Member to manage its credit risk. In addition, the proposed risk settings could provide Clearing Members, who have assumed certain risks of Members, greater control over risk tolerance and exposure on behalf of their correspondent Members, if allocated responsibility pursuant to proposed paragraph (c), while also providing an alert system that would help to ensure

---

<sup>18</sup> 15 U.S.C. 78f(b).

<sup>19</sup> 15 U.S.C. 78f(b)(5).

that both Members and its Clearing Member are aware of developing issues. As such, the Exchange believes that the proposed risk settings would provide a means to address potentially market-impacting events, helping to ensure the proper functioning of the market.

In addition, the Exchange believes that the proposed rule change is designed to protect investors and the public interest because the proposed functionality is a form of risk mitigation that will aid Members and Clearing Members in minimizing their financial exposure and reduce the potential for disruptive, market-wide events. In turn, the introduction of such risk management functionality could enhance the integrity of trading on the securities markets and help to assure the stability of the financial system.

Further, the Exchange believes that the proposed rule will foster cooperation and coordination with persons facilitating transactions in securities because the Exchange will provide alerts when a Member's trading activity reaches certain thresholds, which will be available to both the Member and Clearing Member. As such, the Exchange may help Clearing Members monitor the risk levels of correspondent Members and provide tools for Clearing Members, if allocated such responsibility, to take action.

The proposal will permit Clearing Members who have a financial interest in the risk settings of Members to better monitor and manage the potential risks assumed by Clearing Members, thereby providing Clearing Members with greater control and flexibility over setting their own risk tolerance and exposure. To the extent a Clearing Member might reasonably require a Member to provide access to its risk settings as a prerequisite to continuing to clear trades on the Member's behalf, the Exchange's proposal to share those risk settings directly reduces the administrative burden on

participants on the Exchange, including both Clearing Members and Members. Moreover, providing Clearing Members with the ability to see the risk settings established for Members for which they clear will foster efficiencies in the market and remove impediments to and perfect the mechanism of a free and open market and a national market system. The proposal also ensures that Clearing Members are receiving information that is up to date and conforms to the settings active in the System. The Exchange believes that the proposal is consistent with the Act, particularly Section 6(b)(5),<sup>20</sup> because it will foster cooperation and coordination with persons engaged in facilitating transactions in securities and more generally, will protect investors and the public interest, by allowing Clearing Members to better monitor their risk exposure and by fostering efficiencies in the market and removing impediments to and perfect the mechanism of a free and open market and a national market system.

Finally, the Exchange believes that the proposed rule change does not unfairly discriminate among the Exchange's Members because use of the risk settings is optional and are not a prerequisite for participation on the Exchange. The proposed risk settings are completely voluntary and, as they relate solely to optional risk management functionality, no Member is required or under any regulatory obligation to utilize them.

The proposed amendments to Rule 11.13(a) will harmonize Exchange Rules with BZX and BYX Rules 11.15(a). While the proposed changes to Rule 11.13(a) were not previously memorialized in Exchange Rules, they were contemplated in Exhibit F of the Exchange's original Form 1 application. As such, the proposed changes to Rule 11.13(a) involve no substantive changes.

---

<sup>20</sup> 15 U.S.C. 78f(b)(5).

**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. In fact, the Exchange believes that the proposal may have a positive effect on competition because it would allow the Exchange to offer risk management functionality that is comparable to functionality that has been adopted by other national securities exchanges.<sup>21</sup> Further, by providing Members and their Clearing Members additional means to monitor and control risk, the proposed rule may increase confidence in the proper functioning of the markets and contribute to additional competition among trading venues and broker-dealers. Rather than impede competition, the proposal is designed to facilitate more robust risk management by Members and Clearing Members, which, in turn, could enhance the integrity of trading on the securities markets and help to assure the stability of the financial system.

**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.

---

<sup>21</sup> Supra note 5.

**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 Act<sup>22</sup> and Rule 19b-4(f)(6)<sup>23</sup> thereunder.

(b) The Exchange designates that the proposed rule change effects a change that (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest. Additionally, the Exchange has given the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission.

The Exchange believes that the proposed rule change to adopt additional risk controls is designed to protect investors and the public interest because the proposed functionality is a form of risk mitigation that will aid Members and Clearing Members in minimizing their financial exposure and reduce the potential for disruptive, market-wide events. In turn, the introduction of such risk management functionality could enhance the integrity of trading on the securities markets and help to assure the stability of the financial system. Additionally, the Exchange believes the proposed rule change will not significantly affect the protection of investors or the public interest and will have no

---

<sup>22</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>23</sup> 17 CFR 240.19b-4(f)(6).



significant burden on competition as other exchanges have adopted similar risk controls and therefore the proposed rule change does not raise any novel regulatory issues.<sup>24</sup> Furthermore, other exchanges are free to adopt similar functionality as they see fit.

The Exchange also believes that the proposed changes to Rule 11.13(a) will eliminate potential investor confusion by memorializing in Exchange Rules the process by which a Member must designate its Clearing Member. Further, the Exchange believes the proposed changes will reduce potential investor confusion and do not raise any novel regulatory issues as the proposed changes are intended to harmonize Rule 11.13(a) with BZX and BYX Rule 11.15(a).

For the foregoing reasons, this rule filing qualifies as a “non-controversial” rule change under Rule 19b-4(f)(6), which renders the proposed rule change effective upon filing with 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.

The Exchange respectfully requests that the Commission waive the 30-day operative delay period after which a proposed rule change under Rule 19b-4(f)(6) becomes effective. Waiver of the operative delay would allow the Exchange to launch the proposed risk controls on the anticipated launch date of April 17, 2020. Furthermore,

---

<sup>24</sup> Supra note 5.

the waiver of the operative delay would allow Members to immediately utilize the proposed functionality to manage their risk.

(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 to adopt certain equity risk controls is based on Interpretation and Policy .03 of BZX Rule 11.13 and Rule 11.15(f).<sup>25</sup> The proposed rule changes to Rule 11.13(a) are based on existing BZX/BYX Rule 11.15(a).

**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.

---

<sup>25</sup>

Supra note 5.

EXHIBIT 1**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34- ; File No. SR-CboeEDGA-2020-012]

[Insert date]

Self-Regulatory Organizations; Cboe EDGA Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to Provide Members Certain Optional Risk Settings under Proposed Interpretation and Policy .03 of Rule 11.10

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 [insert date], Cboe EDGA Exchange, Inc. (the “Exchange” or “EDGA”) 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 Exchange filed the proposal as a “non-controversial” proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>3</sup> and Rule 19b-4(f)(6) thereunder.<sup>4</sup> 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**

Cboe EDGA Exchange, Inc. (“EDGA” or the “Exchange”) proposes to provide Members certain optional risk settings under proposed Interpretation and Policy .03 of Rule 11.10. The text of the proposed rule change is provided in Exhibit 5.

---

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

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

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

<sup>4</sup> 17 CFR 240.19b-4(f)(6).

The text of the proposed rule change is also available on the Exchange's website ([http://markets.cboe.com/us/equities/regulation/rule\\_filings/edga/](http://markets.cboe.com/us/equities/regulation/rule_filings/edga/)), 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**

The purpose of the proposed rule change is to provide Members<sup>5</sup> the option to utilize certain risk settings under proposed Interpretation and Policy .03 of Rule 11.10.<sup>6</sup> In order to help Members manage their risk, the Exchange proposes to offer optional risk settings that would authorize the Exchange to take automated action if a designated limit for a Member is breached. Such risk settings would provide Members with enhanced abilities to manage their risk with respect to orders on the Exchange. Paragraph (a) of proposed Interpretation and Policy .03 of Rule 11.10 sets forth the specific risk controls the Exchange proposes to offer. Specifically, the Exchange proposes to offer two credit risk settings as follows:

---

<sup>5</sup> See Exchange Rule 1.5(n).

<sup>6</sup> The proposed rule changes are substantially similar to a recent rule amendment by Cboe BZX Exchange, Inc. ("BZX"). See Securities Exchange Act No. 88599 (April 8, 2020) 85 FR 20793 (April 14, 2020) (the "BZX Approval").

- The “Gross Credit Risk Limit”, which refers to a pre-established maximum daily dollar amount for purchases and sales across all symbols, where both purchases and sales are counted as positive values. For purposes of calculating the Gross Credit Risk Limit, only executed orders are included; and
- The “Net Credit Risk Limit”, which refers to a pre-established maximum daily dollar amount for purchases and sales across all symbols, where purchases are counted as positive values and sales are counted as negative values. For purposes of calculating the Net Credit Risk Limit, only executed orders are included.

The Gross Credit and Net Credit risk settings are similar to credit controls measuring both gross and net exposure provided for in paragraph (h) of Interpretation and Policy .01 of Rule 11.10, but with certain notable differences. Importantly, the proposed risk settings would be applied at a Market Participant Identifier (“MPID”) level, while the controls noted in paragraph (h) of Interpretation and Policy .01 are applied at the logical port level.<sup>7</sup> Therefore, the proposed risk management functionality would allow a Member to manage its risk more comprehensively, instead of relying on the more limited port level functionality offered today. Further, the proposed risk settings would be based on a notional execution value, while the controls noted in paragraph (h) of Interpretation and Policy .03 are applied based on a combination of outstanding orders on the

---

<sup>7</sup> A logical port represents a port established by the Exchange within the Exchange’s System for trading and billing purposes. Each logical port established is specific to a Member or non-Member and grants that Member or non-Member the ability to accomplish a specific function, such as order entry, order cancellation, or data receipt.

Exchange's book and notional execution value. The Exchange notes that the current gross and net notional controls noted in paragraph (h) of Interpretation and Policy .03 will continue to be available in addition to the proposed risk settings.

Paragraph (c) of proposed Interpretation and Policy .03 of Rule 11.10 provides that a Member that does not self-clear may allocate and revoke<sup>8</sup> the responsibility of establishing and adjusting the risk settings identified in proposed paragraph (a) to a Clearing Member that clears transactions on behalf of the Member, if designated in a manner prescribed by the Exchange. The Exchange proposes to harmonize Exchange Rule 11.13(a) with BZX and Cboe BYX Exchange, Inc. ("BYX") Rules 11.15(a). Specifically, in proposed Rule 11.13(a), the Exchange proposes to (i) define the term "Clearing Member";<sup>9</sup> (ii) memorialize in its rules the process by which a Clearing Member shall affirm its responsibility for clearing any and all trades executed by the Member designating it as its Clearing Firm; and (iii) memorialize the fact that the rules of a Qualified Clearing Agency shall govern with respect to the clearance and settlement of any transactions executed by the Member on the Exchange. While the foregoing proposed changes to Rule 11.13(a) were not previously memorialized in Exchange Rules, they were contemplated in Exhibit F of the Exchange's original Form 1 application.<sup>10</sup> As such, the proposed changes to Rule 11.13(a) involve no substantive changes.

---

<sup>8</sup> As discussed below, if a Member revokes the responsibility of establishing and adjusting the risk settings identified in proposed paragraph (a), the settings applied by the Member would be applicable.

<sup>9</sup> As proposed, the term "Clearing Member" refers to a Member that is a member of a Qualified Clearing Agency and clears transactions on behalf of another Member. See proposed Rule 11.13(a).

<sup>10</sup> Specifically, see item 3 entitled "Clearing Letter of Guarantee" included in Exhibit F of the Exchange's original Form 1 application.

By way of background, Exchange Rule 11.13(a) requires that all transactions passing through the facilities of the Exchange shall be cleared and settled through a Qualified Clearing Agency using a continuous net settlement system.<sup>11</sup> As reflected in the proposed changes to Rule 11.13(a) above, this requirement may be satisfied by direct participation, use of direct clearing services, or by entry into a corresponding clearing arrangement with another Member that clears through a Qualified Clearing Agency (i.e., a Clearing Member). If a Member clears transactions through another Member that is a Clearing Member, such Clearing Member shall affirm to the Exchange in writing, through letter of authorization, letter of guarantee or other agreement acceptable to the Exchange, its agreement to assume responsibility for clearing and settling any and all trades executed by the Member designating it as its clearing firm.<sup>12</sup> Thus, while not all Members are Clearing Members, all Members are required to either clear their own transactions or to have in place a relationship with a Clearing Member that has agreed to clear transactions on their behalf in order to conduct business on the Exchange. Therefore, the Clearing Member that guarantees the Member's transactions on the Exchange has a financial interest in the risk settings utilized within the System<sup>13</sup> by the Member.

---

<sup>11</sup> The term "Qualified Clearing Agency" means a clearing agency registered with the Commission pursuant to Section 17A of the Act that is deemed qualified by the Exchange. See Exchange Rule 1.5(w). The rules of any such clearing agency shall govern with the respect to the clearance and settlement of any transactions executed by the Member on the Exchange.

<sup>12</sup> A Member can designate one Clearing Member per Market Participant Identifier ("MPID") associated with the Member.

<sup>13</sup> System is defined as "the electronic communications and trading facility designated by the Board through which securities orders of Members are consolidated for ranking, execution and, when applicable, routing away." See Exchange Rule 1.5(cc).

Paragraph (c) is proposed by the Exchange in order to offer Clearing Members an opportunity to manage their risk of clearing on behalf of other Members, if authorized to do so by the Member trading on the Exchange. Specifically, the Exchange believes such functionality would help Clearing Members to better monitor and manage the potential risks that they assume when clearing for Members of the Exchange. A Member may allocate or revoke the responsibility of establishing and adjusting the risk settings identified in proposed paragraph (a) to its Clearing Member via the risk management tool available on the web portal at any time. By allocating such responsibility, a Member would thereby cede all control and ability to establish and adjust such risk settings to its Clearing Member unless and until such responsibility is revoked by the Member, as discussed in further detail below. Because the Member is responsible for its own trading activity, the Exchange will not provide a Clearing Member authorization to establish and adjust risk settings on behalf of a Member without first receiving consent from the Member. The Exchange would consider a Member to have provided such consent if it allocates the responsibility to establish and adjust risk settings to its Clearing Member via the risk management tool available on the web portal. By allocating such responsibilities to its Clearing Member, the Member consents to the Exchange taking action, as set forth in proposed paragraph (d) of Interpretation and Policy .03, with respect to the Member's trading activity. Specifically, if the risk setting(s) established by the Clearing Member are breached, the Member consents that the Exchange will automatically block new orders submitted and cancel open orders until such time that the applicable risk setting is adjusted to a higher limit by the Clearing Member. A Member may also revoke



responsibility allocated to its Clearing Member pursuant to this paragraph at any time via the risk management tool available on the web portal.

Paragraph (b) of proposed Interpretation and Policy .03 of Rule 11.10 provides that either a Member or its Clearing Member, if allocated such responsibility pursuant to paragraph (c) of the proposed Interpretation and Policy, may establish and adjust limits for the risk settings provided in proposed paragraph (a) of Interpretation and Policy .03. A Member or Clearing Member may establish and adjust limits for the risk settings through the Exchange's risk management tool available on the web portal. The risk management web portal page will also provide a view of all applicable limits for each Member, which will be made available to the Member and its Clearing Member, as discussed in further detail below.

Proposed paragraph (d) of Interpretation and Policy .03 of Rule 11.10 would provide optional alerts to signal when a Member is approaching its designated limit. If enabled, the alerts would generate when the Member breaches certain percentage thresholds of its designated risk limit, as determined by the Exchange. Based on current industry standards, the Exchange anticipates initially setting these thresholds at fifty, seventy, or ninety percent of the designated risk limit. Both the Member and Clearing Member<sup>14</sup> would have the option to enable the alerts via the risk management tool on the web portal and designate email recipients of the notification.<sup>15</sup> The proposed alert system is meant to warn a Member and Clearing Member of the Member's trading activity, and will have no impact on the Member's order and trade activity if a warning percentage is

---

<sup>14</sup> A Clearing Member would have the ability to enable alerts regardless of whether it was allocated responsibilities pursuant to proposed paragraph (c).

<sup>15</sup> The Member and Clearing Member may input any email address for which an alert will be sent via the risk management tool on the web portal.

breached. Proposed paragraph (e) of Interpretation and Policy .03 of Rule 11.10 would authorize the Exchange to automatically block new orders submitted and cancel all open orders in the event that a risk setting is breached. The Exchange will continue to block new orders submitted until the Member or Clearing Member, if allocated such responsibility pursuant to paragraph (c) of proposed Interpretation and Policy .03, adjusts the risk settings to a higher threshold. The proposed functionality is designed to assist Members and Clearing Members in the management of, and risk control over, their credit risk. Further, the proposed functionality would allow the Member to seamlessly avoid unintended executions that exceed their stated risk tolerance.

The Exchange does not guarantee that the proposed risk settings described in proposed Interpretation and Policy .03, are sufficiently comprehensive to meet all of a Member's risk management needs. Pursuant to Rule 15c3-5 under the Act,<sup>16</sup> a broker-dealer with market access must perform appropriate due diligence to assure that controls are reasonably designed to be effective, and otherwise consistent with the rule.<sup>17</sup> Use of the Exchange's risk settings included in proposed Interpretation and Policy .03 will not automatically constitute compliance with Exchange or federal rules and responsibility for compliance with all Exchange and SEC rules remains with the Member.

Lastly, as the Exchange currently has the authority to share any of a Member's risk settings specified in Interpretation and Policy .01 of Rule 11.10 under Exchange Rule 11.13(f) with the Clearing Member that clears transactions on behalf of the Member, the

---

<sup>16</sup> 17 CFR § 240.15c3-5.

<sup>17</sup> See Division of Trading and Markets, Responses to Frequently Asked Questions Concerning Risk Management Controls for Brokers or Dealers with Market Access, available at <https://www.sec.gov/divisions/marketreg/faq-15c-5-risk-management-controls-bd.htm>.

Exchange also seeks such authority as it pertains to risk settings specified in proposed Interpretation and Policy .03. Existing Rule 11.13(f) provides the Exchange with authority to directly provide Clearing Members that clear transactions on behalf of a Member, to share any of the Member's risk settings set forth under Interpretation and Policy .01 to Rule 11.10.<sup>18</sup> The purpose of such a provision under Rule 11.13(f) was implemented in order to reduce the administrative burden on participants on the Exchange, including both Clearing Members and Members, and to ensure that Clearing Members receive information that is up to date and conforms to the settings active in the System. Further, the provision was implemented because the Exchange believed such functionality would help Clearing Members to better monitor and manage the potential risks that they assume when clearing for Members of the Exchange. Now, the Exchange also proposes to amend paragraph (f) of Exchange Rule 11.13 to authorize the Exchange to share any of a Member's risk settings specified in proposed Interpretation and Policy .03 to Rule 11.10 with the Clearing Member that clears transactions on behalf of the Member and to update the term clearing firm to the proposed defined term Clearing Member. The Exchange notes that the use by a Member of the risk settings offered by the Exchange is optional. By using these proposed optional risk settings, a Member therefore also opts-in to the Exchange sharing its designated risk settings with its Clearing Member. The Exchange believes that its proposal to offer additional risk settings will allow Members to better manage their credit risk. Further, by allowing Members to

---

<sup>18</sup> By using the optional risk settings provided in Interpretation and Policy .01, a Member opts-in to the Exchange sharing its risk settings with its Clearing Member. Any Member that does not wish to share such risk settings with its Clearing Member can avoid sharing such settings by becoming a Clearing Member. See Securities Exchange Act Release No. 80608 (May 5, 2017) 82 FR 22030 (May 11, 2017) (SR-BatsEDGA-2017-07).

allocate the responsibility for establishing and adjusting such risk settings to its Clearing Member, the Exchange believes Clearing Members may reduce potential risks that they assume when clearing for Members of the Exchange. The Exchange also believes that its proposal to share a Member's risk settings set forth under proposed Interpretation and Policy .03 to Rule 11.10 directly with Clearing Members reduces the administrative burden on participants on the Exchange, including both Clearing Members and Members, and ensures that Clearing Members are receiving information that is up to date and conforms to the settings active in the System.

## 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>19</sup> Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>20</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.

Specifically, the Exchange believes the proposed amendment will remove impediments to and perfect the mechanism of a free and open market and a national

---

<sup>19</sup> 15 U.S.C. 78f(b).

<sup>20</sup> 15 U.S.C. 78f(b)(5).

market system because it provides additional functionality for a Member to manage its credit risk. In addition, the proposed risk settings could provide Clearing Members, who have assumed certain risks of Members, greater control over risk tolerance and exposure on behalf of their correspondent Members, if allocated responsibility pursuant to proposed paragraph (c), while also providing an alert system that would help to ensure that both Members and its Clearing Member are aware of developing issues. As such, the Exchange believes that the proposed risk settings would provide a means to address potentially market-impacting events, helping to ensure the proper functioning of the market.

In addition, the Exchange believes that the proposed rule change is designed to protect investors and the public interest because the proposed functionality is a form of risk mitigation that will aid Members and Clearing Members in minimizing their financial exposure and reduce the potential for disruptive, market-wide events. In turn, the introduction of such risk management functionality could enhance the integrity of trading on the securities markets and help to assure the stability of the financial system.

Further, the Exchange believes that the proposed rule will foster cooperation and coordination with persons facilitating transactions in securities because the Exchange will provide alerts when a Member's trading activity reaches certain thresholds, which will be available to both the Member and Clearing Member. As such, the Exchange may help Clearing Members monitor the risk levels of correspondent Members and provide tools for Clearing Members, if allocated such responsibility, to take action.

The proposal will permit Clearing Members who have a financial interest in the risk settings of Members to better monitor and manage the potential risks assumed by

Clearing Members, thereby providing Clearing Members with greater control and flexibility over setting their own risk tolerance and exposure. To the extent a Clearing Member might reasonably require a Member to provide access to its risk settings as a prerequisite to continuing to clear trades on the Member's behalf, the Exchange's proposal to share those risk settings directly reduces the administrative burden on participants on the Exchange, including both Clearing Members and Members. Moreover, providing Clearing Members with the ability to see the risk settings established for Members for which they clear will foster efficiencies in the market and remove impediments to and perfect the mechanism of a free and open market and a national market system. The proposal also ensures that Clearing Members are receiving information that is up to date and conforms to the settings active in the System. The Exchange believes that the proposal is consistent with the Act, particularly Section 6(b)(5),<sup>21</sup> because it will foster cooperation and coordination with persons engaged in facilitating transactions in securities and more generally, will protect investors and the public interest, by allowing Clearing Members to better monitor their risk exposure and by fostering efficiencies in the market and removing impediments to and perfect the mechanism of a free and open market and a national market system.

Finally, the Exchange believes that the proposed rule change does not unfairly discriminate among the Exchange's Members because use of the risk settings is optional and are not a prerequisite for participation on the Exchange. The proposed risk settings are completely voluntary and, as they relate solely to optional risk management functionality, no Member is required or under any regulatory obligation to utilize them.

---

<sup>21</sup> 15 U.S.C. 78f(b)(5).

The proposed amendments to Rule 11.13(a) will harmonize Exchange Rules with BZX and BYX Rules 11.15(a). While the proposed changes to Rule 11.13(a) were not previously memorialized in Exchange Rules, they were contemplated in Exhibit F of the Exchange's original Form 1 application. As such, the proposed changes to Rule 11.13(a) involve no substantive changes.

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. In fact, the Exchange believes that the proposal may have a positive effect on competition because it would allow the Exchange to offer risk management functionality that is comparable to functionality that has been adopted by other national securities exchanges.<sup>22</sup> Further, by providing Members and their Clearing Members additional means to monitor and control risk, the proposed rule may increase confidence in the proper functioning of the markets and contribute to additional competition among trading venues and broker-dealers. Rather than impede competition, the proposal is designed to facilitate more robust risk management by Members and Clearing Members, which, in turn, could enhance the integrity of trading on the securities markets and help to assure the stability of the financial system.

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.

---

<sup>22</sup>

Supra note 6.

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

Because the foregoing proposed rule change does not:

- A. significantly affect the protection of investors or the public interest;
- B. impose any significant burden on competition; and
- C. become operative for 30 days from the date on which it was filed, or such

shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act<sup>23</sup> and Rule 19b-4(f)(6)<sup>24</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

---

<sup>23</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>24</sup> 17 CFR 240.19b-4(f)(6).



- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-CboeEDGA-2020-012 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-CboeEDGA-2020-012. 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-CboeEDGA-2020-012 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>25</sup>

Secretary

---

<sup>25</sup> 17 CFR 200.30-3(a)(12).

## EXHIBIT 5

(additions are underlined; deletions are [bracketed])

\* \* \* \* \*

Rules of Cboe EDGA Exchange, Inc.

\* \* \* \* \*

Rule 11.10. Order Execution

\* \* \* \* \*

(a)-(f) No change.

*Interpretations and Policies:*

.01-.02 No change.

.03 (a) The Exchange offers certain risk settings applicable to a Member's activities on the Exchange that are available to either the Member or to its Clearing Member, as defined in Rule 11.13, as set forth below:

(1) The "Gross Credit Risk Limit" which refers to a pre-established maximum daily dollar amount for purchases and sales across all symbols, where both purchases and sales are counted as positive values. For purposes of calculating the Gross Credit Risk Limit, only executed orders are included; and

(2) The "Net Credit Risk Limit" which refers to a pre-established maximum daily dollar amount for purchases and sales across all symbols, where purchases are counted as positive values and sales are counted as negative values. For purposes of calculating the Net Credit Risk Limit, only executed orders are included.

(b) *Establishing and Adjusting Limits.* Either a Member or its Clearing Member, if allocated such responsibility pursuant to paragraph (c) of this Interpretation and Policy .03, may set limits for the risk settings provided in paragraph (a) of this Interpretation and Policy .03.

(1) Limits may only be set at the MPID level.

(2) Limits may be established or adjusted before the beginning of a trading day or during the trading day.

(c) A Member that does not self-clear may allocate the responsibility for establishing and adjusting the risk settings identified in paragraph (a) of this Interpretation and Policy .03 to a Clearing Member that clears transactions on behalf of the Member, if designated in a manner prescribed by the Exchange. A Member that chooses to allocate responsibility to its Clearing Member may view any risk settings established by the Clearing Member pursuant to this

Interpretation and Policy .03, and may be notified of any action taken by the Exchange with respect to its trading activity. By allocating responsibility to its Clearing Member, the Member consents to the Exchange taking action with respect to the Member's trading activity as provided in paragraph (e) of this Interpretation and Policy .03. A Member may revoke responsibility allocated to its Clearing Member pursuant to this paragraph at any time, if designated in a manner prescribed by the Exchange.

(d) Alerts. Both the Member and the Clearing Member may enable alerts to signal when the Member is approaching designated limits.

(e) Breach. If a risk setting is breached, the Exchange will automatically block new orders submitted and cancel open orders until such time that the applicable risk control is adjusted to a higher limit by the Member or Clearing Member with the responsibility of establishing and adjusting the risk settings.

\* \* \* \* \*

#### Rule 11.13. Clearance and Settlement; Anonymity

(a) All transactions through the facilities of the Exchange shall be cleared and settled through a registered clearing agency using a continuous net settlement system. This requirement may be satisfied by direct participation, use of direct clearing services, or by entry into a correspondent clearing arrangement with another member that clears trades through [such an agency]a Qualified Clearing Agency. If a Member clears transactions through another Member that is a member of a Qualified Clearing Agency ("Clearing Member"), such Clearing Member shall affirm to the Exchange in writing, through letter of authorization, letter of guarantee or other agreement acceptable to the Exchange, its agreement to assume responsibility for clearing and settling any and all trades executed by the Member designating it as its clearing firm. The rules of any such clearing agency shall govern with respect to the clearance and settlement of any transactions executed by the Member on the Exchange.

(b)-(e) No change.

(f) The Exchange may share any of a User's risk settings specified in Interpretation and Policy .01 and .03 to Rule 11.10 with the C[c]learing [firm]Member that clears transactions on behalf of the User.

\* \* \* \* \*