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

File No.* SR - 2021 - * 004
Amendment No. (req. for Amendments *)

Filing by Cboe C2 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
☐ 19b-4(f)(1) ☐ 19b-4(f)(4)
☑ 19b-4(f)(2) ☐ 19b-4(f)(5)
☐ 19b-4(f)(3) ☐ 19b-4(f)(6)

Pilot ☐ Extension of Time Period for Commission Action * ☐ Date Expires *

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 amend its Fees Schedule.

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 * Rebecca Last Name * Tenuta
Title * Counsel
E-mail * rtenuta@cboe.com
Telephone * (312) 786-7068 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.

Date 02/05/2021
By Laura G. Dickman
(Name *)

(Title *)
VP, Associate General Counsel

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

ldickman@cboe.com

Required fields are shown with yellow backgrounds and asterisks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

1. Text of the Proposed Rule Change

(a) Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),[1] and Rule 19b-4 thereunder,[2] Cboe C2 Exchange, Inc. (the "Exchange" or "C2") is filing with the Securities and Exchange Commission ("Commission") a proposed rule change to amend the Fees Schedule. The text of the proposed rule change is provided in Exhibit 5.

(b) Not applicable.

(c) Not applicable.

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 29, 2021.

(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 Rebecca Tenuta, (312) 786-7068, 400 South LaSalle, Chicago, Illinois 60605.

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 Fee Schedule to amend certain standard transaction fees for AAPL, QQQ, IWM and SLV transactions. Specifically, the Exchange proposes to (1) amend the transaction fee for public customer AAPL, QQQ, IWM and SLV orders that remove liquidity, (2) amend the rebate for C2 Market Maker AAPL, QQQ, IWM and SLV orders that add liquidity, (3) amend the rebate for non-Customer,

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[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b-4.

non-Market Maker AAPL, QQQ, IWM and SLV orders that add liquidity and (4) adopt an enhanced rebate for C2 Market Maker AAPL, QQQ, IWM and SLV orders that are NBBO Joiners or NBBO Setters.[3]

The Exchange first notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. More specifically, the Exchange is only one of 16 options venues to which market participants may direct their order flow. Based on publicly available information, no single options exchange has more than 16% of the market share and currently the Exchange represents approximately 3% of the market share.[4] Thus, in such a low-concentrated and highly competitive market, no single options exchange, including the Exchange, possesses significant pricing power in the execution of option order flow. The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow or discontinue to reduce use of certain categories of products, in response to fee changes. Accordingly, competitive forces constrain the Exchange's transaction fees, and market participants can readily trade on competing venues if they deem pricing levels at those other venues to be more favorable.

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3 The Exchange initially filed the proposed fee changes on February 1, 2021 (SR-C2-2021-003). On February 5, 2021, the Exchange withdrew that filing and submitted this proposal.

4 See Cboe Global Markets U.S. Options Market Volume Summary by Month (January 26, 2021), available at https://markets.cboe.com/us/options/market_statistics/.

First, the Exchange proposes to amend the transaction fee for Public Customer orders in AAPL, QQQ, IWM and SLV that remove liquidity. Currently, public customer orders in all equity, multiply-listed index, ETF and ETN penny options classes, including AAPL, QQQ, IWM and SLV, that remove liquidity are assessed a standard transaction fee of $0.43 per contract and yield fee code "PC". The Exchange proposes to remove orders in AAPL, QQQ, IWM and SLV from fee code PC and, instead, assess fee code "SC" for Public Customer orders in AAPL, QQQ, IWM and SLV that remove liquidity. Fee code SC is currently appended to Public Customer orders in SPY that remove liquidity and assesses a reduced fee (from that of fee code PC) of $0.39 per contract.[5]

The Exchange next proposes to amend the rebate for C2 Market Maker orders in AAPL, QQQ, IWM and SLV that add liquidity. Currently, C2 Market Makers orders in all equity, multiply-listed index, ETF and ETN penny options classes, including AAPL, QQQ, IWM and SLV, that add liquidity are provided a rebate of $0.41 per contract and yield fee code "PM". The Exchange proposes to remove orders in AAPL, QQQ, IWM and SLV from fee code PM and, instead, assess existing fee code "SM" for C2 Market Maker orders in AAPL, QQQ, IWM and SLV. Fee code SM is currently appended to C2 Market Maker orders in SPY that add liquidity and offer a reduced rebate (from that of fee code PM) of $0.26 per contract.

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5 The Exchange notes that when it adopted the SPY pricing table and fee codes SC, SL, SM and SN, it inadvertently did not add these fee codes to the "Fee Codes and Associated Fees" table, which lists all available fee codes for orders on C2. The Exchange will now add these fee codes to the "Fee Codes and Associated Fees" table. This does not change any current rates or alter the description (except as proposed herein) of these fee codes. See Securities Exchange Release No. 89828 (September 11, 2020), 85 FR 58078 (September 17, 2020) (SR-C2-2020-013).

The Exchange also proposes to amend the rebate for non-Market Maker, non-Customer orders in AAPL, QQQ, IWM and SLV that add liquidity. Currently, non-Market Maker, non-Customer orders (i.e., Professional Customer, Firm, Broker/Dealer, non-C2 Market Maker, JBO, etc.) in all equity, multiply-listed index, ETF and ETN penny options classes, including AAPL, QQQ, IWM and SLV, that add liquidity are provided a rebate of $0.36 per contract and yield fee code "PN". The Exchange proposes to remove orders in AAPL, QQQ, IWM and SLV from fee code PN and, instead, assess existing fee code "SN" on non-Market Maker, non-Customer orders in AAPL, QQQ, IWM and SLV that add liquidity. Fee code SN is currently appended to such orders in SPY and assesses a reduced rebate (from that of fee code PN) of $0.20 per contract.

The Exchange also proposes to add C2 Market Maker orders in AAPL, QQQ, IWM and SLV to existing fee code "SL". Fee code SL is currently appended to C2 Market Maker orders in SPY that add liquidity and are a National Best Bid or Offer ("NBBO") Joiner or NBBO Setter and offers a rebate of $0.31 per contract for such orders. Particularly, to qualify as a NBBO Joiner, a C2 market-maker order must improve the C2 Best Bid or Offer ("BBO") and result in C2 joining an existing NBBO. Only the first order received that results in C2 BBO joining the NBBO at a new price level will qualify for the enhanced rebate. If C2 is at the NBBO, the order will not qualify. Alternatively, C2 Market Makers may receive the enhanced rebate if they are a NBBO Setter. To qualify as a NBBO Setter and receive the enhanced rebate, a C2 Market Maker order must set the NBBO. The Exchange believes assessing fee code SL and the corresponding enhanced rebate for C2 Market Makers in AAPL, QQQ, IWM and SLV that are NBBO Joiners or Setters will incentivize liquidity providers to provide more aggressively priced liquidity in AAPL, QQQ, IWM and SLV options.

The Exchange also proposes to add AAPL, QQQ, IWM and SLV to the table in the Fees Schedule that currently sets forth SPY-specific pricing. Like with SPY, the Exchange also proposes to clarify that the first transaction fee table, which does not apply to RUT, DJX and SPY, also does not apply to AAPL, QQQ, IWM and SLV. The Exchange notes that transaction fees and rebates that apply to (1) Public Customer orders in AAPL, QQQ, IWM and SLV that add liquidity (existing fee code "PY") (2) C2 Market Maker orders in AAPL, QQQ, IWM and SLV that remove liquidity (existing fee code "PR"), (3) non-Market Maker, non-Customer orders in AAPL, QQQ, IWM and SLV that remove liquidity (existing fee code "PP), (4) orders in AAPL, QQQ, IWM and SLV that trade at the open (existing fee code "OO") and (5) resting orders in AAPL, QQQ, IWM and SLV that trade with resting complex orders (existing fee code "CA") are not changing, nor are the associated fee codes.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,[6] in general, and furthers the objectives of Section 6(b)(4),[7] in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and issuers and other persons using its facilities. The Exchange also believes that the proposed rule change is consistent

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6 15 U.S.C. 78f.

7 15 U.S.C. 78f(b)(4).

with the objectives of Section 6(b)(5)[8] 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, and, particularly, is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

As described above, the Exchange operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. In particular, the proposed changes to Exchange execution fees and rebates for certain orders in AAPL, QQQ, IWM and SLV are intended to attract order flow to the Exchange by continuing to offer competitive pricing while also creating additional incentives to providing aggressively priced displayed liquidity, which the Exchange believes would enhance market quality to the benefit of all market participants.

The Exchange believes its proposed changes are reasonable as they are competitive and in line with the Exchange's current pricing for the same orders in SPY and with pricing for many of the same products at other exchanges.[9] The Exchange

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8 15 U.S.C. 78f.(b)(5).

9 See e.g., MIAX Pearl Fee Schedule, Section 1 Transaction Rebates/Fees, which provides for a fee of $0.50 per contract for priority customer IWM and QQQ orders that remove liquidity. See also Nasdaq ISE Pricing Schedule, Section 3, Footnote 5, which provides for tiered rebates for market-maker SPY orders that add liquidity between $0.05-$0.26 per contract.

believes that it is reasonable to reduce the transaction fee for Public Customer orders in AAPL, QQQ, IWM and SLV that remove liquidity because market participants will be subject to lower fees for such orders and thus may be encouraged to increase retail AAPL, QQQ, IWM and SLV order flow to the Exchange. The Exchange believes that it is reasonable to reduce the rebates for both C2 Market Maker and non-Market Maker, non-Customer orders in AAPL, QQQ, IWM and SLV that add liquidity because such market participants will still receive rebates for such orders, albeit at a lower amount, which are already in place for such orders in SPY. Additionally, Market Makers that are NBBO Joiners or Setters would be eligible to receive the same enhanced rebate currently offered for joining or setting an NBBO in SPY. The Exchange believes that offering the NBBO Joiner and Setter rebate for Market Maker orders in AAPL, QQQ, IWM and SLV is reasonable as it is designed to incentivize C2 Market Makers to improve the C2 BBO resulting in C2 joining an existing NBBO or setting a new NBBO to receive the rebate, ultimately encouraging C2 Market Makers to submit more aggressive AAPL, QQQ, IWM and SLV orders that will maintain tight spreads, benefitting both Trading Permit Holders and public investors.

The Exchange also believes it is reasonable, equitable and not unfairly discriminatory to adopt pricing specific to certain orders in AAPL, QQQ, IWM and SLV as the Exchange already maintains the same pricing for such orders in SPY, as well as similar product-specific pricing for certain orders in other products, such as RUT and DJX.[10] Additionally, as noted above, other exchanges similarly provide for product-

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[10] See Cboe C2 Options Exchange Fees Schedule, Transaction Fees.

specific pricing.[11]

The Exchange also believes that it is equitable and not unfairly discriminatory to assess a lower fee for Public Customer orders in AAPL, QQQ, IWM and SLV as compared to other market participants because customer order flow enhances liquidity on the Exchange for the benefit of all market participants. Specifically, customer liquidity benefits all market participants by providing more trading opportunities, which attracts Market Makers. An increase in the activity of these market participants in turn facilitates tighter spreads, which may cause an additional corresponding increase in order flow from other market participants. Moreover, the options industry has a long history of providing preferential pricing to customers, and the Exchange's current Fee Schedule currently does so in many places, as do the fees structures of multiple other exchanges.[12] The Exchange notes that the proposed fee change will be applied equally to all Public Customers.

Additionally, the Exchange believes that it is equitable and not unfairly discriminatory to assess higher rebates to Market Makers that add liquidity as compared to other market participants, other than customers, because Market Makers, unlike other market participants, take on a number of obligations, including quoting obligations, which other market participants do not have. Further, these rebates are intended to incent Market Makers to quote and trade more on C2 Options, thereby providing more trading

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11 See e.g., MIAX Pearl Fee Schedule, Section 1 Transaction Rebates/Fees, which provides for a fee of $0.46 per contract for priority customer SPY orders that remove liquidity. See also Nasdaq ISE Pricing Schedule, Section 3, Footnote 5, which provides for tiered rebates for market maker IWM and QCC orders that add liquidity between $0.05 and $0.26 per contract, as well as tired rebates for market maker orders in similar, single-name options (AMZN, FB, and NVDA) between $0.15 and $0.22..

12 See Cboe C2 Options Exchange Fees Schedule, Transaction Fees. See also BZX Options Fee Schedule, Fee Codes and Associated Fees.

opportunities for all market participants. The Exchange notes that the proposed changes to C2 Market Maker rebates for AAPL, QQQ, IWM and SLV options will be applied equally to all C2 Market Makers. Similarly, the Exchange believes it is equitable and not unfairly discriminatory to provide C2 Market Makers that are NBBO Joiners or Setters in AAPL, QQQ, IWM and SLV an enhanced rebate because such market participants are providing more aggressively priced liquidity in AAPL, QQQ, IWM and SLV options. Additionally, increased add volume order flow, particularly by liquidity providers, contributes to a deeper, more liquid market, which, in turn, provides for increased execution opportunities and thus overall enhanced price discovery and price improvement opportunities on the Exchange. As such, this benefits all market participants by contributing towards a robust and well-balanced market ecosystem, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection. The Exchange believes the proposed change to the rebate for non-Market Maker, non-Customer AAPL, QQQ, IWM and SLV orders is also equitable and not unfairly discriminatory because it will be applied equally to all non-market-makers, non-customers.

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 intramarket or intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Rather, as discussed above, the Exchange believes that the proposed change would encourage the submission of additional liquidity in AAPL, QQQ, IWM and SLV to a public exchange, thereby promoting market depth, price discovery and transparency and enhancing order execution opportunities for all Trading Permit Holders. As a result, the Exchange believes that the proposed change furthers the Commission's goal in adopting Regulation NMS of fostering competition among orders, which promotes "more efficient pricing of individual stocks for all types of orders, large and small."

The Exchange believes the proposed rule change does not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Particularly, the proposed change applies to all similarly situated Trading Permit Holders equally. Overall, the proposed change is designed to attract additional AAPL, QQQ, IWM and SLV Public Customer orders that remove liquidity and AAPL, QQQ, IWM and SLV Market Maker and non-Market Maker, non-Customer orders that add liquidity to the Exchange. The Exchange believes that the C2 Market Maker rebate for orders in AAPL, QQQ, IWM and SLV that are NBBO Joiners or Setters would incentivize entry on the Exchange of more aggressive AAPL, QQQ, IWM and SLV orders that will maintain tight spreads, benefitting both Trading Permit Holders and public investors criteria and, as a result, provide for deeper levels of liquidity, increasing trading opportunities for other market participants, thus signaling further trading activity, ultimately incentivizing more overall order flow and improving price transparency on the Exchange.

Next, the Exchange believes the proposed rule change does not impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. As previously discussed, the Exchange operates in a highly competitive market. Members have numerous alternative venues that they may participate on and director their order flow, including 15 other options exchanges and off-exchange venues. Additionally, the Exchange represents a small percentage of the overall market. Based on publicly available information, no single options exchange has more than 16% of the market share. Therefore, no exchange possesses significant pricing power in the execution of option order flow. Indeed, participants can readily choose to send their orders to other exchange and off-exchange venues if they deem fee levels at those other venues to be more favorable. Moreover, the Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system "has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies." The fact that this market is competitive has also long been recognized by the courts. In NetCoalition v. Securities and Exchange Commission, the D.C. Circuit stated as follows: "[n]o one disputes that competition for order flow is 'fierce.' … As the SEC explained, '[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution'; [and] 'no exchange can afford to take its market share percentages for granted' because 'no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers'….". Accordingly, the Exchange does not believe its proposed fee change imposes any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

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

6. Extension of Time Period for Commission Action

Not applicable.

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act[13] and Rule 19b-4(f)(2) thereunder,[14] the Exchange has designated this proposal as establishing or changing a due, fee, or other charge applicable to the Exchange's Members and non-Members, which renders the proposed rule change effective upon filing.

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.

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

Not applicable.

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

Not applicable.

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

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[13] 15 U.S.C. 78s(b)(3)(A)(ii).

[14] 17 CFR 240.19b-4(f)(2).

Not applicable.

11. Exhibits

Exhibit 1 – Form of Notice of Proposed Rule Change for Federal Register.

Exhibit 5 – Text of the Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34- ; File No. SR-C2-2021-004]

[Insert date]

Self-Regulatory Organizations; Cboe C2 Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to Amend its 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], Cboe C2 Exchange, Inc. (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

Cboe C2 Exchange, Inc. (the "Exchange" or "C2") is filing with the Securities and Exchange Commission ("Commission") a proposed rule change to amend the Fees Schedule. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Exchange's website (http://markets.cboe.com/us/options/regulation/rule_filings/ctwo/), at the Exchange's Office of the Secretary, and at the Commission's Public Reference Room.

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1 15 U.S.C. 78s(b)(1).

2 17 CFR 240.19b-4.

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 Exchange proposes to amend its Fee Schedule to amend certain standard transaction fees for AAPL, QQQ, IWM and SLV transactions. Specifically, the Exchange proposes to (1) amend the transaction fee for public customer AAPL, QQQ, IWM and SLV orders that remove liquidity, (2) amend the rebate for C2 Market Maker AAPL, QQQ, IWM and SLV orders that add liquidity, (3) amend the rebate for non-Customer, non-Market Maker AAPL, QQQ, IWM and SLV orders that add liquidity and (4) adopt an enhanced rebate for C2 Market Maker AAPL, QQQ, IWM and SLV orders that are NBBO Joiners or NBBO Setters.[3]

The Exchange first notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. More specifically, the Exchange is only one of 16 options venues to which market participants

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3 The Exchange initially filed the proposed fee changes on February 1, 2021 (SR-C2-2021-003). On February 5, 2021, the Exchange withdrew that filing and submitted this proposal.

may direct their order flow. Based on publicly available information, no single options exchange has more than 16% of the market share and currently the Exchange represents approximately 3% of the market share.[4] Thus, in such a low-concentrated and highly competitive market, no single options exchange, including the Exchange, possesses significant pricing power in the execution of option order flow. The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow or discontinue to reduce use of certain categories of products, in response to fee changes. Accordingly, competitive forces constrain the Exchange's transaction fees, and market participants can readily trade on competing venues if they deem pricing levels at those other venues to be more favorable.

First, the Exchange proposes to amend the transaction fee for Public Customer orders in AAPL, QQQ, IWM and SLV that remove liquidity. Currently, public customer orders in all equity, multiply-listed index, ETF and ETN penny options classes, including AAPL, QQQ, IWM and SLV, that remove liquidity are assessed a standard transaction fee of $0.43 per contract and yield fee code "PC". The Exchange proposes to remove orders in AAPL, QQQ, IWM and SLV from fee code PC and, instead, assess fee code "SC" for Public Customer orders in AAPL, QQQ, IWM and SLV that remove liquidity. Fee code SC is currently appended to Public Customer orders in SPY that remove liquidity and assesses a reduced fee (from that of fee code PC) of $0.39 per contract.[5]

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4 See Cboe Global Markets U.S. Options Market Volume Summary by Month (January 26, 2021), available at https://markets.cboe.com/us/options/market_statistics/.

5 The Exchange notes that when it adopted the SPY pricing table and fee codes SC, SL, SM and SN, it inadvertently did not add these fee codes to the "Fee Codes

The Exchange next proposes to amend the rebate for C2 Market Maker orders in AAPL, QQQ, IWM and SLV that add liquidity. Currently, C2 Market Makers orders in all equity, multiply-listed index, ETF and ETN penny options classes, including AAPL, QQQ, IWM and SLV, that add liquidity are provided a rebate of $0.41 per contract and yield fee code "PM". The Exchange proposes to remove orders in AAPL, QQQ, IWM and SLV from fee code PM and, instead, assess existing fee code "SM" for C2 Market Maker orders in AAPL, QQQ, IWM and SLV. Fee code SM is currently appended to C2 Market Maker orders in SPY that add liquidity and offer a reduced rebate (from that of fee code PM) of $0.26 per contract.

The Exchange also proposes to amend the rebate for non-Market Maker, non-Customer orders in AAPL, QQQ, IWM and SLV that add liquidity. Currently, non-Market Maker, non-Customer orders (i.e., Professional Customer, Firm, Broker/Dealer, non-C2 Market Maker, JBO, etc.) in all equity, multiply-listed index, ETF and ETN penny options classes, including AAPL, QQQ, IWM and SLV, that add liquidity are provided a rebate of $0.36 per contract and yield fee code "PN". The Exchange proposes to remove orders in AAPL, QQQ, IWM and SLV from fee code PN and, instead, assess existing fee code "SN" on non-Market Maker, non-Customer orders in AAPL, QQQ, IWM and SLV that add liquidity. Fee code SN is currently appended to such orders in SPY and assesses a reduced rebate (from that of fee code PN) of $0.20 per contract.

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and Associated Fees" table, which lists all available fee codes for orders on C2. The Exchange will now add these fee codes to the "Fee Codes and Associated Fees" table. This does not change any current rates or alter the description (except as proposed herein) of these fee codes. See Securities Exchange Release No. 89828 (September 11, 2020), 85 FR 58078 (September 17, 2020) (SR-C2-2020-013).

The Exchange also proposes to add C2 Market Maker orders in AAPL, QQQ, IWM and SLV to existing fee code "SL". Fee code SL is currently appended to C2 Market Maker orders in SPY that add liquidity and are a National Best Bid or Offer ("NBBO") Joiner or NBBO Setter and offers a rebate of $0.31 per contract for such orders. Particularly, to qualify as a NBBO Joiner, a C2 market-maker order must improve the C2 Best Bid or Offer ("BBO") and result in C2 joining an existing NBBO. Only the first order received that results in C2 BBO joining the NBBO at a new price level will qualify for the enhanced rebate. If C2 is at the NBBO, the order will not qualify. Alternatively, C2 Market Makers may receive the enhanced rebate if they are a NBBO Setter. To qualify as a NBBO Setter and receive the enhanced rebate, a C2 Market Maker order must set the NBBO. The Exchange believes assessing fee code SL and the corresponding enhanced rebate for C2 Market Makers in AAPL, QQQ, IWM and SLV that are NBBO Joiners or Setters will incentivize liquidity providers to provide more aggressively priced liquidity in AAPL, QQQ, IWM and SLV options.

The Exchange also proposes to add AAPL, QQQ, IWM and SLV to the table in the Fees Schedule that currently sets forth SPY-specific pricing. Like with SPY, the Exchange also proposes to clarify that the first transaction fee table, which does not apply to RUT, DJX and SPY, also does not apply to AAPL, QQQ, IWM and SLV. The Exchange notes that transaction fees and rebates that apply to (1) Public Customer orders in AAPL, QQQ, IWM and SLV that add liquidity (existing fee code "PY") (2) C2 Market Maker orders in AAPL, QQQ, IWM and SLV that remove liquidity (existing fee code "PR"), (3) non-Market Maker, non-Customer orders in AAPL, QQQ, IWM and SLV that remove liquidity (existing fee code "PP), (4) orders in AAPL, QQQ, IWM and SLV that trade at the open (existing fee code "OO") and (5) resting orders in AAPL, QQQ, IWM and SLV that trade with resting complex orders (existing fee code "CA") are not changing, nor are the associated fee codes.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,[6] in general, and furthers the objectives of Section 6(b)(4),[7] in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and issuers and other persons using its facilities. The Exchange also believes that the proposed rule change is consistent with the objectives of Section 6(b)(5)[8] 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, and, particularly, is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

As described above, the Exchange operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. In particular, the proposed changes to Exchange execution fees and rebates for certain

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6 15 U.S.C. 78f.

7 15 U.S.C. 78f(b)(4).

8 15 U.S.C. 78f.(b)(5).

orders in AAPL, QQQ, IWM and SLV are intended to attract order flow to the Exchange by continuing to offer competitive pricing while also creating additional incentives to providing aggressively priced displayed liquidity, which the Exchange believes would enhance market quality to the benefit of all market participants.

The Exchange believes its proposed changes are reasonable as they are competitive and in line with the Exchange's current pricing for the same orders in SPY and with pricing for many of the same products at other exchanges.[9] The Exchange believes that it is reasonable to reduce the transaction fee for Public Customer orders in AAPL, QQQ, IWM and SLV that remove liquidity because market participants will be subject to lower fees for such orders and thus may be encouraged to increase retail AAPL, QQQ, IWM and SLV order flow to the Exchange. The Exchange believes that it is reasonable to reduce the rebates for both C2 Market Maker and non-Market Maker, non-Customer orders in AAPL, QQQ, IWM and SLV that add liquidity because such market participants will still receive rebates for such orders, albeit at a lower amount, which are already in place for such orders in SPY. Additionally, Market Makers that are NBBO Joiners or Setters would be eligible to receive the same enhanced rebate currently offered for joining or setting an NBBO in SPY. The Exchange believes that offering the NBBO Joiner and Setter rebate for Market Maker orders in AAPL, QQQ, IWM and SLV is reasonable as it is designed to incentivize C2 Market Makers to improve the C2 BBO resulting in C2 joining an existing NBBO or setting a new NBBO to receive the rebate,

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9 See e.g., MIAX Pearl Fee Schedule, Section 1 Transaction Rebates/Fees, which provides for a fee of $0.50 per contract for priority customer IWM and QQQ orders that remove liquidity. See also Nasdaq ISE Pricing Schedule, Section 3, Footnote 5, which provides for tiered rebates for market-maker SPY orders that add liquidity between $0.05-$0.26 per contract.

ultimately encouraging C2 Market Makers to submit more aggressive AAPL, QQQ, IWM and SLV orders that will maintain tight spreads, benefitting both Trading Permit Holders and public investors.

The Exchange also believes it is reasonable, equitable and not unfairly discriminatory to adopt pricing specific to certain orders in AAPL, QQQ, IWM and SLV as the Exchange already maintains the same pricing for such orders in SPY, as well as similar product-specific pricing for certain orders in other products, such as RUT and DJX.[10] Additionally, as noted above, other exchanges similarly provide for product-specific pricing.[11]

The Exchange also believes that it is equitable and not unfairly discriminatory to assess a lower fee for Public Customer orders in AAPL, QQQ, IWM and SLV as compared to other market participants because customer order flow enhances liquidity on the Exchange for the benefit of all market participants. Specifically, customer liquidity benefits all market participants by providing more trading opportunities, which attracts Market Makers. An increase in the activity of these market participants in turn facilitates tighter spreads, which may cause an additional corresponding increase in order flow from other market participants. Moreover, the options industry has a long history of providing preferential pricing to customers, and the Exchange's current Fee Schedule currently does

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10 See Cboe C2 Options Exchange Fees Schedule, Transaction Fees.

11 See e.g., MIAX Pearl Fee Schedule, Section 1 Transaction Rebates/Fees, which provides for a fee of $0.46 per contract for priority customer SPY orders that remove liquidity. See also Nasdaq ISE Pricing Schedule, Section 3, Footnote 5, which provides for tiered rebates for market maker IWM and QCC orders that add liquidity between $0.05 and $0.26 per contract, as well as tired rebates for market maker orders in similar, single-name options (AMZN, FB, and NVDA) between $0.15 and $0.22..

so in many places, as do the fees structures of multiple other exchanges.[12] The Exchange notes that the proposed fee change will be applied equally to all Public Customers. Additionally, the Exchange believes that it is equitable and not unfairly discriminatory to assess higher rebates to Market Makers that add liquidity as compared to other market participants, other than customers, because Market Makers, unlike other market participants, take on a number of obligations, including quoting obligations, which other market participants do not have. Further, these rebates are intended to incent Market Makers to quote and trade more on C2 Options, thereby providing more trading opportunities for all market participants. The Exchange notes that the proposed changes to C2 Market Maker rebates for AAPL, QQQ, IWM and SLV options will be applied equally to all C2 Market Makers. Similarly, the Exchange believes it is equitable and not unfairly discriminatory to provide C2 Market Makers that are NBBO Joiners or Setters in AAPL, QQQ, IWM and SLV an enhanced rebate because such market participants are providing more aggressively priced liquidity in AAPL, QQQ, IWM and SLV options. Additionally, increased add volume order flow, particularly by liquidity providers, contributes to a deeper, more liquid market, which, in turn, provides for increased execution opportunities and thus overall enhanced price discovery and price improvement opportunities on the Exchange. As such, this benefits all market participants by contributing towards a robust and well-balanced market ecosystem, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection. The Exchange believes the proposed change to the rebate for non-Market Maker, non-

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12 See Cboe C2 Options Exchange Fees Schedule, Transaction Fees. See also BZX Options Fee Schedule, Fee Codes and Associated Fees.

Customer AAPL, QQQ, IWM and SLV orders is also equitable and not unfairly discriminatory because it will be applied equally to all non-market-makers, non-customers.

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 intramarket or intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Rather, as discussed above, the Exchange believes that the proposed change would encourage the submission of additional liquidity in AAPL, QQQ, IWM and SLV to a public exchange, thereby promoting market depth, price discovery and transparency and enhancing order execution opportunities for all Trading Permit Holders. As a result, the Exchange believes that the proposed change furthers the Commission's goal in adopting Regulation NMS of fostering competition among orders, which promotes "more efficient pricing of individual stocks for all types of orders, large and small."

The Exchange believes the proposed rule change does not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Particularly, the proposed change applies to all similarly situated Trading Permit Holders equally. Overall, the proposed change is designed to attract additional AAPL, QQQ, IWM and SLV Public Customer orders that remove liquidity and AAPL, QQQ, IWM and SLV Market Maker and non-Market Maker, non-Customer orders that add liquidity to the Exchange. The Exchange believes that the C2 Market Maker rebate for orders in AAPL, QQQ, IWM and SLV that are NBBO Joiners or Setters would incentivize entry on the Exchange of more aggressive AAPL, QQQ, IWM and

SLV orders that will maintain tight spreads, benefitting both Trading Permit Holders and public investors criteria and, as a result, provide for deeper levels of liquidity, increasing trading opportunities for other market participants, thus signaling further trading activity, ultimately incentivizing more overall order flow and improving price transparency on the Exchange.

Next, the Exchange believes the proposed rule change does not impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. As previously discussed, the Exchange operates in a highly competitive market. Members have numerous alternative venues that they may participate on and director their order flow, including 15 other options exchanges and off-exchange venues. Additionally, the Exchange represents a small percentage of the overall market. Based on publicly available information, no single options exchange has more than 16% of the market share. Therefore, no exchange possesses significant pricing power in the execution of option order flow. Indeed, participants can readily choose to send their orders to other exchange and off-exchange venues if they deem fee levels at those other venues to be more favorable. Moreover, the Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system "has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies." The fact that this market is competitive has also long been recognized by the courts. In NetCoalition v. Securities and Exchange Commission, the D.C. Circuit stated as follows: "[n]o one disputes that competition for order flow is 'fierce.' … As the SEC explained, '[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution'; [and] 'no exchange can afford to take its market share percentages for granted' because 'no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers'….". Accordingly, the Exchange does not believe its proposed fee change imposes any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

The Exchange has neither solicited nor received written 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 Act[13] and paragraph (f) of Rule 19b-4[14] 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

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13 15 U.S.C. 78s(b)(3)(A).

14 17 CFR 240.19b-4(f).

Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (http://www.sec.gov/rules/sro.shtml); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-C2-2021-004 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-C2-2021-004. 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-C2-2021-004 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.[15]

Secretary

[15] 17 CFR 200.30-3(a)(12).

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

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Cboe U.S. Options Fees Schedules

C2 Options

Effective February [1]5, 2021

The following rates apply to simple, non-complex orders in all equity, multiply-listed index, ETF and ETN options classes. Listed rates are per contract. **All except RUT, DJX, [and] SPY, AAPL, QQQ, IWM and SLV.**

	Penny Classes				Non-Penny Classes			
	Add		Remove		Add		Remove	
	Code	Rates	Code	Rates	Code	Rates	Code	Rates
Public Customer	PY	($0.42)	PC	$0.43	NY	($0.80)	NC	$0.85
C2 Market-Maker	PM	($0.41)	PR	$0.49	NM	($0.73)	NR	$0.90
Non-Customer, Non-Market Maker (Professional Customer, Firm, Broker/Dealer, non-C2 Market-Maker, JBO, etc.)	PN	($0.36)	PP	$0.49	NN	($0.65)	NP	$0.93
Trades at the Open	OO	FREE	OO	FREE	OO	FREE	OO	FREE
Resting simple trades with resting complex	CA	FREE	CA	FREE	CA	FREE	CA	FREE

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The following rates apply to all executions in SPY, AAPL, QQQ, IWM and SLV. Listed rates are per contract.

	Add		Remove	
	Code	Rates	Code	Rates
Public Customer	PY	($0.42)	SC	$0.39

	Add		Remove	
	Code	Rates	Code	Rates
C2 Market-Maker	SM	($0.26)	PR	$0.49
C2 Market-Maker, NBBO Joiner or NBBO Setter	SL	($0.31)	N/A	N/A
Non-Customer, Non-Market Maker (Professional Customer, Firm, Broker/Dealer, non-C2 Market-Maker, JBO, etc.)	SN	($0.20)	PP	$0.49
Trades at the Open	OO	FREE	OO	FREE
Resting simple trades with resting complex	CA	FREE	CA	FREE

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Fee Codes and Associated Fees:

Fee Code	Description	Fee/(Rebate)
	* * * * *	
RS	Routed (Non-Customer, Non-Market Maker), Non-Penny	1.63
SC	Removes Liquidity (Public Customer), SPY, AAPL, QQQ, IWM and SLV	0.39
SL	Adds Liquidity, NBBO Joiner or NBBO Setter (C2 Market Maker), SPY, AAPL, QQQ, IWM and SLV	(0.31)
SM	Adds Liquidity (C2 Market Maker), SPY, AAPL, QQQ, IWM and SLV	(0.26)
SN	Adds Liquidity (Non-Customer, Non-Market Maker), SPY, AAPL, QQQ, IWM and SLV	(0.20)
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