

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of \* 23

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

File No. \* SR 2025 - \* 024

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) \*

☐

Pilot

☐

Extension of Time Period for  
Commission Action \*

☐

Date Expires \*

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)

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 adopt fees for its new offering of a market data report.

## 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 \*

Matthew

Last Name \*

Iwamaye

Title \*

VP, Associate General Counsel

E-mail \*

miwamaye@cboe.com

Telephone \*

(732) 687-9355

Fax

## Signature

Pursuant to the requirements of the Securities Exchange of 1934, Cboe C2 Exchange, Inc.  
has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date

08/25/2025

(Title \*)

By

Matthew Iwamaye

(Name \*)

VP, Associate General Counsel

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

Matthew Iwamaye

Date: 2025.08.25  
12:37:42 -05'00'

Required fields are shown with yellow backgrounds and astericks.

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

**Form 19b-4 Information \***

Add Remove View

25-024 19b4 (C2 Fees - All Cancels F

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

25-024 Exhibit 1 (C2 - All Cancels Fee

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 Advanced 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 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

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 Sent As Paper Document

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

Add Remove View

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 Sent As Paper Document

**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

25-024 Exhibit 5 (C2 - All Cancels Fee

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) Cboe C2 Exchange, Inc. (the “Exchange” or “C2”) proposes to adopt fees for its new offering of a market data report. The text of the proposed rule change is provided in Exhibit 5.

(b) Not applicable.

(c) Not applicable.

**Item 2. Procedures of the Self-Regulatory Organization**

(a) The Exchange’s President (or designee) pursuant to delegated authority approved the proposed rule change on August 21, 2025.

(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 Matthew Iwamaye, (732) 687-9355, Vice President, Associate General Counsel, Cboe C2 Exchange, Inc., 433 West Van Buren Street, Chicago, Illinois 60607.

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

(a) Purpose

The Exchange proposes to amend its fee schedule to adopt fees for the All Cancels Report, effective August 25, 2025. The Exchange recently adopted a new data product known as the All Cancels Report as part of the Cboe Timestamping Service.<sup>1</sup> The Cboe Timestamping Service reports provide timestamp information for quotes, orders and cancels for Trading Permit Holders (“TPHs”). More specifically, the Cboe Timestamping Service reports provide various timestamps relating to the message lifecycle throughout

---

<sup>1</sup> See Securities Exchange Act Release No. 103706 (August 14, 2025), 90 FR 40402 (August 19, 2025) (SR-C2-2025-021).

the exchange system. The first report that is currently offered— the Missed Liquidity Report – covers order and quote messages and the second report – Cancels Report<sup>2</sup> – covers cancel messages. Lastly, the recent addition of the All Cancels Report supplements the existing Missed Cancels Report<sup>3</sup> by offering a comprehensive view of cancel behavior and messaging activity. In comparison to the existing Missed Cancels Report, the All Cancels Report includes all cancel-related messages sent by the subscriber, irrespective of whether the cancel attempt was successful or associated with a trade event.

The current Missed Cancels Report provides liquidity response time details for orders or quotes that rest on the book where the TPH receiving the report attempted to cancel that resting order or quote or any other resting order or quote within an Exchange-determined amount of time (not to exceed 1 millisecond) after receipt of the order or quote that executed against the resting order or quote and within an Exchange-determined amount of time (not to exceed 100 microseconds) before receipt of the order or quote that executed against the resting order or quote. For example, if a Recipient Firm sends in a cancel message, but an order resting on the Exchange order book was executed prior to the system processing the cancel message, the Missed Cancels Report can assist the Recipient Firm in determining by how much time that order missed being canceled instead of executing.<sup>4</sup>

---

<sup>2</sup> In connection with the offering of this new report, the Exchange proposes to modify the title of the current Cancels Report to Missed Cancels Report in order to provide clarity between the existing Cancels Report, and the new proposed All Cancels Report.

<sup>3</sup> Id.

<sup>4</sup> For example, Participant A submits an order that is posted to the Exchange's Book and Participant B at some point thereafter submits a marketable order to execute against Participant A's resting order. Within 500 microseconds of submission of Participant B's order, Participant A sends a cancel message to cancel its resting order. Because Participant B's order is processed at the Matching Engine by the Exchange before Participant A's cancel message, Participant B's order executes against Participant A's resting order. The Missed Cancels Report provides Participant A the data points necessary for that firm to calculate by how much time they missed canceling its resting order.

In contrast, the All Cancels Report provides a comprehensive view of cancel behavior and messaging activity when the subscriber is the originator of the cancel-related message.<sup>5</sup> It is particularly useful for analyzing cancel patterns across all market scenarios, including those where no trade occurred. Cancel, cancel rejected, or purge/mass cancel records for the subscriber are included, regardless of their timing or relation to a trade.

The All Cancels Report will include the following data elements for cancels: (1) Message Type;<sup>6</sup> (2) Date; (3) Recipient Firm ID; (4) Session Sub ID; (5) Client Identifier;<sup>7</sup> (6) Cboe Order ID;<sup>8</sup> (7) Symbol; (8) Exchange System Timestamps;<sup>9</sup> (9) Matching Unit number;<sup>10</sup> (10) Queued;<sup>11</sup> and (11) Port Type.<sup>12</sup>

The Exchange now proposes to assess the following monthly fees for TPHs that wish to purchase the All Cancels Report. The Exchange proposes a monthly flat fee of \$1,500 for the All Cancels Report for a TPH. For a mid-month subscription, the monthly fee shall be prorated based on the initial date of the subscription.

---

<sup>5</sup> The report shall not include any trade records or aggressor information.

<sup>6</sup> Represents if it was a cancel, mass cancel or purge, a cancel rejected, or a quote update cancel.

<sup>7</sup> The unique CIOrdID or MassCancelID assigned by the client.

<sup>8</sup> The Cboe Order ID is a unique reference number assigned by the Exchange.

<sup>9</sup> Includes Network Discovery Time (which is a network hardware switch timestamp taken at the network capture point); Order Handler NIC Timestamp (which is a hardware timestamp that represents when a BOE order handler server NIC observed the message and may not be available for certain reject cases); Order Handler Received Timestamp (which is software timestamp that represents when the FIX or BOE order handler has begun processing the order after the socket read and may not be available for certain reject cases); Order Handler Send Timestamp (which represents when the FIX or BOE order handler has finished processing the order and begun sending to the matching engine and may not be available for certain reject cases); Matching Engine NIC Timestamp (which is a hardware timestamp that represents when the target matching engine server NIC observed the message); and Matching Engine Transaction Timestamp (which is a software timestamp that represents when the matching engine has started processing an event).

<sup>10</sup> Represents the matching unit number.

<sup>11</sup> Flag to indicate whether a message was delayed due to message in flight limits (i.e., a limit on the total number of messages in flight between an order handler and a matching engine).

<sup>12</sup> Refers to the port type used by the session to send the applicable message.

(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>13</sup> Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>14</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. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>15</sup> requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The Exchange also believes the proposed rule change is consistent with Section 6(b)(4) of the Act,<sup>16</sup> which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its TPHs and other persons using its facilities.

In adopting Regulation NMS, the Commission granted self-regulatory organizations (“SROs”) and broker dealers increased authority and flexibility to offer new and unique market data to consumers of such data. It was believed that this authority would

---

<sup>13</sup> 15 U.S.C. 78f(b).

<sup>14</sup> 15 U.S.C. 78f(b)(5).

<sup>15</sup> Id.

<sup>16</sup> 15 U.S.C 78f(b)(4).

expand the amount of data available to users and consumers of such data and also spur innovation and competition for the provision of market data. The Exchange believes that the proposed reports are the sort of market data product that the Commission envisioned when it adopted Regulation NMS.

The Commission concluded that Regulation NMS—by deregulating the market in proprietary data—would itself further the Act's goals of facilitating efficiency and competition: “[E]fficiency is promoted when broker-dealers who do not need the data beyond the prices, sizes, market center identifications of the NBBO and consolidated last sale information are not required to receive (and pay for) such data. The Commission also believes that efficiency is promoted when broker-dealers may choose to receive (and pay for) additional market data based on their own internal analysis of the need for such data.”<sup>17</sup>

By removing “unnecessary regulatory restrictions” on the ability of exchanges to sell their own data, Regulation NMS advanced the goals of the Act and the principles reflected in its legislative history. The All Cancels Report provides investors with new options for receiving market data, which was a primary goal of the market data amendments adopted by Regulation NMS.<sup>18</sup>

The All Cancels Report is designed for TPHs that are interested in gaining insight into latency in connection with their respective cancel messages. The Exchange believes that providing this optional data to interested market participants for a fee is consistent with facilitating transactions in securities, removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, in general,

---

<sup>17</sup> See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496 (June 29, 2005) (“Regulation NMS Adopting Release”).

<sup>18</sup> See Regulation NMS Adopting Release, *supra*, at 37503.

protecting investors and the public interest because it provides additional information and insight to subscribing market participants regarding their trading activity on the Exchange. More specifically, the proposed report provides greater visibility of cancel behavior and messaging activity – particularly for analyzing cancel patterns across all market scenarios, including those where no trade occurred. information and insight into their trading activity on the Exchange.

The Exchange believes the fee proposals for the All Cancels Report is reasonable as the Exchange is offering any TPH access to subscribe to this report in the subscribing firm's sole discretion based on their unique business needs. The report is optional for TPHs to subscribe to if they believe it to be helpful and is not required for TPHs to purchase in order to access the Exchange. Additionally, a subscribing firm may cancel their usage of this report at any time.

The Exchange believes its proposed fee for the All Cancels Report is reasonable as it's a modest, flat fee of \$1,500/month, the same as the existing Missed Cancels Report.<sup>19</sup>

The proposal would also not permit unfair discrimination as the All Cancels Report will be available to all TPHs, who may opt to subscribe to the report, and will help to protect a free and open market by continuing to provide additional non-core data (offered on an optional basis for a fee) to the marketplace and by providing investors with greater choices.<sup>20</sup> As such, the Exchange believes that the proposed fees are reasonable.

---

<sup>19</sup> See C2 Options Fee Schedule.

<sup>20</sup> See Sec. Indus. Fin. Mkts. Ass'n (SIFMA), Initial Decision Release No. 1015, 2016 SEC LEXIS 2278 (ALJ June 1, 2016) (finding the existence of vigorous competition with respect to non-core market data). See also the decision of the United States Court of Appeals for the District of Columbia Circuit in *NetCoalition v. SEC*, 615 F.3d 525 (D.C. Cir. 2010) ("NetCoalition I") (upholding the Commission's reliance upon competitive markets to set reasonable and equitably allocated fees for market data).



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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange believes the reports will contribute to robust competition among national securities exchanges. The All Cancels Report further enhances competition between exchanges by allowing the Exchange to expand its product offerings to include an additional report similar to reports that are currently offered by other exchanges.<sup>21</sup>

The Exchange also does not believe the proposed fee would cause any unnecessary or inappropriate burden on intermarket competition as other exchanges are free to introduce their own comparable reports with lower prices to better compete with the Exchange's offerings. The Exchange operates in a highly competitive environment, and its ability to price the report is constrained by competition among exchanges who choose to adopt similar products. The Exchange must consider this in its pricing discipline in order to compete for subscribers of the Exchange's market data via the reports. For example, proposing fees that are excessively higher than fees for potentially similar data products would simply serve to reduce demand for the Exchange's reports, which as discussed, TPHs

---

<sup>21</sup> MIAX Emerald offers a Liquidity Taker Event Report, analogous to the Exchange's Missed Liquidity Report under its Cboe Timestamping Services. See MIAX Emerald Rule 531. Although not clearly defined, the Exchange believes that MIAX Emerald's Liquidity Taker Event Report also provides information relating to cancel messages. Particularly, MIAX Emerald Liquidity Taker Event Report provides, among other things, data relating to the "type of each response submitted by the Recipient Member." See MIAX Emerald Rule 5.31(a)(iii)(C). MIAX Emerald's technical specifications outline the various types of available liquidity messages including, Simple Mass Quote Cancel Request and Mass Liquidity Cancel Request. See MIAX Express Interface for Quoting and Trading Options, MEI Interface Specification, Section 4.1 (Liquidity Messages), available at: [https://www.miaxglobal.com/sites/default/files/job-files/MIAX\\_Express\\_Interface\\_MEI\\_v2.2a.pdf](https://www.miaxglobal.com/sites/default/files/job-files/MIAX_Express_Interface_MEI_v2.2a.pdf). The Exchange also believes that providing the same data points for cancel messages as the data provided for orders messages is of no materials consequence as the Missed Cancels Report serves a similar purpose as the Missed Liquidity Report — providing TPHs additional information to better understand the efficacy of their incoming orders and cancel messages.

are under no obligation to utilize. In this competitive environment, potential purchasers are free to choose which, if any, similar product to purchase to satisfy their need for market information. As a result, the Exchange believes this proposed rule change permits fair competition among national securities exchanges.

The Exchange does not believe the proposed rule change would cause any unnecessary or inappropriate burden on intramarket competition. Particularly, the proposed fees apply uniformly to any purchaser in that the Exchange does not differentiate between the different TPHs that may purchase the reports. The proposed fees are set at a reasonable level that would allow any interested TPH to purchase such data based on their business needs.

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

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

**Item 6. Extension of Time Period for Commission Action**

Not applicable.

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

(a) The proposed rule change is filed for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act<sup>22</sup> and Rule 19b-4(f)(2)<sup>23</sup> thereunder.

(b) The Exchange designates that the proposed rule change establishes or changes a due, fee, or other charge imposed by the Exchange, which renders the proposed rule change effective upon filing with the Securities and Exchange Commission (the

---

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

<sup>23</sup> 17 CFR 240.19b-4(f)(2).

“Commission”). At any time within 60 days of the filing of this proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

(c) Not applicable.

(d) Not applicable.

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

Not applicable.

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

Not applicable.

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

Not applicable.

**Item 11. Exhibits**

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

Exhibit 5. Proposed rule text.

EXHIBIT 1**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-       ; File No. SR-C2-2025-024]

[Insert date]

Self-Regulatory Organizations; Cboe C2 Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Adopt Fees for its New Offering of a Market Data Report

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 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”) proposes to adopt fees for its new offering of a market data report. 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/](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.

---

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

<sup>2</sup> 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 adopt fees for the All Cancels Report, effective August 25, 2025. The Exchange recently adopted a new data product known as the All Cancels Report as part of the Cboe Timestamping Service.<sup>3</sup> The Cboe Timestamping Service reports provide timestamp information for quotes, orders and cancels for Trading Permit Holders ("TPHs"). More specifically, the Cboe Timestamping Service reports provide various timestamps relating to the message lifecycle throughout the exchange system. The first report that is currently offered– the Missed Liquidity Report – covers order and quote messages and the second report – Cancels Report<sup>4</sup> – covers cancel messages. Lastly, the recent addition of the All Cancels Report supplements the existing Missed Cancels Report<sup>5</sup> by offering a comprehensive view of cancel behavior and

---

<sup>3</sup> See Securities Exchange Act Release No. 103706 (August 14, 2025), 90 FR 40402 (August 19, 2025) (SR-C2-2025-021).

<sup>4</sup> In connection with the offering of this new report, the Exchange proposes to modify the title of the current Cancels Report to Missed Cancels Report in order to provide clarity between the existing Cancels Report, and the new proposed All Cancels Report.

<sup>5</sup> Id.

messaging activity. In comparison to the existing Missed Cancels Report, the All Cancels Report includes all cancel-related messages sent by the subscriber, irrespective of whether the cancel attempt was successful or associated with a trade event.

The current Missed Cancels Report provides liquidity response time details for orders or quotes that rest on the book where the TPH receiving the report attempted to cancel that resting order or quote or any other resting order or quote within an Exchange-determined amount of time (not to exceed 1 millisecond) after receipt of the order or quote that executed against the resting order or quote and within an Exchange-determined amount of time (not to exceed 100 microseconds) before receipt of the order or quote that executed against the resting order or quote. For example, if a Recipient Firm sends in a cancel message, but an order resting on the Exchange order book was executed prior to the system processing the cancel message, the Missed Cancels Report can assist the Recipient Firm in determining by how much time that order missed being canceled instead of executing.<sup>6</sup>

In contrast, the All Cancels Report provides a comprehensive view of cancel behavior and messaging activity when the subscriber is the originator of the cancel-related message.<sup>7</sup> It is particularly useful for analyzing cancel patterns across all market scenarios, including those where no trade occurred. Cancel, cancel rejected, or purge/mass cancel records for the subscriber are included, regardless of their timing or relation to a trade.

---

<sup>6</sup> For example, Participant A submits an order that is posted to the Exchange's Book and Participant B at some point thereafter submits a marketable order to execute against Participant A's resting order. Within 500 microseconds of submission of Participant B's order, Participant A sends a cancel message to cancel its resting order. Because Participant B's order is processed at the Matching Engine by the Exchange before Participant A's cancel message, Participant B's order executes against Participant A's resting order. The Missed Cancels Report provides Participant A the data points necessary for that firm to calculate by how much time they missed canceling its resting order.

<sup>7</sup> The report shall not include any trade records or aggressor information.

The All Cancels Report will include the following data elements for cancels: (1) Message Type;<sup>8</sup> (2) Date; (3) Recipient Firm ID; (4) Session Sub ID; (5) Client Identifier;<sup>9</sup> (6) Cboe Order ID;<sup>10</sup> (7) Symbol; (8) Exchange System Timestamps;<sup>11</sup> (9) Matching Unit number;<sup>12</sup> (10) Queued;<sup>13</sup> and (11) Port Type.<sup>14</sup>

The Exchange now proposes to assess the following monthly fees for TPHs that wish to purchase the All Cancels Report. The Exchange proposes a monthly flat fee of \$1,500 for the All Cancels Report for a TPH. For a mid-month subscription, the monthly fee shall be prorated based on the initial date of the subscription.

## 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>15</sup> Specifically,

---

<sup>8</sup> Represents if it was a cancel, mass cancel or purge, a cancel rejected, or a quote update cancel.

<sup>9</sup> The unique CIOrdID or MassCancelID assigned by the client.

<sup>10</sup> The Cboe Order ID is a unique reference number assigned by the Exchange.

<sup>11</sup> Includes Network Discovery Time (which is a network hardware switch timestamp taken at the network capture point); Order Handler NIC Timestamp (which is a hardware timestamp that represents when a BOE order handler server NIC observed the message and may not be available for certain reject cases); Order Handler Received Timestamp (which is software timestamp that represents when the FIX or BOE order handler has begun processing the order after the socket read and may not be available for certain reject cases); Order Handler Send Timestamp (which represents when the FIX or BOE order handler has finished processing the order and begun sending to the matching engine and may not be available for certain reject cases); Matching Engine NIC Timestamp (which is a hardware timestamp that represents when the target matching engine server NIC observed the message); and Matching Engine Transaction Timestamp (which is a software timestamp that represents when the matching engine has started processing an event).

<sup>12</sup> Represents the matching unit number.

<sup>13</sup> Flag to indicate whether a message was delayed due to message in flight limits (i.e., a limit on the total number of messages in flight between an order handler and a matching engine).

<sup>14</sup> Refers to the port type used by the session to send the applicable message.

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

the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>16</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. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>17</sup> requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The Exchange also believes the proposed rule change is consistent with Section 6(b)(4) of the Act,<sup>18</sup> which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its TPHs and other persons using its facilities.

In adopting Regulation NMS, the Commission granted self-regulatory organizations (“SROs”) and broker dealers increased authority and flexibility to offer new and unique market data to consumers of such data. It was believed that this authority would expand the amount of data available to users and consumers of such data and also spur innovation and competition for the provision of market data. The Exchange believes that the proposed reports are the sort of market data product that the Commission envisioned when it adopted Regulation NMS.

---

<sup>16</sup> 15 U.S.C. 78f(b)(5).

<sup>17</sup> Id.

<sup>18</sup> 15 U.S.C 78f(b)(4).



The Commission concluded that Regulation NMS—by deregulating the market in proprietary data—would itself further the Act's goals of facilitating efficiency and competition: “[E]fficiency is promoted when broker-dealers who do not need the data beyond the prices, sizes, market center identifications of the NBBO and consolidated last sale information are not required to receive (and pay for) such data. The Commission also believes that efficiency is promoted when broker-dealers may choose to receive (and pay for) additional market data based on their own internal analysis of the need for such data.”<sup>19</sup>

By removing “unnecessary regulatory restrictions” on the ability of exchanges to sell their own data, Regulation NMS advanced the goals of the Act and the principles reflected in its legislative history. The All Cancels Report provides investors with new options for receiving market data, which was a primary goal of the market data amendments adopted by Regulation NMS.<sup>20</sup>

The All Cancels Report is designed for TPHs that are interested in gaining insight into latency in connection with their respective cancel messages. The Exchange believes that providing this optional data to interested market participants for a fee is consistent with facilitating transactions in securities, removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, in general, protecting investors and the public interest because it provides additional information and insight to subscribing market participants regarding their trading activity on the Exchange. More specifically, the proposed report provides greater visibility of cancel behavior and messaging activity – particularly for analyzing cancel patterns across all market scenarios,

---

<sup>19</sup> See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496 (June 29, 2005) (“Regulation NMS Adopting Release”).

<sup>20</sup> See Regulation NMS Adopting Release, *supra*, at 37503.

including those where no trade occurred. information and insight into their trading activity on the Exchange.

The Exchange believes the fee proposals for the All Cancels Report is reasonable as the Exchange is offering any TPH access to subscribe to this report in the subscribing firm's sole discretion based on their unique business needs. The report is optional for TPHs to subscribe to if they believe it to be helpful and is not required for TPHs to purchase in order to access the Exchange. Additionally, a subscribing firm may cancel their usage of this report at any time.

The Exchange believes its proposed fee for the All Cancels Report is reasonable as it's a modest, flat fee of \$1,500/month, the same as the existing Missed Cancels Report.<sup>21</sup>

The proposal would also not permit unfair discrimination as the All Cancels Report will be available to all TPHs, who may opt to subscribe to the report, and will help to protect a free and open market by continuing to provide additional non-core data (offered on an optional basis for a fee) to the marketplace and by providing investors with greater choices.<sup>22</sup> As such, the Exchange believes that the proposed fees are reasonable.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange believes the reports will contribute to robust competition among

---

<sup>21</sup> See C2 Options Fee Schedule.

<sup>22</sup> See Sec. Indus. Fin. Mkts. Ass'n (SIFMA), Initial Decision Release No. 1015, 2016 SEC LEXIS 2278 (ALJ June 1, 2016) (finding the existence of vigorous competition with respect to non-core market data). See also the decision of the United States Court of Appeals for the District of Columbia Circuit in *NetCoalition v. SEC*, 615 F.3d 525 (D.C. Cir. 2010) ("NetCoalition I") (upholding the Commission's reliance upon competitive markets to set reasonable and equitably allocated fees for market data).

national securities exchanges. The All Cancels Report further enhances competition between exchanges by allowing the Exchange to expand its product offerings to include an additional report similar to reports that are currently offered by other exchanges.<sup>23</sup>

The Exchange also does not believe the proposed fee would cause any unnecessary or inappropriate burden on intermarket competition as other exchanges are free to introduce their own comparable reports with lower prices to better compete with the Exchange's offerings. The Exchange operates in a highly competitive environment, and its ability to price the report is constrained by competition among exchanges who choose to adopt similar products. The Exchange must consider this in its pricing discipline in order to compete for subscribers of the Exchange's market data via the reports. For example, proposing fees that are excessively higher than fees for potentially similar data products would simply serve to reduce demand for the Exchange's reports, which as discussed, TPHs are under no obligation to utilize. In this competitive environment, potential purchasers are free to choose which, if any, similar product to purchase to satisfy their need for market information. As a result, the Exchange believes this proposed rule change permits fair competition among national securities exchanges.

---

<sup>23</sup> MIAX Emerald offers a Liquidity Taker Event Report, analogous to the Exchange's Missed Liquidity Report under its Cboe Timestamping Services. See MIAX Emerald Rule 531. Although not clearly defined, the Exchange believes that MIAX Emerald's Liquidity Taker Event Report also provides information relating to cancel messages. Particularly, MIAX Emerald Liquidity Taker Event Report provides, among other things, data relating to the "type of each response submitted by the Recipient Member." See MIAX Emerald Rule 5.31(a)(iii)(C). MIAX Emerald's technical specifications outline the various types of available liquidity messages including, Simple Mass Quote Cancel Request and Mass Liquidity Cancel Request. See MIAX Express Interface for Quoting and Trading Options, MEI Interface Specification, Section 4.1 (Liquidity Messages), available at: [https://www.miaxglobal.com/sites/default/files/job-files/MIAX\\_Express\\_Interface\\_MEI\\_v2.2a.pdf](https://www.miaxglobal.com/sites/default/files/job-files/MIAX_Express_Interface_MEI_v2.2a.pdf). The Exchange also believes that providing the same data points for cancel messages as the data provided for orders messages is of no materials consequence as the Missed Cancels Report serves a similar purpose as the Missed Liquidity Report — providing TPHs additional information to better understand the efficacy of their incoming orders and cancel messages.

The Exchange does not believe the proposed rule change would cause any unnecessary or inappropriate burden on intramarket competition. Particularly, the proposed fees apply uniformly to any purchaser in that the Exchange does not differentiate between the different TPHs that may purchase the reports. The proposed fees are set at a reasonable level that would allow any interested TPH to purchase such data based on their business needs.

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

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

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act<sup>24</sup> and paragraph (f) of Rule 19b-4<sup>25</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.

---

<sup>24</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>25</sup> 17 CFR 240.19b-4(f).

#### **IV. Solicitation of Comments**

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

##### Electronic Comments:

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include file number SR-C2-2025-024 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-C2-2025-024. This file number should be included on the subject line if email 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 (<https://www.sec.gov/rules/sro.shtml>). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-C2-2025-024 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>26</sup>

**Sherry R. Haywood,**

*Assistant Secretary.*

Secretary

---

<sup>26</sup> 17 CFR 200.30-3(a)(12).

## EXHIBIT 5

(additions are underlined; deletions are [bracketed])

\* \* \* \* \*

**Cboe U.S. Options Fee Schedules****C2 Options****Effective August [14]25, 2025**

\* \* \* \* \*

**Historical Depth Data**

\* \* \* \* \*

**Cboe Timestamping Service\*****Missed Liquidity Report**

Per TPH	\$3,500/month
---------	---------------

**Missed Cancels Report**

Per TPH	\$1,500/month
---------	---------------

**All Cancels Report**

<u>Per TPH</u>	<u>\$1,500/month</u>
----------------	----------------------

\*Mid-Month Subscriptions. For the initial month of the Timestamping Service, the service(s) shall be prorated for the month based on the initial date of the subscription.

**Cboe LiveVol, LLC Market Data Fees**

\* \* \* \* \*